

ANALYSIS OF FINANCIAL STATEMENTS BALANCE SHEET

| BALANCE SHEET | | | | Vertical Analysis Composition of Balance | | | Horizontal Analysis % Change year to yea | | |
|------------------------------------|--------------------|------------|------------------|---|-------------|-------|---|-----------------|-----------------|
| Particulars | 2008 | 2007 | 2006 | 2008 | 2007 | 2006 | 2008 vs 2007 | 2007 vs 2006 | 2006 vs 2005 |
| CURRENT ASSETS | (Rup | ees in tho | usand) | % | % | % | % | % | % |
| Cash and bank balances | 195,929 | 200,780 | 75,573 | 24.6 | 29.6 | 15.3 | (2.4) | 165.7 | (59.3) |
| Premiums due but unpaid | 108,620 | 85,620 | 94,405 | 13.6 | 12.6 | 19.1 | 26.9 | (9.3) | 102.9 |
| Amounts due from other | | | | | | | | | |
| insurers / reinsures | 93,286 | 59,830 | 42,814 | 11.7 | 8.8 | 8.7 | 55.9 | 39.7 | (2.7) |
| Salvage recoveries accrued | 12,578 | 10,412 | 6,300 | 1.6 | 1.5 | 1.3 | 20.8 | 65.3 | - |
| Accrued investment income | 1,232 | 3,136 | 2,542 | 0.2 | 0.5 | 0.5 | (60.7) | 23.4 | 105.8 |
| Reinsurance recoveries | 177 (10 | 101 001 | | 10. | 4= 0 | | o= 4 | 0 | (0.1 |
| against outstanding claims | 155,410 | 121,881 | 77,535 | 19.5 | 17.9 | 15.7 | 27.5 | 57.2 | 60.4 |
| Deferred commission expense | 20,569 | 18,236 | 12,366 | 2.6 | 2.7 | 2.5 | 12.8 | 47.5 | 48.6 |
| Prepayments Sundry receivables | 105,616 102,761 | 162,242 | 86,986 95,246 | 13.3 | 23.9 2.5 | 17.6 | (34.9) 504.4 | 86.5 (82.2) | 44.1 (35.8) |
| • | | 17,001 | | 12.9 | | 19.3 | | | |
| TOTAL CURRENT ASSETS | 796,001 | 679,138 | 493,767 | 59.4 | 39.2 | 41.4 | 17.2 | 37.5 | (9.1) |
| NON CURRENT ASSETS | | | | | | | | | |
| Fixed assets | 49,296 | 32,264 | 18,177 | 9.1 | 3.1 | 2.6 | 52.8 | 77.5 | 16.3 |
| Capital work in progress | - | 9,415 | 1,471 | - | 0.9 | 0.2 | (100.0) | 540.0 | (56.4) |
| Intangible assets | - | 1,146 | 2,286 | - | 0.1 | 0.3 | (100.0) | (49.9) | - |
| Long term loans | 465 | 724 | 969 | 0.1 | 0.1 | 0.1 | (35.8) | (25.3) | (22.0) |
| Investments | 494,201 | 1,010,747 | 674,805 | 90.9 | 95.9 | 96.7 | (51.1) | 49.8 | 99.2 |
| TOTAL NON CURRENT ASSETS | 543,962 | 1,054,296 | 697,708 | 40.6 | 60.8 | 58.6 | (48.4) | 51.1 | 94.3 |
| TOTAL ASSETS | 1,339,963 | 1,733,434 | 1,191,475 | 100.0 | 100.0 | 100.0 | (22.7) | 45.5 | 32.1 |
| EQUITY & LIABILITIES | | | | | | | | | |
| SHARE CAPITAL & RESERVES | | | | | | | | | |
| Share capital | 268,447 | 206,497 | 158,844 | 42.9 | 21.3 | 23.7 | 30.0 | 30.0 | 30.0 |
| Reserves | 557,064 | 353,064 | 211,064 | 89.0 | 36.4 | 31.4 | 57.8 | 67.3 | 167.0 |
| Retained earnings | (199,492) | 410,592 | 301,590 | (31.9) | 42.3 | 44.9 | (148.6) | 36.1 | 18.2 |
| TOTAL SHARE CAPITAL | | | | | | | | | |
| AND RESERVES | 626,019 | 970,153 | 671,498 | 46.7 | 56.0 | 56.4 | (35.5) | 44.5 | 47.2 |
| UNDERWRITING PROVISIONS | 540,711 | 535,049 | 375,753 | 40.4 | 30.9 | 31.5 | 1.1 | 42.4 | 69.8 |
| DEFERRED TAXATION | 1,873 | 2,474 | 2,061 | 0.1 | 0.1 | 0.2 | (24.3) | 20.0 | 12.3 |
| CURRENT AND OTHER LIABILITIES | | | | | | | | | |
| Premium received in advance | 4,845 | 67,111 | 552 | 2.8 | 29.7 | 0.4 | (92.8) | 12,057.8 | (94.7) |
| Amounts due to other | 1,019 | 07,111 |)) <u>=</u> | 2.0 | 27.7 | 0.1 | ()2.0) | 12,007.0 | () 1./) |
| insurers / reinsures | 91,353 | 95,362 | 84,486 | 53.3 | 42.2 | 59.4 | (4.2) | 12.9 | (14.6) |
| Accrued expenses | 19,729 | 21,235 | 16,780 | 11.5 | 9.4 | 11.8 | (7.1) | 26.5 | 8.1 |
| Taxation - provision less payments | 6,067 | 6,792 | 19,304 | 3.5 | 3.0 | 13.6 | (10.7) | (64.8) | (25.7) |
| Other creditors and accruals | 34,926 | 21,074 | 11,991 | 20.4 | 9.3 | 8.4 | 65.7 | 75.7 | (82.0) |
| Other liabilities | 14,440 | 14,184 | 9,050 | 8.4 | 6.3 | 6.4 | 1.8 | 56.7 | 77.6 |
| TOTAL CURRENT AND | | | | | | | | | |
| OTHER LIABILITIES | 171,360 | 225,758 | 142,163 | 12.8 | 13.0 | 11.9 | (24.1) | 58.8 | (36.1) |
| TOTAL LIABILITIES | 1,339,963 | 1,733,434 | 1,191,475 | 100.0 | 100.0 | 100.0 | (22.7) | 45.5 | 32.1 |
| | | | | | | | | | |



ANALYSIS OF FINANCIAL STATEMENTS PROFIT AND LOSS ACCOUNT

| PROFIT AND LOSS ACCOUNT | | Vertical Analysis Composition of P&L | | | Horizontal Analysis % Change year to year | | | | |
|-------------------------------------|-----------|---|-----------|--------|--|--------|-----------------|-----------------|-----------------|
| Particulars | 2008 | 2007 | 2006 | 2008 | 2007 | 2006 | 2008 vs 2007 | 2007 vs 2006 | 2006 vs 2005 |
| | (Ruj | pees in thou | sand) | % | % | % | % | % | % |
| GROSS PREMIUM | 861,379 | 784,525 | 668,832 | 100.0 | 100.0 | 100.0 | 9.8 | 17.3 | 27.7 |
| REVENUE ACCOUNT | | | | | | | | | |
| Net premium revenue | 507,946 | 447,000 | 348,725 | 59.0 | 57.0 | 52.1 | 13.6 | 28.2 | 32.1 |
| Net claims | (231,434) | (215,104) | (133,190) | (45.6) | (48.1) | (38.2) | 7.6 | 61.5 | 106.7 |
| Expenses | (153,932) | (121,358) | (101,779) | (30.3) | (27.1) | (29.2) | 26.8 | 19.2 | 12.0 |
| Net Commission | 35,806 | 34,055 | 41,239 | 7.0 | 7.6 | 11.8 | 5.1 | (17.4) | (5.0) |
| UNDERWRITING RESULTS | 158,386 | 144,593 | 154,995 | 31.2 | 32.3 | 44.4 | 9.5 | (6.7) | 1.8 |
| Investment income | (305,174) | 314,703 | 190,198 | 216.4 | 67.3 | 53.0 | (197.0) | 65.5 | 19.0 |
| Rental and other income | 20,417 | 26,325 | 28,604 | (14.5) | 5.6 | 8.0 | (22.4) | (8.0) | 328.2 |
| Financial charges | (507) | (540) | (686) | 0.4 | (0.1) | (0.2) | (6.1) | (21.3) | 63.7 |
| General and administration expenses | (14,116) | (17,675) | (14,405) | 10.0 | (3.8) | (4.0) | (20.1) | 22.7 | 6.5 |
| | (299,380) | 322,813 | 203,711 | 212.3 | 69.1 | 56.8 | (192.7) | 58.5 | 33.6 |
| (LOSS) / PROFIT BEFORE TAXATION | (140,994) | 467,406 | 358,706 | (16.4) | 59.6 | 53.6 | (130.2) | 30.3 | 17.7 |
| Taxation | (58,591) | (57,560) | (57,987) | 41.6 | (12.3) | (16.2) | 1.8 | (0.7) | 14.6 |
| (LOSS) / PROFIT AFTER TAXATION | (199,585) | 409,846 | 300,719 | (23.2) | 52.2 | 45.0 | (148.7) | 36.3 | 18.4 |

CASH FLOW STATEMENT

| | | | | Vertical Analysis Composition of Cash Flow | | | Horizontal Analysis % Change year to year | | |
|--|-----------|--------------|-----------|---|--------|--------|--|-----------------|-----------------|
| Particulars | 2008 | 2007 | 2006 | 2008 | 2007 | 2006 | 2008 vs 2007 | 2007 vs 2006 | 2006 vs 2005 |
| | (Ruj | pees in thou | isand) | % | % | % | % | % | % |
| Cash flow from operating activities | 2,067 | 175,398 | 41,122 | (42.6) | 140.1 | (37.3) | (98.8) | 326.5 | (80.4) |
| Cash flow from investing activities | 137,882 | 56,406 | (69,160) | (2,842.3) | 45.1 | 62.7 | 144.4 | 181.6 | (270.8) |
| Cash flow from financing activities | (144,800) | (106,597) | (82,265) | 2,985.0 | (85.1) | 74.6 | 35.8 | (29.6) | (264.2) |
| (Decrease) / increase in cash & cash equivalent | (4,851) | 125,207 | (110,303) | 100.0 | 100.0 | 100.0 | (103.9) | 213.5 | (165.6) |



Atlas Group Companies

| | Year of Establishment / |
|--|-------------------------|
| Shirazi Investments | Acquisition* 1962 |
| Atlas Honda | 1963 |
| Atlas Battery | 1966 |
| Shirazi Trading | 1973 |
| Atlas Insurance | 1980* |
| Atlas Engineering | 1981* |
| Atlas Bank | 1990 |
| HONDA Honda Atlas Cars | 1992 |
| HONDA Honda Atlas Power Product | 1997 |
| Total Atlas Lubricants | 1997 |
| Atlas Asset Management | 2002 |
| Shirazi Capital | 2005 |
| Atlas Capital Markets | 2006 |
| Atlas Power | 2007 |



AUDITORS' REPORT TO THE MEMBERS

We have audited the annexed financial statements comprising of:

- i) balance sheet;
- ii) profit and loss account;
- iii) statement of changes in equity;
- iv) cash flow statement;
- v) statement of premiums;
- vi) statement of claims;
- vii) statement of expenses; and
- viii) statement of investment income

of Atlas Insurance Limited as at December 31, 2008, together with the notes forming part thereof, for the year then ended.

