

ANNUAL REPORT  
**2019**



**DEWAN FAROOQUE MOTORS LIMITED**



**YD** | A YOUSUF DEWAN COMPANY

## Contents

Company Information	2
Mission Statement	3
Notice of Annual General Meeting	4
Statement Under Section 134(3) of The Companies Act. 2017	7
Chairman's Review	9
Directors' Report	10
Key Operating and Financial Data	15
Statement of Compliance with listed companies Code of Corporate Governance	16
Independent Auditor's Review Rreport to the members	19
Independent Auditor's Report to the members	21
Statement of Financial Position	29
Statement of Profit & Loss Account	30
Statement of Comprehensive Income	31
Statement of Cash Flow	32
Statement of Changes in Equity	33
Notes to the Financial Statements	34
Pattern of Shareholding	66
Form of Proxy	69
Form of Proxy (Urdu)	70
Directors' Report (Urdu)	75
Notice of Annual General Meeting (Urdu)	80
Jama Punji	

## Company Information

### Non-Executive Directors

Mr. Haroon Iqbal  
Mr. Syed Muhammad Anwar  
Mr. Mohammad Saleem Baig  
Mr. Imran Ahmed Javed

Chairman Board of Directors

### Executive Directors

Mr. Waseem-ul- Haque Ansari  
Mr. Muhammad Naeem Uddin Malik

### Independent Director

Mr. Aziz-ul-Haque

### CHIEF EXECUTIVE OFFICER

Mr. Waseem-ul- Haque Ansari

### CFO & COMPANY SECRETARY

Mr. Muhammad Naeem Uddin Malik

### AUDIT COMMITTEE MEMBERS

Mr. Aziz-ul-Haque	Chairman
Mr. Syed Muhammad Anwar	Member
Mr. Haroon Iqbal	Member

### HUMAN RESOURCE & REMUNERATION COMMITTEE MEMBERS

Mr. Aziz-ul-Haque	Chairman
Mr. Waseem-ul- Haque Ansari	Member
Mr. Haroon Iqbal	Member

### BANKERS

Allied Bank of Pakistan Limited  
Askari Bank Limited  
Faysal Bank Limited  
Habib Bank Limited  
Meezan Bank Limited  
National Bank of Pakistan  
Silk Bank Limited  
Saudi Pak Industrial and Agricultural  
Investment Co. (Pvt.) Limited  
Standard Chartered Bank  
Summit Bank Limited  
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.,  
Karachi.

### 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

Dewan Centre, 3-A,  
Lalazar, Beach Luxury Hotel Road,  
Karachi, Pakistan

### FACTORY

Jilaniabad, Budhu Talpur,  
District Sajawal,  
Sindh.

## Mission Statement

To be the No. 1 automobile company in Pakistan

- ✿ To assume leadership role in the technological advancement of the industry and to achieve the highest level of quantitative indigenization.
- ✿ To offer high value, economical and qualitative solutions to address the commuting needs of a diverse range of customers.
- ✿ To seek long-term and good relations with our suppliers and dealers with fair, honest and mutually profitable dealings.
- ✿ To be a totally customer oriented company and to achieve Total Customer Satisfaction.
- ✿ To create a work environment, which motivates recognizes and rewards achievements at all levels of the organization.
- ✿ To produce environment friendly vehicles.
- ✿ To be a contributing corporate citizen for the betterment of society, and to exhibit a socially responsible behavior.



## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty First Annual General Meeting of Dewan Farooque Motors Limited ("DFML" or "the Company") will be held on Thursday, October 24, 2019, at 02:00 p.m. at Dewan Cement Limited Factory Site, at Deh Dhand, Dhabeji, District Malir, Karachi, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

### ORDINARY BUSINESS:

1. To confirm the minutes of the preceding Annual General Meeting of the Company held on Thursday, October 25, 2018;
2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2019, together with the Directors' and Auditors' Reports thereon;
3. To confirm the appointment of the Statutory Auditors' of the Company for the year ending June 30, 2020, and to fix their remuneration;
4. To consider any other business with the permission of the Chair.

