

Experience, Commitment and Service

ANNUAL REPORT 2009

PICT

Pakistan International Container Terminal Limited

EXPERIENCE, COMMITMENT AND SERVICE





CONTENTS

Page 3	Company Information
Page 4	Vision Mission Statement
Page 6	Corporate Social Responsibility
Page 8	Notice of Annual General Meeting
Page 10	Chairman's Review
Page 11	Directors' Report
Page 20	Key Operating & Financial Data
Page 21	Statement of Value Added
Page 22	Statement of Compliance with the Code of Corporate Governance & Best Practices of Transfer Pricing
Page 24	Review Report to the Members on Statement of Compliance with Best Practices of the Code of Corporate Governance
Page 27	Auditors' Report to the Members
Page 28	Balance Sheet
Page 29	Profit and Loss Account
Page 30	Cash Flow Statement
Page 31	Statement of Changes in Equity
Page 32	Notes to the Financial Statements
Page 58	Pattern of Shareholding

Form of Proxy

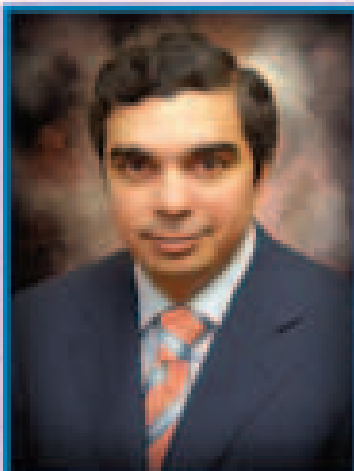
BOARD OF DIRECTORS



Capt. Haleem A. Siddiqui
Chairman



Capt. Zafar Iqbal Awan
Chief Executive



Mr. Aasim Azim Siddiqui
Director



Mr. Sharique Azim Siddiqui
Director / Chief Operating Officer



Syed Nizam A. Shah
Director



Mr. Ali J. Siddiqui
Director



Mr. M. Masood Ahmed Usmani
Director & Chief Financial Officer



COMPANY INFORMATION

Board of Directors

Chairman

Capt. Haleem A. Siddiqui

Chief Executive

Capt. Zafar Iqbal Awan

Directors

Mr. Aasim Azim Siddiqui

Mr. Sharique Azim Siddiqui

Mr. M. Masood Ahmed Usmani, FCA

Syed Nizam A. Shah

Mr. Ali J. Siddiqui

Chief Operating Officer

Mr. Sharique Azim Siddiqui

Chief Financial Officer

Mr. M. Masood Ahmed Usmani, FCA

Company Secretary

Mr. Arsalan I. Khan, ACA

Audit Committee

Chairman

Syed Nizam A. Shah

Members

Mr. Aasim Azim Siddiqui

Mr. Ali J. Siddiqui

Chief Internal Auditor

Mr. Noman Yousuf

Auditors

Ford Rhodes Sidat Hyder & Co.

Chartered Accountants 6th Floor, Progressive Plaza,

Beaumont Road, P.O. Box 15541, Karachi-75530 Tel. 5650007.11

Legal Advisors

Kabraji & Talibuddin 64-A/1, Gulshan-e-Faisal, Bath Island, Karachi.

Usmani & Iqbal 6th Floor, Business Centre, Mumtaz Hassan Road, Karachi.

The Continental Law Associates, Panorama Centre, Saddar, Karachi.

Bankers

Faysal Bank Limited

Samba Bank Limited

JS Bank Limited

United Bank Limited

Standard Chartered Bank

HSBC Bank Middle East Limited

Albaraka Islamic Bank Limited

Barclays Bank PLC

Registered & Head Office

2nd Floor, Business Plaza, Mumtaz Hassan Road, Karachi.

Tel. 2400450-3 Fax. 2400281

Terminal

Berth 6-9, East Wharf Karachi. Tel. 2855701-14 Fax. 2854815

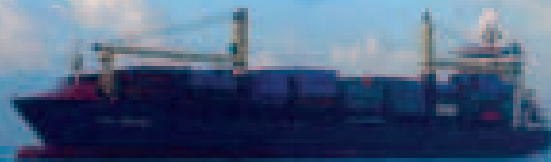
Registrar / Transfer Agent

Technology Trade Services (Pvt.) Ltd. 241-C, Block-2, P.E.C.H.S., Karachi.

Tel. 4391316-7

VISION

Operate a Container Terminal at Karachi Port that provides the highest level of quality services to its clients





MISSION

A Company dedicated to fulfilling the Port Service requirements of Customers and Users of Karachi Port at an economic cost through optimum use of human and financial resources and giving a fair return to investors



CORPORATE SOCIAL RESPONSIBILITY

PICT firmly believes that to achieve business success, it is most important to, search ways that delivers value to businesses and their stakeholders, as well as to contribute for the development of societies and communities within its business domain.

To achieve these objectives, the Company planned a wide CSR program, encompassing initiatives in areas of health, safety, education, environment protection and preservation, and other social activities to the individuals or groups, directly or indirectly, attached to its business activities.

These measures included, awareness on health and safety standards to the stakeholders by arranging and managing training sessions throughout the year.

Following are some of the initiatives, the Company took in respect of Health, Safety, Preservation of environment and Welfare of employees and the communities:

HEALTH, SAFETY AND ENVIRONMENT:

PURIFIED DRINKING WATER FACILITY:

Clean and purified drinking water facility has been arranged at significant spots all over the premises. This facility benefitted the staff as well as the persons engaged in day to day activities at the terminal.

TERMINAL SAFETY PROGRAM:

Keeping in view the safety standards, several training and awareness sessions were arranged for the persons directly or indirectly linked to the terminal activities, such persons included contractors, suppliers and the individuals involved in routine terminal activities.

SEWAGE WASTEWATER TREATMENT PLANT:

For protecting the environment, the Company had installed a sewage waste water treatment plant imported from Australia and presently is in operation. The plant is working on the standards prescribed for the protection of Environment.

TREE PLANTATION:

For the preservation of environment, PICT had dedicated areas of plantation throughout the terminal area, in its Master Plan. Few plants and trees have already been planted whereas more to be planted in its last phase of development.

AMBULANCE/DISPENSARY:

PICT has arranged and managed a 24 hours dispensary and an Ambulance available at site. Further a casualty room with basic facility has also been engaged to provide any first aid treatment on spot. This emergency facility is available to all the persons directly or indirectly involved in the day to day activities being carried out within the premises.

EMPLOYEE RELATIONS & WELFARE PROGRAMS:**ANNUAL STAFF PICNICS:**

In order to provide relief and reduce mental stress from day to day business activities, PICT arranged staff picnics throughout the year for all its staff members in the form of groups. Every group was provided to spend a full day at prearranged picnic resort, with all the refreshments and opportunities to indulge in the extra-curricular activities.

STAFF SPORTS:

PICT believes that people with healthy body and mind can give the maximum efficiency and perform at their optimum. To boost up the characteristics of the staff members, an open opportunity was given to all, to participate and perform in extracurricular activities. For this a PICT cricket team has been formed, which regularly participates and plays matches at professional cricket grounds. Moreover a grand cricket tournament between the Marine Group Companies' staff was held this year. PICT had sponsored the event, prizes were distributed among the winning team and to the staff on their performance in the tournament.

SPONSORING STAFF FOR HAJJ:

In order to provide support to low-paid salary staff, who could not afford to perform HAJJ, PICT provides this opportunity by holding a ballot for all such employees. Every year two employees are picked through ballot and all the expenses pertaining to the holy journey are borne by the Company.

CHILDREN EDUCATION ASSISTANCE PROGRAM:

PICT also supports the low-paid salary staff, by taking the responsibility of meeting up the educational expenses of their children. All such staff is provided the facility to get their reimbursement of educational and related expenses upto two children.

COMMUNITIES DEVELOPMENT & WELFARE PROGRAM:**INTERNSHIPS PROGRAM:**

PICT offered and delivered this year several on-the job trainings to over 60 fresh Graduates from various disciplines and universities across Pakistan. The aim behind these trainings was to provide a platform to attain knowledge and skills, in order to gain practical work experience, prior to entering into the industry or business.

WELFARE OF THE COMMUNITIES:

For the Development and Welfare of the communities, PICT achieved this aim by contributing and donating to the NGOs and Social Organizations working for the cause. Some of the Organizations, whom PICT gave donations to, are;

- Rabia Azim Trust
- Agha Khan University Hospital
- Dow University of Health Sciences
- Sindh Institute of Urology and Transplant
- National Institute of Cardio Vascular Diseases
- Child Aid Protection
- Kiran Patient Welfare Society
- Negahban Welfare Association
- Shaukat Khanam Memorial Hospital
- Edhi Foundation
- SOS Children's Village of Pakistan
- Ahmed E.H. Jaffer Foundation
- Kaneez Fatima Welfare Trust
- Pakistan Disable Welfare Association
- Umar Asghar Khan Development Foundation
- Donation for IDPs NWFP
- Organization For Conservation of Environment and Nature

8 NOTICE OF THE 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting of Pakistan International Container Terminal Limited will be held at **Beach Luxury Hotel, Karachi**, on Friday, October 02, 2009 at 11 A.M. to transact the following business:

ORDINARY BUSINESS:

- 1) To confirm the minutes of the Extra Ordinary General Meeting held on February 24, 2009.
- 2) To receive and adopt Audited Accounts for the year ended June 30, 2009 together with Auditors' and Directors' Reports thereon.
- 3) To approve payment of final cash dividend on Preference Shares @ 10% (i.e., Re. 1/- per share) for the year ended June 30, 2009.
- 4) To appoint Auditors for the year 2009-2010 and fix their remuneration. The present auditors, M/s. Ford Rhodes Sidat Hyder & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

- 5) To consider and approve the issuance of Bonus Shares as recommended by the Board of Directors and to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT:

- (a) A sum of Rs. 181,921,920/- out of the free reserves of the Company to be capitalized and applied towards the issue of 18,192,192 bonus shares of Rs 10/- each and allotted as fully paid bonus shares to those members of the Company whose names appear in the Register of Members of the Company on September 24, 2009 in the proportion of 01 (one) share for every 05 (five) shares held by them. These bonus shares upon issue shall rank 'pari passu' in all respects with the existing ordinary shares of the Company.
 - b) Members entitled to fraction of shares as a result of their holding, the Management recommends that the proceeds be donated to any reputed charitable trust, for which purpose the fractions shall be consolidated into whole shares and sold on the Karachi Stock Exchange.
 - c) For the purpose of giving effect to the foregoing, the Chairman/Chief Executive or the Company Secretary be and are hereby authorised to issue directions and take such actions as they deem fit to settle any question or any difficulties that may arise in the distribution of the said bonus shares or in the payment of the sale proceeds of the fractions.
- 6) To consider, and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

RESOLVED THAT, subject to the approval of the Securities and Exchange Commission of Pakistan, sub-clauses (1), (2) and (3) of Paragraph III of the Memorandum of Association of the Company be and are hereby deleted and substituted to read as follows:

- “1. To carry on the business of Container Terminal Operators, Terminal Operators of Coal, Clinker and Cement and other bulk cargo, Public and Private Bonded Warehousing, storing containers and other cargo (whether or not in bulk) on behalf of Shipping Lines and Exporters/Importers; forwarding of Containers and other such Cargo, operating Container and other Freight Stations pertaining to such Cargo and any other business or trade connected with the operation of a Container Terminal or a Terminal for Coal, Clinker and Cement and other bulk cargo at any port or other location whether inside or outside Pakistan.
2. To carry on the business of loading and unloading Containers and other Cargo of all types, including bulk cargo of all types, Suppliers of Labour on Contract basis on daily, weekly/monthly rates or on any other basis; and Hirers and Suppliers of means of Transportation such as trucks, camel carts, cranes, fork lifts and similar other means of transportation.
3. To carry on the business of Exporters and Importers of merchandise, machinery, equipment, spare parts, goods, or articles of all types, manufactured or otherwise, coal, clinker, cement and all other types of bulk cargo, produce of all kinds of or from any country or transport or carry or convey the same from one part of the country to another part thereof, act as manufactures representative, producers representative, auctioneers, commission agent; to secure orders for supply of any articles or things and to carry out and comply with the said orders.”

- 7) To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT, subject to the approval of the Securities and Exchange Commission of Pakistan, sub-clause (30) of Paragraph III of the Memorandum of Association of the Company be and is hereby re-numbered as sub-clause (31) of Paragraph III of the Memorandum of Association of the Company.

- 8) To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT, subject to the approval of the Securities and Exchange Commission of Pakistan, a new sub-clause (30) be and is hereby inserted in Paragraph III of the Memorandum of Association of the Company to read as follows:

“30. To incorporate and invest in subsidiary companies having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.”

- 9) To transact any other business with the permission of the Chair.

By order of the Board

Arsalan I. Khan
Company Secretary

Friday, September 11, 2009



8 NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Share Transfer Books of the Company will remain closed from September 25, 2009 to October 02, 2009 (both days inclusive). Transfer received in order at Company's Registrar, Technology Trade (Pvt.) Ltd., 241-C, Dagia House, P.E.C.H.S., Block 2, Karachi close of business on September 24, 2009 will be considered in time.
2. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Company's Registered Office, not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
3. CDC shareholders, entitled to attend and vote at this meeting, must bring with them their Computerized National Identity Cards/Passport in original alongwith Participants` ID Numbers and their Account Numbers to prove his/her identity, and in case of Proxy, must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose.
4. Shareholders are requested to notify any change in their addresses to the company immediately.

STATEMENT PURSUANT TO SECTION 160 OF THE COMPANIES ORDINANCE 1984

This statement is annexed to the Notice of the 8th Annual General Meeting of Pakistan International Container Terminal Limited to be held on October 02, 2009 at which special business is to be transacted: The purpose of this Statement is to set forth the material facts concerning such special business.

ITEM 5 OF THE AGENDA

The Board of Directors of the Company are of the view that the Company's financial position justify the capitalisation of free reserves amounting to Rs. 181,921,920/- for the issue of bonus shares in the proportion of 01 (one) share for every 05 (five) ordinary shares held.

ITEM 6 OF THE AGENDA

The Company has received a "Letter of Intent" (LOI) to set up a new dedicated coal, clinker and cement terminal at Port Qasim on a build, operate and transfer basis ("Terminal"). The Board of Directors of the company has decided to undertake this project.

The objects clause of the Memorandum of Association of the Company, i.e. Paragraph III of the Memorandum of Association, does not presently permit the Company to carry out the business of terminal operators of coal, clinker, cement and other bulk cargo.

The Board of Directors considers it expedient and proposes that the objects clause of the Memorandum of Association be amended so as to permit the Company to carry on the business of terminal operators of coal, clinker, cement and other bulk cargo.

ITEM 7 OF THE AGENDA

The Board of Directors has decided to insert a new sub-clause (30) in the Memorandum of Association of the Company for the reason set out under the heading "Item 7 of the Agenda" below.

For the foregoing reason, the Board of Directors considers it expedient to re-number the existing sub-clause (30) of the Memorandum of Association of the Company as sub-clause (31).

ITEM 8 OF THE AGENDA

The Board of Directors is presently considering whether to set up the Terminal through the Company or whether to set up the Terminal through a wholly-owned subsidiary of the Company.

The Board of Directors considers it expedient to insert a new sub-clause (30) in the objects clause of the Memorandum of Association of the Company, i.e. in paragraph III of the Memorandum of Association, in order to permit the Company to incorporate a subsidiary company if the Board of Directors decides to set up the Terminal through a wholly-owned subsidiary of the Company.

The directors of the Company have no interest in the special business and/or special resolution, save to the extent of their shareholding in the company.



CHAIRMAN'S REVIEW

I am pleased with the efforts made by the management of PICT for achieving growth in container handling in financial year 2008-09, despite the tough economic and trade conditions within the country and internationally. The company has handled 513,580 TEUs (Twenty Foot Equivalent Container Units) during the year as compared to 472,137 TEUs last year- a growth of 9%. Our revenues have grown significantly by 46% and consequently net profits before tax have seen a growth of 58%. Our growth has been commendable ever since we started commercial operations in 2002. All this has been possible by the Grace of God with the full dedication of our team of professionals.

Our priority is to add shareholder value by reinvesting our earnings in the company to support our expansion plans in order to capture a significant share in the growth in Pakistan's container throughput. The Board of Directors also recommends that bonus shares in the ratio of one bonus share for every five ordinary shares held be issued by capitalisation of Rs. 181.92 million out of free reserves of the Company and cash dividend on Preference Shares on proportionate basis @ 10% p.a. (Re. 1 per preference share) amounting to Rs. 18 million.

