DEWAN FAROOQUE MOTORS LIMITED

HALF YEARLY REPORT

DECEMBER 31, 2011





A YOUSUF DEWAN COMPANY



Company Information

BOARD OF DIRECTORS

Dewan Mohammad Yousuf Farooqui Chairman Board of Directors

Dewan Asim Mushfiq Farooqui Director Dewan Abdullah Ahmed Swaleh Director Dewan Abdul Baqi Farooqui Director Director Mr. Haroon labal Mr. Ishtiaq Ahmad Director Mr. Aziz-ul-Haque Director

The Election of the Board of Directors was held on October 26, 2011 as announced in notice of Annual General Meeting dated October 06, 2011. However, we are continuing with the previous Board of Directors as per the ex-party order of the Honorable High Court of Sindh in civil suit No. 1287 / 2011 dated October 26, 2011, till the final order.

CHIEF EXECUTIVE OFFICER

Dewan Mohammad Yousuf Farooqui

PRESIDENT

Farooq Mustafa

COMPANY SECRETARY

Muhammad Naeemuddin Malik

AUDIT COMMITTEE MEMBERS

Mr. Haroon Iqbal Chairman Mr. Ishtiaq Ahmad Member Mr. Aziz-ul-Haque Member

Allied Bank of Pakistan Limited Askari Bank Limited Bank Al Falah Limited

Bank Islami Pakistan Limited

Faysal Bank Limited **Habib Bank Limited KASB Bank Limited** Meezan Bank Limited National Bank of Pakistan

NIB Bank Limited

Pak Oman Investment Company Limited

Silk Bank Limited

Saudi Pak Industrial and Agricultural Investment Co. (Pvt.) Limited

Standard Chartered Bank

Summit Bank The Bank of Khyber The Bank of Punjab United Bank Limited

AUDITORS

Feroze Sharif Tariq & Co. Chartered Accountants 4/N/4, Block 6, P.E.C.H.S.,

LEGAL ADVISORS

A.K. Brohi & Co.

TAX ADVISOR

Sharif & Co. (Advocates) 3rd Floor, Uni Plaza, I.I. Chundrigar Road, Karachi.

SHARES REGISTRAR / **TRANSFER AGENT**

BMF Consultants Pakistan (Pvt.) 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.

REGISTERED OFFICE

7th Floor, Block 'A' Finance & Trade Centre, Off Shahrah-e-Faisal,

CORPORATE OFFICE

7th & 8th Floor, Block 'A', Finance & Trade Centre, Off Shahrah-e-Faisal,

REGIONAL OFFICES

Lahore Dewan Centre, PIA Tower, Eaerton Road.

Islamabad

House # 58, F-7/2, Margalla Road,

FACTORY

Jilaniabad, Budhu Talpur, Disctrict Sajawal,



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.

The Gross sales, during the six months ended December 31, 2011, was Rs.0.388 million and during the period under review, the company's gross loss was Rs.99.258 million and the after tax loss was Rs. 92.425 million. During the period under review the production activities remained suspended resulting in the loss situation.

The Pakistan Automobile market has shown significant growth despite slowdown in economic activity. During the six months July to December' 2011 the Car/Lcv sector showed a growth of 21% as compared to same period of last year. Strong rural income supported by rising commodity prices is a major factor towards high demand. The supportive fiscal measures taken by the Government in the last budget has enable the OEMs to absorb the increase in the input cost. Due to freezing of banking lines, the production and sales activities of the Company remained suspended. The Company is going through tough conditions due to the aforesaid reason and making best endeavors to survive. 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 proposal of reprofiling of the Company's debt which is in the final stage of negotiation is expected to be completed very soon. After the restructuring of debt the Company's operation will be normalized.

We are extremely grateful to our valued 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, efforts and encouragement, and look forward for their continued support.

In conclusion, we bow, beg and pray to Almighty Allah, Rahman-o-Rahim, in the name of our beloved Prophet, Muhammad (peace be upon him), for the continued showering of his blessings, guidance, strength, health and prosperity to us, our Company, our Country and the Nation, and also pray to Almighty Allah to bestow peace, harmony, brotherhood and unity in true Islamic spirit to the whole Muslim Ummah, Ameen, Summa-Ameen.

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

Under / By Authority of Board of Directors

DEWAN MOHAMMAD YOUSUF FAROOQUI

Dasa of Faring Faringen

Chief Executive

Karachi: February 27, 2012

FEROZE SHARIF TARIQ & CO.

