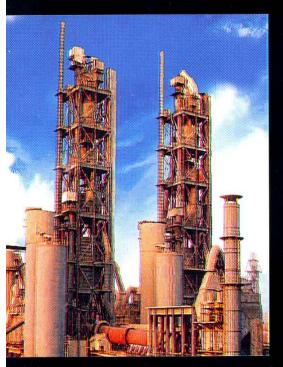
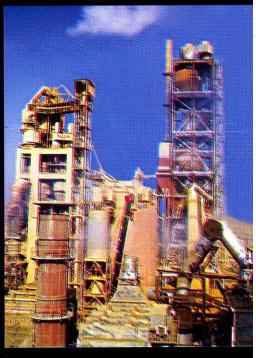
HALF YEARLY REPORT December 31 2007







DEWAN CEMENT LIMITED







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COMPANY INFORMATION

BOARD OF DIRECTORS

Dewan M. Yousuf Farooqui
Dewan Abdullah Ahmed
Dewan Abdul Baqi Farooqui
Dewan Abdul Baqi Farooqui
Director
Director

Muhammad Azimuddin Director
Syed Muhammad Ali Khan Director
Aziz-ul-Haque Director
Shahab Mahmud Ansari Director

Wajahat A. Baqai Nominee Director of Creditors
Basheer Ahmed Chowdry Nominee Director of Creditors

COMPANY SECRETARY

Shahab Mahmud Ansari

AUDIT COMMITTEE MEMBERS

Wajahat A. Baqai Chairman Syed Muhammad Ali Khan Member Aziz-ul-Haque Member Shahab Mahmud Ansari Member

REGISTERED ADDRESS

Block-A, 7th Floor Finance & Trade Centre, Shahrah-e-Faisal, Karachi, Pakistan.

HEAD OFFICE

Block-A, 2nd Floor, Finance & Trade Centre, Shahrah-e-Faisal, Karachi, Pakistan.

FACTORY

- Deh Dhando, Dhabeji District, Malir Karachi.
- 2. Kamilpur Near Hattar District, Haripur N.W.F.P

AUDITORS

Ford Rhodes Sidat Hyder & Co. Chartered Accountants

Rafaqat Babar & Co. Chartered Accountants

LEGAL ADVISOR

Sardar M. Ajaz Khan (Advocate)

WEBSITE

www.dewangroup.com.pk



DIRECTORS' REPORT

IF YE GIVE THANKS, I WILL GIVE YOU MORE (HOLY QURAN)

The Directors are pleased to present un-audited financial results for the halfyear ended December 31, 2007.

Production

The Company produced 704,932 tons of clinker and 781,256 tons of cement during the period under review, which is 6.57% and 1.18% above corresponding period last year, respectively as detailed below:

	Up to December 2007	Up to December 2006	Variance
	(In tons)	(In tons)	(% Age)
Clinker Cement	704,932 781,256	661,443 772,164	6.57% 1.18%

Dispatches

Sales volume of the Company has decreased by 18,575 tons during the first half of the current year as compared to the same period last year, as detailed below:

	Up to December 2007 (In tons)	Up to December 2006 (In tons)	Variance (% Age)
Local sales Export sales	752,588 	752,593 39,286	Nil (47.27%)
Total	773,304	791,879	(2.35%)

Export of cement during the period under review remained under pressure and decreased by 47.27% as compared to the same period last year. However, subsequently exports have started increasing and have crossed 59,000 tons in the period January 01, 2008 to March 22, 2008.

Operating Performance

A small decrease in sales quantity coupled with industry-wise decrease in prices has resulted in 4.46% decline in net sales revenue. The decline in price was as a result of the massive increase in installed capacity and onset of winters. Now with the weather warming up, prices have started to stabilize. The operating results for half-year ended December 2007 and that of corresponding period prior year are highlighted below:

	Up to December 2007 (Rs. In million)	Up to December 2006 (Rs. In million)	Variance (% Age)
Net sales	2,121	2,220	(4.46%)
Cost of goods sold	1,925	1,999	(3.70%)
Gross profit	196	221	(11.31%)
Expenses and taxes	304	220	38.18%
Net profit / (loss)	(108)	1	(109) times



Financial Obligations

By the grace of Al-mighty Allah, your company has met all the financial obligations matured during the period under review. Subsequent to balance sheet date the Term Finance Certificates amounting to Rs. 4.1 billion have been prepaid.