It is the responsibility of the Company's Board of Directors to establish and maintain a system of internal control, and prepare and present the financial statements in conformity with the approved accounting standards as applicable in Pakistan and the requirements of the Insurance Ordinance, 2000 (XXXIX of 2000) and the Companies Ordinance, 1984 (XLVII of 1984). Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the International Standards on Auditing as applicable in Pakistan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting policies used and significant estimates made by management, as well as, evaluating the overall financial statements' presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

- a) proper books of accounts have been kept by the Company as required by the Insurance Ordinance, 2000 and the Companies Ordinance, 1984;
- b) the financial statements together with the notes thereon have been drawn up in conformity with the Insurance Ordinance, 2000 and the Companies Ordinance, 1984, and accurately reflect the books and records of the Company and are further in accordance with accounting policies consistently applied;
- c) the financial statements together with the notes thereon present fairly, in all material respects, the state of the Company's affairs as at December 31, 2008 and of the profit, its cash flows and changes in equity for the year then ended in accordance with approved accounting standards as applicable in Pakistan, and give the information required to be disclosed by the Insurance Ordinance, 2000 and the Companies Ordinance, 1984; and
- d) 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.

A. F. FERGUSON & CO.
Chartered Accountants

Lahore: March 25, 2009



BALANCE SHEET

| | Note | 2008 (Rupee | _2007_ s in thousand) |
|--|--------------|---|--|
| Share capital and reserves | | (<u>F</u> | |
| Authorized share capital 50,000,000 (2007: 50,000,000) ordinary shares of Rs.10 each | | 500,000 | 500,000 |
| Issued, subscribed and paid-up capital 26,844,729 (2007: 20,649,792) ordinary shares of Rs.10 each | 5 | 268,447 | 206,497 |
| Reserves Retained earnings | 6 | 557,064 (199,492) 626,019 | 353,064 410,592 970,153 |
| Underwriting provisions | | | |
| Provision for outstanding claims (including IBNR) Provision for unearned premium Commission income unearned Total underwriting provisions | | 237,509 277,432 25,770 540,711 | 194,099 316,655 24,295 535,049 |
| Deferred taxation | 7 | 1,873 | 2,474 |
| Creditors and accruals | | | |
| Premiums received in advance Amounts due to other insurers/reinsurers Accrued expenses Taxation - provision less payments Other creditors and accruals | 8 9 10 | 4,845 91,353 19,729 6,067 34,926 156,920 | 67,111 95,362 21,235 6,792 21,074 211,574 |
| Other liabilities | | | |
| Deposits against performance bonds Unclaimed dividends | | 1,391 13,049 14,440 713,944 | 1,391 12,793 14,184 763,281 |
| TOTAL LIABILITIES | | | |
| CONTINGENCIES AND COMMITMENTS | 11 | | |
| TOTAL EQUITY AND LIABILITIES | | 1,339,963 | 1,733,434 |

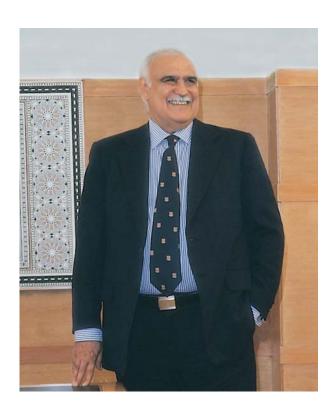
The annexed notes 1 to 37 form an integral part of these financial statements.



AS AT DECEMBER 31, 2008

| | Note | | 2007 es in thousand) |
|--|----------------------------|--|---|
| Cash and bank deposits | | | |
| Cash and other equivalent Current and other accounts Deposits maturing within twelve months | 12 12 13 | 12 165,917 30,000 195,929 | 21 200,759 - 200,780 |
| Loans to employees - secured considered good | 14 | 465 | 724 |
| Investments | 15 | 494,201 | 1,010,747 |
| Current assets - others | | | |
| Premiums due but unpaid Amounts due from other insurers/reinsurers Salvage recoveries accrued Accrued investment income Reinsurance recoveries against outstanding claims Deferred commission expense Prepayments Sundry receivables | 16 17 18 19 20 | 108,620 93,286 12,578 1,232 155,410 20,569 105,616 102,761 600,072 | 85,620 59,830 10,412 3,136 121,881 18,236 162,242 17,001 |
| Fixed assets | 21 | | |
| Tangible | | | |
| Land and buildings Furniture and fixtures Office equipments Computers - owned Motor vehicles - owned | | 16,430 2,758 6,373 4,624 19,111 49,296 | 4,551 2,194 4,595 4,296 16,628 32,264 |
| Capital work in progress | | - | 9,415 |
| Intangible | | | |
| Computer software | | - | 1,146 |
| TOTAL ASSETS | | 1,339,963 | 1,733,434 |

Arshad P. Rana Chief Executive Azam Faruque Director Omar Saeed Director Yusuf H. Shirazi Chairman



CHAIRMAN'S REVIEW

It is my pleasure to present to you the 74th Annual Report and Review of the performance of your Company for the year ended December 31, 2008.

THE ECONOMY

The global economy at large and developed economies in particular were in turmoil during 2008. The financial crisis led to drastic fall in the global stock markets, commodity prices plunged by 50 to 60 percent and unemployment rate in some developed economies surpassed 10 percent.

The Pakistan economy too was behest with economic challenges of its own. Domestic policies, power shortages, law and order situation and banking sector liquidity crunch all compounded together to create a difficult economic environment. Moreover, in order to curb inflation the State Bank of Pakistan increased the policy discount rate from 13% to 15% on November 12, 2008. With record imports and declining Foreign Direct Investment (FDI), the rupee finally gave way and depreciated by nearly 30% in 6 months. In such

circumstances, the country sought IMF support. The IMF assistance has brought some measures of stability and the economy appears to be turning the corner.

Import growth has moderated, helping Pak rupee to stabilize. A sharp decline in international commodity prices has helped reduce the current account and trade deficits. Due to IMF funding the foreign exchange reserves have improved to just over US\$ 10 billion from a low of US\$ 6.6 billion. Headline inflation has also started to decline and with KIBOR rates falling, expectations are for some monetary easing in 2009. With better agriculture output, there is expectation of improved liquidity. The catalyst for the recovery, as always, will no doubt be agriculture growth.

Large-scale manufacturing (LSM), on the other hand, will remain under pressure. Industrial output is expected to drop further as textile and auto sector are going through an adjustment period. Until the global crisis abates and domestic banks re-start lending, economic growth will be stifled.

The GDP growth, in line with global trends, will slowdown significantly but is still expected to grow at 3.5% in the fiscal year 2008-09.

THE INSURANCE INDUSTRY

The insurance industry globally is passing through a difficult phase and Pakistan Insurance sector is no exception. The financial market melt down has prompted write-downs and drained investment income of insurers siphoning off some of their capital base, both internationally and nationally too.

Insurance penetration in Pakistan despite significant presence of insurance companies continues to remain low as compared to other countries in the region. Substantial increase in Gross Domestic Product in the recent years, however, has resulted in increase in insurance business in the country. Still, the ratio of premium to GDP in Pakistan remained at 0.67% as against 2.53% of India, 4.8% of Malaysia and 1.3% of Indonesia. Measured by insurance density i.e. premium per capita, it also stood at the lowest level of \$ 2.9 against \$ 16.4 of India, \$ 292.6 of Malaysia and \$ 22.2 of Indonesia.



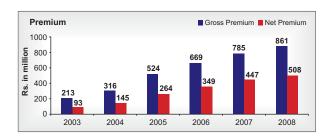
The growth in insurance business is directly linked with the economic activities in the country. The prevailing down turn in the domestic economy coinciding with the global recession is likely to affect the growth prospects of the insurance business. In recent years, increased car financing by the commercial banks had given a sizeable boost to the insurance sector in Pakistan in terms of premium. However, lately the rising interest rate scenario and devaluation in Pak Rupee has not only reduced auto sales but squeezed the insurance business in this segment. With high inflation, the prices of most of the products subject to insurance are expected to experience a rising trend leading to possible increase in the sum to be insured. Expectedly this phenomenon would provide insurance industry an opportunity for some growth in premium.

Insurance companies derive their profits from the core function of underwriting business and investment income. Your company's management has been successful in maintaining a reasonable balance in deriving profits from these two functions. However, the major segment of profit by majority of the players in the industry is derived from the investment income. With underwriting profitability under pressure due to pricing competition and increased loss ratio; and investment income sharply squeezed, the industry will do well to maintain reasonable profitability. Thus it is all the more important to focus on underwriting profitability through efficient risk management and prudent underwriting. The profitability constraints on the international reinsurance market because of global financial market meltdown, will assert pressure on the available reinsurance capacity. Rather difficult conditions and price loading on reinsurance terms is expected in the near future. This combined with the subdued growth prospects and increased competition prevailing in Pakistan insurance market will demand improved efficiency level and better control systems. Generally, processing and control systems are complex in the insurance sector. Effectiveness of technology use facilitating timely data analysis of information and efficient transaction processing will offer significant potential in reducing costs, enhancing service levels and improving overall management of the business. Further, the introduction of new product lines with relatively better profit margins and lower distribution costs may help reduce the element of increased competition. In view of the dearth of trained and experienced human resource in the insurance sector and squeezing profit margins the Government should consider allowing "Takaful" - an Islamic concept of insurance, to conventional non-life insurers through "window operation" - as is the case in banking sector. This would not only open new avenues of business for the existing insurance companies but will also provide an opportunity of fair competition among all players and increase insurance penetration. Fine tuning the regulatory framework for Takaful, review of insurance policy announced by the Government in 2007 with the objective to enhance insurance penetration and remove anomalies in the regulatory framework and strengthening the domestic capacity of the insurance industry is essential.

THE COMPANY RESULTS

Premium

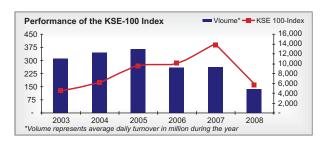
The gross premium rose by approximately 10% to Rs.861.38 million against Rs.784.53 million of the previous year. The net premium rose to Rs.507.95 million against Rs.447.00 million of the last year. The underwriting profit posted at Rs.158.39 million against Rs.144.59 million of the corresponding year, reflecting an increase of 9.54%.



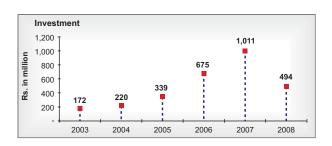
Investment

Our investment objective has been to achieve an optimum rate of return and consequently increasing the overall profitability of the Company. The company's investment portfolio aims to achieve capital gains and reasonable dividend yield.

During the year under review, the situation in equity markets in Pakistan remained volatile. Due to global economic slowdown, increase in the interest rates and inflation, the country went into a credit crunch. Liquidity crunch caused deep and continuous corrections in prices of most of the stocks. With a view to save guard the interests of the investors, Karachi Stock Exchange placed a "Floor Mechanism" in August 2008. Consequently, the market volume declined significantly. The "Floor Mechanism" was removed on December 15, 2008 in order to rationalize the prices of equity securities. Subsequent to the removal of the "Floor Mechanism", the KSE-100 index declined from 9187 points to 5865 points as on December 31, 2008.



As a result, the book value of the company's investments decreased from Rs.921.14 million to Rs.494.20 million i.e. by Rs.426 million during the year 2008.



