

- Ford Rhodes Sidat Hyder & Co. Phone: (92-21) 565 0007-11 Chartered Accountants Chartered Accountants Fax: (92-21) 568 1965 Frogressive Plaza, Beaumont Road P.O. Box 15541 Offices at Lahore & Islamabad Karachi 75530 Pakistan
 - Fax: (92-21) 568 1965 www.ey.com/pk

Auditors' Report to the Members on Review of Interim Condensed Financial Information

Introduction

We have reviewed the accompanying interim condensed balance sheet of Clover Pakistan Limited as at December 31, 2008 and the related interim condensed profit and loss account, interim condensed cash flow statement and interim condensed statement of changes in equity, together with the notes forming part thereof (here-in-after referred to as "interim financial information") for the half year then ended. Management is responsible for the preparation and presentation of this interim financial information in accordance with approved accounting standards as applicable in Pakistan. 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 is not prepared, in all material respects, in accordance with approved accounting standards as applicable in Pakistan.

Ford Rholes Sidet Hyder & Co.

FORD RHODES SIDAT HYDER & CO., **Chartered Accountants**

Karachi: January 29, 2009

A member firm of Ernst & Young Global Limited



- Ford Rhodes Sidat Hyder & Co. Phone: (92-21) 565 0007-11 Chartered Accountants Chartered Accountants Fax: (92-21) 568 1965 Frogressive Plaza, Beaumont Road P.O. Box 15541 Offices at Lahore & Islamabad Karachi 75530 Pakistan
 - Fax: (92-21) 568 1965 www.ey.com/pk

Auditors' Report to the Members on Review of Interim Condensed Financial Information

Introduction

We have reviewed the accompanying interim condensed balance sheet of Clover Pakistan Limited as at December 31, 2008 and the related interim condensed profit and loss account, interim condensed cash flow statement and interim condensed statement of changes in equity, together with the notes forming part thereof (here-in-after referred to as "interim financial information") for the half year then ended. Management is responsible for the preparation and presentation of this interim financial information in accordance with approved accounting standards as applicable in Pakistan. 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 is not prepared, in all material respects, in accordance with approved accounting standards as applicable in Pakistan.

Ford Rholes Sidet Hyder & Co.

FORD RHODES SIDAT HYDER & CO., **Chartered Accountants**

Karachi: January 29, 2009

A member firm of Ernst & Young Global Limited



Interim Condensed Balance Sheet

Interim Condensed Balan	ce Sr	neet	
as at December 31, 2008			
	Γ	December 31,	
		2008	2008
		(Unaudited)	
	_	— (Rupees	in 000) ——
<u>ASSETS</u>			
NON CURRENT ASSETS			
Property, plant and equipment	5	109,788	82,390
Intangible asset	6	707	_
Long term loans - secured, considered go	od	4,201	5,530
Long term security deposits		121	121
		114,817	88,041
CURRENT ASSETS			
Stores	_	1,682	314
Stock-in-trade	7	240,475	208,851
Trade debts		30,649	78,626
Loans and advances		7,414	10,646
Trade deposits and short term prepaymen		4,135	2,035
Other receivables	8	28,084	10,871
Short term investments	9	4,030	145,819
Taxation - net Sales tax refundable		25,062	10,110
Cash and bank balances		5,334	72 202
Cash and Dank Dalances		8,520	72,892
		355,385	540,164
TOTAL ASSETS		470,202	628,205
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Authorised share capital			
10,000,000 (June 30, 2008: 10,000,000)			
Ordinary shares of Rs. 10/- each		100,000	100,000
Graniary shares of its. 107 caeri			
Issued, subscribed and paid-up capital	10	94,349	78,624
Reserves		206,229	300,435
		300,578	379,059
NON CURRENT LIABILITIES		000,010	070,000
Long term deposits		2,620	2,355
Deferred taxation		6,315	6,809
		8,935	9,164
CURRENT LIABILITIES			
Short term running finances	11	69,572	_
Trade and other payables		90,034	226,156
Mark up accrued		1,083	188
Sales tax and special excise duty payable	le	-	13,638
		160,689	239,982
CONTINGENCIES AND COMMITMENT	S 12	100,000	200,002
CONTINUE TOLES AND COMMITMENT	J 16		
TOTAL EQUITY AND LIABILITIES		470,202	628,205
	-t1 ·	C.1	

The annexed notes from 1 to 20 form an integral part of these interim condensed financial statements.