Future Outlook

High growth in local consumption is expected to continue, as at the demand end major mega infrastructure projects have yet to commence in full swing. Whereas, at the supply end, installed base has increased and is further increasing, with more under implementation capacities coming into operation.

These additional capacities are providing the required impetus to increase export sales, which have already increased by 149% in the period under review over same period prior year. Export sales are, therefore, expected to increase at a still higher pace.

Your company is vigorously pursuing the completion of second line of production in South unit. Soon after putting the second line in operation, it is planned to carry out optimization of first line which is expected to increase profitability margin significantly due to reduction in fuel and power costs per ton and due to economies of scale.

Acknowledgement

The Board of Directors places on record its gratitude to its valued customers, Federal and Provincial Governments, Financial Institutions, Dealers and Employees of the Company, for their continued co-operation and support.

In conclusion, we bow, beg and pray to **Al-mighty Allah**, **Rahman-ur-Rahim**, in the name of our beloved Prophet Muhammad (Peace Be Upon Him), for continued showering of His blessings, guidance, strength, health and prosperity to us, our Company, Country and Nation and also pray to Almighty Allah to bestow peace, harmony, brotherhood and unity in true Islamic spirit to whole of Muslim Ummah, Ameen, Summa Ameen.

LO-MY LORD IS INDEED HEARER OF PRAYER (AL QURAN)

For and on behalf of the Board of Directors

Shahab Mahmud Ansari Director

Karachi: March 25, 2008



FORD RHODES SIDAT HYDER &CO.

Chartered Accountants Progresive Plaza Beaumont Road Karachi.

RAFAQAT BABAR & CO.

Chartered Accuntants Suite # 113, 3rd Floor, Hafeez Centre KCHS Block 7 & 8, Shahrah-e-Faisal Karachi.

REVIEW REPORT TO THE MEMBERS

Introduction

We have reviewed the accompanying interim condensed balance sheet of Dewan Cement Limited (the Company) as at December 31, 2007 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. Company's 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. The corresponding figures in the interim condensed profit and loss account, interim condensed cash flow statement and interim condensed statement of changes in equity in the accompanying interim condensed financial statements of the Company as at December 31, 2007, include amounts of Dewan Cement Limited and former Dewan Hattar Cement Limited (also see note 19.2 to the interim financial information). The interim financial information of Dewan Cement Limited were reviewed by Ford Rhodes Sidat Hyder & Co., Chartered Accountants whose report dated February 27, 2007 expressed a modified opinion thereon, by adding an emphasis of matter paragraph, to highlight a material matter regarding security on behalf of associated undertaking, while the interim financial information of former Dewan Hattar Cement Limited were reviewed by Rafagat Babar & Co., Chartered Accountants whose report dated February 26, 2007 expressed a modified opinion thereon, by adding an emphasis of matter paragraph, to highlight a going concern matter.

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 the approved accounting standards as applicable in Pakistan.

For Mode State &

CHARTERED ACCOUNTANTS

Rafaget Bahan & Co

KARACHI:

