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### COMPANY INFORMATION

BOARD OF DIRECTORS : Dewan Muhammad Yousuf Farooqui

Chief Executive Officer & Chairman

Board of Director

Dewan Ab dullah Ahm ed Managing Director

Dewan Ab dul Rehman Farooqui Dewan Asim Mushfiq Farooqui

Dewan Ab dul Baqi Farooqui

Mr. M. A. Lodhi

Mr. Haroon Iqbal

COMPANY SECRETARY : Muhammad Naeemuddin Mailk

AUDIT COMMITTEE : Dewan Ab dul Bagi Far oog ui (Chairman)

Dewan Asim Mushfiq Farooqui (Member)

Dewan Ab dullah Ahmed (Member)

AUDITORS : Faruq Ali & Company

Chartered Accountants

House No. 222-A, K.M.C.H. Society Justice Inamullah Road, Hill Park, Karachi. Ph: 021-4301966-69 Fax: 92-21-4301965

LEGAL ADVISORS : A. K. Brohi

SHARE REGISTRAR/ TRANSFER AGENT BMF Consultants Pakistan (Private) Limited 4th Floor, A-14, Trade Centre, Block 7/8, K.C.H.S.,

Main Shahrah-e-Faisal, Karachi 75350, Pakistan

BANKERS : Muslim Commercial Bank Limited

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KASB Bank Limited Soneri Bank Limited

Standard Chartered Bank Limited The Royal Bank of Scotland

Zarai Tarqiati Bank Limited NIB Bank Limited My Bank Limited

The Bank of Punjab
Habib Bank Limited
Bank Islami Pakistan Limited

REGISTERED OFFICE : Finance & Trade Centre

Block-A, 7th Floor, Shahrah-e-Faisal, Karachi

FACTORY: Plot Nos. A1-A50, Hub Industrial Trading Estate,

Hub, District Lasbela, Balochistan

Dewan City Sajawal District Thatta, Sindh.

WEBSITE : www.dewangroup.com.pk

#### DIRECTORS' REPORT

IN THE NAME OF ALLAH
THE MOST GRACIOUS AND MERCIFUL

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

The Board of Directors of your company takes pleasure in presenting the un-audited condensed interim financial statements of the Company for the half year ended December 31, 2010.

During the period under review the gross sales was Rs. 8.369 million as compared to Rs. 88.176 million in the corresponding period of the last year. During the period under review the Company has incurred an after tax loss of Rs. 100.866 million as compared to Rs. 395.434 million in the corresponding period of last year. The loss is attributed mainly due to low production and sales volumes resulting in under absorption of fixed overheads.

During the period under review auto sales in all segment registered a 10% growth during last six months (July-Dec 10) as compared to corresponding period last year. Due to freezing of banking lines, the operations of the Company remained at bare minimum. The Company is surviving under tough conditions due to aforesaid reason. A number of recovery suits have been instituted by Banks/Financial Institutions all eging default which are being successfully defended by our counsels. We are pleased to inform you in case of one Group Company restructuring of debt has been finalized and will be implemented in a couple of weeks time We are extremely grateful to our customers, who have maintained their trust, and placed their confidence in our products. We are also thankful to the Engineering Development Board, our employees, dealers and vendors for their guidance, co-operation, continued support and patronage.

In conclusion, we bow, beg and pray to Almighty Allah, Rahman-o-Rahim, in the name of His beloved Prophet, Muhammad, peace be upon him, for continued showering of His blessing, 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.