FEROZE SHARIF TARIQ & CO. Chartered Accountants 4-N/4, BLOCK 6, P.E.C.H.S, KARACHI 75400

Voice: (+9221) 34540891 (+9221) 34522734 Facimile: (+9221) 34540891 E-mail: fstc.ca@gmail.com

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

Introduction

We have reviewed the accompanying Condensed balance sheet of Dewan Farooque Motors Limited ("the company") as at December 31, 2011 and the related Condensed profit and loss account, Condensed Statement of comprehensive income, Condensed cash flow statement and Condensed statement of changes in equity together with the notes forming part thereof (hereinafter referred to as the 'Condensed interim financial statements') for the six months period then ended. Management is responsible for the preparation and Presentation of this Condensed interim financial statements in accordance with approved accounting standards as applicable in Pakistan. Our responsibility is to express a conclusion on this Condensed interim financial statements based on our review. The figures of the condensed interim profit and loss account for the quarters ended December 31, 2011 and December 31, 2010 have not been reviewed as we are required to review only the cumulative figures for the Six months ended December 31, 2011.

Scope of Review

We conducted our review in accordance with the International Standard on review engagements 2410, "Review of Condensed interim financial statements performed by the independent Auditor of the Entity". A review of Condensed interim financial statements 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 of Qualified opinion

During the Period ended December 31, 2011 the company has incurred a net loss of Rs. 92.425 million without providing the mark-up as disclosed in Para 'below' and as fully disclosed in note 2 to these Condensed interim financial statements, and as of that date it has accumulated losses of Rs. 2.963 billion during the period ended December 31, 2011; and its Current liabilities exceeded its current assets by Rs. 3.378 billion, Lenders (Banks and Financial institutions) of the company have filed suit to recover amount of Rs. 7.228 billion through sale of hypothecated assets of the company. Further, the company has suspended Production due to working capital constraints. These conditions, along with other matters as set forth in note 2 to these Condensed interim financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as going concern.

Further, The Company has not made provision for mark-up in its financial statements amounting to Rs. 445.397 million for the current period as fully disclosed in note 9 to these condensed interim financial statements. Had the provision of mark-up been made in the financial statements, the loss for the current period would be higher by Rs. 445.397 million and accumulated loss and mark-up payable would have be higher by Rs. 1.367 billion and shareholders' equity would be lower by the same amount.

Conclusion

Based on our review, except for the matter discussed in Preceding Paragraphs "basis of qualified opinion" consequently if any adjustment may be required to the carrying amounts and classification of assets and liabilities, the financial statements give a true and fair view of the financial position of the company as at December 31, 2011 nothing has come to our attention that causes us to believe that the accompanying Condensed interim financial statements as of and for the six months period ended December 31, 2011 are not prepared, in all material respects, in accordance with approved accounting standard as applicable in Pakistan.

Forze Charif Tong www.

Audit Engagement Partner: Mohammad Tariq

Place: Karachi

Dated: February 27, 2012



Condensed Interim Balance Sheet As at December 31, 2011

	Note	December 31, 2011 Unaudited	June 30, 2011 Audited
ASSETS		(Rupees	in ′000)
NON-CURRENT ASSETS Property, Plant and Equipment Long-term deposits (with leasing companies)	5	1,618,588 39,813	1,683,939 39,813
CURRENT ASSETS Stores and spares Stock-in-trade Trade debts - considered good Short term loans to associated undertakings - consider Advances, deposits, prepayments and other receivables Investment Advance Income Tax Cash and bank balances		76,606 710,272 24,237 892,740 691,117 57,599 4,777 117,529	76,606 710,485 23,021 892,740 629,714 71,887 4,407 146,143
		2,574,877	2,555,003
TOTAL ASSETS		4,233,278	4,278,755
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Share Capital Authorized 120,000,000 (June 30, 2011: 120,000,000)			
Ordinary shares of Rs.10 each		1,200,000	1,200,000
Issued, subscribed and paid-up 108,735,287 (June 30, 2011: 108,735,287) Ordinary shares of Rs.10 each		1,087,353	1,087,353
Reserves		(2,963,205)	(2,856,492)
		(1,875,852)	(1,769,139)
NON-CURRENT LIABILITIES Long term loans - secured Long term security deposits Deferred Liabilities		134,001 17,700 4,341	238,728 17,700 4,552
CURRENT LIABILITIES Trade and other payables Short term finances-secured Current maturity of long term loans - overdue Current maturity of liabilities against assets subject to fi	7 inance lease	2,632,667 2,231,596 1,045,427 43,398 5,953,088	2,569,733 2,231,596 940,701 44,884 5,786,914
CONTINGENCIES AND COMMITMENTS	8		
TOTAL EQUITY AND LIABILITIES		4,233,278	4,278,755

The annexed notes from 1 to 13 form an integral part of these condensed interim financial statements.