March 25th 2008



INTERIM CONDENSED BALANCE SHEET AS AT DECEMBER 31, 2007

	Note	December 31, 2007 (Unaudited)	June 30, 2007 (Audited)
ACCETC		(Rupees	
ASSETS NON-CURRENT ASSETS			
Fixed assets			
Property, plant and equipment Intangible assets	4	19,724,799 28,992	19,304,428 28,507
		19,753,791	19,332,935
Long-term deposits Long-term loans		59,018 436	38,972 1,062
		19,813,245	19,372,969
CURRENT ASSETS Stores and spare parts Stock-in-trade Trade debts Due from related party Loans and advances Trade deposits and short-term prepayments Other receivables Short-term investments Advance income tax Cash and bank balances	5	577,193 357,684 804,075 515,510 161,557 28,149 43,333 6,600 16,355 165,277	683,751 302,825 510,335 800,000 110,071 95,333 62,202 9,161 16,328 224,537 2,814,543
TOTAL ASSETS		22,488,978	22,187,512
EQUITY AND LIABILITIES SHARE CAPITAL AND RESERVE Authorized capital 500,000,000 (June 30, 2007: 500,000,000) Ordinary shares of Rs. 10/- each Issued, subscribed and paid-up capital Reserves		5,000,000 3,573,750 1,117,479 4,691,229	5,000,000 3,573,750 1,130,675 4,704,425
SURPLUS ON REVALUATION OF FIXED ASSETS – NET OF TAX		3,934,274	4,090,668
NON-CURRENT LIABILITIES Long-term financing Debentures – Term Finance Certificates Liabilities against assets subject to finance lease Long-term deposits and payables Deferred liabilities Mark-up payable	6 7 8 9	2,963,649 3,712,978 91,870 1,192,268 2,241,084 167,297	2,430,054 4,110,825 120,843 861,539 2,192,143 141,252
CURRENT LIABILITIES		10,369,146	9,856,656
Trade and other payables Short-term redeemable capital Short-term borrowings Mark-up payable Current portion of long-term borrowings Sales tax payable	10 11	1,500,229 - 247,271 427,329 1,264,519 54,981	1,305,183 497,695 248,644 345,134 1,124,364 14,743
CONTINGENCIES AND COMMITMENTS	12	3,494,329 -	3,535,763 -
TOTAL EQUITY AND LIABILITIES		22,488,978	22,187,512

The annexed notes from 1 to 19 form an integral part of these interim condensed financial statements.

Statement under section 241(2) of the Companies Ordinance, 1984

The Chief Executive of the company is presently out of the country, therefore these financial statements have been signed by two Directors of the company duly authorized by the Board of Directors.

Shahab Mahmud Ansari Director

Im.

Muhammad Azimuddin Director

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INTERIM CONDENSED PROFIT AND LOSS ACCOUNT (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2007

	Note	December 31, 2007	2006	Quarter December 31, 2007 in '000)	December 31, 2006
	Note		stated)		tated)
Turnover – net	13	2,120,561	2,220,071	966,415	801,184
Cost of sales		(1,924,545)	(1,998,709)	(901,160)	(854,207)
Gross profit		196,016	221,362	65,255	(53,023)
Distribution cost		(5,236)	(9,606)	(776)	(6,013)
Administrative expenses	14	(104,533)	(67,293)	(65,734)	(30,936)
Other operating expenses		(6,227)	(6,158)	(5,100)	(1,757)
Other operating income	15	29,788	175,480	(1,232)	175,110
Operating profit / (loss)		109,808	313,785	(7,587)	83,381
Finance cost		(207,186)	(296,097)	(99,700)	(130,773)
(Loss) / profit before taxation		(97,378)	17,688	(107,287)	(47,392)
Taxation - net		(10,602)	(16,299)	(1,213)	6,708
(Loss) / profit after taxation		(107,980)	1,389	(108,500)	(40,684)
(Loss) / earnings per share – Basic a	nd				
diluted (Rupee)		(0.30)	0.01	(0.30)	(0.16)

The annexed notes from 1 to 19 form an integral part of these interim condensed financial statements.