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

Karachi: February 25, 2011



222-A, Karachi Memon Cooperative Housing Society Justice Inaumullah Road, Near Hill Park, Karachi-74800. E-mail: fagc@cyber.net.pk Telephone: (021) 34301966 : (021) 34301967 : (021) 34301968 : (021) 34301969 Fax: (021) 34301969

### REVIEW REPORT TO THE MEMBERS

#### Introduction

We have reviewed the accompanying interim condensed balance sheet of Dewan Automotive Engineering Limited as at December 31, 2010, and the related interim condensed profit and loss account, interim condensed statement of comprehensive income, 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 the "interim condensed financial information") for the six months' period then ended. Management is responsible for the preparation and presentation of this interim condensed financial information in accordance with approved accounting standards as applicable in Pakistan for interim financial reporting. Our responsibility is to express a conclusion on this interim condensed financial information based on our review. The figures for the quarters ended December 31, 2010 and 2009 in the interim condensed profit and loss account and interim condensed statement of comprehensive income have not been reviewed and we do not express a conclusion thereon.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of InterimFinancial 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.

#### Basis for adverse conclusion

- a) The interim condensed financial information of the company has been prepared on going concembasis despite of the fact that the company incurred a net loss after taxation amounting to Rs 100 866 million during the half year ended December 31, 2010 and as of that date its accumulated losses of Rs 1.936 billion have resulted in net capital deficiency of Rs 1.525 billion and its current liabilities exceeded its total assets by Rs 656.875 million. Furthermore, during financial year ended June 30, 2009, company sold its land and factory building, where the company's main plant is situated, to a bank against settlement of running finance facilities and company's operations are almost closed. The company has been unable to ensure timely repayments of long term loans due to liquidity problems and short term facilities have expired and not been renewed by the banks consequently the company is facing litigations with the lenders. These conditions lead us to believe that the going concern assumption used in preparation of this interim condensed financial information is inappropriate, consequently the assets and liabilities should have been stated at their realizable and settlement amounts respectively.
- b) The company has not made provision of markup for the period amounting to Rs. 7.983 million (up to June 30, 2009; Rs. 21.832 million) (refer note 10) on account of restructuring proposal offered to the lenders as described in note 4 to the interim condensed financial information. Non-provisioning of markup is based on management's hope that the restructuring proposal will be accepted by lenders in the proposed manner. In our opinion, since the proposal has not been accepted by the lenders so far, therefore the provision of markup should be made in the interim condensed financial information. Had the provision of markup been made in the interim condensed financial information, the loss after taxation for the period would have been higher by Rs. 7.983 million and markup payable would have been higher and shareholders' equity would have been lower by Rs. 29.815 million.

#### Adverse conclusion

Our review indicates that, because of the significance of the matter discussed in paragraph (a) coupled with financial impact of matter discussed in paragraph (b), this interim condensed financial information is not prepared, in all material respects, in accordance with approved accounting standards as applicable in Pakistan.

Dated: February 25, 2011 Place: Karachi

Engagement partner: Fasih uz Zaman

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FARUQ ALI & CO.
CHARTERED ACCOUNTANTS

# CONDENSED INTERIM BALANCE SHEET AS AT DECEMBER 31, 2010 (UN-AUDITED)

AGGETG	Notes	Un-audited December 31, 2010	Audited June 30, 2010
ASSETS		(Rupees	737.737.70
NON - CURRENT ASSETS Property, plant and equipment Intangible Deferred cost Long term deposit	5	481,380 13,943 869 348	559,071 18,591 966 1,938
CURRENT ASSETS Stock in trade Trade debts - Considered good Advances - Considered good Short term prepayments and other receivables Advance income tax Available for sale investment - At fair value Cash and bank balances  Non current assets held for sale	6	173,591 16,664 14,074 56,638 57,859 83,792 1,189 403,807 40,000 940,347	182,426 22,459 16,627 57,672 57,696 64,340 1,154 402,374 40,000 1,022,940
EQUITYAND LIABILITIES			
AUTHORIZED SHARE CAPITAL 21,800,000 ordinary shares of Rs. 10/- each Issued, subscribed and paid-up capital Reserves - Net		218,000 214,000 197,636	218,000 214,000 178,184
Accumulated loss  Surplus on revaluation of property, plant and equipment		(1,936,214) (1,524,578) 88,149	(1,838,146) (1,445,962) 148,947
NON - CURRENT LIABILITIES  Subordinated loan - Unsecured, interest free  Deferred liability for staff gratuity  Deferred taxation	7	722,552 12,500 44,502	722,552 10,799 46,011
CURRENT LIABILITIES Trade and other payables Markup accrued Short term finance Provision for taxation Overdue portion of loans - Secured	8	406,568 339,886 763,652 38,616 48,500 1,597,222	399,002 283,107 771,368 38,616 48,500 1,540,593
CONTINGENCIES	9	940,347	1,022,940