We are presently operating with a total of Six Quayside Cranes, two Mobile Harbour Cranes and twenty Rubber Tyred Gantry Cranes along with the other ancillary equipment. The Phase 4 Equipment have been installed and commissioned. This has significantly added to our Berth and Yard handling capacity.

We are also initiating negotiations for the finalization of an Implementation Agreement with Port Qasim Authority for the establishment of Pakistan's first modern dirty bulk Terminal for the handling of Coal, Clinker and Cement at Port Qasim. This is in line with our vision to be the pioneering group of Pakistani entrepreneurs and professionals to set up modern cargo handling infrastructure facilities in the ports in Pakistan to meet the growing demands of cargo handling in the country. The Coal, Clinker and Cement Terminal will be developed to handle 8 millions tons per annum of dirty cargo in a state-of-the-art fully mechanized terminal which will curtail environmental pollution and modernize the port infrastructure of the country.

On behalf of PICT, I would like to thank the management of KPT, our Lenders- the International Finance Corporation and the OPEC Fund for International Development, our clients and our valued shareholders. Our objective remains to build the first Pakistani-owned container terminal of PICT and to successfully operate at international norms of productivity and service, and to be second to none.

Capt. Haleem A. Siddiqui
Chairman
Karachi: August 31, 2009

DIRECTORS' REPORT



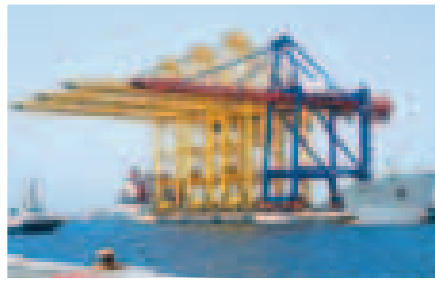
New Executive Block at PICT Berths

The Directors have pleasure in presenting the Annual Report together with the audited Financial Statements of the Company for the year ended June 30, 2009.

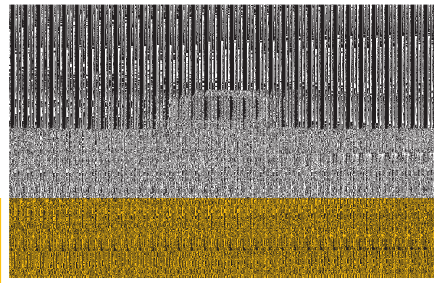
During the last year, PICT has shown outstanding progress in terms of growth in containers handled, increase in berth productivity, increase in company revenues and profits. The significant milestones achieved were the following:

- 9 percent growth in annual container throughput to 513,580 TEUs (Twenty Foot Equivalent Container Units) (2008: 472,137 TEUs);
- 46 percent growth in annual revenues to Rs. 4,564.26 (2008: Rs. 3,134.06) million;
- 59 percent growth in profits before interest and tax to Rs.1,883.17 (2008: Rs. 1,185.61) million; and
- 58 percent increase in profits before tax to Rs.1,174.53 (2008: Rs. 740.99) million.

The year under review saw the successful installation and commissioning of our new Phase 4 Equipment - two additional Quayside Cranes and 10 Rubber Tyred Gantry Cranes. The Rubber Tyred Cranes ("RTG"), used in the Yard, are dual powered: diesel and electric power compatible. We have become the first Terminal in Pakistan to install these electric powered RTGs which are more fuel efficient and environment friendly. PICT team has been organized to successfully operate these new container handling equipments to increase the operating effectiveness and efficiency of the Terminal. The above milestones are a result of the successful teamwork whereby state-of-the-art container handling equipment was installed at PICT and container handling services of international standards were provided to shipping lines and the trade by a team of dedicated Pakistani professionals.



Arrival of Quayside Crane at PICT Terminal



Quayside Crane Off loading PICT Berth



Quayside Crane Off loading PICT Berth



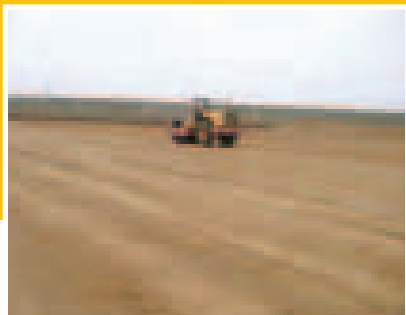
Scanner at PICT Terminal

FUTURE PLANS

We are also developing an off-dock container depot at Northern By-Pass at Karachi which will assist us to expand our handling capacities in synchronization with the increase in our terminal volumes.

As part of enhancing the operating capacity of the terminal, a new Bridge Down-Ramp expanding to eight inner gates for improved efficiencies at the Gate Interchange is completed.

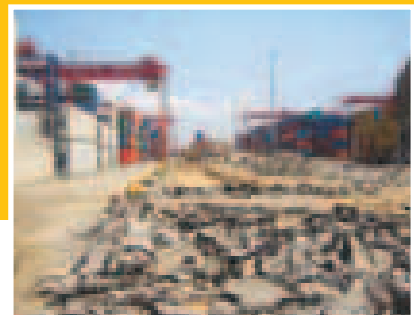
After having received the Letter of Intent from Port Qasim Authority ("PQA"), we are also commencing negotiations with PQA for the setting up of a Coal, Clinker and Cement Terminal at Port Qasim on a 30 year BOT basis. This will Inshallah be Pakistan's first dedicated dirty bulk cargo terminal to handle the growing volumes of Coal, Clinker and Cement at the ports in the country



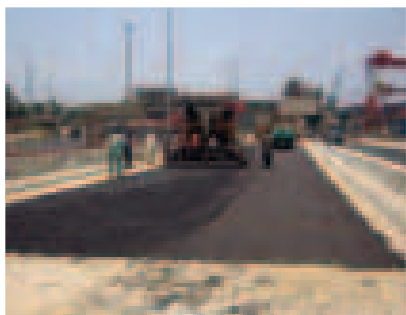
Northern Bypass off-Dock Terminal



Construction of Container Stacks



Construction of Container Stacks



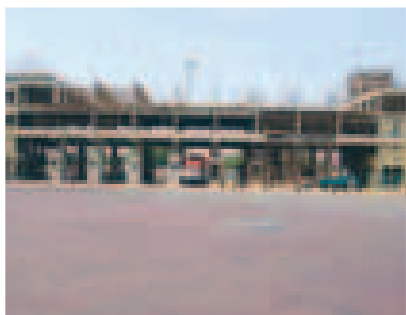
Construction of New Bridge



New Bridge



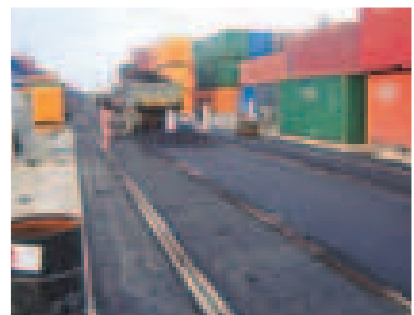
New Bridge



New Eight Lane Gate House



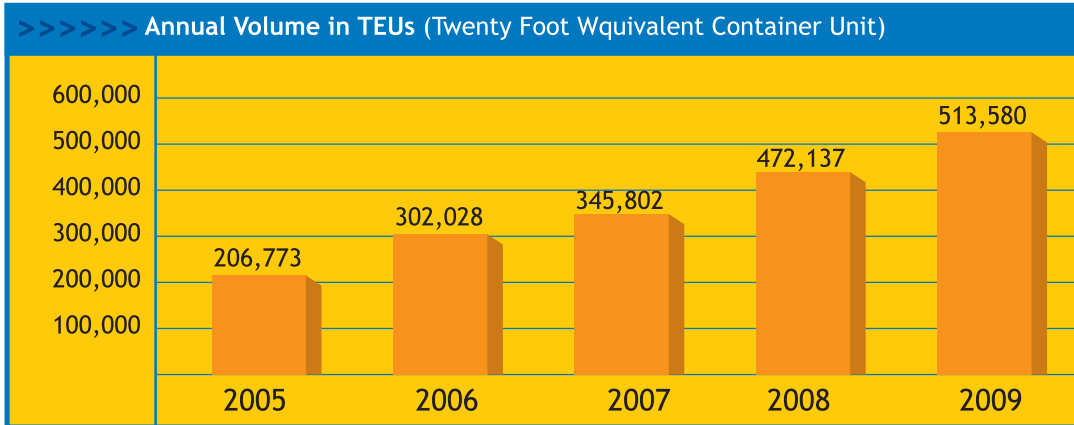
Arrival to new Generator at PICT Power House



Carpeting of Railway Tracks

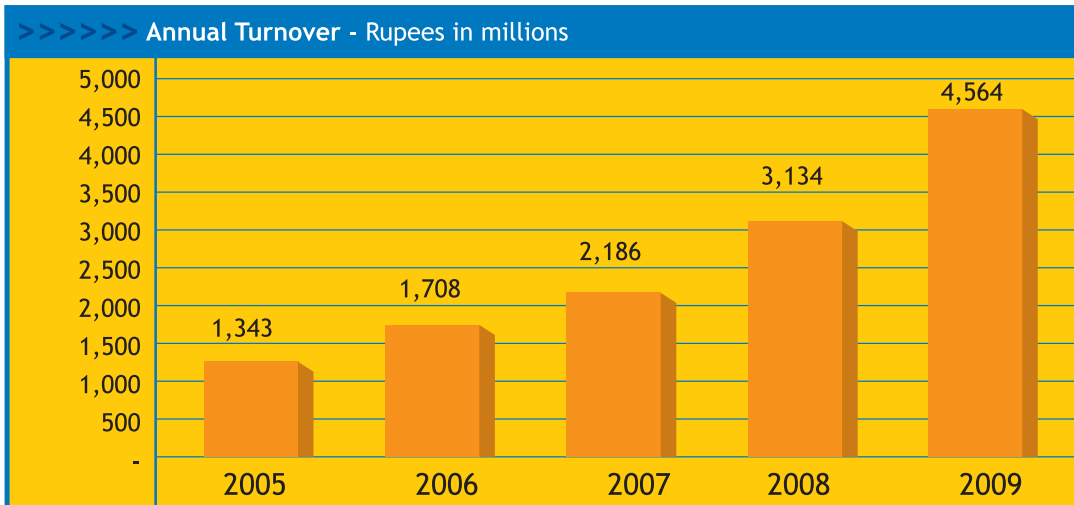
Operational Performance

The Company has shown growth both in terms of volume as well as revenue. During the year, the Company has handled 513,580 TEU's as compared to 472,137 TEU's in the last year showing a growth of 9%. This increase in volume is mainly attributable to the quality of service and state-of-the-art facilities being provided to the shipping lines calling at the Terminal.



Financial Performance

The increase in volumes has been backed by increase in margins as compared to the last year. The Company's turnover has reached to Rs. 4.5 billion in the sixth year after starting operations. The Company has shown an increase of 46% in revenue as compared to last year i.e. from Rs. 3,134.06 million to Rs. 4,564.26 million.



Gross profit for the year has amounted to Rs. 2,069.42million (2007: Rs. 1,325.6 million). Gross margins for the year were 45% as compared to 42% last year.

The Company has posted a pre-tax profit of Rs. 1,174.53 million (2006: Rs. 740.99 million) and post-tax profit of Rs. 935.69 million (2006: Rs. 529.26 million) showing an increase of 59% and 77% respectively from last year figures.

Financial Results

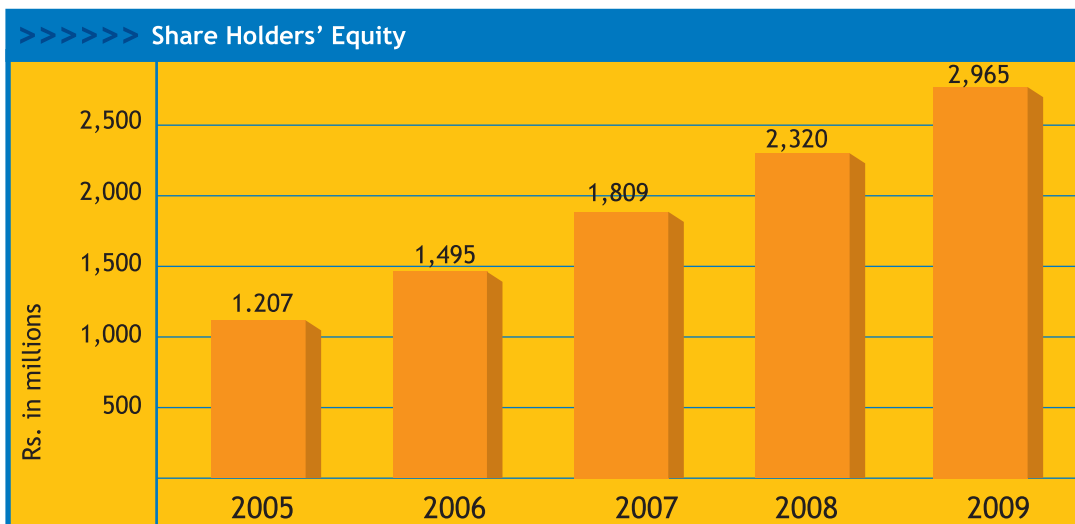
These are summarized below:

	Rs in 000's
Profit before taxation	1,174,528
Taxation	(238,839)
Profit after tax	935,689
Un-appropriated profit brought forward	1,230,188
Final dividend for the year ended June 30, 2008 - ordinary shares	(272,883)
Final dividend for the year ended June 30, 2008- Preference shares	(18,000)
Un-appropriated profit carried forward	1,874,994
EPS- Basic	Rs. 10.09
EPS- Diluted	Rs. 8.59

The Directors of the Company recommends that bonus shares in the ratio of one bonus share for every five ordinary shares held be issued by capitalization of Rs. 181.92 million out of free reserves of the Company and final cash dividend on Preference Shares on proportionate basis @ 10% p.a. (Re. 1 per preference share) amounting to Rs. 18 million. The approval of the members for the final dividends will be obtained at the Annual General Meeting to be held on October 2, 2009.

Share Holders' Equity & Capital Gearing

At the year end, the shareholders' equity stood at Rs. 2,964.60 million (2005: Rs. 2,319.80 million). Debt to Equity ratio is 54:46 as compared to 52:48 last year due to the draw-down of Phase IV loans during the year. The interest coverage for the year is 6.62 times as compared to 4.7 times last year. Current ratio at the year end stood at 1.72 as compared to 1.96 last year.





Fire Fighting Drill

Integrated Management System (IMS)

PICT is the first Container Terminal in Pakistan to have an IMS Certification from Bureau Veritas Quality International. IMS integrates the main parameter of ISO9001:2000 (Quality Management System), ISO14001 (Environment Management System) and OHSAS 18001 (Occupational Safety and Health Standards). By complying with all the three standards we are actually committed to follow the World Bank Guidelines on Quality, Environment, Health and Safety.

Health Safety & Environment

The Company has implemented the ISO 9001:2000 (Quality Management System), ISO 14001 (Environmental Management System) and OHSAS 18001 (Occupational Health & Safety Management System) certification through a recognized consultant.

ISPS Code Compliant Terminal

PICT is compliant with the International Ship and Port Facility Security Code whereby the Terminal facility is well equipped to deal with security threats and respond to potential emergencies. Furthermore, the Terminal is equipped with a camera surveillance system and monitors the entry of all vehicles into the Terminal.

Credit Rating by JCR-VIS

JCR-VIS Credit Rating Company Limited (JCR-VIS) has assigned entity credit rating of A- (Single A Minus) and A-2 (A Two) for the medium to long-term and short-term respectively to the Company. The outlook on the medium to long-term rating is 'Positive'.



Auditors

The auditors M/s Ford Rhodes Sidat Hyder & Co., Chartered Accountants retire and being eligible they have offered themselves for reappointment. The Audit Committee has recommended the reappointment of the retiring auditors for the year ending June 30, 2010 and the Board agrees to the recommendation of the Audit Committee.

Compliance with the Code of Corporate Governance

The compliance with the Code of Corporate Governance set out by the Karachi Stock Exchange in the listing regulations, relevant for the year ended June 30, 2009 have been duly complied with. A statement to this effect is annexed with the report.