Statement under section 241(2) of the Companies Ordinance, 1984

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Shahab Mahmud Ansari Director



INTERIM CONDENSED PROFIT AND LOSS ACCOUNT (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2007

	Note		ar Ended December 31, 2006	2007	December 31, 2006
	Note	(Res	stated)	s in '000) (Restated)	
Turnover – net	13	2,120,561	2,220,071	966,415	801,184
Cost of sales		(1,924,545)	(1,998,709)	(901,160)	(854,207)
Gross profit		196,016	221,362	65,255	(53,023)
Distribution cost		(5,236)	(9,606)	(776)	(6,013)
Administrative expenses	14	(104,533)	(67,293)	(65,734)	(30,936)
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Shahab Mahmud Ansari Director

Half Year Ended



INTERIM CONDENSED CASH FLOW STATEMENT (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2007

	December 31, 2007	December 31, 2006
		(Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash generated from operations	596,915	645,817
Income tax paid	(10,629)	(30,322)
Long-term loans - net	626	142
Long-term deposits - net	(15,982)	(3,392)
Long-term deposits and payables - net	330,729	(136,689)
Net cash generated from operating activities	901,659	475,556
CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed capital expenditure	(398,669)	(778,538)
Net cash used in investing activities	(398,669)	(778,538)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of debentures – Term Finance Certificates	(413,005)	(413,004)
Long-term financing – net	686,057	993,575
Short-term borrowings – net	(1,373)	45,590
Short-term redeemable capital – net	(497,695)	460,586
Finance cost paid	(290,891)	(352,050)
Dividend paid	-	(65,031)
Liabilities against assets subject to finance lease – net	(45,343)	180
Net cash (used in) / generated from financing activities	(562,250)	669,846
Net (decrease) / increase in cash and cash equivalents	(59,260)	366,864
Cash and cash equivalents at the beginning of the period	224,537	234,119
Cash and cash equivalents at the end of the period	165,277	600,983

The annexed notes from 1 to 19 form an integral part of these interim condensed financial statements.

Statement under section 241(2) of the Companies Ordinance, 1984

The Chief Executive of the company is presently out of the country, therefore these financial statements have been signed by two Directors of the company duly authorized by the Board of Directors.

Shahab Mahmud Ansari Director



INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2007

		RESERVES				
	Issued, subscribed and paid up	Capital reserve	Revenue reserves	Total	Total	
	capital	Merger reserve	Unappro- priated profit	reserves		
Balance as at July 01, 2006 (restated)	2,700,000	(9,346)	355,709	346,363	3,046,363	
Transfer from surplus on revaluation of fixed assets – net of tax	-	-	20,810	20,810	20,810	
Final dividend for 2006 (DCL)	-	-	(82,500)	(82,500)	(82,500)	
Transfer of former DHCL – pre amalgamation profits / losses to merger reserve	-	(2,460)	2,460	-	-	
Net profit for the period after taxation	-	-	1,389	1,389	1,389	
Balance as at December 31, 2006	2,700,000	(11,806)	297,868	286,062	2,986,062	
Balance as at July 01, 2007	3,573,750	629,444	501,231	1,130,675	4,704,425	
Transfer from surplus on revaluation of fixed assets – net of tax	-	-	94,784	94,784	94,784	
Net loss for the period after taxation	-	-	(107,980)	(107,980)	(107,980)	
Balance as at December 31, 2007	3,573,750	629,444	488,035	1,117,479	4,691,229	

The annexed notes from 1 to 19 form an integral part of these interim condensed financial statements.

Statement under section 241(2) of the Companies Ordinance, 1984

The Chief Executive of the company is presently out of the country, therefore these financial statements have been signed by two Directors of the company duly authorized by the Board of Directors.

Shahab Mahmud Ansari Director

December 31

June 30



NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2007

1. THE COMPANY AND ITS OPERATIONS

Dewan Cement Limited (the Company / DCL) was incorporated in Pakistan as a public limited company in March, 1980. Its shares are quoted on the Karachi and Lahore Stock Exchanges since June, 1989. The registered office of the Company is situated at 7th floor, Block A, Finance and Trade Centre, Shahrah-e-Faisal, Karachi. The principal activity of the Company is to manufacture and sale of cement. The Company has two production facilities at Deh Dhando, Dhabeji, Karachi, Sindh and Kamilpur, Hattar Industrial Estate, District Haripur, N.W.F.P.