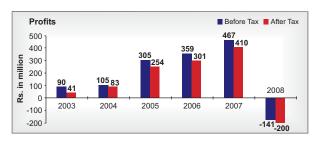
Cash Flow

The Company generated a cash inflow of Rs.2.07 million through its operational activities during the period under review against Rs.175.40 million of last year. This reasons for the decline is due to some higher claims paid and lesser premium received during the year under review as compared to last year. An amount of Rs.376.69 million was paid for investment and fixed capital expenditures against Rs.902.19 million of last year. The cash and cash equivalents at the end of the year were Rs.195.93 million as compared to Rs.200.78 million at the end of the year

2007, which speaks of sound financial base of the company.

Proftability

The Company posted underwriting profit of Rs.158.39 million for the year under review as compared to profit of Rs.144.59 million of the last year. As stated above due to the decline in the equity prices of the stocks in which the company had invested, a loss of Rs.426 million was booked on its investment portfolio. Consequently, the company recorded loss before tax of Rs.140.99 million as compared to profit before tax of Rs.467.41 million last year. After tax provision of Rs.58.59 million, the loss after tax stood at Rs.199.59 million as compared to profit after tax of Rs.409.85 million last year.



As per the requirements of the Securities and Exchange Commission (Insurance) Rules, 2002, the available-forsale investments are to be stated at lower of cost or market value (market value being taken as lower if the fall is other than temporary). However, the SECP through its circular no. 3/2009 dated February 16, 2009, clarified that where the market value of any available-for-sale investment as at December 31, 2008, is less than the cost, the fall in value may be treated as temporary and the investment be valued at cost. Although insurance companies were allowed to treat the fall in value as other than temporary, in whole or in part, however, the company taking a prudent approach, has treated the entire fall in value as other than temporary in 2008 in accordance with the requirements of the S.R.O. 938 issued by the SECP in December, 2002.

RISK MANAGEMENT

Risk Management is a core function that performs critical activities of measuring, monitoring, controlling and



reporting market, operational and other risks in order to ensure sustained performance of the company.

In view of the uncertain outlook of the economy, your company carried out reviews to anticipate risks that might hamper the operational activities of the company. Your company's Risk Management approach is proficient in qualitative evaluation of risk, providing safety consultancy for loss reduction and suggesting measures for risk mitigation to the client.

COMPUTERIZATION

The Company recognizes the importance of technology in the conduct of the business and the need for investing in new technology. Web based software implementation has enabled all branches to link with Head Office through online system, further improving efficiency to meet the challenges of future growth. Going forward the company intends to explore new avenues of development pursued with the help of continuous upgrades and staff training to ensure that the company's IT infrastructure stays aligned with the company's objectives.

CONTRIBUTION TO THE NATIONAL EXCHEQUER

Your company contributed a sum of Rs.119.50 million during the year towards Government exchequer on account of Income tax, Federal Excise Duty and other levies. Together with the Group it totals to over Rs.12 billion, about 2% of total exchequer. Over the years, the company has also paid significant returns to its valued shareholders. The management of your company strongly believes in the development of the economy through discharging the obligations by timely and accurate payment of all Government dues including taxes and donating for noble cause.

HUMAN RESOURCE

Jack Welch, former CEO of General Electric said, "If I had to run a company on three measures, those measures would be customer satisfaction, employees' satisfaction and cash flow." This can only be achieved with dedication, teamwork and people who are efficient, experienced, trained and professional. Hence, people

in any organization particularly in financial service organization like insurance company are the most valuable assets and only organizations, which place importance and focus on human capital development perform. In your company there is greater emphasis to manage the company affairs professionally, optimizing the utilization of the available resources with human resource considered to be the most valuable asset.

Human Resource's value is to have the right people ready at the right time; recruiting personnel to join the company's mix of talent and keeping the "bench" full of competent employees.

Your Company, in order to develop and optimize the efficiencies of human resource, is regularly sending its employees to different training programs held in various reputable institutions like LUMS, PIM and PSTD. In 2008, numerous employees attended training courses according to their need assessments. The company also arranges in-house training programmes for employees to groom and improve their skills and on the job knowledge. The results of these trainings are encouraging and reflect a positive change in attitude towards work and improving the organizational environment.

Employees are encouraged to improve their education levels and enroll in various diploma courses, Executive MBAs and ACII examination. This benefits both the company as well as the employees. The Group, of which your company is a constituent member, also nominates employees to the renowned institutes of the world like Harvard, Stanford and INSEAD for MBA and other management development programmes. It is a true reflection of Atlas Group's philosophy "Organization Development through Self Development".

In order to meet the manpower requirements of the future, your company has initiated management trainee programmes in which fresh post graduates, preferably MBAs, from reputable institutes are placed in various disciplines of the company. The management trainee program is of great help to cater to the needs of effectively and efficiently handling the increased workload and future expansion plans of the company.

RATING BY PACRA

The Pakistan Credit Rating Agency (PACRA) has maintained the Insurer Financial Strength (IFS) rating of your company to "A+". The rating reflects company's strong financial base, which adequately supports the company's accelerated growth strategy. The rating also recognizes the company's sound underwriting practices that have resulted in stable income from core insurance business. PACRA has also recognized company's sound solvency margin, maintained performance, strong financial base and adequate liquidity to meet its obligations.

SAFA CERTIFICATE OF MERIT

The company has once again been nominated for "Best Presented Accounts Award - 2007" by SAFA (South Asian Federation of Accountants). In 2006, the company was also awarded the same distinction - the only insurance company in Pakistan selected for this prestigious award. It is pertinent to mention that the company has the distinction of achieving "Best Corporate Report Award" in 2003, 2006 and 2007. It also received one of the most prestigious awards of the Corporate sector - "KSE Top 25 Companies Award 2005".



Director of the Company, Mr. Ali H. Shirazi, receiving the Best Corporate Report Award 2007 from former Governor State Bank of Pakistan. Dr. Isbrat Hussain

FUTURE OUTLOOK

Next year will be another challenging period as political turmoil and slowing down of economic activities internationally may have its own implications on our economy as well. Despite these problems, we are optimistic about the future. An average GDP growth rate of around 5% since 1951 is expected to be still achievable during the current financial year 2008-09. The insurance industry has always played a significant role in the development of the economy over the years and will keep contributing towards economic revival. The changing situation shall however demand greater professionalism at all levels of management with quality of service being the key to success. By applying prudent policies and discipline in business operations, the management of the company is confident that the targets set for the year 2009 will be achieved:



(We love to work beyond horizons)

ACKNOWLEDGEMENT

I would like to thank the Board of Directors, the Group Executive Committee, and the Chief Executive Officer Mr. Arshad P. Rana and his team for their efforts, dedication and sincerity of purpose. I also express my gratitude to all Reinsurers, our valued clients, Banks and SECP for their continued help, support and guidance. I am also thankful to the shareholders for their trust and confidence reposed in your company.

Yusuf H. Shirazi



COMPANY INFORMATION

BOARD OF DIRECTORS

| Chairman | Yusuf H. Shirazi |
|-------------------|------------------|
| Chief Executive | Arshad P. Rana |
| Directors | Azam Faruque |
| | Kamal A. Chinoy |
| | Omar Saeed |
| | Ali H. Shirazi |
| | Frahim Ali Khan |
| Company Secretary | Muhammad Afzal |
| | |

AUDIT COMMITTEE

| Chairman | Omar Saeed |
|------------------------|-----------------------|
| Members | Ali H. Shirazi |
| | Frahim Ali Khan |
| Secretary | Muhammad Afzal |
| Chief Internal Auditor | Saleem Mahmood Akhtar |

INVESTMENT COMMITTEE

| Chairman | Ali H. Shirazi |
|-----------|----------------------|
| Members | Frahim Ali Khan |
| | Arshad P. Rana |
| | Aamer Waqar Chaudhry |
| Secretary | Muhammad Afzal |

UNDERWRITING COMMITTEE

| Chairman | Frahim Ali Khan |
|-----------|-----------------|
| Members | Arshad P. Rana |
| | Muhammad Munir |
| Secretary | Qudsia Naheed |

CLAIMS SETTLEMENT COMMITTEE

| Chairman | Frahim Ali Khan | |
|-----------|-----------------|--|
| Members | Arshad P. Rana | |
| | Muhammad Munir | |
| Secretary | Qudsia Naheed | |

REINSURANCE & CO-INSURANCE COMMITTEE

| Chairman | Frahim Ali Khan |
|-----------|-----------------|
| Members | Arshad P. Rana |
| | Muhammad Munir |
| Secretary | Qudsia Naheed |



COMPANY INFORMATION

MANAGEMENT COMMITTEE

| Chief Executive | Arshad P. Rana |
|------------------------------------|--------------------------------------|
| Chief Financial Officer | Aamer Waqar Chaudhry |
| Senior Vice President (Operations) | Muhammad Munir |
| Vice President (Admin & HR) | Qudsia Naheed |
| | |
| Auditors | A. F. Ferguson & Co. |
| | Chartered Accountants |
| Legal Advisors | Mohsin Tayebaly & Co. |
| | Ch. Maqsood Advocate |
| | Agha Faisal Barrister at Law |
| Tax Advisor | Ford Rhodes Sidat Hyder & Co. |
| | Chartered Accountants |
| Registrar and Share Transfer | Hameed Majeed Associates (Pvt.) Ltd. |
| Office | H. M. House, 7 - Bank Square |
| | Shahrah-e-Quaid-e-Azam, Lahore |
| | Telephone: (92-42) 7235081-82 |
| | Fax: (92-42) 7358817 |
| Bankers | Allied Bank Limited |
| | Atlas Bank Limited |
| | Bank Alfalah Limited. |
| | Habib Bank Limited |
| | MCB Bank Limited |
| | National Bank of Pakistan. |
| | Standard Chartered Bank |
| | (Pakistan) Limited |
| | United Bank Limited |
| Registered & Head Office | 3-Bank Square, |
| | Shahrah-e-Quaid-e-Azam, |
| | Lahore |
| | Telephone: (92-42) 7320542-43, |
| | 7322271, 73, 7310658 |
| | Fax: (92-42) 7234742 |
| | Email: info@atlasinsurance.com.pk |
| | Website: www.atlasinsurance.com.pk |
| | · |



COMPANY OFFICES

HEAD OFFICE

3 - Bank Square PABX: 7320542, 7320543, 7310658

Shahrah-e-Quaid-e-Azam, Lahore. 7322271, 7322273

Fax: 7234742

ARSHAD P. RANA Direct: 7234812 Chief Executive Officer Extension: 501

AAMER WAQAR CHAUDHRY Direct: 7234757 Chief Financial Officer Extension: 403

MUHAMMAD MUNIR Direct: 7314241 Sr. Vice President (Operations) Extension: 304

QUDSIA NAHEED Direct: 7245348
Vice President (Admin/HR) Extension: 303

MUHAMMAD ASHRAF BHATTI

Vice President (Underwriting) Extension: 304

SALEEM MEHMOOD Extension: 428

Chief Internal Auditor

NORTH ZONE OFFICES & BRANCHES LAHORE

AZHAR M. PIRACHA City Branch

Circle Chief, Lahore Circle - I 3 - Bank Square, 7212365-6, 7312858,

Shahrah-e-Quaid-e-Azam, 7312868, 7230558-9

Lahore. Fax: 7212367

MUHAMMAD MUNIR QAZI Fatima Jinnah Road Branch

Chief Manager 1st Floor, Nawa-i-Waqat Building, 6271320, 6364906

Fatima Jinnah Road, Lahore. Fax: 6371186

MUHAMMAD IJAZ Al-Noor Branch

Deputy Chief Manager Al-Noor Building, 43-Bank Square 7358805 Shahrah-e-Quaid-e-Azam, Lahore. Fax: 7237343

KH. MUHAMMAD NADEEM Napier Road Branch

Branch Manager Nairobi Mansion 7352560

Napier Road, Lahore. Fax: 7358190

ZAFAR HUSSAIN JAMAL Mall Road Branch 6305595, 6271663
Branch Manager Hafeez Chambers, Fax: 6369576

85- Shahrah-e-Quaid-e-Azam,

Lahore.