Board of Directors

During the year five meetings of the Board of Directors of the Company were held. These were attended as follows:

> Name of Directors	Meetings Attended
Capt. Haleem A. Siddiqui	5
Capt. Zafar Iqbal Awan	5
Mr. Aasim A. Siddiqui	5
Mr. Sharique A. Siddiqui	4
Mr. Danish A. Siddiqui *	1
Syed Nizam A. Shah	4
Mr. Ali J. Siddiqui	5
Mr. Masood Ahmed Usmani *	1

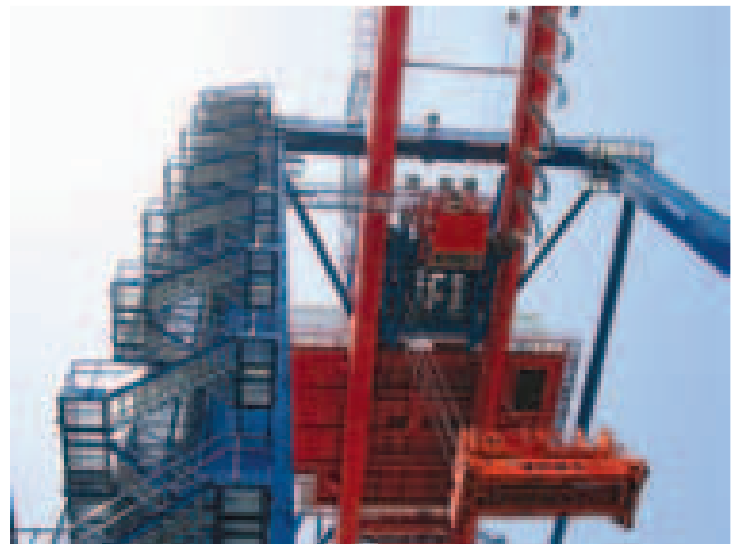
*Mr. Masood Ahmed Usmani was elected as the Director on February 26, 2009. Mr. Danish A. Siddiqui completed his tenor on February 26, 2009 and did not offer himself for election.

AUDIT COMMITTEE

During the year four meetings of Audit Committee were held.

Corporate Governance and Financial Reporting Framework:

- The financial statements, prepared by the management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of account have been maintained by the Company.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- International Accounting Standards, as applicable in Pakistan, have been followed in preparation of financial statements.
- The system of internal control is sound in design and has been effectively implemented and monitored.
- There are no significant doubts upon the Company's ability to continue as a going concern.
- There has been no material departure from the best practices of corporate governance, as detailed in the Listing Regulations.
- There has been no departure from the best practices of transfer pricing, as detailed in the Listing Regulations.
- The key operating and financial data is annexed.
- The value of investments of provident fund based on their un-audited accounts as on June 30, 2009 was Rs. 62 million.
- Details of purchase/sale of shares of the company by its directors, CEO, CFO, Company Secretary and their spouses and minor children are given on page 59.
- Pattern of shareholding is included in the annexed shareholders' information.





Code of Ethics & Business Principles

The Board has adopted the Statement of Ethics and Business Principles, which is signed and acknowledged by all the Directors and employees of the Company and are required to abide by the Code.

Material Changes & Commitments:

Proposed bonus shares in the ratio of one bonus share for every five ordinary shares held be issued by capitalization of Rs. 181.92 million out of accumulated profits of the Company and proposed final dividend preference shares carrying dividend @10% p.a. (Re. 1 per preference share) amounting to Rs. 18 million. The Companies Ordinance, 1984 requires that events subsequent to the balance sheet date including declaration of dividend should be incorporated in the year it is declared. Therefore, the bonus shares and cash dividend on preference shares proposed by the directors in the meeting held on August 31, 2009 shall be incorporated in the financial statements for the year ending June 30, 2010.

For and on behalf of Board of Directors

Capt. Zafar Iqbal Awan
Chief Executive Officer

Karachi: August 31, 2009



KEY OPERATING AND FINANCIAL DATA



	2009	2008	2007	2006	2005
	Rupees in Millions				
TURNOVER & PROFITS					
Revenue	4,564.26	3,134.06	2,186.06	1,707.76	1,342.68
Gross Profit	2,069.42	1,325.60	808.07	640.67	536.40
Operating Profit	1,883.17	1,185.61	699.61	539.54	412.40
Profit Before Taxation	1,174.53	740.99	520.12	450.58	338.90
Profit After Taxation	935.69	529.26	331.19	291.27	225.01
ASSETS EMPLOYED					
Operating Assets - net	4,724.75	2,970.58	2,879.49	2,033.52	1,498.32
Intangible Assets - net	0.25	14.41	33.81	53.41	63.30
Net Current Assets	785.08	811.85	812.82	786.62	501.33
FINANCED BY					
Share Capital	1,089.61	1,089.61	938.01	938.01	938.01
Share Holder's Equity	2,964.60	2,319.80	1,808.50	1,495.4	1,207.4
Long Term Loans	2,656.03	1,745.57	1,301.40	1,416.99	847.06
STATISTICS					
Break up Value Per Ordinary Share (Rs.)	30.61	23.52	21.48	17.35	13.55
Market Value Per Ordinary Share (Rs.)	53.43	124.48	84.80	77.15	24.50
Earnings Per Ordinary Share (Rs.)	10.09	5.62	4.13	3.61	3.30
Total TEU's for the Year (Numbers)	513,580	472,137	345,802	302,028	206,773
Total Boxes for the Year (Numbers)	388,511	357,942	260,225	216,230	152,606
CAPITAL MARKET ANALYSIS RATIOS					
Price Earning Ratio	5.30	22.15	20.53	21.37	7.42
LIQUIDITY ANALYSIS RATIOS					
Current Ratio	1.72	1.96	2.82	2.86	2.75
PROFITABILITY ANALYSIS RATIOS					
Return on Assets (before tax)	17.43%	14.61%	12.92%	14.53%	15.15%
Return on Capital Employed (before tax)	44.45%	35.90%	31.49%	33.34%	35.87%
Return on Capital Employed (after tax)	35.41%	25.64%	20.05%	21.55%	23.81%
Gross Profit Margin	45.34%	42.30%	36.96%	37.52%	39.95%
Net Profit Margin-Before Tax	25.73%	23.64%	23.79%	26.38%	25.24%
Net Profit Margin-After Tax	20.50%	16.89%	15.15%	17.06%	16.76%
CAPITAL STRUCTURE ANALYSIS RATIOS					
Debt Ratio	45.15%	44.03%	44.11%	45.03%	41.32%
Debt Equity Ratio	54:46	52:48	52:48	52:48	46:54
Interest Coverage	6.62	4.70	3.93	6.19	5.68

STATEMENT OF VALUE ADDED

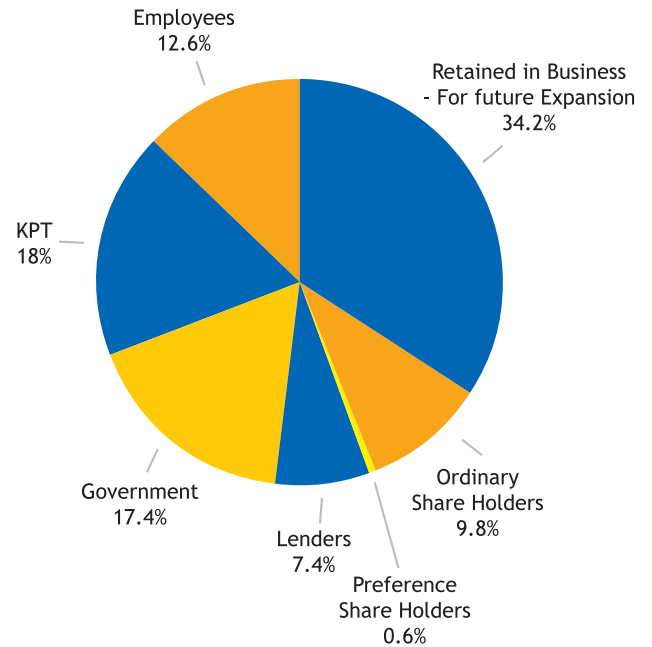


Value Added

Revenue	4,808,858
Net Cost of services rendered	<u>2,128,487</u>
	2,680,371
Other Income	101,058
	<u>2,781,429</u>

Distribution

Employees	
- Salaries & Wages	349,140
Karachi Port Trust	
- Royalty & HMS Charges	500,052
Government	
- Taxes	483,441
Lenders	
- Mark up on Loans and Leased Assets	206,054
Preference Share Holders	
- Cash Dividend	18,000
Ordinary Share Holders	
- Cash Dividend	272,883
Retained in Business	
- Depreciation & Amortization	307,053
- Retained Earnings	644,806
	<u>951,859</u>
	<u>2,781,429</u>



Distribution - %

Employees	12.6%
KPT	18.0%
Government	17.4%
Lenders	7.4%
Preference Share Holders	0.6%
Ordinary Share Holders	9.8%
Retained in Business - For future Expansion	34.2%
	<u>100%</u>



STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE FOR THE YEAR ENDED JUNE 30, 2009

This statement is being presented to comply with the Code of Corporate Governance contained in the listing regulations of Karachi Stock Exchange for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance.

The company has applied the principles contained in the Code in the following manner:

1. The Company encourages representation of independent Non-Executive Directors. At present the Board consists of seven Directors out of which two are Non-Executive Directors, who are the nominee directors.
2. The Directors have confirmed that none of them is serving as a Director in more than ten listed companies, including this company.
3. All the Directors of the Company are registered as tax payers and none of them has defaulted in payment of any loan to a banking company, a DFI or NBFIs. No Director in the board is a member of any of the Stock Exchanges in Pakistan.
4. There has been no casual vacancy in the Board during the year 2008-2009
5. The Company has prepared a "Statement of Ethics and Business Practices", which has been signed by all of the directors and employees of the Company.
6. The Board has developed a vision / mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
7. All the powers of the Board have been duly exercised and decisions on material transactions including appointment and determination of remuneration and terms and conditions of employment of the Chief Executive Officer and other Executive Directors, have been taken by the Board.
8. The meetings of the Board were presided over by the Chairman and, in his absence, by a Director elected by the Board for this purpose and the Board met atleast once in every quarter. Written notices of the Board meetings, along with agenda and working papers, were circulated at least seven days before the meetings. The minutes of the meetings were appropriately recorded and circulated.
9. The directors are well aware of their duties and responsibilities as outlined by corporate laws and listing regulations.

STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE FOR THE YEAR ENDED JUNE 30, 2009

10. No new appointment of Chief Financial Officer or Head of Internal Audit has been made during the year, except for the Company Secretary. However, the Board has approved their annual remuneration and terms and conditions of employment, as determined by the Chief Executive Officer.
11. The Directors' report for the year ended June 30, 2009 has been prepared in compliance with the requirements of the Code and fully describes the salient matters required to be disclosed.
12. The financial statements of the Company were duly endorsed by Chief Executive Officer and Chief Financial Officer before approval of the Board.
13. The Directors, Chief Executive Officer and Executives do not hold any interest in the shares of the Company other than that disclosed in the pattern of shareholding.
14. The Company has complied with all the corporate and financial reporting requirements of the Code.
15. The Board has formed an Audit Committee comprising of three members including the Chairman of the Committee. Two of the members are Non-Executive Directors.
16. The meetings of the audit committee were held at least once every quarter prior to approval of interim and final results of the Company and as required by the Code. The terms of reference of the committee have been formulated and advised to the committee for compliance.
17. The Board has set up an effective internal audit function.
18. The statutory Auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by Institute of Chartered Accountants of Pakistan.
19. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the listing regulations and the auditors have confirmed that they have observed IFAC guidelines in this regard.
20. We confirm that all other material principles contained in the Code have been complied with.

KARACHI: AUGUST 31, 2009

Capt. Zafar Iqbal Awan
Chief Executive Officer

STATEMENT OF COMPLIANCE WITH THE BEST PRACTICES ON TRANSFER PRICING FOR THE YEAR ENDED JUNE 30, 2009

The Company has fully complied with the Best practices on Transfer Pricing as contained in the Listing Regulations of the Stock Exchange.

Karachi: August 31, 2009

Capt. Zafar Iqbal Awan
Chief Executive Officer

REVIEW REPORT TO THE MEMBERS ON STATEMENT OF COMPLIANCE WITH THE BEST PRACTICES OF THE CODE OF CORPORATE GOVERNANCE

We have reviewed the Statement of Compliance with the best practices contained in the Code of Corporate Governance (the Code) prepared by the Board of Directors of Pakistan International Container Terminal Limited (the Company) to comply with the Listing Regulation No. 37 of the Karachi Stock Exchange (Guarantee) Limited, where the Company is listed.

The responsibility for compliance with the Code is that of the Board of Directors of the Company. Our responsibility is to review, to the extent where such compliance can be objectively verified, whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Code and report if it does not. A review is limited primarily to inquiries of the Company personnel and review of various documents prepared by the Company to comply with the Code.

As part of our audit of financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board's statement on internal control covers all risks and controls, or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

Further, Sub-Regulation (xiii) of Listing Regulations 37 notified by The Karachi Stock Exchange (Guarantee) Limited vide circular KSE/N-269 dated 19 January 2009 requires the company to place before the board of directors for their consideration and approval related party transactions distinguishing between transactions carried out on terms equivalent to those that prevail in arm's length transactions and transactions which are not executed at arm's length price recording proper justification for using such alternate pricing mechanism. Further, all such transactions are also required to be separately placed before the audit committee. We are only required and have ensured compliance of requirement to the extent of approval of related party transactions by the board of directors and placement of such transactions before the audit committee. We have not carried out any procedures to determine whether the related party transactions were undertaken at arm's length price or not.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the best practices contained in the Code, effective for the year ended 30 June 2009.

KARACHI: August 31, 2009

Ford Rhodes Sidat Hyder & Co.
CHARTERED ACCOUNTANTS

FINANCIAL STATEMENTS



AUDITORS' REPORT TO THE MEMBERS

We have audited the annexed balance sheet of **PAKISTAN INTERNATIONAL CONTAINER TERMINAL LIMITED** as at **30 June 2009** and the related profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof, for the year then ended and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

It is the responsibility of the Company's management to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards and the requirements of the Companies Ordinance, 1984. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the auditing standards as applicable in Pakistan. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the above said statements are free of any material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the above said statements. An audit also includes assessing the accounting policies and significant estimates made by management, as well as, evaluating the overall presentation of the above said statements. We believe that our audit provides a reasonable basis for our opinion and, after due verification, we report that:

- a) □ in our opinion, proper books of account have been kept by the Company as required by the Companies Ordinance, 1984; □
- b) □ in our opinion: □
 - i) □ the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984, and are in agreement with the books of account and are further in accordance with accounting policies consistently applied; □
 - ii) □ the expenditure incurred during the year was for the purpose of the Company's business; and □
 - iii) □ the business conducted, investments made and the expenditure incurred during the year were in accordance with the objects of the Company;
- c) □ in our opinion and to the best of our information and according to the explanations given to us, the balance sheet, profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof conform with approved accounting standards as applicable in Pakistan, and, give the information required by the Companies Ordinance, 1984, in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at 30 June 2009 and of the profit, its cash flows and changes in equity for the year then ended; and
- d) □ in our opinion, Zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted □ by the Company and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

Without qualifying our opinion, we draw attention to the contents of note 15.2.3 to the financial statements. As fully explained in the said note, preference shares have been treated as part of equity in view of the requirements of the Companies Ordinance, 1984 and the matter of its classification will be dealt with in accordance with the clarification from the Securities and Exchange Commission of Pakistan. □□□□

KARACHI: August 31, 2009 □

Ford Rhodes Sidat Hyder & Co
CHARTERED ACCOUNTANTS □□□□□□
 Audit Engagement Partner: Riaz A. Rehman Chamdia



BALANCE SHEET

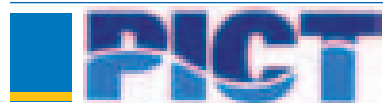
AS AT JUNE 30, 2009

	Note	2009	2008
	□	----- (Rs. in thousands) -----	
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	4□	5,756,510□	3,990,261□
Intangible assets	5□	251□	14,406□
Long-term deposits	6□	83,573□	89,074□
Deferred costs	7□	-□	764□
		<u>5,840,334□</u>	<u>4,094,505</u>
CURRENT ASSETS			
Stores and spares	8□	253,915□	222,021□
Trade debts - unsecured	9□	388,046□	249,275□
Advances - unsecured, considered good	10□	33,794□	25,653□
Deposits and prepayments	11□	42,673□	58,973□
Other receivables - unsecured	12□	13,663□	6,817□
Investments	13□	560,779□	706,580□
Taxation - net		98,728□	-□
Cash and bank balances	14□	491,188□	390,458□
		<u>1,882,786□</u>	<u>1,659,777□</u>
TOTAL ASSETS		<u><u>7,723,120□</u></u>	<u><u>5,754,282□</u></u>
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Authorised capital	15.1□	<u>2,000,000□</u>	<u>2,000,000□</u>
Issued, subscribed and paid-up capital	15.2□	1,089,610□	1,089,610□
Unappropriated profit		<u>1,874,994□</u>	<u>1,230,188□</u>
		<u>2,964,604□</u>	<u>2,319,798</u>
NON-CURRENT LIABILITIES			
Long-term financing - secured	16□	2,656,028□	1,745,570□
Liabilities against assets subject to finance lease	17□	233,303□	295,548□
Deferred tax liability	18□	747,328□	529,035□
Staff compensated absences	19□	24,152□	16,400□
		<u>3,660,811□</u>	<u>2,586,553</u>
CURRENT LIABILITIES			
Trade and other payables	20□	499,724□	286,354□
Accrued interest on long - term financing		66,388□	51,788□
Current maturity of long - term financing	16□	469,284□	366,385□
Current maturity of liabilities against assets subject to finance lease	17□	62,309□	74,460□
Taxation - net		-□	68,944□
		<u>1,097,705□</u>	<u>847,931</u>
CONTINGENCIES AND COMMITMENTS	21□		
TOTAL EQUITY AND LIABILITIES		<u><u>7,723,120□</u></u>	<u><u>5,754,282□</u></u>

The annexed notes from 1 to 37 form an integral part of these financial statements.