The annexed notes form an integral part of the interim condensed financial information.

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

M.A. Lodhi Director

## CONDENSED INTERIM PROFIT AND LOSS ACCOUNT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2010

	Half year ended		Quarter ended	
	Jul-Dec	Jul-Dec	Oct-Dec	Oct-Dec
	2010	2009	2010	2009
		(Rup ees	in '000)	
Sales - Net	8,369	88,176	2,502	39,220
Cost of sales	39,254	113,706	15,198	51,963
Gross loss	(30,885)	(25,530)	(12,696)	(12,743)
Operating Expenses				
Distribution expenses	1,808	11,291	1,370	4,315
Administrative expenses	13,046	20,833	5,723	10,561
Finance cost 10	56,640	56,972	28,836	28,422
	71,494	89,096	35,929	43,298
Operating loss	(102,379)	(114,626)	(48,625)	(56,041)
Other income	4	121	2	116
Impairment in value of investment		(282,113)	), <u>122</u>	(150,597)
Loss before taxation	(102,375)	(396,618)	(48,623)	(206,522)
Taxation:				
- Current	344	441	-	196
- Deferred	(1,509)	(1,625)	(356)	(813)
	(1,509)	(1,184)	(356)	(617)
Net loss after taxation	(100,866)	(395,434)	(48,267)	(205,905)
Loss per share - Basic and diluted (Rupees)	(4.71)	(18.48)	(2.26)	(9.62)

The annexed notes form an integral part of the interim condensed financial information.

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

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M. A. Lodhi Director

## CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME - (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2010

	Half year ended		Quarter	ended
	July - Dec 2010	July - Dec 2009	Oct - Dec 2010	Oct - Dec 2009
	(Rs. ir	ı '000')	(Rs. in	'0000')
Net loss after taxation	(100,866)	(395,434)	(48,267)	(205,905)
Other comprehensive income:				
Revaluation of land  Available for sale financial assets:	(58,000)	_	(58,000)	623
- Changes in fair value	19,452	(8,976)	12,343	(19,077)
- Impairment taken to profit and loss account	<u>2</u> .	282,113	22.	150,597
	19,452	273,137	12,343	131,520
Transfer from surplus on revaluation of property plant and equipment related deferred tax	4,307 (1,509) 2,798	4,647 (1,626) 3,021	2,153 (754) 1,399	2,324 (813) 1,511
	(136,616)	(119,276)	(92,525)	(72,874)
Component of comprehensive income not reflected in equity	58,000	5.58	58,000	
Total comprehensive income for the period	(78,616)	(119,276)	(34,525)	(72,874)

The annexed notes form an integral part of the interim condensed financial information.