### Special Business:

1. To consider and approve short term loans/ advances to an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

By order of the Board

**Muhammad Naeemuddin Malik**  
Company Secretary

Karachi: September 27, 2019

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof"

### NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from October 17, 2019 to October 24, 2019 (both days inclusive).
2. Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Anum Estate Building, Room No. 310 & 311, 3rd Floor, 49, Darul Aman Society, Main Shahrah-e-Faisal, adjacent to Baloch Colony Bridge, Karachi, Pakistan.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the abovesaid address, not less than 48 hours before the meeting.

4. CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:

**a) For Attending Meeting:**

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.

**b) For Appointing Proxies:**

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
- ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
- iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.

**5. Notice to Shareholders who have not provided CNIC:**

CNIC of the shareholders is mandatory in terms of directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 05, 2012 for the issuance of future dividend warrants etc. and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs directly to our Shares Registrar without any further delay.

**6. Mandate for E-DIVIDENDS for shareholders:**

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no changes of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated April 5, 2013 had advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favor of e-dividend by providing dividend mandate form duly filled in and signed.

## **7. Electronic Transmission of Financial Statements Etc.:**

SECP through its notification No. SRO 787(1)/2014 dated September 8, 2014 has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility? The members who desire to opt to receive aforesaid statements and notice of AGM through e-mail are requested to provide their written consent on the Standard Request Form available on the Company's website: <http://www.yousufdewan.com/DFML/index.html>

## STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT. 2017

This statement is annexed as an integral part of the Notice of the Twenty First Annual General Meeting of Dewan Farooque Motors Limited ("the Company" or "DFML") to be held on Thursday, October 24, 2019 at Dewan Cement Factory Site, at Deh Dhand, Dhabeji, District Malir, Karachi, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the meeting.

### SPECIAL BUSINESS

1. To consider and approve renewal of the sanctioned limits of short-term loan to an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

SR #	DESCRIPTION	REFERENCE
a)	Name of the Associated Company Criteria of associated relationship	Dewan Automotive Engineering Limited Common Directorship
b)	Amount of loans and advances	Rs. 154.879 million
c)	In Case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof.	Rs. 154.879 million
d)	Earnings/(Loss) per share for the last three years.	2018      2017      2016 -2.24      - 1.99      -3.03
e)	Financial position, including main items of balance sheet and profit and loss	Earnings / (loss) per share      -2.24 Shareholders' equity      -1,116.213 Total Assets      326.621 Break-up value      54.35
f)	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Interbank offered rate at the relevant period	As the Company has approached its lenders for restructuring and no mark-up is payable as per the proposal. Therefore, as per regulation 5(4) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, three months KIBOR rate is applicable.
g)	Rate of interest, mark-up, profit, fees or commission etc., to be charged	Rate of interest to be charged will be 1% above three months KIBOR rate. Three months KIBOR as of September 25, 2019 is 13.85% per annum.
h)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any:	Borrowing is unsecured.
i)	Repayment schedules and terms of loans or advances to be given to the investee company	Renewal for one year.