Dewan Mohammad Yousuf Farooqui

Chief Executive

Half Year Ended Quarter Ended

Condensed Interim Profit and Loss Account For the half year and quarter ended December 31, 2011

	Tiuli lec	ii Liided	Qualiter Effact	
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
Note	-	Unaud (Rs. in '		-
GROSS SALES	388	196,971	67	133,849
Sales tax Special Excise Duty Commission and discounts	54 - - 54	28,385 1,618 3,060 33,063	9 9	19,286 1,118 1,650 22,054
NET SALES	334	163,908	58	111,795
Cost of sales	99,592	303,878	50,257	221,905
GROSS (LOSS)	(99,258)	(139,970)	(50,199)	(110,110)
Distribution expenses Administration and general expenses	31,164 37,950 69,114	35,582 54,561 90,143	18,944 15,721 34,665	17,903 31,723 49,626
OPERATING (LOSS)	(168,372)	(230,113)	(84,865)	(159,736)
OTHER INCOME	<u>76,220</u> (92,152)	<u>74,498</u> (155,615)	<u>38,203</u> (46,662)	<u>38,056</u> (121,680)
Finance cost 9	273	771_	104	308
(LOSS) BEFORE TAXATION	(92,425)	(156,386)	(46,766)	(121,988)
TAXATION	-	835	(3)	567
NET (LOSS) FOR THE PERIOD	(92,425)	(157,221)	(46,763)	(122,555)
Basic (Loss) per share (Rupee) 10	(0.85)	(1.77)	(0.43)	(1.38)

The annexed notes from 1 to 13 form an integral part of these condensed interim financial statements.

Dewan Mohammad Yousuf Farooqui Chief Executive



Condensed Interim Statement of Comprehensive Income for the half year and quarter ended December 31, 2011

Half Year Ended		Quarte	r Ended
December 31, 2011	December 31,	December 31,	December 31,
	2010	2011	2010

-----Unaudited-----(Rs. in '000)

(Loss) for the period	(92,425)	(157,221)	(46,763)	(122,555)
Other comprehensive income / (loss): Available for sale financial assets: - Changes in fair value	(14,288)	23,665	(11,609)	30,809
Total comprehensive (loss) for the period	(106,713)	(133,556)	(58,372)	(91,746)

The annexed notes from 1 to 13 form an integral part of these condensed interim financial statements.

Dewan Mohammad Yousuf Farooqui Chief Executive

Condensed Interim Cash Flow Statement

For the half year ended December 31, 2011

	December 31, 2011	December 31, 2010
CASH FLOW FROM OPERATING ACTIVITIES	Unaudited (Rs. in '000)	
(Loss) before taxation	(92,425)	(156,386)
Add / (Less) : Depreciation Gain on disposal of fixed assets Financial charges	65,350 - 273 65,623 (26,802)	72,303 (429) 771 72,645 (83,741)
Decrease in stores & spares Decrease / (Increase) in stock in trade (Increase) / Decrease in trade debts (Increase) in advances, deposits, pre-payments & other receivables Increase in trade and other payables Increase in long term lease deposits	213 (1,215) (77,281) 62,933	(116,430) 3,289 (81,858) 26,333
(Decrease) in long term security deposits Tax (paid) Financial charges (paid) Gratuity (paid)	(370) (273) (211) (16,204)	(1,000) 19,909 (340) (144) (149,812)
Net cash flow from operating activities	(43,006)	(233,553)
CASH FLOW FROM INVESTING ACTIVITIES Markup received on short term loans to associated undertakings Sale Proceeds of fixed assets Net cash flow from investing activities	15,877 - 15,877	9,485 760 10,245
CASH FLOW FROM FINANCING ACTIVITIES Long term loan provided by director Finance Lease repayments Net cash flow from financing activities	(1,486) (1,486)	197,620 (1,780) 195,840
NET (DECREASE) IN CASH & CASH EQUIVALENTS	(28,615)	(27,468)
CASH & CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	(2,085,452)	(2,107,146)
CASH & CASH EQUIVALENTS AT END OF THE PERIOD	(2,114,067)	(2,134,614)

The annexed notes from 1 to 13 form an integral part of these condensed interim financial statements.