Dewan Muhammad Yousuf Farooqui
CEO & Chairman Board of Directors

M.A. Lodhi Director

### CONDENSED INTERIM CASH FLOW STATEMENT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2010

TOR THE IMAN TERM ENDED DECEN	6 months ended 6 months December 31, Decembe		
	2010	2009	
CASH FLOWS FROM OPERATING ACTIVITIES	(Rupee:	s in '000)	
Loss before taxation	(102,375)	(396,618)	
Adjustment for :	(,)	()>	
Depreciation	20,198	20,346	
Surplus / (impairment) in value of investment	-	282,113	
Amortization of deferred cost & intangible assets	4,745	4,745	
Provision for gratuity	1,701	815	
Financial charges	56,640	56,972	
Net cash outflow before working capital changes	(19,091)	(31,627)	
Working capital changes			
(increase)/decrease in current assets			
Stock and stores	8,835	49,043	
Trade debts	5,795	(513)	
Advances - Considered good	2,553	(534)	
Trade deposits, short term prepayments and other receivables	1,034	6,387	
	18,217	54,383	
Increase/(decrease) in current liabilities			
Trade and other payables	7,566	5,765	
	25,783	60,148	
Cash generated from operations	6,692	28,521	
Financial charges paid	139	(11,876)	
Income tax paid	(163)	(1,001)	
Net cash inflow from operating activities	6,668	15,644	
CASH FLOWS FROM INVESTINGACTIVITIES			
Fixed capital expenditures	(507)	(C)	
Long term deposit	1,590		
Net cash inflow from investing activities	1,083	inni	
CASH FLOWS FROM FINANCINGACTIVITIES	[	[ dansal	
Short term finance	(7,716)	(17,938)	
Net cash (outflow) from financing activities	(7,716)	(17,938)	
Net increase / (decrease) in cash and cash equivalents	35	(2,294)	
Cash and cash equivalents at the beginning of the period	1,154	5,982	
Cash and cash equivalents at the end of the period	1,189	3,688	
The appayed notes form an integral part of the interim condense	d financial inform	mation	

The annexed notes form an integral part of the interim condensed financial information.

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

M.A. Lodhi Director

## CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2010

			Capital Reserve	5	Reven	ie Reserves	
	Issued, subscribed and paid-up capital	Merger Reserve	Umealized (loss) / gain due to change fair value of Investments	Settlement Claim from Ford motors	General Reserve	Accumulated Loss	Total
			(R	upees in '000)			
Balance as at July 01, 2009	214,000	82,090	(273,137)	86,194	9,900	(1,329,258)	(1,210,211)
Total comprehensive loss for the period	1120	-	273,137	22		(392,413)	(119,276)
Balance as at December 31, 2009	214,000	82,090	**	86,194	9,900	(1,721,671)	(1,329,487)
Balauce as at July 01, 2010	214,000	82,090	<u> </u>	86,194	9,900	(1,838,146)	(1,445,962)
Total comprehensive loss for the period	-	342	19,452	#	-	(98,068)	(78,616)
Balance as at December 31, 2010	214,000	82,090	19,452	86,194	9,900	(1,936,214)	(1,524,578)

The annexed notes form an integral part of the interim condensed financial information.

Dewan Muhammad Yousuf Farooqui
CEO & Chairman Board of Directors

M.A. Lodhi Director

HALF YEARLY REPORT 2010

## NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION FOR THE HALF YEAR ENDED DECEMBER 31, 2010

#### 1 THE COMPANY AND ITS OPERATIONS

Dewan Automotive Engineering Ltd is a public Limited Company quoted on stock exchanges in Karachi (trading in defaulter counter) and Lahore. The company's business is the assembly-cum progressive manufacture and sale of tractors, light commercial vehicles and motorcycles and trading/manufacturing of parts and implements related thereto. The company was incorporated on May 6, 1982 and commerced commercial operations in August, 1983. The Company was taken over by Dewan Mushtag Group in April 2004.

#### 2. BASIS OF PREPARATION

The interim condensed financial information is un-audited but subject to limited scopereview by the auditors and is required to be presented to the share holders under section 245 of the ordinance and has been prepared in a condensed form in accordance with the requirements of the international accounting standard (IAS-34)" interim financial reporting" as applicable in Pakistan. The figures of the interim condensed profit and loss account and interim condensed statement of comprehesive for the quarters ended 31, December 2010 and 2009 have not been reviewed by the auditors of the company as they have reviewed the cumulative figures for the half year ended 31, December 2010 and 2009. The interim condensed financial information does not include all the information and disclosure required in the annual financial statements, and should be read in conjunction with the company's annual financial statements for they ear ended June 30, 2010.

