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COMPANY INFORMATION

BOARD OF DIRECTORS : Dewan Muhammad Yousuf Farooqui

Chief Executive Officer & Chairman

Board of Director

Dewan Abdullah Ahmed Managing Director

Dewan Abdul Rehman Farooqui Dewan Asim Mushfiq Farooqui Dewan Abdul Baqi Farooqui

Mr. Haroon Iqbal Mr. Azizul Haque

COMPANY SECRETARY : Muhammad Naeemuddin Mailk

AUDIT COMMITTEE : Dewan Abdul Rehman Farooqui (Chairman)

Mr. Haroon Iqbal (Member) Mr. Azizul Haque (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

Anum Estate Building, Room No. 310 & 311,

3rd Floor, 49, Darul Aman Society,

Main Shahrah-e-Faisal, adjacent to Baloch Colony Bridge,

Karachi, Pakistan.

BANKERS : Muslim Commercial Bank Limited

KASB Bank Limited Soneri Bank Limited

Standard Chartered Bank Limited

Faysal Bank Limited 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 QURAN)

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, 2011.

During the period under review the Company has incurred an after tax loss of Rs. 100.634 million as compared to Rs. 100.866 million in the corresponding period of last year.

The operations of the company, during the period, remained closed due to freezing of banking lines. The proposal for re-profiling of Company's debt is under review with the banks. A compromise decree has been agreed upon and signed with one of the financial institutions. Similar arrangements with other lenders will also be arranged. The management is taking all possible measures to sustain under these crucial circumstances and expects that the things will be normalized once the re-profiling of debts is finalized. A number of recovery suits have been instituted by Banks/Financial Institutions alleging default of various group companies which are being successfully defended by our counsels. The respective counsels have already filed their respective reports in respect of litigation being handled by them and all of them are of the opinion that these suits can be successfully defended. It is expected that with the little support from the banking sector, the Company's operation can be normalized.

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 27, 2012



222-A, Karachi Memon Cooperative Housing Society Justice Inaumullah Road, Near Hill Park, Karachi-74800. E-mail: faac@cyber.net.pk

Telephone: (021) 34301966 : (021) 34301967 : (021) 34301968 : (021) 34301969

: (021) 34301965

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

Introduction

We have reviewed the accompanying interim condensed balance sheet of Dewan Automotive Engineering Limited as at December 31, 2011, 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, 2011 and 2010 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 Interim Financial Information Performed by the Independent Auditor of the Entity". Areview 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 concern basis despite of the fact that the company incurred a net loss after taxation amounting to Rs.100.634 million during the half year ended December 31, 2011 and as of that date its accumulated losses of Rs.2.134 billion have resulted in net capital deficiency of Rs.1.759 billion and its current liabilities exceeded its total assets by Rs.884.276 million. Furthermore, during inancial 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 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.5.562 million (up to June 30, 2011: Rs.27.699 million) (refer note 11) 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.5.562 million and markup payable would have been higher and shareholders' equity would have been lower by Rs.33.261 million.
- c) The liability for staff retirement benefits reflected in these interim condensed financial information amounting to Rs.14.870 million is not based on actuarial valuation as required by the International Accounting Standard 19 'Employee Benefits' as actuarial valuation of the same has not been carried out during the period. In the absence of actuarial valuation, we are unable to quantify the financial effect that may have on this interim condensed financial information.
- d) Stocks in trade includes stocks amounting to Rs.138.678 million which are slow moving against which provision to the extent of Rs.11.582 million has been made in these interim condensed financial information. Since the operations of the company are closed, therefore further provision for slow moving stocks should be made in this interim condensed financial information. Had the provision been made the loss for the period would have been higher by 127.096 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) to (d) above, this interim condensed financial information is not prepared, in all material respects, in accordance with approved accounting standards as applicable in Pakistan.