Zulfiqar Ali Lakhani Chief Executive



$Interim\ Condensed\ Cash\ Flow\ Statement\ ({\it Unaudited})$ for the half year ended December 31, 2008

	Half year ended		
	Do Note	ecember 31, 2008	December 31, 2007
	-		in '000) ——
CASH FLOWS FROM OPERATING	ACTIVIT:	IES	
Cash used in operations Finance cost paid	18	(199,366) (714)	(188,464) (1,116)
Taxes paid Long term loans and deposits		(15,192) 1,329	(20,108) (2,972)
Net cash used in operating activities		(213,943)	(212,660)
CASH FLOWS FROM INVESTING	ACTIVITI	ES	
Additions to property, plant and eq Proceeds from disposal of property		(34,397)	(9,697)
and equipment Purchase of short term investment Proceeds from redemption of availa	phlo for	565	1,375 (40,000)
sale investment		140,000	204,002
Profit received from investment and	d deposit	-	2,987
Net cash inflow from investing activ	ities	106,168	158,667
CASH FLOWS FROM FINANCING	ACTIVITI	ES	
Long term deposits Dividends paid		265 (27,422)	65 (27,353)
Net cash used in financing activities		(27,157)	(27,288)
Net decrease in cash and cash equival	ents	(134,932)	(81,281)
Cash and cash equivalents at the beginni	ng of the pe	riod 77,910	117,453
Cash and cash equivalents at the end	of the perio	od 57,022	36,172
CASH AND CASH EQUIVALENTS			
Cash and bank balances Short term investment Short term running finances		8,520 4,030 (69,572)	11,172 25,000 -
		(57,022)	36,172

The annexed notes from 1 to 20 form an integral part of these interim condensed financial statements.

Zulfiqar Ali Lakhani Chief Executive



Company Information

BOARD OF DIRECTORS

Iqbal Ali Lakhani Zulfiqar Ali Lakhani Amin Mohammed Lakhani Tasleemuddin Ahmed Batlay A. Aziz H. Ebrahim Shahid Ahmed Khan M. A. Qadir Chairman Chief Executive

ADVISOR Sultan Ali Lakhani

COMPANY SECRETARY Mansoor Ahmed

AUDIT COMMITTEE
Iqbal Ali Lakhani Chairman
Tasleemuddin Ahmed Batlay
M. A. Qadir

EXTERNAL AUDITORS FORD RHODES SIDAT HYDER & CO. Chartered Accountants

INTERNAL AUDITORS BDO EBRAHIM & CO. Chartered Accountants

REGISTERED OFFICE Lakson Square, Building No. 2 Sarwar Shaheed Road Karachi-74200

SHARES REGISTRAR FAMCO ASSOCIATES (PRIVATE) LIMITED State Life Building No. 2-A, 4th Floor, I.I. Chundrigar Road, Karachi.

FACTORY B-182, Hub Industrial Trading Estate Hub, District Lasbella Baluchistan

WEBSITE www.clover.com.pk

E-MAIL clover@clover.com.pk



Directors' Review

The un-audited interim condensed financial statements of your Company together with the auditors review report thereon for the half year ended December 31, 2008 is presented along-with an update on the Company's performance.

T			• 1	1.
RIII	pees	ın	mil	IIAn
Ivu	pccs	111	11111	11011

2008	2007
321.771	346.596
46.723	84.646
(48.802)	38.599
(50.416)	38.071
0.254	(14.543)
(50.162)	23.528
	321.771 46.723 (48.802) (50.416) 0.254

Gross sales for the first six months showed a decline of 7% from Rs. 346.596 million to Rs.321.771 million. Net sales declined by 10% from Rs. 274.895 million to Rs. 248.146 million during the period.

Profit before taxation of Rs.38.071 million recorded during the same period last year was turned into a loss of Rs.50.416 million. This loss can be attributed to a number of reasons:

- Unprecedented increase in the price of raw materials.
- Impact of increase in world fuel prices.
- Devaluation of the Pakistani rupee versus the US \$.
- General inflation brought about by the above two factors and rise in the price of essential food items.
- World wide economic slow down and its effect on our economy.
- Finally milder weather conditions dominated the entire period under report. This factor played a major role in the demand and sale of beverages in the country.

Due to the current economic conditions the Company was not able to revise its selling prices. This has effected our margins and profitability.

The next half year will be critical for the Company. Every effort will be made to cover the losses. These are difficult times as the economy is slow in recovering from this crises.

The Company is grateful to all its customers, shareholders, bankers, distributors, suppliers and insurance companies for their continuing support.

