Quarter & Half Year Account

(Un-Audited)

December 31, 2008

Sazgar Engineering Works Limited

SAZGAR ENGINEERING WORKS LIMITED

Vision

Dynamic, quality conscious and ever progressive.

Mission

- To be market leader in providing safe, economical, durable, comfortable and environment friendly means of transportation of international quality at competitive prices
- To achieve market leadership in automotive wheel-rims of all types and sizes
- Grow through innovation of new products and
- Give higher return to the stakeholders.

Corporate Strategy

Achieve optimal performance in production and sale; continuously add value added products at competitive prices by maintaining "quality" as core element; focus on customers' satisfaction regarding sale, spares and services; explore new markets and enhance customers' base; ensure right usage of company's resources; create employment opportunities; protect the interest of stakeholders; and be a part of the country's development.

SAZGAR ENGINEERING WORKS LIMITED COMPANY INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mrs. Saira Hameed Chairperson
Mr. Mian Asad Hameed Chief Executive

Mr. Saeed Iqbal Khan Director

Non-Executive Directors

Mr. Mian Zafar Hameed Director
Mr. Ishtiaq Ahmed Roomi Director
Mrs. Khadija Nilofer Ishtiaq Director

Mr. Mian Muhammad Ali Hameed

Mr. Amjad Wazir (Alternate Director of Mian Muhammad Ali Hameed)

BOARD AUDIT COMMITTEE

Mr. Ishtiaq Ahmed Roomi Chairman
Mr. Mian Zafar Hameed Member
Mr. Mian Muhammad Ali Hameed Member
Mr. Arshad Mahmood Secretary

COMPANY SECRETARY Arshad Mahmood

AUDITORS Kabani Saeed Kamran Patel & Co.

Chartered Accountants

BANKERS Allied Bank Limited

National Bank of Pakistan Bank Alfalah Limited Faysal Bank Limited Habib Bank Limited The Bank of Punjab

Atlas Bank Limited

REGISTERED OFFICE 171- Ali Town, Thokar Niaz Baig,

Raiwind Road, Lahore.

FACTORY 18-KM, Raiwind Road, Lahore.

SAZGAR ENGINEERING WORKS LIMITED DIRECTORS' REVIEW

The directors of your Company are pleased to present their review on the affairs of the Company for the 2nd quarter and half year ended December 31, 2008:

Brief overview:

Unfortunately your Company could not perform well during the period under review because of various factors including political uncertainty, terrorism, high inflationary cost, huge load-shedding, increased rate of markup, constant depreciation of Pak Rupee and non-availability of sufficient financing facilities from the financial institutions for the purchase of Auto Rickshaws. The NBP is still waiting for the green signal from the Government to start its financing scheme "Peoples Rozgar Programme". Moreover, a large number of manufacturers have come into this segment of business which has further deteriorated the market that was already struggling for survival. All these factors have adversely affected the sales volume and completely eroded the profitability of the Company for the period under review.

Financial Results:

During the 2^{nd} quarter, the value of net sales has dropped from Rs. 366.48 M to Rs. 148.77 M, gross profit from Rs. 79.26 M to Rs. 10.72 M and pre-tax profit from Rs. 55.95 M to loss of Rs. 5.75 M compared with corresponding period of last year.

Cumulatively for six months, the value of net sales has declined from Rs. 633.88~M to Rs. 335.43~M, gross profit from Rs. 131.11~M to Rs. 36.29~M, gross profit ratio from 20.68% to 10.82% and pre-tax profit from Rs. 91.48~M to loss of Rs. 0.26~M.

During the 2nd quarter and cumulatively six months, the Company produced 732 & 1,542 units of CNG 4-stroke Auto Rickshaws whereas during the corresponding periods of last year, the production was 2,329 and 3,792 units respectively.

The production of wheel rims was 19,186 & 38,371 in 2^{nd} quarter and cumulatively six months whereas the production of wheel rims during the same corresponding periods was 18,746 and 41,026 respectively.

Remuneration of Chief Executive and Working Directors:

In accordance with the provisions of section 218 of the Companies Ordinance, 1984, it is hereby informed to all the shareholders that the Board of Directors of the Company had appointed Mr. Mian Asad Hameed as the Chief Executive and Mrs. Saira Hameed and Mr. Saeed Iqbal Khan as Working Directors of the Company on March 25, 2008 for a period of three years up to March 20, 2011.