Capt. Zafar Iqbal Awan
CHIEF EXECUTIVE

Aasim Azim Siddiqui
DIRECTOR



PROFIT AND LOSS ACCOUNT

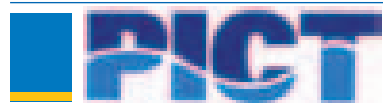
FOR THE YEAR ENDED JUNE 30, 2009

	Note	2009	2008
	□	----- (Rs. in thousands)	-----□
Turnover - net□	22□	4,564,256□	3,134,065□
Terminal operating costs□	23□	2,494,840□	1,808,469□
Gross profit□		<u>2,069,416□</u>	<u>1,325,596□</u>
Administrative expenses□	24□	287,304□	227,523□
Other operating income□	25□	101,058□	87,532□
		<u>1,883,170□</u>	<u>1,185,605□</u>
Finance costs□	26□	208,990□	200,369□
Other charges□	27□	499,652□	244,242
Profit before taxation□		<u>1,174,528□</u>	<u>740,994□</u>
Taxation□	28□	238,839□	211,734□
Profit after taxation□		<u><u>935,689□</u></u>	<u><u>529,260□</u></u>
Earnings per ordinary share - Basic □	29.1□	<u><u>Rs. 10.09□</u></u>	<u><u>Rs. 5.62□</u></u>
Earnings per ordinary share - Diluted □	29.2□	<u><u>Rs. 8.59□</u></u>	<u><u>Rs. 4.86□</u></u>

The annexed notes from 1 to 37 form an integral part of these financial statements.

Capt. Zafar Iqbal Awan
CHIEF EXECUTIVE

Aasim Azim Siddiqui
DIRECTOR



CASH FLOW STATEMENT

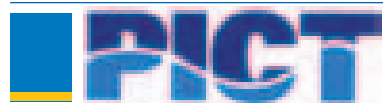
FOR THE YEAR ENDED JUNE 30, 2009

	Note □	2009 □ ----- (Rs. in thousands) -----	2008 □ -----
CASH FLOWS FROM OPERATIONS □	34 □	2,050,236 □	1,375,793 □
Taxes paid □		(188,218) □	(10,134) □
Finance costs paid □		(149,304) □	(155,715) □
Net cash generated from operating activities □		1,712,714 □	1,209,944 □
CASH FLOWS FROM INVESTING ACTIVITIES □			
Purchase of property, plant and equipment □		(28,135) □	(332,854) □
Proceeds from sale of property, plant and equipment □		2,156 □	3,963 □
Payment in relation to capital work-in-progress □		(2,020,563) □	(1,263,786) □
Purchase / redemption of Investments - net □		140,318 □	(245,576) □
Interest received □		55,737 □	40,744 □
Net cash used in investing activities □		(1,850,487) □	(1,797,509) □
CASH FLOWS FROM FINANCING ACTIVITIES □			
Proceeds from long-term financing - net □		652,767 □	681,426 □
Dividends paid on preference shares □		(18,000) □	(18,000) □
Dividend paid on ordinary shares □		(272,883) □	- □
Security deposits against leased assets □		- □	1,005 □
Lease rentals paid □		(123,381) □	(66,948) □
Net cash generated from financing activities □		238,503 □	597,483 □
Net increase in cash and cash equivalents □		100,730 □	9,918 □
Cash and cash equivalents at the beginning of the year □		390,458 □	380,540 □
Cash and cash equivalents at the end of the year □	14 □	491,188 □	390,458 □

The annexed notes from 1 to 37 form an integral part of these financial statements.

Capt. Zafar Iqbal Awan
CHIEF EXECUTIVE

Aasim Azim Siddiqui
DIRECTOR



STATEMENT OF CHANGES IN EQUITY

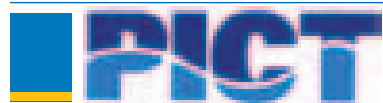
FOR THE YEAR ENDED JUNE 30, 2009

	Issued, subscribed and paid-up capital			Total
	Ordinary shares	Redeemable preference shares	Unappropriated profit	
----- (Rs. in thousands) -----				
Balance as at June 30, 2007 □	758,008□	180,000□	870,530□	1,808,538□
Bonus shares issued during the year□ in the ratio of 1 ordinary share □ for every 5 shares held□	151,602□	-□	(151,602)□	-□
Dividend on preference shares @10% for the year ended June 30, 2007□	-□	-□	(18,000)□	(18,000)□
Profit after taxation for the year ended□ June 30, 2008□	-□	-□	529,260□	529,260□
Balance as at June 30, 2008 □	909,610□	180,000□	1,230,188□	2,319,798□
Dividend on ordinary shares @ 30% □ for the year ended June 30, 2008□	-□	-□	(272,883)□	(272,883)□
Dividend on preference shares @10% for the year ended June 30, 2008□	-□	-□	(18,000)□	(18,000)□
Profit after taxation for the year ended June 30, 2009□	-□	-□	935,689□	935,689□
Balance as at June 30, 2009 □	<u>909,610</u> □	<u>180,000</u> □	<u>1,874,994</u> □	<u>2,964,604</u> □

The annexed notes from 1 to 37 form an integral part of these financial statements.

Capt. Zafar Iqbal Awan
CHIEF EXECUTIVE

Aasim Azim Siddiqui
DIRECTOR



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

1. □ CORPORATE INFORMATION AND OPERATIONS □

- 1.1. □ Pakistan International Container Terminal Limited (the Company) was incorporated in Pakistan as a private limited company in June 2002. Subsequently, it was converted to an unquoted public limited company and listed on the Karachi Stock Exchange on October 15, 2003. The registered office of the Company is situated at 2nd Floor, Business Plaza, Mumtaz Hassan Road, Karachi. The terminal office of the Company is located at berths 6 to 9, East Wharf, Kemari Road, Karachi Port.
- 1.2. □ The Company has a Build Operate Transfer (BOT) contract with Karachi Port Trust (KPT) for the exclusive construction, development, operations and management of a common user container terminal at Karachi Port for a period of twenty-one years commencing June 18, 2002.

2. □ STATEMENT OF COMPLIANCE □

These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of such International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board as are notified under the Companies Ordinance, 1984, provisions of and directives issued under the Companies Ordinance, 1984. In case requirements differ, the provisions or directives of the Companies Ordinance, 1984 shall prevail. □

The Securities and Exchange Commission of Pakistan in pursuance of the Circular No. 21 dated June 22, 2009 has given relaxation for the implementation of IFRIC 12 - "Service Concession Arrangements" due to the practical difficulties facing the companies till the conclusion of the agreements entered on or before June 30, 2010 with the Government or other authority/entity.

2.1 □ Standards, interpretations and amendments to published approved accounting standards that are not yet effective: □

The following revised standards and interpretations with respect to approved accounting standards as applicable in Pakistan would be effective from the dates mentioned below against the respective revised standard and interpretation: □

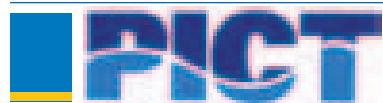
Standards or interpretation □	Effective date (accounting □ periods beginning on or after) □
IAS 1 - □ Presentation of Financial Statements (Revised) □	January 01, 2009 □
IAS 23 - □ Borrowing Costs (Revised) □	January 01, 2009 □
IAS 27 - □ Consolidated and Separate Financial Statements (Revised) □	January 01, 2009 □
IAS 32 - □ Financial Instruments (Amended) □	January 01, 2009 □
IAS 39 - □ Financial Instruments: Recognition and Measurement (Amended) □	January 01, 2009 □
IFRS 2 - □ Share-based Payment (Amended) □	January 01, 2009 □
IFRS 3 - □ Business Combinations (Revised) □	July 01, 2009 □
IFRS 8 - □ Operating Segments □	January 01, 2009 □
IFRIC 15 - □ Agreements for the Construction of Real Estate □	January 01, 2009 □
IFRIC 16 - □ Hedges of Net Investment in a Foreign Operation □	October 01, 2008 □
IFRIC 17 - □ Distributions of Non-Cash Assets to Owners □	July 01, 2009 □
IFRIC 18 - □ Transfers of Assets from Customers □	July 01, 2009 □

The Company expects that the adoption of the above standards and interpretations will not have any material impact on the Company's financial statements in the period of initial application other than to the extent of certain changes and/or enhancements in the presentation and disclosures in the financial statements resulting from the application of IAS 1. The revised IAS 1 was issued in September 2007 and becomes effective for financial years beginning on or after 1 January 2009. The standard separates owner and non-owner changes in equity. The statement of changes in equity will include only details of transactions with owners, with non-owner changes in equity presented as a single line. In addition, the standard introduces the statement of comprehensive income: it presents all items of recognised income and expense, either in one single statement, or in two linked statements. The Company is still evaluating whether it will have one or two statements. □

In addition to the above, amendments to various accounting standards have also been issued by IASB as a result of its annual improvement project. Such amendments are generally effective for accounting periods beginning on or after 1 January 2009. The Company expects that the adoption of the above standards and interpretations will not have any material impact on the Company's financial statements in the period of initial application.

2.2 □ Adoption of new accounting standards: □

The Company has adopted the following new and amended IFRS and IFRIC interpretations as of July 01, 2008:



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

IFRS 7 - Financial Instruments: Disclosures

IFRIC 13 - Customer loyalty programs; and

IFRIC 14 - IAS 19 - The limit on defined benefit asset, minimum funding requirement and their interactions

Adoption of these standards and interpretations did not have any material effect on the financial statements of the Company except for certain additional disclosures in respect of IFRS 7 included in the relevant notes to the financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1. Basis of preparation

These financial statements have been prepared under the historical cost convention except for certain investments and derivatives which are carried at fair value as referred to in notes 3.10 and 3.23 below.

3.2. Significant accounting estimates and judgments

The preparation of financial statements in conformity with approved accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgments in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historic experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In the process of applying the Company's accounting policies, management has made the following estimates and judgments which are significant to the financial statements:

Property, plant and equipment and intangible assets

The Company reviews appropriateness of the rate of depreciation/amortization, useful life and residual value used in the calculation of depreciation/amortization. Further, where applicable, an estimate of the recoverable amount of assets is made for possible impairment on an annual basis. In making these estimates, the Company uses the technical resources available with the Company. Any change in the estimates in the future might affect the carrying amount of respective item of property, plant and equipment and intangible assets, with corresponding effects on the depreciation/amortization charge and impairment.

Stores and spares

The Company reviews the net realizable value of stores and spares to assess any diminution in the respective carrying values. Net realizable value is estimated with reference to the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

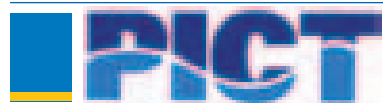
Trade debts

The Company reviews its doubtful trade debts at each reporting date to assess whether provision should be recorded in the profit and loss account. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of provision required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the provisions.

Taxation

In making the estimate for income tax payable by the Company, the Company takes into account the applicable tax laws and the decision by appellate authorities on certain issues in the past.

Deferred tax assets are recognized for all unused tax losses and credits to the extent that it is probable that taxable profit will be available against which such losses and credits can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

3.3. Fixed assets and depreciation

3.3.1 Property, plant and equipment

Owned

Operating property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is charged to profit and loss using straight line method so as to write off the historical cost of the assets over their estimated useful lives at the rates specified in Note 4.1. Depreciation on additions is charged from the month in which the asset is available to use and on disposals up to the month the respective asset was in use. Assets residual values, useful lives and methods are reviewed, and adjusted, if appropriate, at each financial year end.

The carrying values of property, plant and equipment are reviewed at each reporting date for indication that an asset may be impaired and carrying values may not be recovered. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount. The recoverable amount of property, plant and equipment is the greater of net selling price and value in use.

Maintenance and normal repairs are charged to profit and loss as and when incurred. Major renewals and improvements, if any, are capitalized when it is probable that respective future economic benefits will flow to the Company.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Gains and losses on disposals are determined by comparing proceeds with the carrying amount of the relevant assets. These are included in the profit and loss account in the period in which they arise.

Leased

Assets held under finance lease are stated at cost less accumulated depreciation and accumulated impairment losses, if any. These are accounted for by recording the asset at the lower of present value of minimum lease payments under the lease agreements and the fair value of asset acquired. The related obligation under the lease is accounted for as liability. Financial charges are allocated to the accounting period in a manner so as to provide a constant periodic rate of charge on the outstanding liability.

Depreciation is charged to the profit and loss using the same basis as for owned assets.

3.3.2 Capital work-in-progress

These are stated at cost less accumulated impairment losses, if any. All expenditure connected with specific assets incurred during installation and construction period are carried under this head. These are transferred to specific assets as and when these assets are available for use.

3.4. Intangible assets

An intangible asset is recognized if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and that the cost of such asset can also be measured reliably.

Costs incurred on the acquisition of computer software are capitalized and are amortized on straight line basis over their estimated useful life. Amortization is charged in the month in which the asset is put to use at the rates stated in Note 5 to the financial statements.

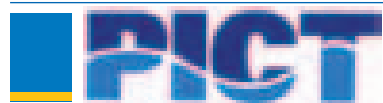
Development expenditure incurred on the project is capitalized when its future recoverability can reasonably be regarded as assured. These are amortized over a period of five years on straight line basis commencing from the date of completion of the project, on a monthly pro-rata basis.

Useful lives of intangible assets are reviewed, at each financial year end and adjusted if appropriate.

The carrying value of intangible assets are reviewed for impairment at each financial year end when events or changes in circumstances, indicate that the carrying value may not be recoverable.

3.5. Borrowing costs

Borrowing costs that are directly attributable to the acquisition and construction of assets and incurred during the period in connection with the activities necessary to prepare the asset for its intended use are capitalized as a part



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

of the cost of related asset. □

All other borrowing costs are recognised as an expense in the period in which they are incurred.

3.6. □ Deferred costs □

Deferred costs representing preliminary expenses and share issue expenses capitalized (before July 05, 2004 i.e. the date of revision of the Fourth Schedule to the Companies Ordinance, 1984) are amortized over a period of five years as allowed under Circular No. 1 of January 19, 2005 issued by the SECP. □

3.7. □ Stores and spares □

These are valued at lower of moving average cost and net realizable value. Provision is made for slow moving items where necessary to bring these down to approximate net realizable value and is recognised in income. Net realizable value is estimated with reference to the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

3.8. □ Trade debts □

Trade debts originated by the Company are recognised and carried at original invoice amounts less an allowance for doubtful debts. Provision for doubtful debts is based on the management's assessment of customers' outstanding balances and creditworthiness. Bad debts are written-off when identified.

3.9. □ Loans, advances and other receivables □

After initial measurement these are carried at amortized cost less any allowance for impairment. □

Gains and losses are recognised in the profit or loss when the loans, advances and other receivables are derecognised or impaired.

3.10. □ Investments □

The investments of the Company, upon initial recognition, are classified as investment at fair value through profit or loss, held to maturity investment or available for sale investment, as appropriate. The Company determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end. □

When investments are recognized initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. □

Investments at fair value through profit or loss □

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. □

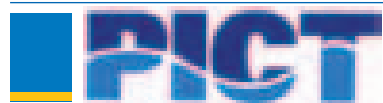
Investments which are acquired principally for the purpose of generating profit from short term fluctuations in price or dealer's margin are classified as held for trading. After initial recognition, these are stated at fair values with any resulting gains or losses recognized directly in the profit and loss account. Transaction costs are charged to profit and loss account when incurred. □

Held-to-maturity investments □

Investments with fixed or determinable payments and fixed maturity where management has both the positive intent and ability to hold to maturity are classified as held to maturity and are stated at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the investments are derecognized or impaired, as well as through the amortization process. □

Available for sale investments □

Investments which are intended to be held for an indefinite period of time but may be sold in response to the need for liquidity or changes in interest rates are classified as available for sale. They are initially measured at fair value plus directly attributable transaction costs. After initial measurement, these are stated at fair values (except for unquoted investments where active market does not exist) with unrealized gains or losses recognized directly in equity until the investment is disposed or determined to be impaired. At the time of disposal, the cumulative gain or loss previously recorded in equity is recognized in the profit and loss account.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

Fair value of investments□

The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques.