Dated: February 27, 2012 Place: Karachi

Engagement partner: Fasih uz Zaman

FARUQ ALI & CO. CHARTERED ACCOUNTANTS

falgali & Co

CONDENSED INTERIM BALANCE SHEET AS AT DECEMBER 31, 2011 (UN-AUDITED)

Tion been benedicated the		Un-audited December 31,	Audited June 30,
ASSETS		2011	2011
		(Rupees	in '000)
NON - CURRENT ASSETS			
Property, plant and equipment	5	422,076	461,228
Intangible		4,648	9,296
Deferred cost		676	773
Long term deposit		348	348
CURRENT ASSETS			ig.
Stock in trade		156,429	156,429
Trade debts - Considered good		12,717	12,824
Advances - Considered good		9,905	9,991
Short term prepayments and other receivables		53,709	53,709
Advance income tax		57,958	57,924
Available for sale investment - At fair value	6	46,759	63,218
Cash and bank balances		494	724
		337,971	354,819
Non current assets held for sale		40,000	40,000
EQUITY AND LIABILITIES		805,719	866,464
AUTHORIZED SHARE CAPITAL			
21,800,000 ordinary shares of Rs.10/- each		218,000	218,000
Support and the support of the suppo			
Issued, subscribed and paid-up capital		214,000	214,000
Reserves - Net		160,603	177,062
Accumulated loss		(2,133,766)	(2,040,626)
		(1,759,163)	(1,649,564)
Surplus on revaluation of property, plant and equipment		77,861	85,355
NON - CURRENT LIABILITIES	_	500 550	500.660
Subordinated loan - Unsecured, interest free	7	722,552	722,552
Deferred liability for staff gratuity		14,870	14,158
Deferred taxation	8	41,604	42,998
Long term loan - secured	8	18,000	**
CURRENT LIABILITIES			
Trade and other payables		423,077	423,725
Markup accrued		455,982	397,554
Short term finance	9	742,570	742,570
Provision for taxation		38,616	38,616
Overdue portion of loans		23,750	48,500
Current portion of long term loan		6,000	
	2200	1,689,995	1,650,965
CONTINGENCIES	10		
		805,719	866,464

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

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

Dewan Abdul Rehman Farooqui

Director

CONDENSED INTERIM PROFIT AND LOSS ACCOUNT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2011

		Half year	r ended	Quarter	ended
	Notes	Jul - Dec	Jul - Dec	Oct - Dec	Oct - Dec
	11000	2011	2010	2011	2010
			(Rupees	in '000)	
Sales - Net			8,369	1992	2,502
Cost of sales (fixed costs)		21,254	39,254	10,077	15,198
Gross loss		(21,254)	(30,885)	(10,077)	(12,696)
Operating Expenses					
Distribution expenses		1,021	1,808	589	1,370
Administrative expenses		10,724	13,046	5,491	5,723
Finance cost	11	58,429	56,640	28,938	28,836
		70,174	71,494	35,018	35,929
Operating loss		(91,428)	(102,379)	(45,095)	(48,625)
Other (loss) / income		(10,600)	4	(3,493)	2
Loss before taxation		(102,028)	(102,375)	(48,588)	(48,623)
Deferred tax		(1,394)	(1,509)	(697)	(356)
Net loss after taxation		(100,634)	(100,866)	(47,891)	(48,267)
Loss per share - Basic and diluted (I	Rupees)	(4.70)	(4.71)	(2.24)	(2.26)

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

Dewan Muhammad Yousuf Farooqui

CEO & Chairman Board of Directors

Call It

Dewan Abdul Rehman Farooqui
Director

CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME - (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2011

	Half year ended		Quarter ended		
	July - Dec	July - Dec	Oct - Dec	Oct - Dec	
	2011	2010	2011	2010	
	(Rs. ii	1 '000')	(Rs. in	'000')	
Net loss after taxation	(100,634)	(100,866)	(47,891)	(48,267)	
Other comprehensive income:					
Revaluation of land		(58,000)	=	(58,000)	
Available for sale financial assets: - Changes in fair value	(16,459)	19,452	(16,459)	19,452	
Transfer from surplus on revaluation of property plant and equipment:					
- Incremental depreciation	3,985	4,307	1,993	2,324	
- Surplus of land due to disposal	4,903		4,903		
- related deferred tax	(1,394)	(1,509)	(697)	(813)	
	7,494	2,798	6,199	1,511	
	(109,599)	(136,616)	(58,151)	(85,304)	
Component of comprehensive income not reflected in equity		58,000		58,000	
Total comprehensive income for the period	(109,599)	(78,616)	(58,151)	(27,304)	