Dewan Mohammad Yousuf Farooqui Chief Executive



Total comprehensive (loss) for the period

Balance as on December 31,2011

Condensed Interim Statement of Changes in Equity For the half year ended December 31, 2011

	Capital	Profit / (Loss)	Total
		Unaudited (Rs. in '000)	
Balance as on July 01, 2010	889,733	(1,636,739)	(747,006)
Total comprehensive (loss) for the period	-	(133,556)	(133,556)
Balance as on December 31,2010	889,733	(1,770,295)	(880,562)
Balance as on July 01, 2011	1,087,353	(2,856,492)	(1,769,139)

Share

Unappropriated

(106,713)

(2,963,205)

(106,713)

(1,875,852)

The annexed notes from 1 to 13 form an integral part of these condensed interim financial statements.

1,087,353

Dewan Mohammad Yousuf Farooqui

Chief Executive

80

Notes to the Condensed Interim Financial Statements For the half year ended December 31, 2011

1 THE COMPANY AND ITS OPERATION

Dewan Farooque Motors Limited was incorporated in Pakistan on December 28, 1998 as a public limited company. The shares of the company are quoted on all the stock exchanges in Pakistan. The registered office of the Company is situated at 7th floor, Block 'A', Finance and Trade Centre, Off - Shahrah-e-Faisal, Karachi, while its manufacturing facilities is situated at Jilianabad, Budhu Talpur, Distric Sajawal, Sindh.

The Company has entered into separate technical license / collaboration agreements with Hyundai Motor Company, Korea and KIA Motors Corporation, Korea. The principal activity of the Company is the assembly, progressive manufacturing and sales of Hyundai and KIA vehicles in Pakistan.

The Company commenced commercial production through the interim facility from January 01, 2000. The main facility came into commercial operation from January 01, 2001.

2 GOING CONCERN ASSUMPTION

The company incurred Loss after taxation of Rs. 92.425 million during the period ended December 31, 2011. As of that date it has accumulated losses of Rs.2.963 billion and its current liabilities exceeded its current asset by Rs. 3.378 billion. Furthermore, cumulatively the company has not provided markup on its borrowings from banks and financial institutions amounting to Rs.1.367 billion. The working capital constraints resulted in closure of production activities leading to gross loss situation. Further the company is facing litigations with the lenders (Banks and the financial institutions) as disclosed in note 8 amounting to Rs. 7.228 billion to the financial statements, furthermore, the banks/financial institutions have not renewed the facilities/credit limits. These financials have been prepared under going concern assumption as the mangement feels the aforesaid situation are temporary not permanent and would reserve in future. The restructuring proposal submitted by the company to lenders is in the final stage of negotiation and is expected to be approved and closed in near future.

3 STATEMENT OF COMPLIANCE

These condensed interim financial statements of the company for the six months period ended December 31, 2011 are un-audited and have been prepared in accordance with the requirements of International Accounting Standard (IAS) -34 " interim financial Reporting" and Provisions of and directives issued under the companies Ordinance, 1984, in case where the requirements differ, the provision of or directives issued under the Companies Ordinance, 1984 have been followed.

These condensed interim 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, 2011.

The figures of the condensed interim profit and loss account for the quarters ended December 31, 2010 and 2011 have not been reviewed by the auditors of the company as they have reviewed the cumulative figures for the half years ended December 31, 2010 and 2011. These condensed interim 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, 2011.



SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Accounting Policies adopted for the preparation of these Condensed Interim Financial Statements are the same as those applied in the preparation of the annual financial statements of the Company for the preceding period ended June 30, 2011, except as follows;

New and amended Standards and interpretations.

Financial Instruments: Disclosures

IAS -24 Related Party Disclosures (Revised)
IFRIC-14 Prepayments of a Minimum Funding Requirements (Amendment)

In May 2010, International Accounting Standards Board (IASB) issued amendments to various standards primarily with a view to removing inconsistencies and clarifying wording. Theses improvements are listed below:

IAS-1 Presentation of Financial statements (Clarification of statement of changes

IFRS-7
IAS-34
IFRIC-13
IFRIC-13
IFRIC-13
IFRIC-13
IFRIC-13
IFRIC-14
IFRIC-15
IFRIC-17
IFRIC-17
IFRIC-17
IFRIC-17
IFRIC-18
IFRIC-1

The adoption of the above standards, amendments/imporvements and interpretations did not have any material effect on the condensed interim financial statements of the company.