MUHAMMAD WASIM PURI Faisal Town Branch 5173551-2

Branch Manager 753 - C, Faisal Town, Fax: 5173557

Lahore.



RAWALPINDI

MAHMOOD AHMED 101/13, Bank Road, 5563413 Chief Manager Grand Hotel Building, Fax: 5798083

P.O. Box 119, Rawalpindi.

MANZAR ALI NAQVI 101/13, Bank Road, 5563413 Manager Grand Hotel Building, Fax: 5798083

P.O. Box 119, Rawalpindi.

FAISALABAD BRANCH - II

IRSHAD FARRUKH BHATTI 123-B, People's Colony No. 1, 8721256, 8734176 Circle Chief, Faisalabad Circle D - Ground, Faisalabad. Fax: 8732499

FAISALABAD BRANCH - I

RANA SAGHIR Chartered Bank Chambers 2647194
Branch Manager Railway Road, Faisalabad. Fax: 2635080

SAHIWAL

SALEEM TAHIR 147-Railway Road, Sahiwal. 4466044 Acting Incharge Fax: 4224344

ing incharge 1 ax. 1221)

MULTAN

GHULAM ALI Atlas Honda Building 4544494

Acting Incharge Azmat Wasti Road, Multan.

SIALKOT

REHAN NAZIR GHUMAN Office No. 7, 1st Floor, Mughal Plaza, 4264195, 4594520 Branch Manager Kutchery Road, Sialkot. Fax: 4290095

GUJRANWALA

AMJAD RAFIQ DHILLO 2nd Floor, Al-Azhar Plaza, 3847118 Branch Manager G. T. Road, Gujranwala. Fax: 3847074

SOUTH ZONE OFFICE

Ground Floor, Federation House, PABX: 5378806-7 Abdullah Shah Ghazi Road, 5369395-6

Main Clifton, Karachi. Fax: 5378515

ARSHAD P. RANA Direct: 5378757 Chief Executive Officer Extension: 201

MIRZA NADEEM BAIG

Vice President Marketing (South) Extension: 218

MUHAMMAD IMRAN

Asst. Vice President Claims & U/W Extension: 217

JAWAID IRSHAD

Manager Motor Extension: 215

MUHAMMAD AFZAL

Company Secretary Extension: 202



SOUTH ZONE BRANCHES KARACHI

ABDUL AZIZ Corporate Branch

Chief Manager 1/10, Arkey Square, 1st Floor, 2421030, 2422911

Shahrah-e-Liaquat, Karachi Fax: 2421387

M. FAROOQ KANDLAWALA Tower Branch

Circle Chief, Karachi Circle - I State Life Building No. 7 2201471

> Room No. 101, Ist Floor 2316503, 2315248 G. Allana Road, Karachi. Fax: 2315248

IMRAN SATTAR Plaza Branch

3/3 Rimpa Plaza Deputy Chief Manager 2729339

> M.A. Jinah Road, Fax: 2720858

Karachi.

TARIQ NASIM New Challi Branch

Chief Manager 1st Floor, Room No. 106-107, Rehmani 2218286, 2218288

Chamber, Altaf Hussain Road, Fax: 2610280

Karachi.

HYDERABAD

ZAFAR AHMAD GHOURI Plot No. 466, Mezzanine Floor, 2782659, 2782660 Al-Abbas Plaza, Saddar, Fax: 2786410 Circle Chief, Hyderabad Circle

Hyderabad.

SUKKUR

Shalimar Complex, 5625965 ABDUL MAJEED QURESHI Fax: 5625977

Mezzanine Floor, Chief Manager

Minara Road, Sukkur.



DIRECTORS' REPORT

The directors of your company take pleasure in presenting their report together with the Audited Financial Statements and Auditors' Report thereon for the year ended December 31, 2008. The director's report, prepared under section 236 of the Companies Ordinance, 1984 and Clause (xix) of the Code of Corporate Governance, will be put forward to the members at the seventy fourth Annual General meeting of the Company to be held on April 28, 2009.

Financial Results

Following is the overall performance of the company for the year ended December 31, 2008:

| | 2008 | 2007 |
|---|----------------------------------|---|
| | (Rupe | es in thousand) |
| Gross Premium | 861,379 | |
| (Loss) / Profit for the year before tax | (140,994) | 467,406 |
| Taxation: Current Deferred Prior years | 59,192 1,636 (2,237) | 57,147 413 |
| | 58,591 | 57,560 |
| (Loss) / profit for the year after tax Un-appropriated profit brought forward (Loss) / profit available for appropriation | (199,585) 93 (199,492) | 409,846 746 410,592 |
| * Appropriations: | | |
| Proposed bonus shares @ 25% (2007 : @ 30%) Proposed cash dividend @ 25% (2007 : @ 70%) Transferred to general reserve | 67,112 67,112 - 134,224 | 61,950 144,549 204,000 410,499 |
| Unappropriated (loss) / profit carried forward | (333,716) | 93 |

^{*} The Board of Directors have recommended bonus shares 25% i.e. 25 ordinary shares for every 100 ordinary shares held and cash dividend of 25% i.e. Rs.2.50 per share for the year ended December 31, 2008. The financial statements do not reflect these appropriations in compliance with the Fourth Schedule of the Companies Ordinance, 1984.

Earnings per share

Earnings per share after tax is Rs.(7.43) per share (2007 : Rs.15.27 per share)



Chairman's Review

The Chairman's Review included in the Annual Report deals inter alia with the performance of the company for the year ended December 31, 2008 and future prospects. The directors endorse the contents of the review.

Board of Directors

During the year, the Board comprised of one executive and six non-executive directors. However, the composition of the Board of Directors changed to two executives and five non-executive directors effective January 1, 2009. All the directors keenly take interest in the proper stewardship of the company's affairs. All the non-executive directors are independent from the management.

No transaction in the Company's shares have been reported by the Directors, CEO, CFO, Company Secretary and their spouse and minor children during the year except disclosed in the pattern of shareholding.

The Board had five (5) meetings during the year. Attendance by each director was as follows:

| <u>S. No.</u> | Name of Directors | Attendance |
|---------------|--|------------|
| 1 | Mr. Yusuf H. Shirazi | 4 |
| 2 | Mr. Ail H. Shirazi | 4 |
| 3 | Mr. Arshad P. Rana | 5 |
| 4 | Mr. Frahim Ali Khan | 3 |
| 5 | Mr. Jawaid Iqbal Ahmed | 1 |
| | (Resigned effective April 23, 2008) | |
| 6 | Mr. Kamal A. Chinoy | 2 |
| | (Appointed effective April 23, 2008) | |
| 7 | Mr. Muhammad Faruque | 2 |
| | (Resigned effective September 05, 2008) |) |
| 8 | Mr. Azam Faruque | 1 |
| | (Appointed effective September 05, 2009) | 8) |
| 9 | Mr. Omar Saeed | 5 |

Auditors

The present Auditors M/s. A. F. Ferguson & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment. The Audit Committee recommends and the Board endorses that they be appointed as Auditors for the year ending December 31, 2009.

The Company operates a contributory provident fund scheme for all employees and defined benefit gratuity fund scheme of its management / non-management employees. The value of investments based on their respective accounts are as follows:

Provident Fund Rs.67.012 million (as at December 31, 2008)

Gratuity Fund

Management Staff Rs.8.788 million (as at June 30, 2008)
Non-Management Staff Rs.4.691 million (as at December 31, 2008)



Compliance with the Code of Corporate Governance and Transfer Pricing as contained in the Listing Regulations of Stock Exchanges

The directors confirm the compliance of the requirements of the Code of Corporate Governance and Transfer Pricing as set out by the Karachi and Lahore stock exchanges in their Listing Regulations, relevant for the year ended December 31, 2008. Separate statements to these effects are annexed.

Statement of Directors' Responsibilities

The Board regularly reviews the company's strategic direction. Annual plans and performance targets for business are set by the Chief Executive and are reviewed in total by the Board in light of the company's overall objectives. The Board is committed to maintain the high standards of good corporate governance. The company has been in compliance with the provisions set out by the Securities & Exchange Commission of Pakistan and the listing rules of the stock exchanges. There has been no material departure from the best practices of the corporate governance, as detailed in the listing regulations.

Financial Statements

The financial statements, prepared by the management of the company, fairly present its state of affairs, the results of its operations, cash flows and changes in equity.

Books of Account

The company has maintained proper books of account.

Accounting Policies

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

International Accounting Standards, as applicable in Pakistan, have been followed in preparation of financial statements.

Internal Control System

The system of internal control is sound in design and has been effectively implemented and monitored.

Going Concern

There is no doubt about the company's ability to continue as a going concern.

Operating and Financial Data

Operating and financial data and key ratios of the company for the last ten years are annexed.

Best practices of Corporate Governance

There has been no material departure from the best practices of corporate governance, as detailed in the listing regulations.

Taxes and Levies

Information about taxes and levies is given in notes to the financial statements.

Audit Committee

The Audit Committee was established to assist the directors in discharging their responsibilities towards the company. Audit Committee's responsibilities includes, reviewing reports of the company's financial results, monitoring internal audit functions and compliance with the relevant statutory requirements, to assist the Board in discharging its responsibilities for safeguarding the Company's assets, development and implementation of effective internal control system.

The Committee consists of three members. During the year, all members including Chairman of the Committee were non-executive directors. However, effective January 1, 2009, the composition of the Committee changed to one executive director and two non-executive directors as members including the Chairman of the Committee.

During the year four (4) Audit Committee meetings were held and attended as follows:

| <u>S. No.</u> | Name of Directors | Attendance |
|---------------|-------------------------------------|------------|
| 1 | Mr. Omar Saeed (Chairman) | 4 |
| 2 | Mr. Frahim Ali Khan | 3 |
| 3 | Mr. Jawaid Iqbal Ahmed | 1 |
| | (Resigned effective April 23, 2008) | |
| 4 | Mr. Ali H. Shirazi | 2 |
| | (Appointed effective July 21, 2008) | |

Investment Committee

It provides necessary guidelines and approval for commitment and de-commitment of investments in equities, fixed income securities, government bonds and securities, continuous funding system and underwriting of new issues.

Management Committee

The Management Committee acts at the operating level in an advisory capacity to the CEO, providing recommendations relating to the business and other corporate affairs. The Committee is responsible for reviewing and forwarding long term plans, capital and expense budget development and stewardship of business plans. The Committee is also responsible for maintaining a healthy environment within the Company as well as outside the Company through channeling its financing and investment to projects, producing environments friendly products.

Underwriting Committee

The Underwriting Committee formulates the underwriting policy of the Company. It sets out the criteria for assessing various types of insurance risks and determines the premium policy of different insurance covers. It regularly reviews the underwriting and premium policies of the company with due regard to relevant factors such as its business portfolio and the market development.

Claims Settlement Committee

Claim Settlement Committee devises the claims setting policy of the company. It oversees the claims position of the company and ensures that adequate claims reserves are made. It pays attention to significant claims



cases, which will give rise to a series of claims. The Committee determines the circumstances under which the claims disputes shall be brought to its attention and decide how to deal with such claims disputes.