3.11.□ Taxation□

Current□

The charge for current taxation is based on taxable income at the current rates of taxation after taking into account applicable tax credits, rebates and exemptions available, if any.□

Deferred□

Deferred tax is recognized using the balance sheet liability method, on all temporary differences arising at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.□

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that the future taxable profits will be available against which the assets may be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.□

The carrying amount of deferred tax asset is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be recognized. Unrecognized deferred tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profit will allow deferred tax asset to be recovered.□

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

3.12.□ Cash and cash equivalents□

For the purpose of cash flow statement, cash and cash equivalents consist of cash in hand and balances with banks, cheques in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

3.13.□ Interest-bearing loans and borrowings□

All loans and borrowings are initially recognised at fair value less directly attributable transaction costs, and have not been designated 'as at fair value through profit or loss'. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using effective interest rate method. □

Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the amortization process.

3.14.□ Trade and other payables□

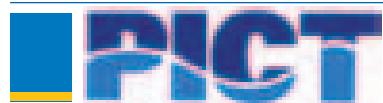
Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in future for goods and services rendered whether or not billed to the Company.

3.15.□ Provisions□

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provision are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

3.16.□ Transactions with related parties□

All transactions with related parties are carried out by the company using the methods prescribed under the Ordinance.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

3.17. Revenue

- Revenues from port operations are recognised when services are rendered;
- Profit on deposits / saving accounts are recognised on accrual basis; and
- Dividend income is recognised when the Company's right to receive the same is established.

3.18. Staff retirement benefits

The Company operates an approved contributory provident fund for all eligible employees. Equal monthly contributions are made by the Company and the employees to the fund at the rate of 8.33% of the basic salary.

Contributions from the Company are charged to income for the year.

3.19. Staff compensated absences

The Company provides for its estimated liability towards leaves accumulated by employees on an accrual basis using current salary levels.

3.20. Financial Instruments

Financial assets and financial liabilities are recognized at the time when the Company becomes a party to the contractual provisions of the instrument and are derecognised in case of assets, when the contractual rights under the instrument are realized, expire or surrendered and in case of liability, when the obligation is discharged, cancelled or expired.

3.21. Offsetting of financial assets and financial liabilities

A financial asset and a financial liability is offset and the net amount reported in the balance sheet, if the Company has the enforceable legal right to set off the transaction and also intends either to settle on net basis or to realize the asset and settle the liability simultaneously. Income and expense arising from such assets and liabilities are also offset accordingly.

3.22. Foreign currency translations

Foreign currency transactions are translated into Pak Rupees (functional currency) using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into Pak Rupees using the exchange rate at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at the year end exchange rates of monetary assets and liabilities denominated in foreign currencies are taken to income currently.

3.23. Derivative financial instruments

The Company uses derivative financial instruments such as interest rate and cross currency swaps to hedge its risk associated with interest and exchange rate fluctuations. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives with positive market values (unrealized gains) are included in other asset and derivatives with negative market values (unrealized losses) are included in other liabilities in the balance sheet. Any gains or losses arising from changes in fair value on derivatives during the year that do not qualify for hedge accounting are taken directly to the profit and loss account.

3.24. Dividend and other appropriation to reserves

Dividend and appropriation to reserves are recognized in the financial statements in the period in which these are approved.

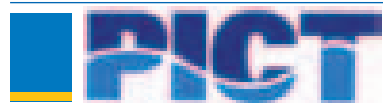
3.25. Impairment

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment loss. If such indication exists, the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

Impairment losses are charged to income in the period in which they arise.

3.26. Functional and presentation currency

These financial statements are presented in Pakistani Rupees, which is the Company's functional and presentation currency.



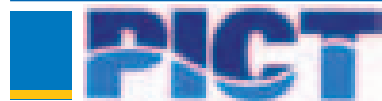
NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note	2009	2008
	□	----- (Rs. in thousands)	-----
4. □ PROPERTY, PLANT AND EQUIPMENT			
Operating fixed assets □	4.1 □	4,724,746 □	2,970,578 □
Capital work-in-progress □	4.2 □	1,031,764 □	1,019,683 □
		<u>5,756,510 □</u>	<u>3,990,261</u>

4.1. □ The following is a statement of operating fixed assets:

	2009									
	COST			ACCUMULATED DEPRECIATION						
	As at July 01, 2008	Additions / *transfers	Disposals	As at June 30, 2009	As at July 01, 2008	For the year / *transfers	Disposals	As at June 30, 2009	Written down value as at June 30 2009	Dep rate % per annum
	(Rs. in thousands)									
Owned										
Leasehold improvements □	18,799 □	- □	- □	18,799 □	12,150 □	3,760 □	- □	15,910 □	2,889 □	20
Port improvement □	580,822 □	900 □	- □	581,722 □	74,250 □	29,072 □	- □	103,322 □	478,400 □	5
Mobile Harbour Crane □	101,819 □	- □	- □	101,819 □	101,819 □	- □	- □	101,819 □	- □	20
Ship to Shore Cranes - STS □	1,023,407 □	983,757 □	- □	2,007,164 □	184,441 □	73,818 □	- □	258,259 □	1,748,905 □	5-6.06
Gantry tracks □	12,254 □	- □	- □	12,254 □	2,572 □	612 □	- □	3,184 □	9,070 □	5
Rubber Tyred Gantry Cranes - RTG □	574,466 □	970,564 □	- □	1,545,030 □	99,744 □	53,879 □	- □	153,623 □	1,391,407 □	6
Port equipment □	565,784 □	46,197 □	(330) □	611,651 □	122,014 □	41,874 □	(330) □	163,558 □	448,093 □	7-20
Port Power Generation □	168,520 □	5,090 □	- □	228,610 □	35,652 □	13,888 □	- □	75,071 □	153,539 □	5- 10
		55,000 * □					25,531 * □			
Vehicles □	65,978 □	15,487 □	(8,860) □	72,605 □	25,337 □	13,482 □	(7,450) □	31,369 □	41,236 □	20
Computers □	38,039 □	4,031 □	- □	42,070 □	21,000 □	10,375 □	- □	31,375 □	10,695 □	33.33
Furniture and fixtures □	19,185 □	3,924 □	- □	23,109 □	4,987 □	2,220 □	7,207 □	15,902 □	- □	10
Office equipment □	26,635 □	6,667 □	- □	33,302 □	8,943 □	2,865 □	11,808 □	21,494 □	- □	10-20
	3,195,708 □	2,036,617 □	(9,190) □	5,278,135 □	692,909 □	245,845 □	(7,780) □	956,505 □	4,321,630 □	
		55,000 * □					25,531 * □			
Leased										
Ship to Shore Cranes - STS □	380,973 □	- □	- □	380,973 □	36,554 □	23,087 □	- □	59,641 □	321,332 □	5-6.06
Rubber Tyred Gantry Cranes - RTG □	67,908 □	- □	- □	67,908 □	6,451 □	4,074 □	- □	10,525 □	57,383 □	6
Port equipment □	42,747 □	- □	- □	42,747 □	15,353 □	2,993 □	- □	18,346 □	24,401 □	7-20
Generators □	55,000 □	(55,000) * □	- □	- □	20,491 □	5,040 □	- □	- □	- □	10
						(25,531) * □	- □	- □	- □	- □
	546,628 □	- □	- □	491,628 □	78,849 □	35,194 □	88,512 □	403,116 □		
		(55,000) * □				(25,531) * □				
Total - 2009	3,742,336 □	2,036,617 □	(9,190) □	5,769,763 □	771,758 □	281,039 □	(7,780) □	1,045,017 □	4,724,746	



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

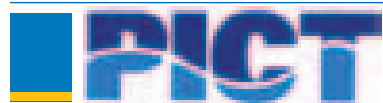
	2008									
	COST			ACCUMULATED DEPRECIATION						
	As at July 01, 2008	Additions / *transfers	Disposals	As at June 30, 2009	As at July 01, 2008	For the year / *transfers	Disposals	As at June 30, 2008	Written down value as at June 30 2008	Dep rate % per annum
Owned	(Rs. in thousands)									
Leasehold improvements	18,799	-	-	18,799	8,390	3,760	-	12,150	6,649	20
Port improvement	559,649	21,173	-	580,822	46,174	28,076	-	74,250	506,572	5
Mobile Harbour Crane	101,819	-	-	101,819	89,711	12,108	-	101,819	-	20
Ship to Shore Cranes - STS	1,023,407	-	-	1,023,407	129,910	54,531	-	184,441	838,966	5-6.06
Gantry tracks	12,254	-	-	12,254	1,959	613	-	2,572	9,682	5
Rubber Tyred Gantry Cranes - RTG	574,466	-	-	574,466	65,276	34,468	-	99,744	474,722	6
Port equipment	347,714	229,011	(13,079)	565,784	100,104	34,202	(13,079)	122,014	443,770	7-20
		2,138*					787*			
Port Power Generation	130,037	38,483	-	168,520	22,708	12,944	-	35,652	132,868	5-10
Vehicles	39,948	23,698	(4,334)	65,978	13,971	9,800	(2,900)	25,337	40,641	20
		6,666*					4,466*			
Computers	26,038	12,001	-	38,039	12,062	8,938	-	21,000	17,039	33.33
Furniture and fixtures	17,938	1,247	-	19,185	3,113	1,874	-	4,987	14,198	10
Office equipment	19,394	7,241	-	26,635	6,477	2,466	-	8,943	17,692	10-20
	2,871,463	332,854	(17,413)	3,195,708	499,855	203,780	(15,979)	692,909	2,502,799	
		8,804*					5,253*			
Leased										
Ship to Shore Cranes - STS	380,973	-	-	380,973	13,467	23,087	-	36,554	344,419	5-6.06
Rubber Tyred Gantry Cranes - RTG	67,908	-	-	67,908	2,377	4,074	-	6,451	61,457	6
Port equipment	44,885	(2,138)*	-	42,747	13,147	2,993	-	15,353	27,394	7-20
							(787)*			
Generators	55,000	-	-	55,000	14,991	5,500	-	20,491	34,509	10
Vehicles	6,666	(6,666)*	-	-	3,569	897	-	-	-	20
	555,432	-	-	546,628	47,551	36,551	(4,466)*	78,849	467,779	
		(8,804)*					(5,253)*			
Total - 2008	3,426,895	332,854	(17,413)	3,742,336	547,406	240,331	(15,979)	771,758	2,970,578	

4.1.1. Additions to fixed assets include borrowing costs amounting to Rs. 17.239 (2008: Rs. Nil) million.

* represent transfer from leased assets to owned assets.

Disposal of operating fixed assets:

Cost	Accumulated depreciation	Written down value	Sale price	Gain/(loss)	Mode of disposal	Particulars of buyer
(Rs. in thousands)						
Vehicles						
Honda City	886	443	443	650	207	Company policy
Honda City	875	700	175	175	-	Company policy
Daihatsu Coure	414	375	39	39	-	Company policy
Daihatsu Coure	414	368	46	46	-	Company policy
Honda City	851	789	62	76	14	Company policy
Toyota Corolla	1,169	998	171	171	-	Company policy
Honda City	734	571	163	175	12	Company policy
Mitsubishi Lancer	1,349	1,188	161	184	23	Company Policy
Mitsubishi Lancer	999	849	150	150	-	Company Policy
Toyota Corolla	1,169	1,169	-	100	100	Company Policy
						Mr. Asif Malik (employee)
						Mr. Saleemullah Khan (employee)
						Mr. Mohsin Mushtaq (employee)
						Mr. Kamran Samad (employee)
						Mr. Yusuf Khan (employee)
						Mr. Syed Nadir Shah (employee)
						Mr. Syed Asad Ali (employee)
						Mr. Saleem Siddiqui (employee)
						Mr. Mirza Mujeeb Baig (employee)
						Mr. Ahmed Nadeem Hashmi (employee)
Port Equipment						
Hino Prime Movers	55	55	-	75	75	Tender
Bedford Prime Movers	55	55	-	75	75	Tender
Lancer Boss Top Lifter	55	55	-	60	60	Tender
Bed Ford Prime Mover	55	55	-	60	60	Tender
Mercedes Prime Mover	55	55	-	60	60	Tender
Mercedes Prime Mover	55	55	-	60	60	Tender
	9,190	7,780	1,410	2,156	746	



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note	2009	2008
	□	----- (Rs. in thousands)	-----□□□□
4.1.2. Depreciation charge for the year has been			
□ allocated as under: □□□□□□			
Terminal operating costs	23	252,970	216,298
Administrative expenses	24	28,069	24,033
		<u>281,039</u>	<u>240,331</u>

4.2. Capital work-in-progress □□□□□

Civil works		809,730	376,862
Advances to suppliers and contractors		158,958	124,329
Mobilization advance			
- for purchase of cranes and related equipments		2,666	474,336
- for purchase / development of computer software		60,410	44,156
		<u>1,031,764</u>	<u>1,019,683</u>

4.2.1. Movement □□

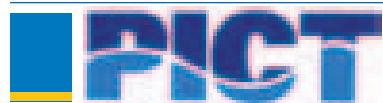
	Civil works	Advances to suppliers and contractors	Advance for purchase of cranes and related equipments	Advance for purchase / development of computer software	Total
	□----- (Rs. in thousands) -----□				
Balance as at July 1, 2007	51,147	54,020	-	20,064	125,231
Capital expenditure incurred / advances made during the year	600,159	165,199	474,336	24,092	1,263,786
Transfer to operating fixed assets	(274,444)	(94,890)	-	-	(369,334)
Balance as at June 30, 2008	<u>376,862</u>	<u>124,329</u>	<u>474,336</u>	<u>44,156</u>	<u>1,019,683</u>
Capital expenditure incurred / advances made during the year	439,932	67,726	1,496,651	16,254	2,020,563
Transfer to operating fixed assets	(7,064)	(33,097)	(1,968,321)	-	(2,008,482)
Balance as at June 30, 2009	<u>809,730</u>	<u>158,958</u>	<u>2,666</u>	<u>60,410</u>	<u>1,031,764</u>

5. INTANGIBLE ASSETS

Note	COST			ACCUMULATED AMORTIZATION			Book value as at June 30, 2009	Amortization rate %
	As at July 01, 2008	Additions	As at June 30, 2009	As at July 01, 2008	Charge for the year	As at June 30, 2009		
	□----- (Rs. in thousands) -----□							
Computer software	37,357	-	37,357	28,634	8,472	37,106	251	20-33.33
Project development cost	37,889	-	37,889	32,206	5,683	37,889	-	20
2009	<u>75,246</u>	<u>-</u>	<u>75,246</u>	<u>60,840</u>	<u>14,155</u>	<u>74,995</u>	<u>251</u>	
2008	<u>75,246</u>	<u>-</u>	<u>75,246</u>	<u>41,436</u>	<u>19,404</u>	<u>60,840</u>	<u>14,406</u>	

5.1.1. These include legal and professional charges, litigation settlement, salaries and benefits and traveling expenses incurred in connection with the main project during the pre-operating period.

	Note	2009	2008
	□	----- (Rs. in thousands)	-----
5.1.2. Amortization charge for the year has been			
□ allocated as under: □□□□□□□□			
Terminal operating costs	23	8,472	11,825
Administrative expenses	24	5,683	7,579
		<u>14,155</u>	<u>19,404</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

6. LONG TERM DEPOSITS

Represents security deposits against leased assets.

7. DEFERRED COSTS

Note	2009			2008
	Preliminary expenses	Shares issue expenses	Total	
	(Rs. in thousands)			
	2,987	14,877	17,864	17,864
7.1	(2,987)	(14,877)	(17,864)	(17,100)
	-	-	-	764

7.1 Movement of amortization

	2009	2008
Opening balance	17,100	13,883
Charge for the year	764	3,217
Closing balance	17,864	17,100

8. STORES AND SPARES

Stores	71,096	62,166
Spares	182,819	159,855
	253,915	222,021

9. TRADE DEBTS - Unsecured

Considered good	9.1 & 9.2	388,046	249,275
Considered doubtful		4,810	2,154
		392,856	251,429
Less: Provision for doubtful debts		4,810	2,154
		388,046	249,275

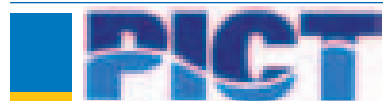
9.1 The aging of trade debts at June 30 is as follows:

Neither past due nor impaired	317,852	196,548
Past due but not impaired		
- within 90 days	47,555	42,067
- 91 to 180 days	10,988	7,256
- over 180 days	11,651	3,404
	388,046	249,275

9.2 Includes Rs. 4.088 (2008: Rs. 14.514) million due from Marine Services (Private) Limited, Rs. 0.970 (2008: Rs. 0.081) million due from Port Link International Services (Private) Limited and Rs. 2.068 (2008: Rs. 0.0041) million due from Premier Mercantile Services (Private) Limited - all related parties.