During the tenure of their appointment, the Chief Executive Mr. Mian Asad Hameed and Working Directors Mrs. Saira Hameed and Mr. Saeed Iqbal Khan will be entitled for an annual managerial remuneration of Rs 5.64 million, Rs. 2.40 million and Rs.2.40 million respectively effective from March 01, 2008. This remuneration is exclusive of perquisites and other entitlements arising under the Company's rules for the time being in force. They will also be entitled for company maintained vehicles, medical expenses and bonuses. Their remuneration will be subject to further increments, adjustments and other entitlements as may be granted at any time by the Board of Directors of the Company and /or in accordance with the Company's policies and rules for the time being in force.

The unintentional omission to attach this abstract with Directors' Report for the year ended June 30, 2008 is now regularized as per direction of SECP.

Future Outlook:

The non-availability of institutional financing facilities has forced the customers to buy Auto Rickshaws on cash or on installments through dealers or private money lenders. This has stimulated the increase in cash sales. To capture the major market share your Company has launched a new model of "Sazgar Minicab" in January 09 offering more features to the customers. Sale incentive schemes for the dealers have also been introduced to attract the eyes of the market players. The results so for are encouraging. The Company's new product (3-wheels loader) "Sazgar Tempo" is at the final stage of Government's approvals. It is hoped that the Company's sales volume will increase reasonably in the coming periods INSHAALLAH.

The directors would like to place on record their appreciation for the untiring efforts, teamwork and dedication shown by the Company's employees during the period under review. They would also like to express their gratitude to the valued shareholders, customers, suppliers and financial institutions for their co-operation, constant support and trust reposed in your Company.

For and on behalf of the Board

Mian Asad Hameed (Chief Executive)

Lahore

Dated: 26-02-2009

SAZGAR ENGINEERING WORKS LIMITED

INDEPENDENT AUDITORS' REPORT ON REVIEW OF CONDENSED INTERIM FINANCIAL INFORMATION TO THE MEMBERS

Intoduction

We have reviewed the accompanying condensed interim balance sheet of **SAZGAR ENGINEERING WORKS LIMITED** as at December 31, 2008, and the related condensed interim profit and loss account, condensed interim cash flow statement and condensed interim statement of changes in equity for the six-months period then ended, and a summary of significant accounting policies and other explanatory notes (here-in-after referred to as the "interim financial information"). Management is responsible for the preparation and fair presentation of this interim financial information in accordance with the approved accounting standards as applicable in Pakistan for interim reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information as at and for the six-months period ended December 31, 2008, is not prepared in all material respects, in accordance with the approved accounting standards as applicable in Pakistan relating to interim financial reporting.

The figures for the quarter ended December 31, 2007 & December 31, 2008 in the condensed interim profit and loss account have not been reviewed and we do not express an opinion on them.

Lahore February 26, 2009

Kabani Saeed Kamran Patel & Co. Chartered Accountants

Muhammad Yousaf

SAZGAR ENGINEERING WORKS LIMITED CONDENSED BALANCE SHEET (UN-AUDITED) AS AT DECEMBER 31, 2008

CAPITAL AND LIABILITIES SHARE CAPITAL AND RESERVES	Note	December 31, 2008 Rupees	June 30, 2008 Rupees
Authorized share capital 50,000,000 ordinary shares of Rupees 10 each		500,000,000	500,000,000
Issued, subscribed and paid-up share capital	4	104,006,760	86,672,300
Unappropriated Profit		189,041,419	210,747,876
NON CURRENT LIABILITIES		293,048,179	297,420,176
Long term finances Liabilities against assets subject to finance lease		5,400,000 6,446,804	6,600,000 10,098,212
Deferred liabilities CURRENT LIABILITIES		36,324,778	31,060,557
Trade and other payables Interest and mark-up accrued on loans and other payables Short term finances and advances Current maturity of long term liabilities Provision for taxation CONTINGENCIES AND COMMITMENTS ASSETS NON CURRENT ASSETS Fixed Assets	5	122,677,067 4,047,403 65,879,005 10,240,566 45,075,138 247,919,179 - 589,138,939	190,175,956 1,297,835 63,549,229 12,067,919 68,573,796 335,664,735 - 680,843,680
Property, Plant and Equipment	6	227,302,796	209,943,302
Intangible Assets	7	1,412,302	1,724,401
LONG TERM SECURITY DEPOSITS		794,457	771,457
CURRENT ASSETS Stores, spares and loose tools Stock in trade Trade debts Advances, deposits, prepayments and other receivables Cash and bank balances		4,714,438 208,805,846 80,147,347 58,438,839 7,522,914 359,629,384 589,138,939	3,668,373 193,317,850 202,015,093 57,452,299 11,950,905 468,404,520 680,843,680
The annexed notes from 1 to 14 form an integral part	t of these t		

The annexed notes from 1 to 14 form an integral part of these financial statements.