Re-Insurance & Co-Insurance Committee

Re-Insurance & Co-Insurance Committee ensures that adequate reinsurance arrangements are made for the company business. It persues the proposed reinsurance arrangements prior to their execution, review the arrangements from time to time and subject to the consent of the participating reinsurers, makes appropriate adjustments to those arrangements in the light of the market development. It also assesses the effectiveness of the reinsurance program for future reference.

Pattern of Shareholding

The pattern of shareholding of the company is annexed.

Code of Business Principles

As a leading general insurance company, reputation for high ethical standards is central to business success. Code of Business Principles has been developed and communicated. Each director and employee of the company has acknowledged the same.

Communication

Communication with the shareholders is given a high priority. Annual reports are distributed to the members and half yearly and quarterly reports are placed on Company's website within the time specified by the Companies Ordinance, 1984, and the Code of Corporate Governance. The Company also has a website (www.atlasinsurance.com.pk), which contains up-to-date information of the Company.

Outstanding Statutory Payments

All outstanding payments are of normal and routine nature.

Safety and Environment

The company follows the safety and environment rules and regulations.

For and on behalf of the Board of Directors

Lahore: March 25, 2009

Arshad P. Rana Chief Executive



CASH FLOW STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2008

| | Note | $\frac{2008}{\text{(Rupees in thousand)}} \frac{2007}{\text{(Rupees in thousand)}}$ | | |
|---|------|---|--------------------|--|
| Operating cash flows | | (map eec m uno ucumu) | | |
| Underwriting activities | | | | |
| Premiums received | | 754,014 | 837,661 | |
| Reinsurance premiums paid | | (343,424) | (318,796) | |
| Claims paid | | (434,298) | (308,579) | |
| Reinsurance and other recoveries received | | 185,077 | 111,056 | |
| Commissions paid Commissions received | | (44,941) 80,928 | (41,723) 76,862 | |
| Other underwriting payments | | (2,313) | (1,658) | |
| Other underwriting payments Other underwriting receipts | | 11,835 | 9,362 | |
| | | | | |
| Net cash flow from underwriting activities | | 206,878 | 364,185 | |
| Other operating activities | | | | |
| Income tax paid | | (59,917) | (69,659) | |
| General management expenses paid | | (145,153) | (119,373) | |
| Loan repayments received | | 259 | 245 | |
| Net cash flow from other operating activities | | (204,811) | (188,787) | |
| Total cash flow from all operating activities | | 2,067 | 175,398 | |
| Investment activities | | | | |
| Profit / return received | | 18,113 | 26,110 | |
| Dividends received | | 35,170 | 36,284 | |
| Rental income received | | 1,370 | 1,274 | |
| Payments for purchase of investments | | (361,219) | (874,850) | |
| Proceeds from disposal of investments | | 539,256 | 832,774 | |
| Short term placements - net | | (81,126) | 61,096 | |
| Payments against purchase of assets | | (15,471) | (27,339) | |
| Proceeds from disposal of fixed assets | | 1,789 | 1,057 | |
| Total cash flow from investing activities | | 137,882 | 56,406 | |
| Financing activities | | | | |
| Dividends paid | | (144,293) | (105,928) | |
| Financial charges paid | | (507) | (540) | |
| Payments against finance lease | | - | (129) | |
| Total cash flow from financing activities | | (144,800) | (106,597) | |
| Net cash (outflow)/inflow from all activities | | (4,851) | 125,207 | |
| Cash at the beginning of the year | | 200,780 | 75,573 | |
| Cash at the end of the year | 27 | 195,929 | 200,780 | |
| | | | | |



Reconciliation to Profit and Loss Account

| Note | 2008 (Rupa | <u>2007</u> |
|---|---------------|-----------------|
| | (Kupc | es in thousand) |
| Operating cash flows | 2,067 | 175,153 |
| Depreciation | (7,118) | (4,880) |
| Amortization | (1,146) | (1,140) |
| Financial charges | (507) | (540) |
| Profit on disposal of fixed assets | 803 | 629 |
| Provision for doubtful debts | (1,901) | (629) |
| Increase in assets other than cash | 98,505 | 57,720 |
| Decrease / (increase) in liabilities other than borrowings | 11,895 | (156,253) |
| | | |
| Other adjustments | | |
| | | |
| - (Increase) / decrease in provision for unearned premium | (17,481) | 98 |
| - (Increase) in commission income unearned | (1,475) | (6,581) |
| - (Loss) / income on investments and current and other deposits | (305,174) | 314,703 |
| - Rental income | 1,328 | 1,266 |
| - Other income | 18,286 | 24,430 |
| - Increase in provision for deferred commission expense | 2,333 | 5,870 |
| (Loss) / profit after taxation | (199,585) | 409,846 |

Definition of cash

Cash comprises of cash in hand, bank balances and other deposits which are readily convertible to cash and which are used in the cash management function on a day-to-day basis.

Cash for the purpose of the Statement of Cash Flows consists of:

| Cash and other equivalents | 12 | 12 | 21 |
|--|----|---------|---------|
| Current and other accounts | 12 | 165,917 | 200,759 |
| Deposits maturing within twelve months | 13 | 30,000 | - |
| | | 195,929 | 200,780 |
| | | | |

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

Arshad P. Rana Chief Executive Azam Faruque Director Omar Saeed Director Yusuf H. Shirazi Chairman



STATEMENT OF CLAIMS

FINANCIAL YEAR ENDED DECEMBER 31, 2008

Business underwritten inside Pakistan

| | | | | | | Reinsurance and other | | ce and other in respect of | Reinsurance and other | Net claims | s evnense |
|-------------|--------------------------------|---------|----------|-------------|---------|--------------------------|----------|-------------------------------|--------------------------|------------|-----------|
| | | Claims | Outstand | ling Claims | Claims | recoveries | | ing claims | recoveries | December | December |
| | Class | paid | Opening | Closing | expense | received | Opening | Closing | revenue | 31, 2008 | 31, 2007 |
| | | | | | (| Rupees in t | housand) | | | | |
| Direct and | | | | | | | | | | | |
| facultative | | | | | | | | | | | |
| | Fire and property damage | 172,332 | 84,692 | 102,742 | 190,382 | 164,224 | 78,646 | 96,560 | 182,138 | 8,244 | 7,545 |
| | Marine, aviation and transport | 43,296 | 37,303 | 36,481 | 42,474 | 32,209 | 26,382 | 29,083 | 34,910 | 7,564 | 18,020 |
| | Motor | 197,536 | 48,775 | 61,590 | 210,351 | - | 82 | 1,406 | 1,324 | 209,027 | 186,961 |
| | Miscellaneous | 15,042 | 19,548 | 32,915 | 28,409 | 10,274 | 16,772 | 28,361 | 21,863 | 6,546 | 2,259 |
| | Total | 428,206 | 190,318 | 233,728 | 471,616 | 206,707 | 121,882 | 155,410 | 240,235 | 231,381 | 214,785 |
| | | | | | | | | | | | |
| Treaty | | | | | | | | | | | |
| | Fire and property damage | 11 | 1,756 | 1,756 | 11 | - | - | - | - | 11 | 276 |
| | Marine, aviation and transport | 31 | 1,939 | 1,939 | 31 | - | - | - | - | 31 | 22 |
| | Miscellaneous | 11 | 86 | 86 | 11 | - | - | - | - | 11 | 21 |
| | Total | 53 | 3,781 | 3,781 | 53 | | - | - | - | 53 | 319 |
| | | | | | | | | | | | |
| | Grand Total | 428,259 | 194,099 | 237,509 | 471,669 | 206,707 | 121,882 | 155,410 | 240,235 | 231,434 | 215,104 |

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

Arshad P. Rana Chief Executive

Azam Faruque Director Omar Saeed Director Yusuf H. Shirazi Chairman

FORM OF PROXY

| I/We | of | being member(s) of Atlas |
|---|---------------------------------------|--|
| | · · · · · · · · · · · · · · · · · · · | tered Folio No hereby appoint |
| as my/our proxy to attend, act and vote | e for me/us and on my/our behalf | ofofof the company at the 74th General Meeting of the company hrah-e-Quaid-e-Azam, Lahore and at every |
| As witness my/our hand this d | ay of 2009. | |
| Signature: | | |
| Address: | | Affix |
| Witness: | | Revenue Stamp |
| Signature: | | Signature |
| Address: | | |

Notes:

- 1. A member entitled to attend and vote at the General Meeting of the Company is entitled to appoint proxy to attend and vote instead of him / her. No person shall act, as a proxy who is not a member of the company except that a corporation may appoint a person who is not a member.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his / her constituted attorney or if such appointer is a corporation or company, under the common seal of such corporation or company.
- 3. The Form of proxy, duly completed, must be deposited at the Company's registered Office, 3 Bank Square, Shahrah-e-Quaid-e-Azam, Lahore.

AFFIX POSTAGE

The Secretary
Atlas Insurance Limited
3 - Bank Square,
Shahrah-e-Quaid-e-Azam,
Lahore.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 74th Annual General Meeting of the Members of the Atlas Insurance Limited will be held on Tuesday, April 28, 2009 at 3:00 P.M. at 3-Bank Square, Shahrah-e-Quaid-e-Azam, Lahore, to transact the following business:

ORDINARY BUSINESS

- 1. To confirm the minutes of the Extra Ordinary General Meeting held on April 10, 2009.
- 2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2008 together with the Directors' and Auditors' Report thereon.
- 3. To consider and approve Cash Dividend @ 25% and Stock Dividend @ 25%, as recommended by the Directors.
- 4. To appoint auditors and fix their remuneration for the year ending December 31, 2009. The present auditors M/s. A. F. Ferguson & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment.

SPECIAL BUSINESS

5. To pass with or without modification the following resolutions as special resolutions:

Resolved:

a) "that all fractional Bonus Shares shall be combined and the Directors be and are hereby authorized to combine and sell the fractional shares in the Stock Market and pay the proceeds of sales thereof when realized to a charitable institution approved under the Income Tax Ordinance, 2001."

Further Resolved:

b) "that the remuneration of the Chief Executive Officer of the Company, as fixed by the Board, for the financial year ending December 31, 2009 be and is hereby approved."

OTHER BUSINESS

6. To consider any other business with the permission of the chair.

The Statement under Section 160(1) (b) of the Companies Ordinance, 1984 pertaining to the special business referred to above is being circulated to the members alongwith the Notice of Meeting.

By Order of the Board

Muhammad Afzal Company Secretary

Lahore: April 6, 2009

NOTES:

- 1. The share transfer books of the Company will remain closed from April 22, 2009 to April 28, 2009 (both days inclusive).
- 2. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend and vote on his / her behalf. The proxy forms must be received at the registered office of the Company at 3-Bank Square, Sharah-e-Quaid-e-Azam, Lahore, duly stamped, signed and witnessed, not later than forty-eight (48) hours before the meeting.
- 3. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting must bring his / her CNIC or passport along with CDC account number 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. Members are requested to immediately inform the Company's share registrar of any change in their address.



STATEMENT UNDER SECTION 160(1) (b) OF THE COMPANIES ORDINANCE, 1984

This Statement is annexed to the Notice of the 74th Annual General Meeting of Atlas Insurance Limited to be held on April 28, 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 NO. 5(b) OF THE AGENDA

Approval is being sought for the annual increase in the remuneration of the Chief Executive, as fixed by the Board, working whole time with the Company. The Chief Executive is interested only in the remuneration payable to him.