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

Dewan Muhammad Yousuf Farooqui CEO & Chairman Board of Directors Dewan Abdul Rehman Farooqui
Director

CONDENSED INTERIM CASH FLOW STATEMENT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2011

	6 months ended December 31, 2011	6 months ended December 31, 2010
CASH FLOWS FROM OPERATING ACTIVITIES	(Rupees i	11 000)
Loss before taxation	(102,028)	(102,375)
Adjustment for:		
Depreciation	18,152	20,198
Amortization of deferred cost & intangible assets	4,745	4,745
Loss on disposal of land	10,600	
Provision for gratuity	712	1,701
Financial charges	58,429	56,640
Net cash outflow before working capital changes	(9,390)	(19,091)
Working capital changes		
(increase)/decrease in current assets		
Stock and stores		8,835
Trade debts	107	5,795
Advances	86	2,553
Trade deposits, short term prepayments and other receivables		1,034
	193	18,217
Increase/(decrease) in current liabilities		
Trade and other payables	(648)	7,566
	(455)	25,783
Cash (used) / generated from operations	(9,845)	6,692
Financial charges paid	(1)	139
Income tax paid	(34)	(163)
Net cash (outflow) / inflow from operating activities	(9,880)	6,668
CASH FLOWS FROM INVESTING ACTIVITIES		-
Fixed capital expenditures		(507)
Long term deposit		1,590
Sale proceed of disposal of land	10,400	
Net cash inflow from investing activities	10,400	1,083
CASH FLOWS FROM FINANCING ACTIVITIES		
Short term finance		(7,716)
Payment of long term loan	(750)	
Net cash (outflow) from financing activities	(750)	(7,716)
Net (decrease) / increase in cash and cash equivalents	(230)	35
Cash and cash equivalents at the beginning of the period	724	1,154
Cash and cash equivalents at the end of the period	494	1,189

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

Dewan Muhammad Yousuf Farooqui CEO & Chairman Board of Directors Dewan Abdul Rehman Farooqui Director

CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2011

		Capital Reserv	es	Reven		
Issued, subscribed and paid- up capital	Merger Reserve	Unrealized (loss) / gain due to change fair value of Investments	Settlement Claim from Ford motors	1905 PC	Accumulated Loss	Total

(Rupees in '000)

Balance as at July 01, 2010	214,000	82,090	-	86,194	9,900	(1,838,146)	(1,445,962)
Total comprehensive loss for the period	=		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)
Balance as at July 01, 2011	214,000	82,090	(1,122)	86,194	9,900	(2,040,626)	(1,649,564)
Total comprehensive loss for the period	17-07	227	(16,459)	22	122	(93,140)	(109,599)
Balance as at December 31, 2011	214,000	82,090	(17,581)	86,194	9,900	(2,133,766)	(1,759,163)

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

Dewan Muhammad Yousuf Farooqui CEO & Chairman Board of Directors Dewan Abdul Rehman Farooqui
Director

HALF YEARLY REPORT 2011

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION FOR THE HALF YEAR ENDED DECEMBER 31, 2011

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 commenced commercial operations in August, 1983. The Company was taken over by Dewan Mushtaq Group in April 2004.

2 BASIS OF PREPARATION

The interim condensed financial information is un-audited but subject to limited scope review 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 comprehensive for the quarters ended 31, December 2011 and 2010 have not been reviewed by the auditors of the company as they have reviewed the cumulative figures for the half year ended 31, December 2011 and 2010. 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 the year ended June 30, 2011.

