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DEWAN AUTOMOTIVE ENGINEERING LIMITED

Company Information

BOARD OF DIRECTORS

Executive Director

Mr. Haroon Iqbal
Chairman Board of Directors
Mr. Waseem-ul-Haque Ansari
Chief Executive Officer

Non-Executive Directors

Mr. Muhammad Naeemuddin Malik
Syed Maqbool Ali
Mr. Muhammad Irfan Ali
Mr. Ishtiaq Ahmed

Independent Director

Mr. Azizul Haque

CHIEF FINANCIAL OFFICER

Mr. Muhammad Naeemuddin Malik

COMPANY SECRETARY

Mr. Muhammad Naeemuddin Malik

AUDIT COMMITTEE

Mr. Azizul Haque	Chairman
Mr. Ishtiaq Ahmed	Member
Syed Maqbool Ali	Member

HUMAN RESOURCE & REMUNERATION COMMITTEE

Mr. Azizul Haque	Chairman
Mr. Haroon Iqbal	Member
Syed Maqbool Ali	Member

AUDITORS

Faruq Ali & Company
Chartered Accountants
C-88, Ground Floor, KDA Scheme No. 1
Main Karsaz road,
Opposite maritime museum Karachi.

LEGAL ADVISORS

A. K Brohi

SHARE REGISTRAR / TRANSFER AGENT

BMF Consultants Pakistan (Pvt) Ltd.
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

Bank Islami Pakistan Ltd.

REGISTERED OFFICE

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

FACTORY

Dewan City Sajawal District Thatta, Sindh.

WEBSITE

www.yousufdewan.com

Directors' Report

The Board of Directors of your Company takes pleasure in presenting the un-audited condensed interim financial statements for the quarter ended December 31, 2014.

During the period under review net sales is nil, gross loss is Rs. 16.474 million and the after-tax loss is Rs. 66.423 million

Due to non-availability of banking lines, the production activity of the Company during the year remained suspended, resulting in unabsorbed fixed and other cost which ultimately contributed to the financial loss of the Company. The company is operating under tough conditions due to the aforesaid reason and making best endeavors to survive. To overcome the financial situation, the Company is taking various counter measures and has taken up the matter with the banks.

Conclusion:

In conclusion, we bow, beg and pray to Almighty Allah, Rehman-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.

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



Haroon Iqbal
Chief Executive Officer & Chairman

Karachi: February 07, 2019

DEWAN AUTOMOTIVE ENGINEERING LIMITED



C-88, Ground Floor, KDA Scheme No. 1, Telephone : (021) 34301966
Main Karsaz Road, Opp. Maritime : (021) 34301967
Museum, Karachi-75350 : (021) 34301968
E-mail: info@fac.com.pk : (021) 34301969
Fax : (021) 34301965

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

Introduction

We have reviewed the accompanying condensed interim balance sheet of **Dewan Automotive Engineering Limited** ('the Company') as at 31 December 2014, and the related condensed interim profit and loss account, condensed interim statement of comprehensive income, condensed interim statement of cash flows and condensed interim statement of changes in equity together with the notes forming part thereof for the half year then ended (here-in-after referred to as the "condensed interim financial information"). Management is responsible for the preparation and presentation of this condensed interim 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 condensed interim financial information based on our review. The figures for the quarters ended 31 December 2014 and 31 December 2013 included in the condensed interim profit and loss account and condensed interim 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". 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 condensed interim financial information for the period ended 31 December 2014 has been prepared on going concern assumption despite of the fact that the Company incurred loss after taxation of Rs.66.423 million as of that date it has accumulated losses of Rs.1,899.483 million which have resulted in net capital deficiency of Rs.1,281.361 million and its current liabilities exceeded its current assets by Rs.1,446.800 million and total assets by Rs.1,081.079 million and operations of the Company are closed. The Company is placed on defaulters' counter of Pakistan Stock Exchange Limited and trading of its shares was suspended. Furthermore, the Company has been unable to ensure timely repayments of its debts as well as creditors due to liquidity problems. These conditions lead us to believe that the going concern assumption used in preparation of these financial statements 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.4.598 million (Up to 30 June 2014: Rs.56.424 million) (refer note 11) on account of restructuring proposal offered to the lenders as described in note 3 to the condensed interim 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 and the lenders, instead of accepting the restructuring proposal, have preferred filing suit against the Company, therefore the provision of markup should be made in these condensed interim financial information. Had the provision of markup been made in the condensed interim financial information, the loss after taxation