10. ADVANCES - Unsecured, considered good

	2009	2008
- to employees	2,169	747
- to suppliers	31,625	24,906
	33,794	25,653



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note □	2009 □ ----- (Rs. in thousands) -----	2008 □
11. □ DEPOSITS AND PREPAYMENTS □ □ □ □ □			
Security deposits □		9,243 □	2,822 □
Prepayments □ □ □ □			
- Insurance □		30,000 □	42,802 □
□ - LC margin □		- □	12,454 □
- Others □		3,430 □	895 □ □ □
		<u>42,673 □</u>	<u>58,973</u>

12. □ OTHER RECEIVABLES - Unsecured □ □ □ □ □

Fair value gain on derivatives □		- □	2,434 □
Accrued profit on term deposits □		1,055 □	971 □
Other receivables - considered good □		12,608 □	3,412 □ □ □
		<u>13,663 □</u>	<u>6,817</u>

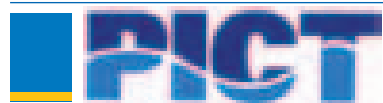
13. □ INVESTMENTS □

At fair value through profit or loss □	13.1 □	469,847 □	605,594 □
Held to maturity □	13.2 □	90,932 □	100,986 □ □ □
		<u>560,779 □</u>	<u>706,580</u>

13.1 At fair value through profit or loss □

2009 □ Number of units / shares □ □	2008 □		2009 □ □		2008 □	
			Cost □	Fair value □	Cost □	Fair value □ □ □
			□ ----- (Rs. in thousands) ----- □ □ □ □ □			
Listed - Mutual Funds (Open Ended) □						
4,276,613 □	836,850 □	JS Income Fund (Formerly ABAMCO □ □ □ □ □ Income Fund) □	412,966 □	448,488 □	81,453 □	87,092 □
- □	53,939 □	Faysal Savings Growth Fund □	5,000 □	5,585 □	- □	- □
- □	106,905 □	Al Falah GHP Income Multiplier Fund □	- □	- □	5,000 □	5,495 □
- □	101,579 □	AKD Income Fund □	- □	- □	5,000 □	5,223 □
- □	470,943 □	KASB Liquid Fund □	- □	- □	46,396 □	48,625 □
- □	485,394 □	United Growth and Income Fund □	- □	- □	48,323 □	50,096 □
- □	91,399 □	AMZ Plus Income Fund □	10,000 □	10,260 □	5,633 □	4,943 □ □ □
- □	- □	JS - UTP (Formerly ABAMCO Unit □ □ □ □ □ Trust of Pakistan) □	501 □	511 □	501 □	750 □
193,919 □	3,662,273 □	JS Aggressive Income Fund □	15,818 □	20,091 □	375,273 □	376,568 □ □ □
			429,285 □	469,090 □	576,946 □	589,694 □ □
Listed - Mutual Funds (Close Ended) □ □ □ □ □						
243,500 □	243,500 □	UTP Large Cap Fund □	2,348 □	757 □	2,438 □	2,170 □ □ □
Listed equity securities □						
- □	50,000 □	Hub Power Company Limited □	- □	- □	1,428 □	1,430 □
- □	50,000 □	Pakistan Petroleum Limited □	- □	- □	12,362 □	12,300 □ □ □
			- □	- □	13,790 □	13,730 □ □
		Unrealized gain on revaluation □ □ □ of investments □	38,214 □	- □	12,420 □	- □ □ □ □
			<u>469,847 □</u>	<u>469,847 □</u>	<u>605,594 □</u>	<u>605,594</u>

13.2 □ Represents Rs. 90.932 million (2008: Rs. 100.986 million) invested in Certificates of Investments of Saudi Pak Leasing Company - a related party, having face value of Rs. 90 million (2008: Rs. 100 million) carrying interest at the rate of 13.5% per annum maturing by August 2009.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note	2009	2008
	□	----- (Rs. in thousands)	-----
14.1 CASH AND BANK BALANCES			
With banks:			
- in current accounts		35,146	14,903
- in saving accounts	14.1	247,875	199,074
- in deposit account	14.2	202,000	170,000
		485,021	383,977
Cash in hand		6,167	6,481
		<u>491,188</u>	<u>390,458</u>

14.1 These carry profit at the rates ranging from 5 to 11.5 percent (2008: 1.25 to 10.25 percent) per annum.

14.2 These carry profit at the rates ranging from 8.7 to 17.3 percent (2008: 8.75 to 13 percent) per annum.

15. SHARE CAPITAL

15.1 Authorised capital

2009	2008		2009	2008
(Number of shares)			----- (Rs. in thousand)	-----
182,000,000	182,000,000	Ordinary shares of Rs.10/- each	1,820,000	1,820,000
18,000,000	18,000,000	Preference shares of Rs. 10/- each	180,000	180,000
<u>200,000,000</u>	<u>200,000,000</u>		<u>2,000,000</u>	<u>2,000,000</u>

15.2 Issued, subscribed and paid-up capital

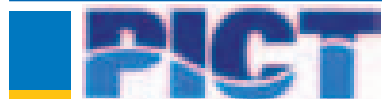
2009	2008	Note	2009	2008
(Number of shares)			----- (Rs. in thousand)	-----
		Ordinary shares of Rs. 10/- each		
63,761,200	63,761,200	- fully paid in cash	637,612	637,612
15,160,160	15,160,160	- issued as bonus shares	151,602	151,602
12,039,600	12,039,600	- issued for consideration other than cash	120,396	120,396
<u>90,960,960</u>	<u>90,960,960</u>		<u>909,610</u>	<u>909,610</u>
		Preference shares of Rs. 10/- each		
18,000,000	18,000,000	- fully paid in cash	180,000	180,000
<u>108,960,960</u>	<u>108,960,960</u>		<u>1,089,610</u>	<u>1,089,610</u>

15.2.1 Represents shares issued in consideration for mobile harbour cranes, port equipment and a vehicle.

15.2.2 These are cumulative redeemable preference shares, issued in the ratio of 1 preference share for 3.54 ordinary shares held and carry a dividend of 10 percent on the issue price, redeemable 7 years after the issue date. The shareholders, inter alia, have the right to convert these into ordinary shares in the ratio of 1 ordinary share for 1 preference share held, if the Company fails to redeem these shares.

15.2.3 The above stated preference shares have been treated as part of equity on the following bases:

- The preference shares were issued under the provision of Section 86 of the Companies Ordinance, 1984 (the Ordinance) read with Section 90 of the Ordinance and the Companies Share Capital (Variation in Rights and Privileges) Rules, 2000.
- The authorised capital of the Company and the issue of the preference shares were duly approved by the shareholders of the Company at the Extraordinary General Meeting held on December 24, 2004.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

- Return of allotment of shares was filed under Section 93(1) of the Ordinance.□
- The Company is required to set-up a reserve for redemption of preference shares under Section 85 of the Ordinance in respect of the shares redeemed which effectively makes preference shares a part of equity.□
- Dividend on the preference shares is appropriation of profit both under the Ordinance and the tax laws.□
- The requirements of the Ordinance take precedence over the requirements of IFRSs.□
- As stated in 15.2.2 above, shareholders have the right to convert these preference shares into ordinary shares or else retain their preference shares, provided that the Company shall pay the preferred dividend for each financial year following the expiry of the term date at the rate of 12% (instead of 10%) per annum on the face value. □
- These preference shares are listed on the Karachi Stock Exchange.□

However, considering the requirements of the IFRSs for classification of debt and equity instruments, which suggests that the above preference shares be classified as debt, the Company has sought a clarification from the SECP in respect of the presentation of preference shares in the financial statements prepared in accordance with the requirements of the Companies Ordinance, 1984. Pending the decision of the SECP in this matter, the preference shares have been reflected as equity of the Company.

- 15.3□ Premier Mercantile Services (Private) Limited - a related party holds 32,111,700 ordinary shares (2008: 31,211,700 ordinary shares) of nominal value of Rs.10/- each representing 35.3 percent (2008: 34.31 percent) of the ordinary paid-up capital of the Company.□

Jahangir Siddiqui & Company Limited - a related party holds 17,909,800 ordinary shares (2008: 17,759,800 ordinary shares) of nominal value of Rs.10/- each representing 19.69 percent (2008: 19.52 percent) of the ordinary paid-up capital of the Company.

- 15.4□ The Company has entered into long term loan agreements with IFC and OFID. These agreements restrict the Company, that unless otherwise agreed by IFC and OFID, not to declare or pay any dividend on ordinary shares or make any distribution on its share capital (other than dividends or distributions payable in preference shares of the Company) subject to certain conditions of the agreements.□□

□ 2009□ 2008□□
□ ----- (Rs. in thousands) -----

16.□ LONG-TERM FINANCING - Secured□□□□□□□□□□

International Finance Corporation (IFC)□

First Loan□□□□

- Loan A□
- Loan C□

315,038□
121,950□
436,988□

323,003□
102,250□
425,253□

Second Loan□

Third Loan□

Fourth Loan□

410,565□

406,500□

813,000□

2,067,053□

375,100□

477,400□

-□□

1,277,753□

OPEC Fund for International Development (OFID)□□

First Loan□

Second Loan□

Third Loan□

Fourth Loan□

315,041□

410,565□

152,437□

243,900□

1,121,943□

3,188,996□

323,003□

375,100□

179,025□

-□

877,128□

2,154,881□

Less:□

- Unamortized transaction costs□

- Current maturity of long-term financing□

63,684□

469,284□

532,968□

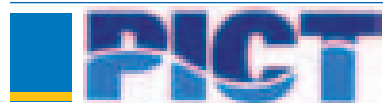
2,656,028□

42,926□

366,385□

409,311□

1,745,570



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

16.1 The principal terms and conditions of the above loans are summarized as follows:

IFC

	First Loan		Second Loan	Third Loan	Fourth Loan
	Loan A	Loan C			
- Principal amount in US Dollars	7,750,000	1,500,000	6,000,000	8,000,000	10,000,000
- Interest rate per annum	LIBOR plus 3.875%	5% (Note 16.1.1)	LIBOR plus 3.375%	LIBOR Plus 3.25%	LIBOR plus 3.125%
- Repayment terms:					
· Number of installments	18 semi-annual	2 equal	18 semi-annual	16 semi-annual	14 semi-annual
· First installment	April 15, 2005	installments April 15, 2014	January 15, 2007	October 15, 2007	July 15, 2011
· Last installment	October 15, 2013	October 15, 2014	July 15, 2015	April 15, 2015	January 15, 2018

OFID

	First Loan	Second Loan	Third Loan	Fourth Loan
- Principal amount in US Dollars	7,750,000	6,000,000	3,000,000	10,000,000
- Interest rate per annum	LIBOR plus 3.875%	LIBOR plus 3.375%	LIBOR plus 3.25%	LIBOR plus 3.125%
- Repayment terms:				
· Number of installments	18 semi-annual	18 semi-annual	16 semi-annual	14 semi-annual
· First installment	April 15, 2005	January 15, 2007	October 15, 2007	July 15, 2011
· Last installment	October 15, 2013	July 15, 2015	April 15, 2015	January 15, 2018

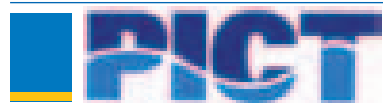
16.1.1 In addition to the above, IFC is entitled to additional interest to be computed at the rate of US Dollar 1.85 per TEU (Twenty Feet Equivalent Container Units) in excess of 150,000 TEUs per annum subject to cap of upto US Dollars 150,000 per annum upto year 2009 and progressively increasing to US Dollar 300,000 per annum upto year 2014.

16.1.2 The above loans are secured as follows:

IFC Loans (First Loan A , Second Loan, Third Loan and Fourth Loan) and OFID Loans
These loans are secured by way of a first equitable mortgage on land, building, equipments, immovable assets and leasehold interest in project site and first hypothecation over all other movable assets.

IFC Loan C

This loan is secured by way of a second equitable mortgage on land, building, equipments, immovable assets and leasehold interest in project site and second hypothecation over all other movable assets.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

17. LIABILITIES AGAINST ASSETS SUBJECT TO FINANCE LEASE

Represent finance leases entered into with leasing companies for Ship to Shore Crane (STS), Rubber Tyred Gantry Crane and port equipments. Total lease rentals due under various lease agreements aggregate Rs. 358.299 (2008: Rs. 482.766) million and are payable in quarterly and six monthly installments latest by 2012. Overdue rental payments are subject to an additional charge upto 0.1 percent per day. Taxes, repairs, replacement and insurance costs are to be borne by the lessee. In case of termination of agreement, the lessee has to pay the entire rent for unexpired period. Financing rates of approximately 15.01 to 17.94 (2008: 13.68 to 16.3) percent per annum have been used as discounting factor. These lease obligations are based on six months KIBOR. Purchase options can be exercised by the lessee in accordance with the respective lease agreements.

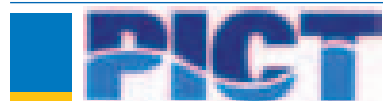
	2009		2008	
	Minimum lease Payments	Present Value	Minimum lease Payments	Present Value
	----- (Rs. in thousands) -----			
Within one year	91,503	62,309	118,646	74,460
After one year but not more than five years	266,796	233,303	364,120	295,548
More than five years	-	-	-	-
Total minimum lease payments	358,299	295,612	482,766	370,008
Less: Amount representing finance charges	62,687	-	112,758	-
Present value of minimum lease payments	295,612	295,612	370,008	370,008
Less: Current portion	62,309	62,309	74,460	74,460
	<u>233,303</u>	<u>233,303</u>	<u>295,548</u>	<u>295,548</u>

17.1 The Company has entered into a cross currency interest rate swap agreement with a local commercial bank for a notional amount of Rs. 343.50 million, maturing up to July 2011. Under swap arrangement the principal payable amount of Rs. 343.750 million is swapped with US dollar component at Rs. 60.49 per US dollar making loan amount to US dollar 5.682 million. Besides foreign currency component, the Company would receive three months KIBOR rates and pay three months LIBOR and spread of 3.15% as per the respective arrangement, which will be settled quarterly. The swap is being used to hedge the exposure to change in the fair value of Company's lease obligations which are based on KIBOR. The outstanding balance of this arrangement is Rs. 234.374 million as at the balance sheet date. The net fair value of this cross currency interest rate swap was Rs. 54.232 million unfavorable to the Company as of the balance sheet date. The unwinding cost of the said cross currency swap as determined by the bank as of June 30, 2009 was Rs.83.357 million. The swap arrangement has exposed the Company to foreign currency risk on the US\$ value converted at the agreement date of principal amount of the loan.

	2009	2008
	----- (Rs. in thousands) -----	
18. DEFERRED TAX LIABILITY		
Taxable temporary differences		
Accelerated tax depreciation / amortization allowance	776,447	535,262
Deferred costs	-	267
	<u>776,447</u>	<u>535,529</u>
Deductible temporary differences		
Provision for compensated absences	(8,453)	(5,740)
Provision for doubtful debts	(1,684)	(754)
Fair value loss on derivative	(18,982)	-
	<u>747,328</u>	<u>529,035</u>

19. STAFF COMPENSATED ABSENCES

Opening balance	16,400	12,399
Provision for the year	7,752	4,001
Closing balance	<u>24,152</u>	<u>16,400</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note □	2009□	2008□□
	□	----- (Rs. in thousands)	-----
20.□ TRADE AND OTHER PAYABLES□□□□			
Creditors□	20.1□	205,158□	91,361□
Bills payable - equipment□		-□	4,608□□□□
Due to Karachi Port Trust□□□□			
Royalty□		45,271□	29,384□
Wharfage□		48,511□	41,744□
Handling and marshalling charges□	20.2 & 21.1.2□	37,504□	34,554□□
		131,286□	105,682□
Accrued expenses□□□□			
Legal and professional charges□		3,662□	5,436□
Salaries and wages□		39,447□	30,058□
Others□		2,083□	1,310□□□
		45,192□	36,804□
Other liabilities□□□□			
Advances from customers□		27,384□	18,523□
Retention money□		22,129□	21,853□
Sales tax payable□		7,143□	5,237□
Fair value loss on derivatives □	17.1□	54,232□	-□
Dividend payable □		4,093□	-□
Others□		3,107□	2,286□□
		118,088□	47,899□□□
		499,724□	286,354

20.1□ Includes Rs. 84.473 (2008: Rs. 33.757) million payable to Premier Mercantile Services (Private) Limited - a related party.