On behalf of the Board of Directors

IQBAL ALI LAKHANI Chairman

Karachi: January 29, 2009



1. NATURE AND STATUS OF BUSINESS

The Company was incorporated in Pakistan on September 30, 1986 as a public limited company under the Companies Ordinance, 1984 and is quoted on Karachi and Lahore Stock Exchanges. The registered office of the Company is situated at Lakson Square, Building No. 2, Sarwar Shaheed Road, Karachi. The principal business of the Company is manufacture and sale of food and plastic products and trading in food and personal care products.

2. BASIS OF PRESENTATION

These interim condensed financial statements are unaudited but subject to limited scope review by auditors. These are required to be presented to the shareholders under Section 245 of the Companies Ordinance, 1984 and have been prepared in accordance with the requirements of the International Accounting Standard (IAS) - 34, "Interim Financial Reporting", as applicable in Pakistan. These interim condensed financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended June 30, 2008.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of these interim condensed financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended June 30, 2008.

4. SEASONALITY OF OPERATIONS

Due to the seasonal nature of the Company's business, higher revenues and operating profits are usually expected in the second half of the year as compared to first six months due to the summer season and consequent increase in the demand of the Company's product.

	December 31,	June 30,
	2008	2008
Note	(Unaudited)	(Audited)
	——(Rupees in	(000) —

82.390

56.266

5. PROPERTY, PLANT AND EQUIPMENT

Book value at the beginning of the period / year

Operating assets

Additions during the period / year	5.1	33,670	35,276
Less: Disposals during the period / year - at book vlaue Depreciation charged during the period / y	5.2 ⁄ear	178 6,094	1,028 8,124
		6,272	9,152
		109.788	82.390



December 31,

June 30,

		(Un	2008 naudited)	2008 (Audited)
			(Rupees in '00	00) ——
5.1	Additions during the period / year			
	Leasehold land	5.1.1	30,184	-
	Building on leasehold land		-	11,433
	Plant and machinery		1,649	13,043
	Furniture and fittings		89	3,168
	Office equipment		198	817
	Tools and equipment		27	1,633
	Vehicles		1,060	3,075
	Computer and data processing equipa	ment	463	2,107
			33,670	35,276
5.1.1	Represents plot of land measuring 16 Company in Sunder Indutrial Estate, I			
5.2	Disposals during the period / year - a	at book	value	
	Computer and data processing equipa	ment	-	19
	Vehicles		178	1,009
			170	1.000
			178	1,028
	esents carrying amount of computers so st of Rs. 0.728 million (2008: Nil).	oftware	acquired during	g the period
STO	CK-IN-TRADE			

7.

6.

Raw material	126,603	111,434
Packing material	36,184	26,836
Work in process	3,871	2,282
Finished goods	52,480	40,664
Trading goods	21,337	27,635
	240,475	208,851
OTHER RECEIVABLE	8.128,084	10,871

8.1 Includes duty refund claim in respect of import of sugar amounting to Rs. 17.01 million filed with the custom authorities.

9. SHORT-TERM INVESTMENTS

Held to maturity – at amortised cost Available for sale – at fair value	9.1	4,030	5,018 140,801
		4,030	145,819



9.1 Held to maturity

This represents investment in Musharika deposit with a Modaraba having maturity of one month with an option of roll forward and carrying mark-up @ 12% (June 30, 2008: 10%) per annum.

December 31,	June 30,
2008	2008
(Unaudited)	(Audited)
(Rupees in	'000) ——

10. SHARE CAPITAL

Issued, subscribed and paid-up capital

Fully paid ordinary shares of Rs. 10/- each

Number o	of shares			
December 31, 2008	June 30, 2008	Issued for / as		
3,900,000	3,900,000	Cash	39,000	39,000
		Fully paid bonus shares		
3,962,400	2,652,000	Opening balance	39,624	26,520
		Issued during the		
1,572,480	1,310,400	period/year	15,725	13,104
5,534,880	3,962,400		55,349	39,624
9,434,880	7,862,400		94,349	78,624

11. The facilities for running finance available from various banks amount to Rs. 188 million (June 30, 2008: Nil) the rate of the markup ranges from one month to three months KIBOR plus rates varying from 2% to 3.5% (June 30, 2008: Nil) per annum.

12. CONTINGENCIES AND COMMITMENTS

(a) Contingencies

There were no major changes in the contingencies as reported in the financial statements for the year ended June 30, 2008.

(b) Guarantees

There is a contingent liability in respect of indemnities given to banks for guarantees issued by them in the normal course of business aggregating to Rs. 0.075 million (June 30, 2008: 1.354 million).