#### 3 SIGNIFICANTACCOUNTINGPOLICIES

- 3.1 The accounting policies adopted in the preparation of this interim condensed financial information are consistent with those followed in the preparation of the company's annual financial statements for the year ended June 30, 2010.
- 3.2 The preparation of interim condensed financial information in conformity with approved accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of fiture events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and judgment applied by the management in preparation of this interim condensed financial information is same as those applied in preparation of annual financial statements of the company for the year ended June 30, 2010.

#### 4 GOINGCONCERNASSUMPTION

The interim condensed financial information for the half year ended December 31, 2010 reflects loss after taxation of Rs. 100 866 million (June 2010 : Rs. 514.930 million) and, as of that date it has accumulated losses of Rs. 1,936. 214 million (June 2010 : Rs. 1,838.146 million) which have resulted in negative equity of Rs. 1,524.578 million (June 2010 : Rs. 1,445.962 million) and its current liabilities exceeded its total assets by Rs. 656.875 million (June 2010 : Rs. 517.653 million). The company's short term borrowing facilities have expired and not been renewed and the company has been unable to ensure scheduled payments of borrowings and to the creditors due to the liquidity problems. Following course, certain lenders has gone into litigation for repayment of liabilities through attachment and sale of company's hyp othecated / mortgaged properties. These conditions indicate the existence of material uncertainty which may cast significant doubt about the company's ability to continue as a going concern, there

Management believes that the above conditions are temporary not permanent and would reverse in forseeable future. The management is confident that the outcome will be positive as the company is negotiating re-profiling of the debt with all the lenders and is expected to be closed in near future. Accordingly, the company has approached its lenders for the restructuring of its entire debt in the following manner:

### **Dewan Automotive Engineering Limited**

December 31,

June 30,

- All the debt obligations of the company be converted into Interest Bearing Long Term Debt in proportion to their respective current exposures.
- b) Principal to be repaid in 12 years in equal quarterly installments commencing from the 28th month of the restructuring date.
- c) Mark-up payable as on December 31, 2008 to be freezed and paid quarterly over a period of three years commencing after 3 months from the restructuring date.

The management believes that the restructuring proposal presented is workable and would enable the company to service its debts. Therefore, the management is confident that the proposal will be accepted by its lenders and litigations will be withdrawn. Accordingly, the interim condensed financial information has been prepared on a going concern basis.