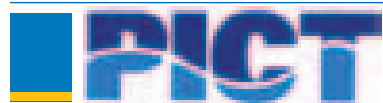
20.2□ Includes Rs. 34.6 (2008: Rs. 34.6) million withheld by the company from handling and marshalling charges billed by KPT as fully explained in note 21.1.2.

21.□ CONTINGENCIES AND COMMITMENTS

21.1□ Contingencies

21.1.1□ During the year ended 30 June 2007, the Trustees of the Port of Karachi filed a civil suit against the Company in the Honorable High Court of Sindh alleging mis-declaration of the category of goods upon import of Quayside Container Crane and Rubber Tyred Gantry Cranes in the year 2004 and thereby claiming a sum of Rs. 101.5 million being additional wharfage charges and Rs 203 million as penalty, with interest. According to the opinion of the legal counsel of the Company, there is no merit in this claim and hence there is a remote possibility that the case would be decided against the Company. Further, the legal counsel has also stated that, in any case, the penalty imposed will be disallowed by the Honorable High Court. In view thereof, no provision for any liability has been made in these financial statements.

21.1.2□ During the year ended 30 June 2007, the Company filed a interpleader civil suit against the Deputy District Officer, Excise and Taxation and the Trustees of the Port of Karachi (KPT) in the Honorable High Court of Sindh against the demand raised by the Deputy District Officer, Excise and Taxation under Section 14 of the Property Tax Act, 1958 to pay the property tax amounting to Rs. 34.6 million for the period from 2003 to 2007 out of the rent payable to KPT. The Honorable High Court of Sindh granted a stay order to Company ensuring that no coercive action is taken against the Company in due course until the case has been finalized. During the year ended June 30 2008, the Company has withheld the amount of Rs. 34.6 million from the handling and marshalling charges billed by KPT for the period from July 01, 2007 till December 31, 2007, in accordance with the Honorable High Court's short order dated June 29, 2007. According to the opinion of the legal counsel of the Company, there is full merit in this case and the property tax imposed will be disallowed by the Honorable High Court. In view thereof, no provision for any liability has been made in these financial statements.

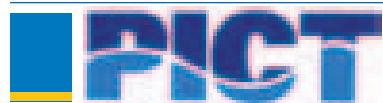


NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note □	2009□ ----- (Rs. in thousands) -----	2008□ -----
21.2□ Commitments			
21.2.1□ Commitments for capital expenditure□□□□			
Civil works □		95,910□	586,520□
Crane and equipments □		-□	1,146,715□
Intangible assets □		15,399□	26,674□□□
		<u>111,309□</u>	<u>1,759,909□□□</u>
21.2.2□ Letter of guarantees□		<u>161,300□</u>	<u>68,200□□□</u>
21.2.3□ Letters of credit□	□	<u>-□</u>	<u>35,583</u>
22.□ TURNOVER - net□□□□			
Turnover□		4,808,858□	3,194,529□
Less: Sales tax□		244,602□	60,464□□□
		<u>4,564,256□</u>	<u>3,134,065</u>
23.□ TERMINAL OPERATING COSTS□□□□			
Salaries, wages and benefits □	23.1□	209,915□	170,648□
Contracted labour□		18,832□	9,225□
Staff training□		1,069□	323□
Royalty □		389,443□	281,776□
Handling and Marshalling charges□		110,609□	89,463□
Crane usage charges□		68,512□	80,254□
Port maintenance□		3,359□	1,956□
Stevedoring □		776,908□	468,061□
Custom seals□		2,154□	431□
Storage charges □		33,223□	20,672□
Stores, spares and other maintenance charges□		170,032□	151,385□
Fuel consumed□		318,176□	222,417□
Travelling and conveyance□		1,063□	4,640□
Office maintenance□		31,617□	11,491□
Vehicles running expenses□		9,196□	6,900□
Insurance□		58,897□	43,020□
Printing and stationery□		5,155□	1,649□
Utilities□		8,407□	4,949□
Depreciation □	4.1.2□	252,970□	216,298□
Amortization□	5.1.2□	8,472□	11,825□
Others□		16,831□	11,086□□□
		<u>2,494,840□</u>	<u>1,808,469</u>

23.1□ This includes Rs. 5.490 (2008: Rs. 4.075) million in respect of staff retirement benefits and Rs.4.289 (2008: Rs. 3.2) million in respect of compensated absences.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

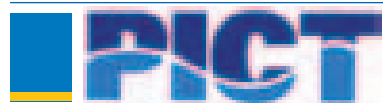
	Note □	2009□	2008□□
	□	----- (Rs. in thousands)	-----
24.□ ADMINISTRATIVE EXPENSES□□□			
Salaries, wages and benefits □	24.1□	139,225□	96,709□
Travelling and conveyance□		4,658□	4,032□
Advertising expense□		1,633□	1,240□
Auditors' remuneration□	24.2□	2,353□	2,249□
Legal and professional charges□		13,062□	22,388□
Office maintenance□		7,644□	5,406□
Vehicles running expenses□		9,528□	7,104□
Security expenses□		3,206□	2,306□
Insurance expense□		1,784□	1,335□
Communication□		3,914□	3,380□
Printing and stationery□		11,929□	12,270□
Utilities□		1,263□	946□
Depreciation □	4.1.2□	28,069□	24,033□
Amortisation □	5.1.2, □□ 7.1 & 16□	17,542□	21,116□
Fees and subscription□		4,368□	4,065□
Entertainment□		12,189□	9,643□
Donations□	24.3 & 24.3.1□	10,819□	2,920□
Provision for doubtful debts□		2,656□	1,594□
Others□		11,462□	4,787□□□
		<u>287,304□</u>	<u>227,523</u>

24.1□ This includes Rs. 4.43 (2008: Rs. 3.149) million in respect of staff retirement benefits and Rs. 3.463 (2008: Rs. 0.801) million in respect of compensated absences.□□

	□	2009□	2008□□
	□	----- (Rs. in thousands)	-----
24.2□ Auditors' remuneration□□□□□□□□□□			
Statutory audit fee□		1,000□	900□
Fee for review of compliance with Code of □ Corporate Governance and half yearly accounts□		413□	376□
Tax and corporate advisory services□		850□	898□
Out of pocket expenses□		90□	75□□□
		<u>2,353□</u>	<u>2,249</u>

24.3□ Includes Rs.1.00 (2008: Rs. Nil) million paid to Rabia Azeem Trust in which Capt. Haleem A. Siddiqui, Mr. Aasim Azim Siddiqui and Mr. Sharique Azim Siddiqui are Trustees. No other directors or their spouses have any interest in any donee's fund to which donation was made. □

24.3.1□ This includes Rs.5.00 (2008: Rs. Nil) million paid to Internally Displaced Persons Fund.



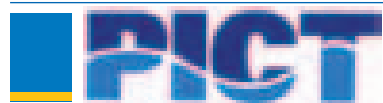
NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note □	2009□	2008□□
	□	----- (Rs. in thousands)	-----
25. □ OTHER OPERATING INCOME□□□□			
Profit on deposit accounts□		55,821□	21,635 □
Gain on re-measurement of investments □ at fair value through profit or loss□		34,142□	12,420 □
Gain realised on disposal of investments□		9,633□	33,162 □
Profit on Term Finance Certificate (TFCs)□		-□	15,352 □
Dividend income□		571□	- □
Profit on sale of fixed assets □		746□	2,529 □
Fair value gain on derivatives□		-□	2,434 □
Others□		145□	- □□□
		<u>101,058□</u>	<u>87,532</u>
26. □ FINANCE COSTS□□□□			
Interest on long-term financing□		160,968□	163,528 □
Financial charges on leased assets□		45,086□	36,582 □
Bank charges□		2,936□	259 □□□
		<u>208,990□</u>	<u>200,369</u>
27. □ OTHER CHARGES□			
Exchange loss on long term financing□		441,293□	244,242 □
Fair value loss on derivatives□		56,666□	- □
Others□		1,693□	- □□□
		<u>499,652□</u>	<u>244,242</u>
28. □ TAXATION□□□□			
Current □		20,546□	141,264□
Deferred □		218,293□	70,470□□□
	28.1□	<u>238,839□</u>	<u>211,734□□</u>

28.1□ Relationship between tax expense and accounting profit□□□□□

	2009□	2008□	2009□	2008□□
	Effective tax rate□		(Rs. in thousands)□	
Profit Before tax□	-□	-□	1,174,528 □	740,994 □
Tax at the applicable tax rate of 35%□	35.00□	35.00□	411,085 □	259,348 □
Tax effect of expenses that are inadmissible □□□□□ in determining taxable income□	12.82□	14.90□	150,629 □	110,441 □
Tax effect of expenses that are admissible□□□□ but not included in determining accounting profit□	(46.07)□	(22.23)□	(541,168)□	(164,749)□
Tax effect of taxable temporary differences□	20.51□	6.69□	240,918 □	49,592 □
Tax effect of deductible temporary differences□	(1.93)□	2.82□	(22,625)□	20,878 □
Effect of changes in prior year tax□	-□	(1.67)□	-□	(12,377)□
Effect of tax losses brought forward□	-□	(6.94)□	-□	(51,399)□□□
	<u>20.33□</u>	<u>28.57□</u>	<u>238,839 □</u>	<u>211,734</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Note □	2009□ ----- (Rs. in thousands) -----	2008□ -----
29.□ EARNINGS PER SHARE □			
29.1□ Basic earnings per share□			
Profit after tax □		935,689 □	529,260 □
Preferred dividend on cumulative preference shares		□ (18,000)□	(18,000)□□□□
Profit after taxation attributable to ordinary shareholders□		917,689 □	511,260 □
Weighted average number of ordinary shares in issue□□□□ during the year □	Numbers□	90,961 □	90,961 □
Basic earnings per share □	Rupees□	10.09 □	5.62
29.2□ Diluted earnings per share□			
Profit after taxation attributable to ordinary shareholders □		917,689□	511,260□
Preferred dividend on cumulative preference shares □		18,000□	18,000□□□□
		529,260□	935,689□
Weighted average number of ordinary shares in issue□□□□ during the year □	Numbers□	90,961□	90,961□
Adjustment of preference shares □	Numbers□	18,000□	18,000□□□□
		108,961□	108,961□□
Diluted earnings per share □	Rupees□	8.59□	4.86

30.□ FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES□

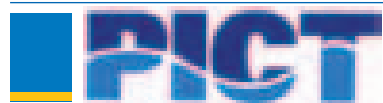
The main risks arising from the Company's financial instruments are credit risk, liquidity risk, foreign currency risk, interest rate risk and equity price risk. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below.

30.1□ Credit Risk□□□□□□

Credit risk is the risk which arises with the possibility that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. The Company attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties and continually assessing the creditworthiness of counterparties.□

Concentrations of credit risk arise when a number of counterparties are engaged in similar business activities or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.□

The Company is exposed to credit risk on long-term deposits, trade debts, advances, deposits, other receivables, investments and bank balances. The Company seeks to minimize the credit risk exposure through having exposures only to customers considered credit worthy and obtaining securities where applicable. The maximum exposure to credit risk at the reporting date is:



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

	Carrying Values	
	2009	2008
	(Rs. in thousands)	
Long-term deposits	83,573	89,074
Trade debts - unsecured	388,046	249,275
Advances - unsecured	33,794	25,653
Deposits	9,243	2,822
Other receivables - unsecured	13,663	4,383
Investments	560,779	706,580
Bank balances	485,021	383,977
	<u>1,574,119</u>	<u>1,461,764</u>

Quality of financial assets

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings or the historical information about counter party default rates as shown below:

Carrying Values	
2009	2008
(Rs. in thousands)	

30.1.1 Trade debts

Customers with no defaults in the past one year	261,077	133,152
Customers with some defaults in past one year which have been fully recovered	56,775	63,396
	<u>317,852</u>	<u>196,548</u>

30.1.2 Investments

In Mutual Funds

Ratings by PACRA

5 Star	469,336	465,830
4 Star	511	104,966
3 Star	-	10,260
	<u>469,847</u>	<u>581,056</u>

Ratings by JCR

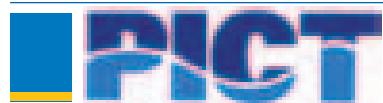
A-(f)	-	5,223
A(f)	-	5,585
	<u>-</u>	<u>10,808</u>

Listed Equity Securities

A1+	-	13,730
	<u>469,847</u>	<u>605,594</u>

30.1.3 Cash and Bank

A1	311,486	320,492
A1+	121,199	43,475
A2	25,010	10
P1	27,326	20,000
	<u>485,021</u>	<u>383,977</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

30.2 Liquidity Risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The Company applies the prudent risk management policies by maintaining sufficient cash and bank balances and by keeping committed credit lines. The table below summarises the maturity profile of the Company's financial liabilities at the following reporting dates:

Year ended 30 June 2009	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	----- (Rs. in thousands) -----					
Long-term financing - secured	-	52,845	416,439	1,921,797	797,915	3,188,996
Liabilities against assets subject to finance lease	-	2,310	59,999	233,303	-	295,612
Trade and other payables	43,643	207,554	187,152	-	-	438,349
Accrued interest on long - term financing	-	42,370	24,018	-	-	66,388
	<u>43,643</u>	<u>305,079</u>	<u>687,608</u>	<u>2,155,100</u>	<u>797,915</u>	<u>3,989,345</u>
Year ended 30 June 2009/8	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	----- (Rs. in thousands) -----					
Long-term financing - secured	-	30,690	380,025	1,318,044	426,122	2,154,881
Liabilities against assets subject to finance lease	-	2,184	69,022	298,802	-	370,008
Trade and other payables	30,084	130,916	120,117	-	-	281,117
Accrued interest on long - term financing	-	23,225	28,563	-	-	51,788
	<u>30,084</u>	<u>187,015</u>	<u>597,727</u>	<u>1,616,846</u>	<u>426,122</u>	<u>2,857,794</u>

30.3 Foreign Currency Risk

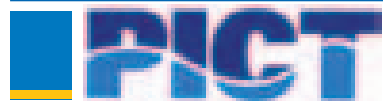
Foreign currency risk is the risk that the value of financial assets or a financial liability will fluctuate due to a change in a foreign exchange rates. It arises mainly where receivables and payables exist due to transactions in foreign currency. The Company's exposure to foreign currency risk is as follows:

	2009	2008
	----- (USD in thousands) -----	
Long - term financing	38,441	30,967
Liability under swap arrangement	3,874	5,165
Accrued interest on long term financing	817	759
Trade and other payables	524	92
	<u>43,656</u>	<u>36,983</u>

The following significant exchange rates have been applied at the reporting dates:

Exchange Rates	2009	2008
	<u>81.30</u>	<u>68.20</u>

The foreign currency exposure is partly covered as the majority of the Company's billing is determined in dollars which is converted into rupees at the exchange rate prevailing at the transaction date. The Company has assessed that hedging its foreign currency borrowings will be more expensive than assuming the risk itself.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

Sensitivity analysis: □□□□□□

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Company's profit before tax and the Company's equity. □□□□□□□□

	Change in US dollar rate (%)	Effect of translation of foreign currency liabilities on profit or (loss) ----- (Rs. in thousands) -----	Effect on equity
30 June 2009□	+10□	(354,923)□	(230,700)□□
	-10□	354,923□	230,700□□
30 June 2008□	+10□	(252,224)□	(163,945)□□
	-10□	252,224□	163,945

30.4□ Interest rate risk□□□□□□□□

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. □

To manage the interest rate risk on lease obligations, the Company has entered into cross currency interest rate swap agreement as disclosed in note 17.1 to these financial statements. At June 30, 2009, the Company's entire borrowings are at floating rate of interest. □

Sensitivity Analysis: □□□□□□□□

The following figures demonstrate the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Company's profit before tax: □□□□□□□□□□

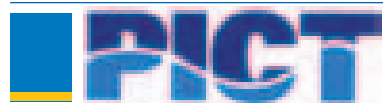
	Increase / decrease in basis points	Effect on profit before tax (Rs. in thousands)
2009□□□□□□		
USD LIBOR□	+15□	(30,908)□
USD LIBOR□	-15□	30,908□
2008□□		
USD LIBOR□	+15□	(30,017)□
USD LIBOR□	-15□	30,017

30.5□ Equity price risk□□□□□□□□

The Company's listed equity securities are susceptible to market price risk arising from uncertainties about future values of investment securities. The Company manages the equity price risk through diversification and placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity instrument decisions. □

At the balance sheet date, the exposure to listed equity securities at fair value through profit or loss was Rs.0.757 million. □

A (decrease) / increase of 10% on the stock exchange index would have an impact of approximately Rs.0.076 million on the income □ of the Company, depending on whether or not the (decrease) / increase is significant and prolong.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

30.6 Capital risk management

The primary objective of the Company's capital management is to maintain healthy capital ratios, strong credit rating and optimal capital structures in order to ensure ample availability of finance for its existing and potential investment projects, to maximise shareholder value and reduce the cost of capital.