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would have been higher by Rs.4.598 million and markup payable would have been higher and shareholders' equity would have been lower by Rs.61.022 million.

- c) The liability for staff retirement benefits reflected in these condensed interim financial information amounting to Rs.15.990 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 condensed interim financial information.
- d) The stock in trade amounting to Rs. 164.392 million is stagnant against which provision of slow moving and obsolescence to the extent of Rs.84.600 million has been made in these financial statements. Since the operations of the Company are closed, therefore further provision for slow moving and obsolescence should be made in these condensed interim financial information. In the absence of exercise by the management to assess the usability and condition of the stocks the financial impact cannot be quantified.

Adverse conclusion

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



Dated: February 07, 2019
Place: Karachi

CHARTERED ACCOUNTANTS

Engagement partner: Muhammad Faisal Nini


DEWAN AUTOMOTIVE ENGINEERING LIMITED

Condensed Interim Balance Sheet
As At 31 December 2014

	Note	(Un-audited) 31 December 2014	(Audited) 30 June 2014
(Rs. in '000)			
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	5	355,244	370,313
Available for sale investment	6	7,360	7,360
Deferred cost		97	194
Long term deposits		3,020	3,020
CURRENT ASSETS			
Stock in trade	7	79,792	79,792
Trade debts		3,445	3,445
Advances - Considered good		5,062	4,937
Short term deposits and receivables		16,008	16,008
Advance income tax		2,485	2,425
Available for sale investments - At fair value		290,278	273,819
Cash and bank balances		113	175
		<u>397,183</u>	<u>380,601</u>
		<u>762,904</u>	<u>761,488</u>
EQUITY AND LIABILITIES			
AUTHORIZED SHARE CAPITAL			
21,800,000 (June 2014: 21,800,000)			
Ordinary shares of Rs.10/- each		<u>218,000</u>	<u>218,000</u>
Issued, subscribed and paid-up share capital		214,000	214,000
Reserves - Net		404,122	387,663
Accumulated losses		<u>(1,899,483)</u>	<u>(1,836,343)</u>
		<u>(1,281,361)</u>	<u>(1,234,680)</u>
Surplus on revaluation of property, plant and equipment		82,633	85,916
NON-CURRENT LIABILITIES			
Long term loans - Unsecured	8	59,973	56,667
Deferred liability for staff gratuity		15,990	15,990
Deferred taxation		41,686	45,385
Long term loan - Secured		--	3,000
CURRENT LIABILITIES			
Trade and other payables		378,504	371,979
Mark-up accrued		706,345	658,846
Short term finance	9	729,384	728,635
Overdue portion of loan - Secured		23,750	23,750
Current portion of long term loan		6,000	6,000
		<u>1,843,983</u>	<u>1,789,210</u>
CONTINGENCIES			
	10	--	--
		<u>762,904</u>	<u>761,488</u>

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


Haroon Iqbal
Chief Executive Officer


Muhammad Naeem Uddin Malik
Director

Condensed Interim Profit And Loss Account - (Un-audited) For The Half Year Ended 31 December 2014