MIAN ASAD HAMEED CHIEF EXECUTIVE

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SAEED IQBAL KHAN DIRECTOR

SAZGAR ENGINEERING WORKS LIMITED CONDENSED PROFIT AND LOSS ACCOUNT (UN-AUDITED) FOR THE QUARTER AND HALF YEAR ENDED DECEMBER 31, 2008

	Note	Oct-Dec 2008 Rupees	Oct-Dec 2007 Rupees	Jul-Dec 2008 Rupees	Jul-Dec 2007 Rupees
SALES - Net	8	148,770,616	366,482,090	335,427,365	633,879,478
COST OF SALES	9	138,048,759	287,221,953	299,131,598	502,765,115
GROSS PROFIT		10,721,857	79,260,137	36,295,766	131,114,363
Distribution cost Administrative expenses Other Operating expenses Other operating Income	10	3,955,815 8,447,323 125,000 12,528,138 (1,806,281) 436,935 (1,369,347)	8,209,279 7,774,899 4,186,275 20,170,453 59,089,684	10,521,092 17,287,628 187,755 27,996,475 8,299,291 156,032 8,455,323	13,502,356 14,039,699 6,814,883 34,356,938 96,757,425
Finance Cost		4,385,248	3,134,580	8,712,945	5,279,504
PROFIT/(LOSS) BEFORE TAXATION		(5,754,595)	55,955,104	(257,622)	91,477,921
TAXATION	11	2,153,708	19,677,426	4,114,375	31,853,841
PROFIT/(LOSS) AFTER TAXATION		(7,908,303)	36,277,678	(4,371,997)	59,624,080
EARNINGS/(LOSS) PER SHARE	12	(0.76)	3.49	(0.42)	5.73

The annexed notes from 1 to 14 form an integral part of these financial statements.

MIAN ASAD HAMEED
CHIEF EXECUTIVE

SAEED IQBAL KHAN DIRECTOR

SAZGAR ENGINEERING WORKS LIMITED CONDENSED CASH FLOW STATEMENT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2008

CASH FLOW FROM OPERATING ACTIVITIES	Six months to Dec. 2008 Rupees	Six months to Dec. 2007 Rupees
Profit/(Loss) before taxation	(257,622)	91,477,921
Adjustment for non cash charges and other items:	(=0.1,0==)	, 1, 1, 1, , , = 1
Depreciation	7,480,791	5,301,249
Amortization	312,099	313,612
Provision for gratuity	3,478,446	2,240,064
Financial and other charges	8,755,700	12,004,387
Other Income	(156,032)	- 1
	19,871,004	19,859,312
	19,613,382	111,337,233
Effect on cash flow due to working capital changes		
Increase)/decrease in current assets		
Stores, spares and loose tools	(1,046,065)	774,563
Stock-in-trade	(15,487,996)	(72,911,040)
Trade debts	121,954,360	(109,187,461)
Advances, deposits, prepayments and other receivables (ncrease/(Decrease) in current liabilities	(14,773,680)	1,468,237
Trade and other payables	(69,070,344)	32,727,124
1 ,	21,576,276	(147,128,577)
Cash generated from/ (used in) operations	41,189,658	(35,791,344)
Financial charges paid	(5,963,377)	(3,967,072)
Income tax paid/deducted at source	(9,711,518)	(6,526,392)
Employees retirement benefit - Gratuity	(799,900)	(256,950)
Net cash inflow/ (outflow) from operating activities	24,714,863	(46,541,758)
CASH FLOW FROM INVESTING ACTIVITIES		
Property, Plant and Equipment	(25,363,398)	(6,424,731)
(Increase)/decrease in long term security deposits	(23,000)	-
Sale Proceed from sale of fixed assets	592,529	_
Security deposits with leasing companies	-	(3,595,500)
Net cash used in investing activities	(24,793,869)	(10,020,231)
	(24,773,007)	(10,020,201)
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of long term finances	(1,200,000)	(1,200,000)
Proceeds of short term finances and advances	33,858,868	75,393,957
Repayment of short term finances and advances	(47,708,315)	(40,447,758)
Repayment of finance lease	(5,623,488)	(4,750,412)
Dividend paid	-	(7,879,300)
Net cash inflow/(outflow) from financing activities	(20,672,935)	21,116,487
NET (DECREASE) IN CASH AND CASH EQUIVALEN CASH AND CASH EQUIVALENTS		(35,445,502)
AT THE BEGINNING OF THE PERIOD	(15,061,078)	16,243,385
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	(35,813,019)	(19,202,117)
The annexed notes from 1 to 14 form an integral part of these	rinancial statement	San