	December 31, 2008 (Unaudited)	June 30, 2008 (Audited)
	——(Rupees in '	000) ——
Commitments		
Acceptance and letters of credit	145,551	174,555



_	Half yea	r ended	Quarter ended		
Γ	December 31, 2008	December 31, 2007	December 31, 2008	December 31, 2007	
12 COCT OF CALEC		— (Rupees in	(000)		
13. COST OF SALES					
Cost of goods manufacture	ed 197,934	209,710	24,960	70,755	
Purchase of trading goods	9,008	17,942	1,583	17,942	
Opening stock of finished g	oods				
(including trading goods)	68,298	30,474	76,181	17,669	
	275,240	258,126	102,724	106,366	
Closing stocks of finished go	oods				
(including trading goods)	(73,817)	(67,877)	(73,817)	(67,877)	
	201,423	190,249	28,907	38,489	

14. OTHER OPERATING INCOME

This includes gain on sale of available for sale investments amounting to Rs. 4.317 million (December 31, 2007: Rs. 11.296 million).

million (December 31, 200	7.163. 11.230	minion).	Half year ended		
		Dec	ember 31, 2008 — (Rupees in	December 31, 2007	
15. TAXATION			(rupees m		
Current - for the half year - for prior year			240	12,934 1,336	
			240	14,270	
Deferred			(494)	273	
			(254)	14,543	
	Half year	r ended	Quar	rter ended	
Ι	December 31, 2008	December 31, 2007	December 32 2008	1, December 31, 2007	
-		— (Rupees	in '000) —		
16. (LOSS) / EARNINGS PER	R SHARE - B	ASIC AND I	DILUTED		
(Loss) / profit after taxatio	on (50,162)	23,528	(24,027)	(1,912)	
		(Numl (Restated)	oer of shares)	(Restated)	
Issued ordinary shares	9,434,880	9,434,880	9,434,880	9,434,880	
(Loss) / earnings per share	Rs. (5.32)	Rs. 2.49	Rs. (2.55)	Rs. (0.20)	

There was no dilution effect on the basic (loss) / earnings per share as the Company had no such outstanding commitments during the period/ year.



17. RELATED PARTIES DISCLOSURE

The related parties include associates, group companies, trade mark licensor, staff retirement funds, directors and key management personnel. Transactions with related parties are as follows:

•		Half year ended		
		December 31, 2008	December 31, 2007	
		—— (Rupees	in '000) ——	
Relationship	Nature of transactions / ba	lances		
Group Companies				
T T	Sale of goods and services	7,825	6,881	
	Purchase of goods and serv	vices 23,895	18,238	
	Rent and allied services	1,183	1,087	
	Insurance premium and co	mmission 3,743	3,159	
	Due from related parties	3,949	5,864	
	Due to related parties	13,583	3,578	
Staff retirement				
benefits plans	Contribution to staff			
•	retirement benefits	1,959	648	
	Payable to provident fund	31	. 7	
Key management				
personnel	Remuneration and benefits	9,237	6,526	
Licensor of product in respect of whice	h			
the company ha				
exclusive trader rights	nark Royalty on sale of licensed p	roducts 9,204	14,778	
Other related				
parties	Purchase of goods and serv	vices 17,116	39,270	

The Company enters into transactions with related parties for the purchase of raw material, services, royalty charges and rent and allied expenses are charged between related parties on the basis of mutually agreed terms.



	Half year ended		
	December 31, 2008	December 31, 2007	
	—— (Rupees	in '000) ——	
18. CASH USED IN OPERATIONS			
Profit before taxation	(50,416)	38,071	
Adjustment for non cash charges and other items:			
Depreciation	6,114	5,323	
Gain on sale of property, plant and			
equipment	(387)	(937)	
Reversal of provision for doubtful debts	s –	_	
Profit on investment and deposit		(14,495)	
Finance cost	1,614	1,002	
	(43,075)	28,964	
(Increase) / decrease in current assets			
Stores	(1,368)	(311)	
Stock in trade	(31,624)	(49,961)	
Trade debts	47,977	8,026	
Loan and advances	3,232	(15,615)	
Trade deposits and short term prepayme	ents (2,099)	(2,672)	
Other receivables	(17,213)	(9,982)	
	(1,095)	(70,515)	
Increase / (decrease) in current liabilities			
Trade and other payables	(136,223)	(113,994)	
Sales tax payable	(18,973)	(32,919)	
	(155,196)	(146,913)	
	(199,366)	(188,464)	

19. DATE OF AUTHORIZATION FOR ISSUE

These interim condensed financial statements were authorised for issue by the Board of Directors on January 29, 2009.