Half year ended December 31, 2011 Unaudited Year ended June 30, 2011 Audited

Note

-----(Rs. in '000)-----**PROPERTY PLANT AND EQUIPMENTS**

	Operating Property Plant and Equipmen	ts 5.1	1,618,588 1,618,588	1,683,939 1,683,939
5.1	WDV of Operating Fixed Assets			
	Opening Balance Add: Addition during the period	5.1.1	3,365,630	3,351,929 15,364 3,367,293
	Less: Deletion during the priod	5.1.2	3,365,630	(1,663) 3,365,630
	Less : Accumulated Depreciation for the period		(1,747,042) 1,618,588	(1,681,691) 1,683,939
	Detail of Additions during the period are as follows: Building		<u>-</u>	15,364 15,364
	Detail of disposals during the period are as follows: Vehicles - cost		- <u> </u>	1,663 1,663

DEWAN FAROOQUE MOTORS LIMITED

Half year ended December 31, 2011 Unaudited

Year ended June 30, 2011 Audited

6 INVESTMENT - AVAILABLE FOR SALE - At fair value

Investment in Ordinary shares of
Dewan Cement Limited (DCL) associated undertaking
44,650,273 ordinary shares of Rs. 10 each
Accumulated Impairment

Market value (Rupees per share)

Percentage of equity held

446,503 (388,904) 57,599	446,503 (374,616) 71,887
1.29	1.61
12.49%	12.49%

-----(Rs. in '000)-----

6.1 The market price of associated company's share wherein company has investment shows increasing trend from the date of balance sheet to the date the financial statements were authorized for issue. The market price of DCL's share as of February 27, 2012 (i.e. the date on which the financial statements were authorised for issue) is Rs.1.86 per share, thereby increasing the market value of the investment by Rs.25.45 million.

7 SHORT TERM BORROWING

The Short term borrowings has not been renewed by the Banks as of Balance sheet date.

8 CONTINGENCIES AND COMMITMENTS

Contingencies

There is no material change in the contingencies and commitments since the last audited financial statements as at June 30, 2011, except some more financial institutions/Banks have gone into litigation during the period amounting to Rs. 2.345 billion and the aggregate amount of litigation increases to Rs. 7.228 billion till to the date of the Balance sheet.

The company is in the process of restructuring the respective amounts due to banks. The lenders have filed suit in the High Court of Sindh U/s 9 of Financial Institutions (Recovery of Finances) Ordinance, 2001 for recovery through sale of company's assets. The company is defending these cases. The outcome is awaited and it is expected that it will be in favour of company.

9 FINANCE COST

The company has not provided the markup on Long term and short term borrowing from banks and financial institutions to the extent of Rs. 1.367 billion. The management is hope full that the decision of the court will be in favor of the company and the restructuring proposal will be accepted by the lenders. However had the company provided this amount in the financial statements during the year the loss of the company would have been increased and consequently the Share holders equity would have been lower and accrued markup would have been higher by the same amount.



Half Year Ended		Quarte	r Ended
December 31,	December 31,	December 31,	December 31,
2011	2010	2011	2010

-----Unaudited-----(Rs. in '000)

10 EARNING PER SHARE - Basic/Diluted

Net Loss for the period	(92,425)	(157,221)	(46,763)	(122,555)
Weighted average number of ordinary shares issued during the year	108,735	88,973	108,735	88,973
Loss Per Share -Basic/Diluted (Rupees)	(0.85)	(1.77)	(0.43)	(1.38)

11 TRANSACTIONS WITH ASSOCIATED UNDERTAKINGS / RELATED PARTIES

Related parties transactions are carried out in the normal course of business. Material transaction during the period are given below:

	December 31, 2011 Unaudited	June 30, 2011 Audited	
	(Rs. in	′000)	
Sales	66	1,007	
Purchases	51	399,585	
Royalty	-	1,046	
Markup charged for the period on short term loans to associated undertakings Amount received against markup on short term	75,240	147,413	
loans to associated undertakings	15,877	33,822	

Transactions with associated undertakings and related parties are undertaken on an arm's length basis.

12 DATE OF AUTHORIZATION FOR ISSUE

These condensed interim financial statements have been authorized for issue on February 27, 2012 by the Board of Directors of the Company.

13 GENERAL

Figures have been rounded off to the nearest thousand rupees.

Dewan Mohammad Yousuf Farooqui

Chief Executive



UNDER POSTAL CERTIFICATE

If undelivered please return to:

DEWAN FAROQUE MOTORS LIMITED

Registrar: BMF Consultants Pakistan (Pvt) Ltd.

Head Office: 7th Floor, Block - A, Finance and Trade Centre (FTC), Shahrah-e-Faisal, Karachi - 75250

Tel: 021-111-DMG (111-364-111) Fax: 35630830

Lahore Office: 7th Floor, PIA Building, Edgerton Road, Lahore. Tel: 042-36310996-7, 36311012-3 Fax: 042-36370220 Islamabad Office: House No. 58, F-7/2, Margalla Road, Islamabad. Tel: 051-2653685-89 Fax: 051-2653693