	Half Year Ended		Quarter Ended	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Note	(Rs. in '000)			
Sales - Net	--	33,784	--	28,388
Cost of sales	(16,474)	(37,512)	(8,671)	(22,888)
Gross loss	(16,474)	(3,728)	(8,671)	5,500
Operating expenses				
Distribution expenses	(302)	(334)	(151)	(167)
Administrative expenses	(2,851)	(4,051)	(1,366)	(2,281)
Other expenses	296	--	296	--
	(2,857)	(4,385)	(1,221)	(2,448)
Operating loss	(19,331)	(8,113)	(9,892)	3,052
Other income	15	81	3	51
Finance cost	(50,806)	(47,817)	(25,914)	(24,029)
Loss before taxation	(70,122)	(55,849)	(35,803)	(20,926)
Deferred taxation	3,699	2,547	818	921
Loss after taxation	(66,423)	(53,302)	(34,985)	(20,005)
Loss per share - Basic and diluted	(3.10)	(2.49)	(1.63)	(0.93)

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



Haroon Iqbal
Chief Executive Officer



Muhammad Naeem Uddin Malik
Director

DEWAN AUTOMOTIVE ENGINEERING LIMITED

Condensed Interim Comprehensive Income - (Un-audited)
For The Half Year Ended 31 December 2014

	Half Year Ended		Quarter Ended	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
	(Rs. in '000)			
Loss for the period	(66,423)	(53,302)	(34,985)	(20,005)
Changes in fair values of available for sale financial asset	16,459	3,741	47,507	47,881
Transfer from surplus on revaluation of property, plant and equipment in respect				
- Incremental depreciation	4,900	5,351	2,450	2,676
- Related deferred tax	(1,617)	(1,819)	(809)	(910)
	3,283	3,532	1,642	1,766
Total comprehensive loss for the period	(46,681)	(46,029)	14,163	29,642

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



Haroon Iqbal
Chief Executive Officer



Muhammad Naeem Uddin Malik
Director

Condensed Interim Statement Of Cash Flows - (Un-audited) For The Half Year Ended 31 December 2014

	31 December 2014	31 December 2013
(Rs. in '000)		
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before taxation	(70,122)	(55,849)
Adjustment for non-cash and other items		
Depreciation	15,069	16,695
Amortization of deferred cost & intangible assets	97	97
Unwinding of discount / present value adjustment - Net	3,306	593
Finance cost	47,500	47,224
	65,972	64,609
	(4,150)	8,760
Changes in operating assets and liabilities		
(Increase) / decrease in current assets		
Stock in trade	--	603
Advances	(125)	(831)
Increase / (decrease) in current liabilities		
Trade and other payables	6,525	(1,405)
	6,400	(1,633)
Payments for:		
Income tax - Net	(60)	(1,514)
Finance cost	(1)	(17)
	(61)	(1,531)
Net cash inflows from operating activities	2,189	5,596
CASH FLOWS FROM INVESTING ACTIVITIES	--	--
CASH FLOWS FROM FINANCING ACTIVITIES		
Long term loans	--	2,999
Short term finance - net	749	--
Payment of long term loan	(3,000)	(3,000)
Net cash (outflows) from financing activities	(2,251)	(1)
Net (decrease) / increase in cash and cash equivalents	(62)	5,595
Cash and cash equivalents at beginning of the period	175	597
Cash and cash equivalents at end of the period	113	6,192

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



Haroon Iqbal
Chief Executive Officer



Muhammad Naeem Uddin Malik
Director

DEWAN AUTOMOTIVE ENGINEERING LIMITED

**Condensed Interim Statement Of Changes In Equity - (Un-audited)
For The Half Year Ended 31 December 2014**

Issued, subscribed and paid-up share capital	Capital reserves			Revenue reserves		Total
	Merger reserve	Unrealized (loss) / gain due to change fair value of Investments	Settlement claim from Ford	General reserve	Accumulated losses	