MIAN ASAD HAMEED CHIEF EXECUTIVE

SAEED IQBAL KHAN DIRECTOR

SAZGAR ENGINEERING WORKS LIMITED CONDENSED STATEMENT OF CHANGES IN EQUITY(UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2008

	Share Capital Rupees	Accumulated Profit Rupees	Total Rupees
Balance as at June 30, 2007	78,793,000	91,151,276	169,944,276
Profit for the half-year ended December 31, 2007	_	59,624,080	59,624,080
Issuance of Bonus Shares	7,879,300	(7,879,300)	_
Final Cash Dividend paid for the year ended June 30, 2007			
(@Re. 1/- per share)	_	(7,879,300)	(7,879,300)
Balance as at December 31, 2007	86,672,300	135,016,756	221,689,056
Profit for the half year ended June 30, 2008	-	75,731,120	75,731,120
Balance as at June 30, 2008	86,672,300	210,747,876	297,420,176
Loss for the half year ended December 31, 2008	_	(4,371,997)	(4,371,997)
Issuance of bonus shares	17,334,460	(17,334,460)	_
Balance as at December 31, 2008	104,006,760	189,041,419	293,048,179

The annexed notes from 1 to 14 form an integral part of these financial statements.

MIAN ASAD HAMEED
CHIEF EXECUTIVE

AMEED IQBAL KHAN

1- LEGAL STATUS AND OPERATIONS

The Company was incorporated in Pakistan on September 21, 1991 as a Private Limited Company under the Companies Ordinance, 1984 and converted into a Public Limited Company on November 21, 1994. The Company is listed on all the Stock Exchanges of Pakistan. The Company is engaged in the manufacture and sale of automobiles, automotive parts and household electric appliances.

2- STATEMENT OF CONSISTENCY IN ACCOUNTING POLICIES

The accounting policies adopted for the preparation of these accounts are the same as those applied in the preparation of the annual preceding published accounts of the Company for the year ended June 30, 2008.

3- BASIS OF PREPARATION

These financial statements are un-audited but subject to limited scope review by the auditors as required by the Code of Corporate Governance and have been prepared in accordance with the requirements of International Accounting Standard, IAS-34 "Interim Financial Reporting" and are being submitted to the shareholders as required by Section 245 of the Companies Ordinance, 1984.

4- ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL

Dec 31, 2008 Number	June 30, 2008 Number	Note	Dec 31, 2008 Rupees	June 30, 2008 Rupees
7,163,000	7,163,000	Ordinary shares of Rupees 10 each fully paid up in cash.	71,630,000	71,630,000
3,237,676	1,504,230	Ordinary shares of Rupees 10 each allotted as bonus shares	32,376,760	15,042,300
10,400,676	8,667,230	•	104,006,760	86,672,300

5- CONTINGENCIES AND COMMITMENTS

Contingencies

There is no significant change in the contingent liabilities of the company since the last annual balance sheet date.

Commitments

Confirmed letters of credit for:

Other than capital expenditure		9,377,960	11,877,821
		9,377,960	11,877,821
6- PROPERTY, PLANT AND EQ	UIPMENT		
Operating fixed assets-Tangible	6.1	218,175,054	185,395,421
Capital work in progress		9,127,742	19,547,881
Advance for purchase of land		-	5,000,000
		227,302,796	209,943,302



6.1-	OPERATING FIXED ASSE	ETS-TANGIBL	E	Dec 31, 2008 Rupees	June 30, 2008 Rupees
	Opening book value	. 1		185,395,421	108,883,983
	Add: Additions during the Land Building	period:		21,609,700	46,928,750 10,933,804
	- Plant and machinery			18,700,632	17,625,838
	- Electric fittings			177,882	2,212,687
	- Furniture and fixture			183,900	421,310
	- Office equipments			38,000	469,717
	 Electric installations Vehicles 			73,420	480,868
	- Venicies			_	10,334,734
		40,783,534	89,407,708		
				226,178,955	198,291,692
	Less: depreciation charged du		7,480,790	12,404,480	
	deletions during the pe	523,111	491,791		
				8,003,901	12,896,271
	Closing book value			218,175,054	185,395,421
7-	INTANGIBLE ASSETS				
	Opening book value			1,724,401	2,346,539
	Less: amortization charged du	aring the period		312,099	622,138
	Closing book value			1,412,302	1,724,401
8-	SALES - NET	Oct-Dec 2008 Rupees	Oct-Dec 2007 Rupees	Jul-Dec 2008 Rupees	Jul-Dec 2007 Rupees
	Gross sales	184,005,151	456,447,189	407,373,081	782,241,434
	Less: Sales tax Sales returns	25,380,017 8,199,763 33,579,780	59,536,591 1,616,072	56,101,275 11,190,537	102,031,489 2,048,287
		JJ,J/7,/0U	61,152,663	67,291,812	104,079,776
			305 204 E26	240 001 260	679 161 650
	Less: Commission	150,425,371	395,294,526 28 812 436	340,081,269 4,653,904	678,161,658 44,282,180
	Less: Commission Net Sales		395,294,526 28,812,436 366,482,090	340,081,269 4,653,904 335,427,365	678,161,658 44,282,180 633,879,478