PROPERTY, PLANT AND EQUIPMENT	2010 (Rup ees	2010 in '000)
Operating fixed assets - At cost less accumulated depreciation	480,701	558,392
Capital work in Progress - At cost	679	679
	481,380	559,071
	July - Dec 2010 (Rup ees	July - Dec 2009 in '000)
5.1 Additions during the period	125	
Classification of the control of the	435 72	585 522
Motor vemcies owned	507	155
5.2 Disposals during the period	-	
Motor vehicles owned		270
AVAILABLE FOR SALE INVESTMENT - At fair value	December 31,	June 30,
In associated company:	2010	2010
Dewan Cement Limited (DCL)	(Rup ees	in '000)
37,407,000 (June 2010: 37,407,000) Ordinary shares of Rs.10/- each	@17.35	
Market value per share Rs. 2.24 (2010 : Rs. 1.72)	649,142	649,142
Accumulate d impairment	(584,802)	(584,802)
Unrealized gain due to changes in fair values	19,452	
	83,792	64,340
Percentage of equity held	10.47%	10.47%
authorized for issue was Rs. 1.65 per share thereby reducin		
2400201430141.54030000. 22440000 66501 6651 6651 8	December 31, 2010	June 30, 2010
From related parties	(Kupees	11 000)
Associated concerns	517,552	517,552
Director	205,000	205,000
	722,552	722,552
	Operating fixed assets - At cost less accumulated depreciation Capital work in Progress - At cost  5.1 Additions during the period Plant and machinery - Cost Motor vehicles owned  5.2 Disposals during the period Motor vehicles owned  AVAILABLE FOR SALE INVESTMENT - At fair value In associated company: Dewan Cement Limited (DCL) 37,407,000 (June 2010: 37,407,000) Ordinary shares of Rs.10/- each Market value per share Rs. 2.24 (2010: Rs.1.72) Accumulated impairment Unrealized gain due to changes in fair values  Percentage of equity held  6.1 Market value of investment on the date the interim or authorized for issue was Rs. 1.65 per share thereby reducin by Rs. 22.070 millions.  SUBORDINATED LOAN - Unsecured, interest free From related parties Associated concerns	PROPERTY, PLANT AND EQUIPMENT  Operating fixed assets - At cost less accumulated depreciation Capital work in Progress - At cost  Additions during the period Plant and machinery - Cost Motor vehicles owned  AVAILABLE FOR SALE INVESTMENT - At fair value In associated company:  Dewan Cement Limited (DCL)  37,407,000 (June 2010: 37,407,000) Ordinary shares of Rs.10/- each @17.35  Market value per share Rs. 2.24 (2010: Rs. 1.72) Accumulated impairment Unrealized gain due to changes in fair values  10,47%  Aultable value of investment on the date the interim condensed financial in authorized for issue was Rs. 1.65 per share thereby reducing the market value of by Rs. 22.07 omillions.  December 31, 2010  SUBORDINATED LOAN - Unsecured, interest free From related parties  Associated concems Director  517,552 Director  620,000

#### 8 SHORT TERM FINANCE

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577.5	200	2.00	100	

From banks - Secured		
Short term running finance	49,310	49,310
From related party (associated company) - Unsecured - interest bearing Others	693,260	693,260
Temporary book overdraft	21,082	28,798
	763,652	771,368

#### 9 CONTINGENCIES

There has been no significant change in the status of contingencies and commitments as reported in the annual financial statements for the year ended June 30, 2010.

#### 10 FINANCE COST AND MARKUPACCRUED

Company has not made the provision of markup for the period amounting to Rs. 7.983 million (up to June 30, 2010: Rs. 21.832 million) keeping in view of the financial restructuring proposed to the lenders as disclosed in note 4. Management is hopeful that the restructuring proposal will be accepted by the lenders. Had the provision been made the loss for the period would have been higher by Rs. 7.983 millions and accrued markup would have been higher and shareholders' equity would have been lower by Rs. 29.815 million. The said non provisioning is departure from the requirements of IAS-23 Borrowing Costs"

#### 11 TRANSACTIONS WITH RELATED PARTIES

Related parties comprise related group companies, associate, directors and executives. The Company in the normal course of business carries out transactions with various related parties. Material transactions and balances with related parties are given below:

	July - Dec	July - Dec
	2010	2009
Associated Companies:	(Rupees in '000)	
Sales	2,643	12,700
Financial charges	56,779	56,824

The transaction with associated companies are in the normal course of business and have been entered on an arm's length basis.

#### 12 CORRESPONDINGFIGURES

In order to comply with the requirements of International Accounting Standard 34 "Interim Financial Reporting", balance sheet has been compared with the balances of annual financial statements, whereas profit and loss account, statement of comprehensive income, cash flow statement and statement of changes in equity have been compared with the figures of comparable period of immediately preceding financial year.

#### 13 DATE OF AUTHORIZATION FOR ISSUE

The interim condensed financial information was authorized for issue on February 25, 2011 by the Board of Directors of the Company.

#### 14 GENERAL

These interim condensed financial information is presented in Rupees, which is the Company's functional currency. All financial information presented in Rupees have been rounded off to nearest thousand.

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

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M. A. Lodhi Director