Status of Approvals for for investments in Associated Companies

The Board of Directors has recommended investment of Rs.3,545,200 in the right shares of Atlas Engineering Limited, an associated company. In order to seek the approval of the members of the Company, under section 208 of the Companies Ordinance, 1984, the same will be presented in the Extra Ordinary General Meeting of the Company to be held on April 10, 2009. Hence, status regarding aforementioned investment in associated company is not being presented in the Statement Under Section 160 (1) (b) of the Companies Ordinance, 1984.



DISTRIBUTION OF SHAREHOLDING IN CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED

PATTERN OF SHAREHOLDING

AS AT DECEMBER 31, 2008

AS AT DECEMBER 31, 2008

| Number of Shareholders | Share From | holding To | Total Shares held | Number of Shareholders | | holding To | Total Shares held |
|---|---|--|---|--|--|---|---|
| 188 183 122 179 48 21 9 4 6 5 2 1 1 1 1 1 1 1 1 1 1 782 | 1 101 501 1,001 5,001 10,001 15,001 20,001 25,001 30,001 35,001 40,001 45,001 50,001 55,001 65,001 75,001 110,001 110,001 125,001 165,001 755,001 2,635,001 8,440,001 9,125,001 | 100 500 1,000 5,000 10,000 15,000 20,000 25,000 30,000 35,000 40,000 45,000 50,000 50,000 70,000 80,000 115,000 115,000 115,000 170,000 760,000 2,640,000 8,445,000 9,130,000 | 9,702 51,578 93,832 395,629 343,194 259,118 155,161 91,545 166,773 164,608 79,462 44,544 48,698 50,190 57,300 65,777 78,026 100,243 111,800 256,000 170,000 757,162 2,636,400 8,443,532 9,129,532 | 265 2222 146 262 80 38 17 9 7 3 2 2 2 2 2 1 1 1 1 1 | 1 101 501 1,001 5,001 10,001 45,001 45,001 105,001 105,001 110,001 110,001 125,001 130,001 130 | 100 500 1,000 5,000 10,000 15,000 20,000 25,000 30,000 35,000 40,000 50,000 50,000 50,000 60,000 70,000 80,000 115,000 110,000 135,000 170,000 670,000 740,000 740,000 760,000 2,640,000 | 12,211 60,580 112,375 580,309 540,708 462,438 289,828 204,406 247,182 226,231 115,166 89,264 98,646 157,520 114,568 133,425 153,509 100,243 107,355 111,800 256,000 130,453 170,000 665,694 738,192 757,162 2,636,400 |
| | | | 25,/39,800 | 1 1 1 | 2,055,001 8,440,001 9,125,001 | 2,040,000 8,445,000 9,130,000 | 2,030,400 8,443,532 9,129,532 |
| | | | | 1,084 | | | 26,844,729 |

The slabs representing nil holding have been omitted.

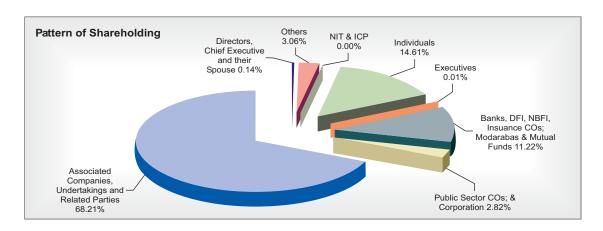
| Categories of Shareholders | Number of Shareholders | Number of Shares held | Percentage of Shares held |
|---|---------------------------|--------------------------|------------------------------|
| Directors, CEO their spouse | | | |
| and minor children | 4 | 38,827 | 0.14 |
| Associated Companies, undertakings | • | 30,027 | 0.11 |
| & related parties | 3 | 18,311,256 | 68.21 |
| NIT and ICP | 1 | 487 | 0.00 |
| Banks, DFIs & NEFCs - Local | 2 | 101,881 | 0.38 |
| Banks, DFIs & NEFCs - Foreign | 1 | 2,636,400 | 9.82 |
| Insurance Companies | 1 | 111,800 | 0.42 |
| Modaraba and Mutual Funds | 3 | 161,690 | 0.60 |
| Public Sector Companies & Corporations | 1 | 757,162 | 2.82 |
| Shareholders holding 10% or more voting | | , | |
| interest in the Company* | 2 | 17,573,064 | 65.46 |
| Individuals: | | , -, | |
| - Resident Pakistani | 1018 | 3,907,939 | 14.56 |
| - Non - Resident Pakistan | 10 | 17,863 | 0.07 |
| Others: | | , | |
| Joints Stock Companies | 36 | 96,410 | 0.36 |
| Others | 4 | 703,014 | 2.62 |
| TOTAL | 1,084 | 26,844,729 | 100.00 |

^{*} Shareholders having 10% or more voting interest in the Company exist in Associated Companies, therefore, not included in the total.



PATTERN OF SHAREHOLDING AS AT DECEMBER 31, 2008 Information required under the Code of Corporate Governance

| Categories of shareholders | Number of shareholders | Number of shares held | Percentage of shares held |
|---|------------------------|-----------------------------------|------------------------------|
| Associated Companies, Undertakings and Related Parties (NameWise Detail) | | | |
| Shirazi Investments (Pvt.) Limited Shirazi Capital (Pvt.) Limited Atlas Foundation | 1 1 1 | 9,129,532 8,443,532 738,192 | 34.01 31.45 2.75 |
| NIT and ICP | | | |
| IDBP - (ICP Unit) | 1 | 487 | 0.00 |
| Director, Chief Executive and their spouse and minor children | | | |
| Mr. Yusuf H. Shirazi & Mrs. Khawar S. Shirazi Mr. Ali H. Shirazi Mr. Frahim Ali Khan Mr. Arshad P. Rana | 1 1 1 1 | 2,500 2,500 5,272 28,555 | 0.01 0.01 0.02 0.11 |
| Executives | 2 | 3,397 | 0.01 |
| Public Sector Companies & Corporation State Life Insurance Corporation of Pakistan | 1 | 757,162 | 2.82 |
| Banks, Development Finance Institutions Non-Banking Financial Institutions Insurance Companies, Modarabas and Mutual Funds | 7 | 3,011,771 | 11.22 |
| Shareholders holding 10% or more voting interest | - | - | _ |
| Individuals | 1,026 | 3,922,405 | 14.61 |
| Others | 40 | 799,424 | 2.98 |
| | 1,084 | 26,844,729 | 100.00 |



Details of Trading in the Shares by the Directors

| Name | No. of Shares | No. of Shares | Date of | Price |
|--|---------------------------|-----------------|--|------------------------------------|
| | Sold | Purchased | Transaction | Per Share |
| Mr. Yusuf H. Shirazi Mr. Ali H. Shirazi Mr. Arshad P. Rana Mr. Arshad P. Rana | 604,767 1,929,485 - | 4,000 10,816 | June 20, 2008 June 20, 2008 January 15, 2008 March 10, 2008 | 98.80 98.80 122.05 162.00 |



PROFIT AND LOSS ACCOUNT

FINANCIAL YEAR ENDED DECEMBER 31, 2008

| | N-4- | Fire & | Marine, aviation & | Madaii | M:! | T | Total | Total |
|---|-------------|----------|-----------------------|-----------|----------------------------------|------|-----------|-----------|
| | Note | property | transport | | Miscellaneous pees in thousar | | 2008 | 2007 |
| Revenue account | | | | | | | | |
| Revenue account | | | | | | | | |
| Net premium revenue | | 44,945 | 167,377 | 286,099 | 9,548 | (23) | 507,946 | 447,000 |
| Net claims | | (8,244) | (7,564) | (209,027) | (6,546) | (53) | (231,434) | (215,104) |
| Expenses | 22 | (14,100) | (51,153) | (85,628) | (3,051) | - | (153,932) | (121,358) |
| Net commission | | 24,130 | 18,630 | (19,937) | 12,974 | 9 | 35,806 | 34,055 |
| Underwriting result | | 46,731 | 127,290 | (28,493) | 12,925 | (67) | 158,386 | 144,593 |
| | | | | | | | | |
| Investment (loss) / income | | | | | | | (305,174) | 314,703 |
| Rental income | | | | | | | 1,328 | 1,266 |
| Other income | 23 | | | | | | 19,089 | 25,059 |
| Financial charges | | | | | | | (507) | (540) |
| General and administration expenses | 24 | | | | | | (14,116) | (17,675) |
| | | | | | | | (299,380) | 322,813 |
| (Loss) / Profit before taxation | | | | | | | (140,994) | 467,406 |
| Provision for taxation | 25 | | | | | | (58,591) | (57,560) |
| (Loss) / Profit after taxation | | | | | | | (199,585) | 409,846 |
| | | | | | | | | |
| Profit and loss appropriation account | | | | | | | | |
| Balance at commencement of the year | | | | | | | 410,592 | 301,590 |
| (Loss) / Profit after taxation for the year | | | | | | | (199,585) | 409,846 |
| Final dividend for 2007 @ Rs.7 per share (2006: Rs.7 per share) | | | | | | | (144,549) | (111,191) |
| Transfer to general reserve | | | | | | | (204,000) | (142,000) |
| Transfer to reserve for issue of bonus shares | | | | | | | (61,950) | (47,653) |
| Balance (accumulated loss) / unappropriated profit at the end | d of the ye | ar | | | | | (199,492) | 410,592 |
| | | | | | | | | |
| Basic and diluted earnings per share - Rupees | 26 | | | | | | (7.43) | 15.27 |

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

Arshad P. Rana Chief Executive

Azam Faruque Director Omar Saeed Director Yusuf H. Shirazi Chairman



Lahore: March 25, 2009

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 prepared by the Board of Directors of Atlas Insurance Limited to comply with the Listing Regulations No. 37 (Chapter XI) of the Karachi Stock Exchange (Guarantee) Limited, Chapter XIII of the Listing Regulations of the Lahore Stock Exchange (Guarantee) Limited.

The responsibility for compliance with the Code of Corporate Governance 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 of Corporate Governance 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 have not carried out any special review of the internal control system to enable us to express an opinion as to whether the Board's statement on internal control covers all controls and the effectiveness of such internal controls.

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 of Corporate Governance as applicable to the Company for the year ended December 31, 2008.

> A. F. FERGUSON & CO. Chartered Accountants



SHAREHOLDERS' INFORMATION

Registered Office

3 - Bank Square,

Shahrah-e-Quaid -e- Lahore.

Tel: 92-42-7322271, 73

92-42-7310658

Fax: 92-42-7234742

Listing on Stock Exchanges

Atlas Insurance Limited is listed on Karachi and Lahore stock exchanges.

Listing Fees

The annual listing fees for the financial year 2008-09 was paid to the Karachi Stock Exchange, Lahore Stock Exchange and Central Depository Company within the prescribed period.

Stock Symbol

The Stock Symbol for Atlas Insurance at the stock exchanges is ATIL.

Statutory Compliance

During the year your Company complied with all applicable provisions of the Companies Ordinance, 1984, the Code of Corporate Governance, Listing Regulations and SECP Regulations, filed all returns, forms and furnished all relevant particulars in time.

74th Annual General Meeting

Date: April 28, 2009 Time: 3:00 P.M.

Venue: 3 - Bank Square, Shahrah-e-Quaid-e-Azam,

Lahore.