----- (Rupees in '000) -----

Balance as at 1 July 2013	214,000	82,090	192,272	86,194	9,900	(1,738,144)	(1,153,688)
Total comprehensive loss for the year							
Loss for the period	-	-	-	-	-	(53,302)	(53,302)
Net change in fair value of available-for-sale financial assets	-	-	3,741	-	-	-	3,741
Incremental depreciation transfer from surplus on revaluation of property, plant and equipment - Net of tax	-	-	-	-	-	3,532	3,532
	-	-	3,741	-	-	(49,770)	(46,029)
Balance as at 31 December 2013	214,000	82,090	196,013	86,194	9,900	(1,787,914)	(1,199,717)
Balance as at 1 July 2014	214,000	82,090	209,479	86,194	9,900	(1,836,343)	(1,234,680)
Total comprehensive loss for the year							
Loss for the period	-	-	-	-	-	(66,423)	(66,423)
Net change in fair value of available-for-sale financial assets	-	-	16,459	-	-	-	16,459
Incremental depreciation transfer from surplus on revaluation of property, plant and equipment - Net of tax	-	-	-	-	-	3,283	3,283
	-	-	16,459	-	-	(63,140)	(46,681)
Balance as at 31 December 2014	214,000	82,090	225,938	86,194	9,900	(1,899,483)	(1,281,361)

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



Haroon Iqbal
Chief Executive Officer



Muhammad Naeem Uddin Malik
Director

Notes To The Condensed Interim Financial Information - (Un-audited) For The Half Year Ended 31 December 2014

1 THE COMPANY AND ITS OPERATIONS

Dewan Automotive Engineering Limited is a public Limited Company quoted on Pakistan Stock Exchange Limited (trading in defaulter counter). 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. The Company's registered office is located at 7th Floor, Block-A, Finance & Trade Centre, Shahrah-e-Faisal, Karachi.

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 for the quarters ended 31, December 2014 and 2013 have not been reviewed by the auditors of the company as they have reviewed the cumulative figures for the half year ended 31, December 2014 and 2013. 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, 2014.

3 GOING CONCERN ASSUMPTION

The condensed interim financial information for the half year ended 31 December 2014 reflect that the Company has sustained a net loss after taxation of Rs.66.423 million (June 2014: Rs.105.264 million) and, as of that date it has accumulated losses of Rs.1,899.483 million (June 2014: Rs.1,836.343 million) which have resulted in net capital deficiency of Rs.1,281.361 million (June 2014: Rs.1,234.680 million) and its current liabilities exceeded its current assets by Rs.1,446.800 million (June 2014: Rs.1,408.609 million) and total assets by Rs.1,081.079 million (June 2014: Rs.1,027.722 million). The Company has been unable to ensure scheduled repayments 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 the 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.

DEWAN AUTOMOTIVE ENGINEERING LIMITED

The Company has restructured its entire debts except one and also been paid as per term of restructuring agreements. The management is also confident that the outcome of the pending litigation will be positive as the Company is negotiating re-profiling of the debt with the lender. Therefore, the management is confident that the proposal will be accepted by the lender and pending litigations will be withdrawn. Accordingly, these condensed interim financial information have been prepared on a going concern basis.

4 SIGNIFICANT ACCOUNTING POLICIES

- 4.1** The accounting policies adopted in the preparation of this condensed interim financial information are consistent with those followed in the preparation of the Company's annual financial statements for the year ended 30 June 2014.
- 4.2** The preparation of condensed interim 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 judgment applied by the management in preparation of this condensed interim financial information is same as those applied in preparation of annual financial statements of the company for the year ended 30 June 2014.

(Un-audited) 31 December 2014	(Audited) 30 June 2014
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(Rs. in '000)

5 PROPERTY, PLANT AND EQUIPMENT

Operating fixed assets - At cost less accumulated depreciation	355,244	370,313
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6 AVAILABLE FOR SALE INVESTMENT

Investment in associated company Dewan Mushtaq Trade Limited (Public, unquoted company) 4,000,000 (June 2014: 4,000,000) Ordinary shares of Rs.10/- each	40,000	40,000
Accumulated impairment loss on investment	(32,640)	(32,640)
	7,360	7,360

- 6.1** Since these investment is in unquoted company therefore this is measured at cost less accumulated impairment because the fair value can not be measured reliably.