3 SIGNIFICANT ACCOUNTING POLICIES

- 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, 2011.
- 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 future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and judgement 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, 2011.

4 GOING CONCERN ASSUMPTION

The interim condensed financial information for the half year ended December 31, 2011 reflects loss after taxation of Rs. 100.634 million (June 2011: Rs. 208.072 million) and, as of that date it has accumulated losses of Rs. 2,133.766 million (June 2011: Rs.2,040.626 million) which have resulted in negative equity of Rs. 1,759.163 million (June 2011: Rs. 1,649.564 million) and its current liabilities exceeded its total assets by Rs. 884.276 million (June 2011: Rs.784.501 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 hypothecated / 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. Therefore the company may not be able to realize its assets and discharge its liabilities in normal course of business.

Management believes that the above conditions are temporary not permanent and would reverse in foreseeable 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:

- a) 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 in the same lines it reached with one of the lender as discussed in note 8 and all pending litigations will be withdrawn. Accordingly, the interim condensed financial information has been prepared on a going concern basis.

)	December 31, 2011	June 30, 2011
5	PROPERTY, PLANT AND EQUIPMENT	(Rupees	in '000)
5	Operating fixed assets - At cost less accumulated depreciation	421,397	460,549
	Capital work in Progress - At cost	679	679
		422,076	461,228
		July-Dec 2011	July-Dec 2010
	5.1 Additions during the period	(Rupees	in '000)
	Plant and machinery - Cost Motor vehicles owned 5.2 Disposals during the period Lease hold land - carrying amount	21,000	435 72 507
6	AVAILABLE FOR SALE INVESTMENT - At fair value In associated company:	December 31, 2011 (Rupees	June 30, 2011 in '000)
	Dewan Cement Limited (DCL) 37,407,000 (June 2011: 37,407,000) Ordinary shares of Rs.10/- each @17.35		
	Market value per share Rs.1.25 (2011: Rs.1.69) Accumulated impairment Unrealized loss due to changes in fair values	649,142 (584,802) (17,581) 46,759	649,142 (584,802) (1,122) 63,218
	Percentage of equity held	10.47%	10.47%
7	SUBORDINATED LOAN - Unsecured, interest free From related parties		
	Associated concerns	517,552	517,552
	Director	722,552	205,000 722,552
		HALF YEARLY	REPORT 2011

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8 LONGTERM LOAN - Secured

During the period under consideration a settlement has been reached with one of the financial institution for restructuring of liabilities. Accordingly an application was filed in Honorable High Court for consent decree which has been granted by the Honorable Court. As per terms of settlement a sum of Rs. 24.750 million will be payable, Rs. 0.750 million adown payment and remaining balance in sixteen equal quarterly installments of Rs. 1.500 million each. The total admitted liability is Rs. 30.209 million, the difference of Rs. 5.459 million will be waived if the company makes payment of settlement amount in timely manner.

9	SHORT TERM FINANCE From banks - Secured	December 31, 2011 (Rupees	June 30, 2011 in '000)
	Short term running finance From related party (associated company) - Unsecured	49,310	49,310
	- interest bearing	693,260	693,260
		742,570	742,570

10 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, 2011, except for the settlement with one of the financial institution as explained in note 8 to the interim condensed financial information.

11 FINANCE COST AND MARKUPACCRUED

Company has not made the provision of markup for the period amounting to Rs.5.562 million (up to June 30, 2011: Rs. 27.699 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. 5.562 millions and accrued markup would have been lugher and shareholders' equity would have been lower by Rs. 33.261 million. The said non provisioning is departure from the requirements of IAS-23 'Borrowing Costs''.

12 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:

Associated Companies:	July-Dec 2011	July-Dec 2010
Sales		2,643
Financial charges	58,428	56,779

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

13 CORRESPONDING FIGURES

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.

14 DATE OF AUTHORIZATION FOR ISSUE

The interim condensed financial information was authorized for issue on February 27, 2012 by the Board of Directors of the Company.

15 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

Dewan Abdul Rehman Farooqui

Director