20. GENERAL

- 20.1 The figures of the profit and loss account for the quarters ended December 31, 2008 and December 31, 2007 have not been subject to a limited scope review, as scope of the review covered only the cumulative figures for the half year ended December 31, 2008 and December 31, 2007.
- 20.2 Previous period's figures have been rearranged and reclassified wherever necessary for the purposes of comparison. Following significant corresponding figures have been changed for more appropriate comparison:

Royalty expense		Rupees in '000	
From To			
Distribution costs	Cost of sales	11,463	

20.3 Amounts have been rounded off to the nearest thousand rupees.

Zulfiqar Ali Lakhani Chief Executive



$Interim\ Condensed\ Profit\ and\ Loss\ Account\ ({\it Unaudited})$ for the half year ended December 31, 2008

_	Half yea	r ended	Quarter ended		
Note D	ecember 31, 2008	December 31, 2007	December 31, 2008	December 31, 2007	
-		— (Rupees in	(000)		
Gross turnover	321,771	346,596	34,029	56,896	
Less: Sales tax and special excise duty	52,215	53,712	5,421	8,811	
Trade discount	21,410	17,989	4,776	4,474	
	73,625	71,701	10,197	13,285	
Net turnover	248,146	274,895	23,832	43,611	
Cost of sales 13	(201,423)	(190,249)	(28,907)	(38,489)	
Gross profit	46,723	84,646	(5,075)	5,122	
Distribution and selling costs	(82,069)	(49,418)	(14,261)	(11,786)	
Administrative expenses	(10,133)	(9,034)	(4,974)	(4,188)	
Other operating expenses	(9,648)	(3,295)	(856)	(13)	
Other operating income 14	6,325	15,700	2,541	10,282	
Operating profit / (loss)	(48,802)	38,599	(22,625)	(583)	
Finance cost	(1,614)	(528)	(1,402)	(631)	
(Loss) / profit before taxation	n (50,416)	38,071	(24,027)	(1,214)	
Taxation 15	254	(14,543)	-	(698)	
(Loss) / profit after taxation	(50,162)	23,528	(24,027)	(1,912)	
(Loss) /earnings per share -					
basic and diluted (restated) 16	Rs. (5.32)	Rs. 2.49	Rs. (2.55)	Re. (0.20)	

The annexed notes from 1 to 20 form an integral part of these interim condensed financial statements.

Zulfiqar Ali Lakhani Chief Executive



Interim Condensed Statement of Changes In Equity $\scriptstyle\rm (Unaudited)$ for the half year ended December 31, 2008

			Reserves				
	subs and p	sued, cribed paid up pital	General reserve	Unrealised gain on available- for- sale investments	Unappro- priated Profit/(loss)	Sub - Total	Total
				– (Rupees	in '000) —		
Balance as at July 01, 2007		65,520	158,000	6,095	87,404	251,499	317,019
Bonus shares issued during to period in the ratio of 1 sl for every 5 shares held		13,104	-	-	(13,104)	(13,104)	-
Final dividend for the year ended June 30, 2007 @ Rs. 4.5 per share		-	-	-	(29,484)	(29,484)	(29,484)
Appropriation to general reserve for the year ended June 30, 2007		-	44,000	-	(44,000)		-
Profit after tax for the half ye ended December 31, 200		-	-	-	23,528	23,528	23,528
Unrealised loss on available sale of investment	for	-	-	(1,753)	-	(1,753)	(1,753)
Balance as at December 31, 2	007	78,624	202,000	4,342	24,344	230,686	309,310
Balance as at July 01, 2008		78,624	202,000	801	97,634	300,435	379,059
Bonus shares issued during to period in the ratio of 1 sl for every 5 shares held		15,725	-	-	(15,725)	(15,725)	-
Final dividend for the year ended June 30, 2008 @ Rs. 3.5 per share		-	-	-	(27,518)	(27,518)	(27,518)
Appropriation to general reserve for the year ended June 30, 2008		-	54,300	-	(54,300)	-	-
Loss after taxation for the ha year ended December 31		} -	-	-	(50,162)	(50,162)	(50,162)
Gain realised on available-f sale investments	or-	-	-	(801)	-	(801)	(801)
Balance as at December 31, 2	800	94,349	256,300	-	(50,071)	206,229	300,578

The annexed notes from 1 to 20 form an integral part of these interim condensed financial statements.

Zulfiqar Ali Lakhani Chief Executive Tasleemuddin Ahmed Batlay