Note	(Un-audited) 31 December 2014	(Audited) 30 June 2014
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(Rs. in '000)

7 STOCK IN TRADE

Raw materials and components	127,861	127,861
Work in process	2,701	2,701
Finished goods - Manufacturing stock	3,567	3,567
Trading stock	30,263	30,263
	164,392	164,392
Provision for slow moving and obsolescence stocks	(84,600)	(84,600)
	79,792	79,792

8 LONG TERM LOAN - Unsecured

From director - At amortized cost		
Loan received - Opening	8.1 213,089	207,089
Received during the year	--	6,000
Accumulated present value adjustment	(188,452)	(188,452)
Accumulated interest charged to profit and loss account	35,336	32,030
	59,973	56,667

8.1 The above loan is interest free and unsecured. This loan shall be treated as subordinated to the principal amounts of the long term debt owing to the creditors of the Company from time to time and to all debts of the Company from time to time owing to the banks and financial institutions and accordingly may only be repaid by the Company in whole or in part provided that upon such repayment, the Company shall comply with the debt to equity ratio requirements of the Prudential Regulations of State Bank of Pakistan as applicable to the Company for the time being.

Since the loan is interest free and repayable in lump sum on 30 June 2026, as per the requirements of International Financial Reporting Standards (IFRSs) it has been discounted to its fair value, being the present value of the expected future cash flows at 11.67% per annum.

DEWAN AUTOMOTIVE ENGINEERING LIMITED

		(Un-audited) 31 December 2014	(Audited) 30 June 2014
	Note	(Rs. in '000)	
9 SHORT TERM FINANCE			
From financial institutions - Secured			
Short term running finance	9.1	49,310	49,310
From related party (associated company) - Unsecured			
Interest bearing	9.2	679,325	679,325
Temporary book overdraft - Unsecured, interest free		749	--
		729,384	728,635

9.1 This represents short term bank borrowing from a commercial bank against limit of Rs.50 million at mark-up rate ranging from 2% over 6 months KIBOR (June 2013: from 2% over 6 months KIBOR) payable quarterly in arrears. The facility is secured by way of first charge over stock in trade and receivables of the Company. The facility has not been renewed by the bank, however the Company has approached its lenders for restructuring of liabilities and further the bank has gone into litigation as more fully explained in 30 June 2013 financial statements.

9.2 This is an unsecured finance from associated company, which carries mark-up @ 9.07% per annum (June 2014: @ 13.45% per annum).

10 CONTINGENCIES

There has been no significant change in the status of contingencies as reported in the annual financial statements for the year ended 30 June 2014.

11 FINANCE COST AND MARK-UP ACCRUED

The Company has not made the provision of mark-up for the period amounting to Rs.4.598 million (Up to 30 June 2014: Rs.56.424 million) keeping in view of the financial restructuring proposed to the lender. Management is hopeful that the restructuring proposal will be accepted by the lender. Had the provision been made the loss for the period would have been higher by Rs.4.598 millions and accrued mark-up would have been higher and shareholders' equity would have been lower by Rs.61.022 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:

	(Un-audited) 31 December 2014	(Un-audited) 31 December 2013
	(Rs. in '000)	
Associated company		
Mark-up expense	47,499	47,207

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 balances of comparable period of immediately preceding financial year.

14 DATE OF AUTHORISATION FOR ISSUE

The condensed interim financial information was authorised for issue on 07 February 2019 by the Board of Directors of the Company.

15 GENERAL

These financial statements are presented in Rupees and figures have been rounded off to the nearest thousand rupees.



Haroon Iqbal
Chief Executive Officer



Muhammad Naeem Uddin Malik
Director