The Company manages its capital structure and makes adjustment to it, in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as total loans and borrowings including any finance cost thereon, trade and other payables, less cash and bank balances and investments. Capital signifies equity as shown in the balance sheet plus net debt.

The gearing ratios as at June 30, 2009 and 2008 were as follows:

	2009	2008
	(Rs. in thousands)	
Long term financing	3,125,312	2,111,955
Trade and other payables	499,724	286,354
Accrued interest / mark-up on borrowings	66,388	51,788
Liabilities against asset subject to finance lease	295,612	370,008
Total debt	3,987,036	2,820,105
Less: Cash and bank balances	(491,188)	(390,458)
Short term investments	(560,779)	(706,580)
Net debt	2,935,069	1,723,067
Share capital	1,089,610	1,089,610
Reserves	1,874,994	1,230,188
Equity	2,964,604	2,319,798
Capital	5,899,673	4,042,865
Gearing ratio	49.75%	42.62%

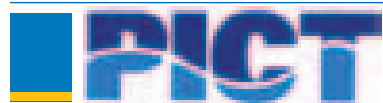
The Company finances its investment portfolio through equity, borrowings and management of its working capital with a view to maintaining an appropriate mix between various sources of finance to minimise risk.

30.7 Fair value of financial instruments

The carrying value of all financial assets and liabilities reflected in the financial statements approximates their fair value

31. UNAVAILED CREDIT FACILITIES

As at the balance sheet date, the Company has unavailed credit facility from a bank amounting to Rs. 200 (2008: Rs. 150) million.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

32. REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

32.1 The aggregate amount, charged in the financial statements for the year is as follows:

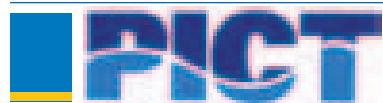
	2009			2008		
	Chief Executive	Directors	Executives	Chief Executive	Directors	Executives
	----- (Rs. in thousands) -----					
Remuneration (including bonus)	10,950	38,367	51,094	7,600	20,942	24,104
Housing rent	2,010	7,010	10,216	1,650	4,550	5,248
Retirement benefits	566	1,999	2,721	466	1,200	1,296
Medical Allowance	670	2,337	3,405	550	1,517	1,749
Utilities	670	2,337	3,405	550	1,517	1,749
Conveyance	256	744	1,507	132	685	889
	15,122	52,794	72,348	10,948	30,411	35,035
Number	1	4	29	1	4	17

The Chief Executive, some of directors and executives of the Company are also provided with the use of the Company maintained car, club memberships and medical benefits in accordance with their terms of service.

33. RELATED PARTIES TRANSACTIONS

The related parties include major shareholders, entities having directors in common with the Company, directors and other key management personnel. Transactions with related parties, other than remuneration and benefits to key management personnel under the terms of their employment and transactions with such related parties reflected elsewhere in these financial statements are as under:

	2009	2008
	----- (Rs. in thousands) -----	
Major shareholders		
Premier Mercantile Services (Private) Limited		
Stevedoring charges	525,569	395,937
Storage charges	41,684	20,671
Equipment charges	27,600	27,600
Entities having directors in common with the Company		
Premier Software (Private) Limited		
Software maintenance charges	2,700	2,100
Marine Services (Private) Limited		
Revenue from container handling	43,449	64,757
Port Link International (Private) Limited		
Revenue from container handling	2,033	1,070
AMI Pakistan (Private) Limited		
Revenue from container handling	45	532
Travel Club (Private) Limited		
Traveling expenses	3,416	4,910
Saudi Pak Leasing Company Limited		
Purchase of Certificate of Investments	150,000	100,000
Lease payments	-	8,559
Profit on certificate of investments	11,505	10,654
Staff retirement contribution plan		
Contribution to staff provident fund	9,920	7,224



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2009

33.1 Balances outstanding with related parties have been disclosed in the respective notes to the financial statements.

33.2 The above transactions with related parties are entered into on arm's length basis.

	2009	2008
	----- (Rs. in thousands) -----	
34. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	1,174,528	740,994
Adjustments for non-cash items:		
Depreciation	281,039	240,331
Amortisation	26,014	32,941
Provision for staff compensated absences	7,752	4,001
Finance costs	208,990	200,369
Unrealised exchange loss	381,348	244,242
Fair value loss on derivatives	56,666	-
Unrealised gain on investment	(34,142)	(3,622)
Interest income	(55,821)	(36,987)
Gain on disposal of fixed assets	(746)	(2,529)
Provision for doubtful debts	2,656	-
	<u>873,756</u>	<u>678,746</u>
Operating profit before working capital changes	<u>2,048,284</u>	<u>1,419,740</u>
(Increase)/decrease in current assets		
Stores and spares	(31,894)	(53,556)
Trade debts	(138,771)	(111,429)
Advances, deposits, prepayments and other receivables	(1,121)	(41,901)
	<u>(171,786)</u>	<u>(206,886)</u>
Increase/(decrease) in current liabilities		
Accrued financial charges	14,600	51,788
Trade payables and other liabilities	159,138	111,151
Cash generated from operations	<u>2,050,236</u>	<u>1,375,793</u>

35. DATE OF AUTHORISATION FOR ISSUE

These financial statements have been authorised for issue by the Board of Directors of the Company on August 31, 2009.

36. DIVIDENDS

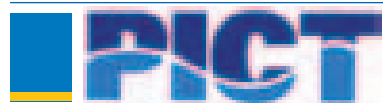
The Board of Directors in their board meeting held on August 31, 2009 have recommended a cash dividend of Rs. NIL (2008: Rs. 3.00 - 30%) for the year ended June 30, 2009. Stock dividend for the year ended June 30, 2007 through issue of bonus shares in the proportion of One (1) ordinary share for every five (5) ordinary shares held - 20% (2008: NIL). The Directors have also proposed a final dividend for the year ended June 30, 2009 for Rs. 1.00 - 10% (2008: Re. 1.00 - 10%) per preference share. The financial Statements for the year ended June 30, 2009 do not include the effect of the final dividend which will be accounted for in the financial statements for the year ending June 30, 2010.

37. GENERAL

Amounts have been rounded off to the nearest thousand rupees unless otherwise stated.

Capt. Zafar Iqbal Awan
CHIEF EXECUTIVE

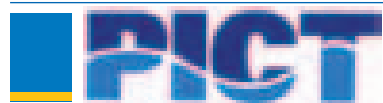
Aasim Azim Siddiqui
DIRECTOR



PATTERN OF SHAREHOLDING (ORDINARY SHARES)

AS AT JUNE 30, 2009

NUMBER OF □ SHAREHOLDERS□	FROM□	SHARE HOLDING □ TO□□□	TOTAL SHARES HELD□
563□	1□	100□	18,026 □
563□	101□	500□	154,896 □
979□	501□	1000□	674,431 □
321□	1001□	5000□	711,489 □
37□	5001□	10000□	267,415 □
17□	10001□	15000□	212,927 □
12□	15001□	20000□	214,439 □
9□	20001□	25000□	209,600 □
5□	25001□	30000□	135,548 □
5□	30001□	35000□	167,656 □
2□	35001□	40000□	73,500 □
3□	40001□	45000□	129,400 □
2□	45001□	50000□	96,100 □
3□	55001□	60000□	176,027 □
2□	60001□	65000□	124,103 □
1□	70001□	75000□	71,284 □
4□	95001□	100000□	400,000 □
1□	110001□	115000□	110,600 □
2□	115001□	120000□	238,320 □
1□	120001□	125000□	120,186 □
1□	140001□	145000□	142,569 □
2□	145001□	150000□	297,098 □
1□	185001□	190000□	185,642 □
1□	215001□	220000□	216,769 □
1□	220001□	225000□	225,000 □
1□	240001□	245000□	241,900 □
1□	295001□	300000□	300,000 □
1□	330001□	335000□	332,200 □
1□	355001□	360000□	356,426 □
1□	420001□	425000□	420,084 □
1□	445001□	450000□	450,000 □
1□	495001□	500000□	500,000 □
1□	565001□	570000□	565,371 □
1□	570001□	575000□	571,872 □
1□	585001□	590000□	586,749 □
1□	700001□	705000□	702,400 □
1□	810001□	815000□	813,220 □
1□	940001□	945000□	942,300 □
1□	1225001□	1230000□	1,230,000 □
1□	1285001□	1290000□	1,288,716 □
1□	1355001□	1360000□	1,355,912 □
1□	1940001□	1945000□	1,943,600 □
1□	2680001□	2685000□	2,680,300 □
1□	5985001□	5990000□	5,989,019 □
1□	14295001□	14300000□	14,296,366 □
1□	17905001□	17910000□	17,909,800 □
1□	32110001□	32115000□	32,111,700 □
□	2,560 □□		90,960,960



PATTERN OF SHAREHOLDING (ORDINARY SHARES)

AS AT JUNE 30, 2009

Categories of Shareholders□	Number of □ Shareholders□	Number of □ Shares held	Percentage □
INDIVIDUALS□	2458□	12,688,366□	13.95
INSURANCE COMPANY□	5□	535,403□	0.59
JOINT STOCK COMPANY□	-□	-□	-
FINANCIAL INSTITUTIONS□	8□	192,594□	0.21
MODARABA AND MUTUAL FUNDS□	11□	7,179,229□	7.89
FOREIGN INVESTORS□	7□	17,255,150□	18.97
OTHERS:□	71□	53,110,218□	58.39□
	2,560□	90,960,960□	100.00

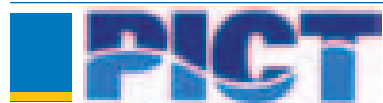
Categories of Shareholders□	Number of □ Shareholders□	Number of □ Shares held □	Percentage □
Associated Companies, undertakings and related parties			54.99
Premier Mercantile Services (Pvt.) Ltd. □	1□	32,111,700 □	
Jahangir Siddiqui & Co.□	1□	17,909,800 □	
NIT and ICP Investment Companies□	-□	- □	
Directors, CEO and their spouse and minor children□□			8.46
Capt. Haleem A.Siddiqui□	1□	5,989,019 □	
Capt. Zafar Iqbal Awan□	1□	600 □	
Mrs. Saba Haleem□	1□	356,426 □	
Mr. Aasim A.Siddiqui□	1□	665,371 □	
Mr. Sharique A. Siddiqui□	1□	671,872 □	
Mr. M. Masood Ahmed Usmani □	1□	9,563 □	
Executives□□□			- □
Public Sector Companies and Corporations□	- □	- □	
Banks, DFI's, NBFI's, Insurance Companies,□ Modarabas and Mutual Funds	24□	7,907,226 □	8.69
Joint Stock Companies Investment Companies Foreign Investors and Others□	76□	20,343,868 □	22.37
Individuals□	2452□	4,995,515 □	5.49
TOTAL□	2560□	90,960,960 □	100

Shareholders holding 10% or more voting interest

Premier Mercantile Services (Pvt.) Ltd. □	1□	32,111,700 □
Jahangir Siddiqui & Co.□	1□	17,909,800 □
Aeolina Investments Ltd.□	1□	14,296,366 □

Details of Purchase/Sale of Shares By Directors, CEO, CFO, Company Secretary and their spouses or Minor Children during Year Ended June 30, 2009

Name□	Date of Purchase/Sale□	Number of Shares□	Rate
MR. AASIM AZIM SIDDIQUI□	05.09.2008□	108,733 □	64.70 □
	13.10.2008□	100,000 □	52.00 □
	02.05.2009□	100,000 □	45.47
MR. SHARIQUE AZIM SIDDIQUI□	05.09.2008□	108,734 □	64.70 □
	13.10.2008□	100,000 □	52.00 □□
	02.05.2009□	100,000 □	45.47



PATTERN OF SHAREHOLDING (PREFERENCE SHARES)

AS AT JUNE 30, 2009

NUMBER OF □ SHAREHOLDERS□	FROM□	SHARE HOLDING □ TO□□□	TOTAL SHARES HELD□
3□	1□	100□	192□
494□	101□	500□	89,331□
36□	501□	1000□	23,854□
37□	1001□	5000□	74,176□
5□	5001□	10000□	36,158□
3□	10001□	15000□	34,491□
2□	25001□	30000□	56,424□
1□	55001□	60000□	57,734□
1□	130001□	135000□	130,500□
1□	245001□	250000□	250,000□
1□	2495001□	2500000□	2,500,000□
1□	3595001□	3600000□	3,600,000□
1□	4195001□	4200000□	4,197,820□
1□	6945001□	6950000□	6,949,320□
587□□□			18,000,000 □□□□□□□□

CATEGORIES OF □ SHAREHOLDERS□	NUMBER OF □ SHAREHOLDERS□□□	TOTAL SHARES HELD□
INDIVIDUALS□□	574□	300,856 □
MODARBAS & MUTUAL FUNDS□	2□	4,328,320 □
FINANCIAL INSTITUTIONS□	2□	2,557,734 □
OTHERS:□□	9□	10,813,090 □□□□
	587□	18,000,000



PATTERN OF SHAREHOLDING (PREFERENCE SHARES)

AS AT JUNE 30, 2009

Categories of Shareholders	No. of Shareholders	Shares Held	Percentage
Associated Companies, undertakings and related parties			
Premier Mercantile Services (Pvt.) Ltd.	1	3,600,000	20.00
NIT and ICP Investment Companies	-	-	
Banks, DFI's, NBFIs, Insurance Companies	2	2,557,734	14.21
Modarabas and Mutual Funds	2	4,328,320	24.05
Joint Stock Companies & Others	8	7,213,090	40.07
Individuals	574	300,856	1.67
TOTAL	587	18,000,000	100

SHAREHOLDERS HOLDING 10% OR MORE

Premier Mercantile Services (Pvt.) Ltd.	1	3,600,000
CDC-Trustee Faysal Savings Growth	1	4,197,820
JS Global Capital Ltd.	1	6,949,320
Pak Kuwait Investment Co. (Pvt.) Ltd.	1	2,500,000

Details of Purchase/Sale of Shares By
Directors, CEO, CFO, Company Secretary and their spouses
or Minor Children during Year Ended June 30, 2009

— NIL —

FORM OF PROXY



The Company Secretary
Pakistan International Container Terminal Limited
2nd Floor, Business Plaza,
Mumtaz Hassan Road
Karachi

I /We, _____ of _____
being member of Pakistan International Container Terminal Limited and holder of _____ Ordinary Shares as per Share Register Folio No. _____ and/or CDC Participant I.D. No. _____ hereby appoint Mr./Mrs./Miss _____ of (full address) _____ as my/us proxy to attend, speak and vote for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company to be held on Friday, October 02, 2009 and at any adjournment thereof.

Signed this _____ day of _____ 2009

Witnesses:

1. Name _____
Address _____
CNIC No. _____
Signature _____
2. Name _____
Address _____
CNIC No. _____
Signature _____

Signature on
Rs. 5/-
Revenue
Stamp

Notes:

1. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
2. The proxy in order to be valid must be signed across Five Rupees Revenue Stamp and should be deposited with the Company not later than 48 hours before the time of holding the Meeting.
3. The proxy shall authenticate his/her identity by showing his/her original CNIC or original passport and bring folio number at the time of attending the meeting.
4. Signature should agree with the specimen signature registered with the Company.
5. CDC shareholders and their Proxies must attach either an attested photocopy of their National Identity Card or Passport with this Proxy Form.
6. In case of proxy by a corporate entity, Board of Directors resolution/power of attorney with specimen signature and attested copies of CNIC or Passport of the proxy shall be submitted along with the proxy form.





Pakistan International Container Terminal Limited

Head Office

2nd Floor, Business Plaza, Mumtaz Hassan Road, Karachi 74000, Pakistan.

Tel. (+9221) 2400450 **Fax.** (+9221) 2400281 **Email.** info@pict.com.pk **Website.** www.pict.com.pk

Terminal Office

Berth 6-9, East Wharf, Karachi, Pakistan. **UAN.** (+9221) 111 11 PICT (7428) **Fax.** 2855715