	Oct-Dec 2008 Rupees	Oct-Dec 2007 Rupees	Jul-Dec 2008 Rupees	Jul-Dec 2007 Rupees
COST OF SALES				
Raw materials & components consumed	126,509,172	239,297,499	268,814,628	408,248,461
Salaries, wages & other benefits Stores, spares & loose tools consume Power & fuel charges Repair & maintenance Other expenses Depreciation & Amortization	17,940,753	19,403,919 2,917,245 5,207,441 2,619,887 1,158,695 2,297,085	38,333,649 5,574,474 10,641,486 10,837,782 2,369,239 6,219,035	35,067,111 5,545,317 11,070,935 7,752,222 2,570,908 4,577,258
Opening work-in-process Closing work-in-process	162,050,871 23,596,560 (21,809,698)	272,901,771 19,370,221 (11,722,732)	342,790,292 16,247,744 (21,809,698)	474,832,212 26,663,717 (11,722,732)
Cost of goods manufactured Opening finished goods Cost of finished goods	163,837,733 20,343,187	280,549,260 10,648,462	337,228,338 8,035,421	489,773,197 14,311,987
purchased during the period Closing finished goods	9,579,580 (55,711,741) 138,048,759	(3,975,769)	9,579,580 (55,711,741) 299,131,598	2,655,700 (3,975,769) 502,765,115

10- OTHER OPERATING INCOME

This includes a sum of Rs. 279,247 and Rs. 88,271 on account of reversal of provisions of WPPF and WWF made in first quarterly accounts for the period ended September 30, 2008. The reversal has been made in 2nd quarter due to occurrence of operating loss.

11- TAXATION

9-

Current				
For the	1			

For the period Deferred	(1,525,161)	18,870,605	-	30,891,645
For the period	3,678,869	806,821	4,114,375	962,196
	2,153,708	19,677,426	4,114,375	31,853,841

12-	EARNINGS/(LOSS) PER S	SHARE	Oct-Dec 2008	Oct-Dec 2007	Jul-Dec 2008	Jul-Dec 2007
	Basic earnings/(loss) per sl	hare				
	Net profit/(loss) for the per attributable to ordinary share holders	riod Rupees	(7,908,303)	36,277,678	(4,371,997)	59,624,080
	Number of ordinary shares outstanding at the end of the period - Note 12.1	Number	10,400,676	10,400,676	10,400,676	10,400,676
	Earnings/(loss) per share	Rupees	(0.76)	3.49	(0.42)	5.73

12.1- Number of ordinary shares outstanding at the close of corresponding periods presented have been increased to reflect the bonus shares issued during the current period ended December 31, 2008.

Diluted earnings/(loss) per share

There is no dilution effect on the basic earnings/(loss) per share of the company as the company has no such commitments.

13-	SEGMENT RESULTS	Oct-Dec 2008 Rupees	Oct-Dec 2007 Rupees	Jul-Dec 2008 Rupees	Jul-Dec 2007 Rupees
	Segment Revenue(Net)	•		•	1
	Home appliances	3,040,857	2,875,942	3,200,104	4,762,051
	Auto parts	67,489,898	47,863,576	163,292,220	117,795,579
	Auto rickshaw	78,239,861	315,742,572	168,935,041	511,321,848
	Total	148,770,616	366,482,090	335,427,365	633,879,478
	Segment operating results				
	Home appliances	358,249	314,287	253,231	282,434
	Auto parts	7,709,503	3,736,995	24,194,701	9,773,958
	Auto rickshaw	(9,874,034)	59,149,675	(16,105,886)	93,425,915
	Total	(1,806,281)	63,200,957	8,342,047	103,482,306

14- GENERAL

CHIEF EXECUTIVE

14.1-The Board of Directors of the Company has authorized these financial statements for issue on February 26, 2009.

14.2-The figures have been rounded off to the nearest Rupee.

SAEED IQBAL KHA DIRECTOR