2. BASIS OF PREPARATION

These interim condensed financial statements are un-audited but subject to limited scope review by the auditors. These are required to be presented to the shareholders under Section 245 of the Ordinance and have been prepared in accordance with the requirements of the International Accounting Standard (IAS) – 34 "Interim Financial Reporting". The 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, 2007. The figures of the interim condensed profit and loss account for the quarters ended December 31, 2007 and 2006 have not been reviewed by the auditors of the Company as they have reviewed the cumulative figures for the half years ended December 31, 2007 and 2006.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed for the preparation of these interim condensed financial statements are the same as those applied in preparing the annual financial statements for the year ended June 30, 2007.

		Note	2007 (Unaudited) (Rupees	2007 (Audited) in '000)
4.	PROPERTY, PLANT AND EQUIPMENT			
	Operating property, plant and equipment Assets subject to finance lease	4.1	14,875,778 33,212	15,120,116 49,099
	Capital work-in-progress	4.2	4,815,809	4,135,213
			19,724,799	19,304,428
4.1	Operating property, plant and equipment			
	Additions Owned			
	Freehold land		521	6,072
	Furniture and fixture		2,029	6,654
	Equipment		2,640	7,343
	Computer		1,001	3,588
	Vehicles		9,418	1,839
			15,609	25,496
	Leased		20	19,476
			15,629	44,972
4.2	Capital work in progress			
	Additions	404	040 500	0.007.404
	Plant and machinery - owned Civil works	4.2.1	643,596	2,287,484
	Civii works		37,000	60,285
			680,596	2,347,769

^{4.2.1} Included herein borrowing cost capitalized during the period amounting to Rs. 260.373 million (June 30, 2007: Rs. 377.501 million).



5. TRADE DEBTS

Included herein secured debts amounting to Rs. 758.827 million (June 30, 2007: Rs. 450.335 million) against security deposit from distributors.

6. LONG TERM FINANCING

The principal terms and condition of the outstanding loans have remained the same as disclosed in the financial statements of the Company for the year ended June 30, 2007. Further, included herein, loan from sponsors amounting to Rs. 672.686 million (June 30, 2007: Rs. 80.025 million). These are interest free and repayable after December 31, 2008

7. LONG TERM DEPOSITS AND PAYABLES

Includes deposits from distributors amounting to Rs. 998.137 million (June 30, 2007: Rs. 685.107 million).

8. DEFERRED LIABILITIES

Includes deferred taxation - net amounting to Rs.2,226.049 million (June 30,2007:Rs.2,177.108 million).

9. MARK-UP PAYABLE

Represents the mark-up payable to related parties on the balance of TFCs – Series A held by such related parties. The said amount has been agreed to be repaid to such parties after December 31, 2008.

10. SHORT TERM REDEEMABLE CAPITAL

Represents short-term finance raised through issue of commercial papers in terms of a Finance Agreement dated September 29, 2006, in accordance with the "Guidelines for Issue of Commercial Papers" issued by the Securities and Exchange Commission of Pakistan (SECP). The commercial papers have a nominal value of Rs. 500 million denominated by face value of Rs. 1 million each and are redeemable after a period of nine months. These have been discounted at the effective interest rate of 15.16 percent per annum. During the period, the commercial papers have been fully redeemed on maturity.

December 31.

June 30.

		Note	(Unaudited) (Rupees	(Audited) in '000)
11.	SHORT TERM BORROWINGS			
	Running finance under mark-up arrangements Financing against trust receipts – due – overdue	11.1	247,271 - -	47,840 53,900 146,904
			247,271	248,644

11.1 The principal terms and conditions have remained the same as disclosed in the financial statements of the Company for the year ended June 30, 2007 except for further utilized portion of Rs. 199.946 million (June 30, 2007: Nil) in respect of new facility of Rs.200 million (June 30,2007:Nil) obtained from a commercial bank during the period. The above facility is secured by way of hypothecation/pledge over stocks of the company.