Financial Calendar

Audited annual results for year ended December 31, 2008

- Second half of March

Mailing of annual reports

- First half of April

Annual General Meeting

- Second half of April

Unaudited first quarter financial results

- Second half of April

Unaudited second quarter financial results

- Second half of August

Unaudited third quarter financial results

- Second half of October

Dividend Announcement

The Board of Directors of the Company has proposed a cash dividend of Rs.2.50 per share (25%) and bonus shares @ 25% (twenty five shares for every hundered shares held) for the financial year ended December 31, 2008, subject to approval by the shareholders of the Company at the Annual General Meeting.

Your Company paid cash dividend of Rs.7 per share (70%) and issued bonus shares at 30% i.e. three bonus shares for every ten shares held for the year ended December 31, 2007.

Dates of Book Closure

The members' register and share transfer books of the Company will remain closed from April 22, 2009 to April 28, 2009 (both days inclusive).

Disbursement of Dividends

Cash dividend and bonus shares for the year ended December 31, 2008, subject to the approval of the shareholders of the Company at the Annual General Meeting, will be disbursed on or before May 27, 2009. Last year your company dispatched the cash dividend and bonus shares within 30 days from the date of approval. Annual, half yearly and quarterly financial statements of the Company are available at:

http://www.atlasinsurance.com.pk/financials1.php

Share Transfer System

Transfer of physical shares is executed / completed within 30 days and CDC transfers within 5 working days from the date of receipt, provided that documents received along with transfer requests are complete in all respects.

Annual General Meetings

Pursuant to section 158 of the Companies Ordinance, 1984, Annual General Meetings of the shareholders are held at least once every year. Every shareholder has a right to attend these meetings. The notice of such meetings is sent to all shareholders at least 21 days before the meetings and also published in at least one English and Urdu newspaper having circulation both in Karachi and Lahore.

Proxies

Pursuant to Section 161 of the Companies Ordinance, 1984 and according to the Memorandum and Articles of Association of the Company, every shareholder of the Company who is entitled to attend and vote at general meetings of the Company can appoint another person as his / her proxy to attend and vote on his / her behalf. Procedure for appointment of proxies is stated in every notice of such meetings. The instrument appointing a proxy (duly signed by the shareholder) must be received at the registered office of the Company not later than forty eight hours before the meeting.

Website of the Company

A website of your Company has been developed which allows the users to get the Company related information about its financials, history, types of insurance available with the Company and list of reinsurers etc.

An online complaint system is also available to improve the efficiency. **Website www.atlasinsurance.com.pk**

Share Market Price Data

Month-wise share price movement of your Company during the year 2008 is as follows:

| Months | High | Low | Volume |
|-----------|--------|--------|---------|
| January | 127.00 | 115.10 | 137,400 |
| February | 135.00 | 117.50 | 183,000 |
| March | 169.00 | 114.00 | 864,800 |
| April | 122.00 | 94.00 | 179,900 |
| May | 103.00 | 78.11 | 85,500 |
| June | 92.90 | 74.30 | 83,200 |
| July | 77.63 | 51.09 | 55,100 |
| August | 60.90 | 50.10 | 40,400 |
| September | 54.00 | 53.92 | 1,800 |
| October | 53.92 | 53.92 | - |
| November | 53.92 | 53.92 | - |
| December | 51.23 | 43.93 | 1,400 |

Correspondence

Address of the Share Registrar for correspondence and other relevant matters is as follows:

M/s. Hameed Majeed Associates (Pvt.) Limited

H. M. House, 7 - Bank Square, Shahrah-e-Quaid-e-Azam, Lahore.

Tel: (92-42) 7235081-82 Fax: (92-42) 7358817



STATEMENT OF CHANGES IN EQUITY

FINANCIAL YEAR ENDED DECEMBER 31, 2008

| | Issued, subscribed and paid-up capital | Capital reserve | Reserve for exceptional losses | Reserve for issue of bonus shares | General reserve | Investment fluctuation reserve | Retained earnings | Total |
|--|--|-----------------|--------------------------------|-----------------------------------|--------------------|--------------------------------------|-------------------|-----------|
| | | | | (Rupees in th | ousand) | | | |
| Balance as at December 31, 2006 | 158,844 | 2,251 | 2,164 | - | 203,649 | 3,000 | 301,590 | 671,498 |
| Final dividend for the year ended | | | | | | | | |
| December 31, 2006 @ 70% (Rs.7 per share) | - | - | - | - | - | - | (111,191) | (111,191) |
| Transfer to general reserve | = | = | - | = | 142,000 | - | (142,000) | - |
| Transfer to reserve for bonus shares | - | - | - | 47,653 | - | - | (47,653) | - |
| Issue of bonus shares | 47,653 | - | - | (47,653) | - | - | - | - |
| Net profit for the year | - | - | - | - | - | - | 409,846 | 409,846 |
| Balance as at December 31, 2007 | 206,497 | 2,251 | 2,164 | - | 345,649 | 3,000 | 410,592 | 970,153 |
| Final dividend for the year ended | | | | | | | | |
| December 31, 2007 @ 70% (Rs.7 per share) | - | - | - | - | - | - | (144,549) | (144,549) |
| Transfer to general reserve | - | - | - | - | 204,000 | - | (204,000) | - |
| Transfer to reserve for bonus shares | - | - | - | 61,950 | - | - | (61,950) | - |
| Issue of bonus shares | 61,950 | - | - | (61,950) | - | - | - | - |
| Net loss for the year | - | - | - | - | - | - | (199,585) | (199,585) |
| Balance as at December 31, 2008 | 268,447 | 2,251 | 2,164 | - | 549,649 | 3,000 | (199,492) | 626,019 |

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

Arshad P. Rana Chief Executive

Azam Faruque Director Omar Saeed Director Yusuf H. Shirazi Chairman



STATEMENT OF COMPLIANCE WITH THE BEST PRACTICES ON TRANSFER PRICING

FOR THE YEAR ENDED DECEMBER 31, 2008

Lahore: March 25, 2009

The Company has fully complied with the best practices of Transfer Pricing as contained in the Listing Regulation No. 38 of the Karachi Stock Exchange (Gurantee) Limited and Chapter XIV of the Listing Regulations of the Lahore Stock Exchange (Gurantee) Limited.

For and on behalf of the Board of Directors

Arshad P. Rana Chief Executive



STATEMENT OF PREMIUMS

FINANCIAL YEAR ENDED DECEMBER 31, 2008

| Business | under | writton | incida | Pakietan |
|----------|-------|---------|--------|----------|
| | | | | |

| | | | | | | | Prepaid reinsurance | | | Net premium i | |
|-------------|--------------------------------|----------|---------------|---------|----------|--------------|---------------------|---------|-------------|---------------|----------|
| | | Premiums | Unearned pren | | Premiums | Reinsurance | premiu | | Reinsurance | December | December |
| | Class | written | Opening | Closing | earned | ceded | Opening | Closing | expense | 31, 2008 | 31, 2007 |
| | | | | | (| Rupees in tl | nousand) | | | | |
| Direct and | | | | | | | | | | | |
| facultative | | | | | | | | | | | |
| | | | | | | | | | | | |
| | Fire and property damage | 200,552 | 103,601 | 96,034 | 208,119 | 143,200 | 86,586 | 66,612 | 163,174 | 44,945 | 35,046 |
| | Material States on Language | 277 21(| 0.574 | 10.00/ | 0(0.70(| 105 570 | 57/0 | 0.000 | 101 (10 | 1(7.277 | 120 10/ |
| | Marine, aviation and transport | 277,316 | 9,574 | 18,094 | 268,796 | 105,578 | 5,743 | 9,902 | 101,419 | 167,377 | 130,124 |
| | Motor | 290,434 | 133,936 | 132,207 | 292,163 | 7,143 | - | 1,079 | 6,064 | 286,099 | 270,314 |
| | | ->-,-, | -00170* | -5-, | -)-,0 | 7,70 | | -,-// | 0,000 | ,-,, | -,,,,, |
| | Miscellaneous | 93,100 | 69,544 | 31,097 | 131,547 | 80,031 | 68,227 | 26,259 | 121,999 | 9,548 | 11,494 |
| | | | | | | | | | | | |
| | Total | 861,402 | 316,655 | 277,432 | 900,625 | 335,952 | 160,556 | 103,852 | 392,656 | 507,969 | 446,978 |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| 77 | | | | | | | | | | | |
| Treaty | | | | | | | | | | | |
| | Fire and property damage | - | - | - | _ | - | - | _ | - | _ | 4 |
| | | | | | | | | | | | |
| | Marine, aviation and transport | (23) | - | - | (23) | - | - | - | - | (23) | 17 |
| | | | | | | | | | | | |
| | Miscellaneous | - | - | - | - | - | - | - | - | - | 1 |
| | Total | (23) | | | (23) | | | | | (23) | 22 |
| | Total | | | | | | | | | (43) | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | Grand Total | 861,379 | 316,655 | 277,432 | 900,602 | 335,952 | 160,556 | 103,852 | 392,656 | 507,946 | 447,000 |

Note:

 $Premium\ written\ includes\ administration\ surcharge\ amounting\ to\ Rs. 11,835\ thousand\ (2007:\ Rs. 9,362\ thousand)$

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

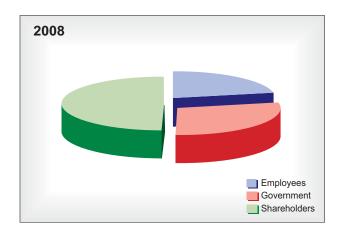
Arshad P. Rana Chief Executive Azam Faruque Director Omar Saeed Director Yusuf H. Shirazi Chairman

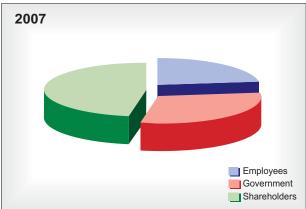


STATEMENT OF VALUE ADDITION

| | 2008 (Rupe | $\frac{2007}{2007}$ ees in thousand) |
|--|--|---|
| WEALTH GENERATED | | |
| Gross premium (including FED and FIF) Commission income (Loss) / income from investment Other income | 922,353 35,806 (305,174) 20,417 673,402 | 828,629 34,055 314,703 26,325 1,203,712 |
| Management and other expenses | 656,212 | 610,496 |
| | 17,190 | 593,216 |
| WEALTH DISTRIBUTED | | |
| To Employees | 90,092 | 76,826 |
| To Government | | |
| Company taxation Levies (including FED and FIF) | 58,591 60,974 119,565 | 57,560 44,104 101,664 |
| To Shareholders | 7,2 - 2 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| Cash dividend Stock dividend | 144,549 61,950 206,499 | 111,191 47,653 158,844 |
| Retained in Business | , | , |
| Depreciation and amortization Statutory reserves Retained (loss) / profit | 7,118 204,000 (610,084) (398,966) 17,190 | 4,880 142,000 109,002 255,882 593,216 |