12. CONTINGENCIES AND COMMITMENTS

12.1 Contingencies

There has been no significant change in the status of contingencies as reported in the annual financial statements for the year ended June 30, 2007 except as follows:

12.1.1 Excise duty claim from government.

Subsequent to balance sheet date, the Company has filed a refund claim for the period from June 17, 1994 to April 18, 1999, amounting to Rs. 608,015,099/- before Collector of Sales Tax and Federal Excise (the department) in view of Supreme Court judgment regarding the value of goods for the purpose of imposition of excise duty, under section 4(2) of the Central Excise Act, 1944 (the "1944 Act"). In the Supreme Court judgment it has been categorically held that no excise duty could be added to the retail price for levying excise duty under section 4(2) of the 1944 Act.

As the matter is pending with the department due to petition submitted by the Federal Board of Revenue for review of the above Supreme Court judgment, hence, presently the Company has not accounted for the above refund in the books of account of the Company.

12.2 Commitments

Commitments in respect of outstanding letters of credit inclusive of capital commitments amounting to Rs. 132.739 million (June 30, 2007: Rs. 217.524 million)

13. TURNOVER - NET

Includes export sales amounting to Rs. 76.124 million (half year ended December 31, 2006: Rs.127.821 million).

14. ADMINISTRATIVE EXPENSES

Included herein professional charges, fee and subscription aggregating to Rs.38.872 million (half year ended December 31, 2006: Rs. 5.2 million) for certain services acquired for scheme of amalgamation, their implementation, regulatory fee etc.

15. OTHER OPERATING INCOME

Includes liabilities no longer payable written back of Rs. 27.280 million (half year ended December 31, 2006: Rs. 153.436 million).

16. TRANSACTIONS WITH RELATED PARTIES

The related parties comprise of entities over which the directors are able to exercise significant influence, entities with common directors, major shareholders, directors, key management employees and employees' fund. The transactions with related parties, other then remuneration under the terms of employment are as follows:



Relationship	Nature of transactions	December 31, 2007 (Unaudited) (Rupees i	December 31, 2006 (Unaudited) in '000)
Employee benefit fund	Contribution to staff retirement funds	6,103	9,869
Other related party	Funds received / repaid – net Received / adjusted against sale of treasury shares Shared expenses Sales	677,490 284,490 5,859 705	(107,397) - 2,467 25,625
	Purchases	349	2,809

Half Year Ended		Quarter Ended			
December 31,	December 31,	December 31,	December 31,		
2007	2006	2007	2006		
(Un-Audited)		(Un-Audited)			
Metric Tons					

17. CAPACITY - CLINKER (TONS)

Installed capacity for the period	990,000	990,000	495,000	495,000
Actual production for the period	704,932	731,092	340,809	418,499

The under utilization of capacity was due to technical problems of the plant, which are being addressed.

18. DATE OF AUTHORISATION FOR ISSUE

These interim condensed financial statements were authorised for issue on March 25, 2008 by the Board of Directors of the Company.

19. GENERAL

- 19.1 The quarterly figures of the interim condensed profit and loss account of the current and corresponding period have not been subject to limited scope review by the external auditors.
- 19.2 Effective January 01, 2007, former Dewan Hattar Cement Limited (DHCL) has been amalgamated with and into Dewan Cement Limited pursuant to the scheme of arrangement as more fully explained in annual financial statements for the year ended June 30, 2007. Accordingly, the corresponding figures of the interim condensed profit and loss account, interim condensed cash flow statement and interim condensed statement of changes in equity have been restated and include the amounts of DHCL. Moreover, the figures of the corresponding period have been re-arranged wherever necessary. However, there were no material classifications to report.
- 19.3 Figures have been rounded off to the nearest thousand Rupees unless otherwise stated.

Statement under section 241(2) of the Companies Ordinance, 1984

The Chief Executive of the company is presently out of the country, therefore these financial statements have been signed by two Directors of the company duly authorized by the Board of Directors.

Shahab Mahmud Ansari Director