WEALTH DISTRIBUTION







TEN YEARS AT A GLANCE

(Rupees in million)

| | | | | | | | | (11 | F - 20 III | 000 111 1111111011, | | |
|---|---------|---------|---------|-------|-------|-------|-------|-------|------------|---------------------|--|--|
| | 2008 | 2007 | 2006 | 2005 | 2004 | 2003 | 2002 | 2001 | 2000 | 1999 | | |
| | | | | | | | | | | | | |
| FINANCIAL DATA | | | | | | | | | | | | |
| Paid-up capital | 268.4 | 206.5 | 158.8 | 122.2 | 101.8 | 88.5 | 88.5 | 80.5 | 67.1 | 55.9 | | |
| General & capital reserves | 357.6 | 763.7 | 512.7 | 334.1 | 100.4 | 51.3 | 23.5 | 31.4 | 34.4 | 31.1 | | |
| Equity | 626.0 | 970.2 | 671.5 | 456.3 | 202.2 | 139.9 | 112.0 | 111.9 | 101.5 | 87.0 | | |
| Underwriting premium reserves | 540.7 | 535.0 | 375.8 | 221.2 | 194.7 | 33.5 | 36.4 | 38.8 | 32.9 | 30.6 | | |
| Investments - at cost | 494.2 | 1,010.7 | 674.8 | 338.8 | 219.5 | 172.1 | 138.5 | 106.3 | 68.6 | 42.2 | | |
| Total assets - at book value | 1,340.0 | 1,733.4 | 1,191.5 | 902.0 | 509.8 | 406.0 | 337.1 | 282.6 | 181.4 | 160.7 | | |
| Fixed assets - net | 49.3 | 42.8 | 21.9 | 19.0 | 14.0 | 12.1 | 14.2 | 14.1 | 6.2 | 5.4 | | |
| Cash and bank deposits | 195.9 | 200.8 | 75.6 | 185.9 | 17.7 | 15.9 | 13.2 | 16.3 | 13.0 | 33.8 | | |
| Advances, deposits and prepayments | 208.4 | 179.2 | 182.2 | 208.6 | 63.8 | 3.7 | 3.0 | 6.6 | 6.3 | 6.6 | | |
| OPERATING DATA | | | | | | | | | | | | |
| Gross premium | 861.4 | 784.5 | 668.8 | 523.6 | 315.6 | 212.7 | 215.6 | 196.7 | 165.3 | 149.5 | | |
| Net premium | 507.9 | 447.0 | 348.7 | 264.1 | 145.0 | 93.2 | 97.4 | 91.1 | 78.0 | 74.7 | | |
| Net claims paid | 231.4 | 215.1 | 133.2 | 64.4 | 40.2 | 18.2 | 17.5 | 19.3 | 16.8 | 15.2 | | |
| Underwriting profit | 158.4 | 144.6 | 155.0 | 152.2 | 59.0 | 30.7 | 8.6 | 18.1 | 17.0 | 6.5 | | |
| Investment income | (305.2) | 314.7 | 190.2 | 159.8 | 54.6 | 57.7 | 25.4 | 6.2 | 3.9 | 8.9 | | |
| (Loss) / profit before tax | (141.0) | 467.4 | 358.7 | 304.7 | 104.9 | 90.1 | 30.2 | 27.1 | 23.7 | 17.5 | | |
| Income tax | 58.6 | 57.5 | 58.0 | 50.6 | 22.2 | 48.9 | 16.8 | 8.6 | 9.2 | 5.3 | | |
| (Loss) / profit after tax | (199.6) | 409.9 | 300.7 | 254.1 | 82.7 | 41.2 | 13.4 | 18.5 | 14.5 | 12.2 | | |
| FINANCIAL RATIOS | | | | | | | | | | | | |
| Profitability | | | | | | | | | | | | |
| Profit before tax / gross premium (%) | (16.4) | 59.6 | 53.6 | 58.2 | 33.2 | 42.4 | 14.0 | 13.8 | 14.3 | 11.7 | | |
| Profit before tax / net premium (%) | (27.8) | 104.6 | 102.9 | 115.4 | 72.3 | 96.7 | 31.0 | 29.7 | 30.4 | 23.4 | | |
| Profit after tax / gross premium (%) | (23.2) | 52.2 | 45.0 | 48.5 | 26.2 | 19.4 | 6.2 | 9.4 | 8.8 | 8.2 | | |
| Profit after tax / net premium (%) | (39.3) | 91.7 | 86.2 | 96.2 | 57.0 | 44.2 | 13.8 | 20.3 | 18.6 | 16.3 | | |
| Management expenses / gross premium (%) | 19.6 | 17.8 | 17.5 | 20.0 | 29.7 | 40.5 | 37.9 | 28.0 | 33.3 | 35.4 | | |
| Management expenses / net premium (%) | 33.2 | 31.2 | 33.5 | 39.7 | 64.7 | 92.5 | 83.9 | 60.4 | 70.6 | 70.9 | | |
| Underwriting profit / net premium (%) | 31.2 | 32.3 | 44.4 | 57.6 | 40.7 | 32.9 | 8.8 | 19.9 | 21.8 | 8.7 | | |
| Net claims / net premium (%) | 45.6 | 48.1 | 38.2 | 24.4 | 27.7 | 19.5 | 18.0 | 21.2 | 21.5 | 20.3 | | |
| Combined ratio (%) | 75.9 | 75.3 | 67.4 | 58.8 | 84.6 | 105.1 | 97.2 | 95.2 | 85.4 | 84.2 | | |
| | | | | | | | | | | | | |



TEN YEARS AT A GLANCE

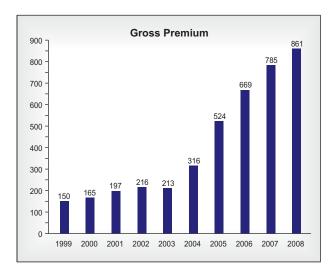
(Rupees in million)

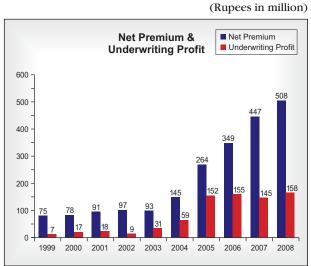
| | | | | | | | | (11 | ap coo m | iii iiiiiiioii) | | |
|--|--------|-------|-------|-------|------|------|------|------|----------|-----------------|--|--|
| | 2008 | 2007 | 2006 | 2005 | 2004 | 2003 | 2002 | 2001 | 2000 | 1999 | | |
| | | | | | | | | | | | | |
| Return to Shareholders | | | | | | | | | | | | |
| Return on equity - before tax (%) | (22.5) | 48.2 | 53.4 | 66.8 | 51.9 | 64.4 | 27.0 | 24.2 | 23.3 | 20.1 | | |
| Return on equity - after tax (%) | (31.9) | 42.3 | 44.8 | 55.7 | 40.9 | 29.5 | 12.0 | 16.6 | 14.3 | 14.0 | | |
| Earning per share (Rs.) | (7.4) | 19.9 | 18.9 | 16.0 | 6.8 | 4.7 | 1.5 | 2.3 | 2.2 | 2.2 | | |
| Price earning ratio (times) | (5.9) | 7.0 | 6.2 | 7.3 | 5.4 | 6.0 | 12.6 | 8.7 | 6.9 | 6.4 | | |
| Market rate per share (Rs.) | | | | | | | | | | | | |
| Market rate per share at the end of the year | 43.9 | 138.0 | 117.9 | 116.6 | 37.0 | 28.0 | 19.1 | 20.0 | 15.0 | 14.0 | | |
| Highest rate during the year | 169.0 | 143.9 | 162.1 | 116.6 | 42.5 | 36.5 | 20.0 | 20.0 | 19.8 | 17.1 | | |
| Lowest rate during the year | 43.9 | 77.5 | 78.0 | 37.5 | 28.1 | 17.5 | 14.8 | 13.1 | 12.1 | 14.0 | | |
| Cash dividend per share (Rs.) | 2.5 | 7.0 | 7.0 | 7.0 | 2.0 | 1.5 | 1.5 | 1.0 | - | - | | |
| Stock dividend per share (Rs.) | 2.5 | 3.0 | 3.0 | 3.0 | 2.0 | 1.5 | - | 1.0 | 2.0 | 2.0 | | |
| Dividend yield (%) | 5.7 | 5.1 | 5.9 | 6.0 | 5.4 | 5.4 | 7.9 | 5.0 | - | - | | |
| Dividend pay out (%) | (67.3) | 50.4 | 52.8 | 48.1 | 49.2 | 64.6 | 99.3 | 86.4 | 92.4 | 91.0 | | |
| Net assets per share (times) | 23.3 | 47.0 | 42.3 | 37.3 | 19.9 | 15.8 | 12.7 | 13.9 | 15.1 | 15.6 | | |
| Return on assets (%) | (13.0) | 28.0 | 28.7 | 36.0 | 18.1 | 11.1 | 4.3 | 8.0 | 8.5 | 8.1 | | |
| Liquidity / Leverage | | | | | | | | | | | | |
| Current ratio (times) | 1.9 | 1.6 | 1.9 | 1.8 | 1.4 | 1.3 | 1.8 | 1.5 | 2.1 | 2.5 | | |
| Total assets turnover (times) | 0.6 | 0.5 | 0.6 | 0.7 | 0.7 | 0.6 | 0.7 | 0.8 | 1.0 | 1.0 | | |
| Fixed assets turnover (times) | 18.7 | 24.2 | 32.7 | 31.7 | 24.2 | 16.2 | 15.2 | 19.3 | 28.4 | 26.6 | | |
| Total liabilities / equity (times) | 1.1 | 0.8 | 0.8 | 1.0 | 1.5 | 1.9 | 2.0 | 1.0 | 0.8 | 0.8 | | |
| Return on capital employed (%) | (21.4) | 31.2 | 32.2 | 42.1 | 26.6 | 13.9 | 5.1 | 12.2 | 8.8 | 10.4 | | |
| Paid-up capital / total assets (%) | 20.0 | 11.9 | 13.3 | 13.5 | 20.0 | 21.8 | 26.3 | 28.5 | 37.0 | 34.8 | | |
| Equity / total assets (%) | 46.7 | 56.0 | 56.4 | 50.6 | 39.7 | 34.5 | 33.2 | 39.6 | 56.0 | 54.1 | | |
| DISTRIBUTION | | | | | | | | | | | | |
| Cash dividend (Rs.) | 67.1 | 144.5 | 111.2 | 85.5 | 20.4 | 13.3 | 13.3 | 8.0 | - | - | | |
| Cash dividend (%) | 25% | 70% | 70% | 70% | 20% | 15% | 15% | 10% | 0% | 0% | | |
| Bonus shares (Rs.) | 67.1 | 61.9 | 47.7 | 36.7 | 20.4 | 13.3 | - | 8.0 | 13.4 | 11.1 | | |
| Bonus shares (%) | 25% | 30% | 30% | 30% | 20% | 15% | 0% | 10% | 20% | 20% | | |
| Total distribution (%) | 50% | 100% | 100% | 100% | 40% | 30% | 15% | 20% | 20% | 20% | | |
| | | | | | | | | | | | | |

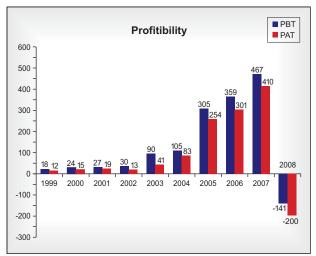


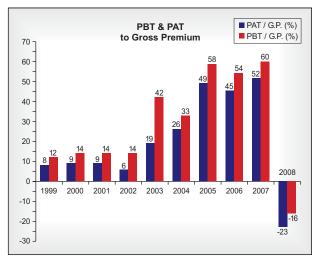
PERFORMANCE AT A GLANCE

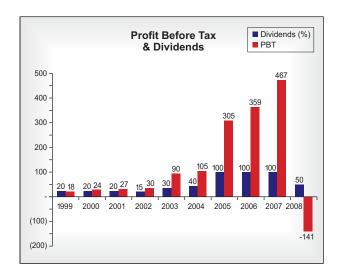
(GRAPHICAL PRESENTATION)















PERFORMANCE AT A GLANCE

(GRAPHICAL PRESENTATION)

(Rupees in million)