SR #	DESCRIPTION	REFERENCE								
		Dewan Automotive Engineering Limited								
J )	Salient feature of all the agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment.	<p>The loan shall carry Markup @ 1% above lender's average short-term borrowing cost or the Karachi interbank Offered Rate, whichever is applicable.</p> <p>The tenor of loan may be extended by the lender, subject to the approval of shareholders.</p> <p>As per the terms of the agreement with the borrower the Company may recover the amount of loan by way of swap with assets/investments owned by the borrower.</p>								
k)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction or under consideration.	<p>The following are interested directors to the extent of their respective shareholding in the investee company which are as follows:</p> <table><tr><td>a) Mr. Haroon Iqbal</td><td>500 (0.0023%)</td></tr><tr><td>b) Mr. Waseem-ul-Haque Ansari</td><td>500 (0.0023%)</td></tr><tr><td>c) Mr. Muhammad Naeemuddin Malik</td><td>1,000 (0.0047%)</td></tr><tr><td>d) Mr. Aziz-ul-Haque</td><td>1,000 (0.0047%)</td></tr></table>	a) Mr. Haroon Iqbal	500 (0.0023%)	b) Mr. Waseem-ul-Haque Ansari	500 (0.0023%)	c) Mr. Muhammad Naeemuddin Malik	1,000 (0.0047%)	d) Mr. Aziz-ul-Haque	1,000 (0.0047%)
a) Mr. Haroon Iqbal	500 (0.0023%)									
b) Mr. Waseem-ul-Haque Ansari	500 (0.0023%)									
c) Mr. Muhammad Naeemuddin Malik	1,000 (0.0047%)									
d) Mr. Aziz-ul-Haque	1,000 (0.0047%)									
l)	Any other important details necessary for the members to understand the transaction.	None.								

In this regard, the following resolution is proposed to be passed, with or without modification, as a "SPECIAL RESOLUTION":

**"RESOLVED THAT, the company, in accordance with the provisions of Section 199 of the Companies Act. 2017, Clause 111 (X) of the Memorandum of Association and the terms and conditions hereby approved in the Twentieth Annual General Meeting of the Company, be and is hereby authorized and empowered to renew the sanctioned limit for short term loan sought for approval in the previous general meeting in respect of following associated company:**

#### LOAN

**Borrowing Company:**

**(Rupees in Million)**

**Dewan Automotive Engineering Limited**

**154.879**

**The renewal of the limit shall be for a period of one year and shall be renewable in the next general meeting for further period of one year.**

## Chairman's Review

I am pleased to present a report on the overall performance of the Board of Directors and effectiveness of the role played by the board in achieving the company's objectives. The board of directors is responsible for the management of the company, which formulates all significant policies and strategies. The board is governed by relevant laws & regulations and its obligation, rights, responsibilities and duties are as specified and prescribed therein.

The Board of Directors comprises of individuals with diversified knowledge who endeavor to contribute towards the aim of the Company with the best of their abilities.

An annual self-evaluation of the Board of Directors of the Company is carried out. The purpose of this evaluation is to ensure that the Board's overall performance and effectiveness is measured and benchmarked against expectations in the context of objectives set for the Company.

During financial year ended June 30, 2019, four board meetings were held. The Board of Directors of the Company received agendas and supporting material in sufficient time prior to the board and its committee meetings. All the directors are equally involved in important decisions. The Board's overall performance and effectiveness for the year under review was satisfactory.



**Haroon Iqbal**  
Chairman

September 25, 2019

## Directors' Report

The Board of Directors of Dewan Farooque Motors Limited is pleased to present its annual report along with the Company's audited financial statements for the year ended June 30, 2019 and welcomes you to the 21st Annual General Meeting.

### Financial Overview

The summary of financial performance for the year, along with the comparative figures of financial year 2018 is as follows:

	Year ended June 30, 2019	Year ended June 30, 2018
	—(Rupees in thousand)—	
Gross Sales	1,844	61,631
Gross (loss)	(202,325)	(138,881)
Operating (loss)	(229,213)	(187,124)
Net (loss) after tax	(244,304)	(69,432)

### Year under review:

During the year the automobile sector sales in the passenger car, SUV and LCV segment has shown a decline of 7% as compared with the last year, the total units sold being 240,646. Recession in economic activity, restriction on non-filers from purchase of vehicles, increase in interest rates, and significant depreciation of PKR resulting in increased cost of production and escalation in selling prices are the main factors behind contraction in demand. Though the Government has withdrawn the restriction on purchase of vehicles by non-filer but in the recent budget has imposed Federal Excise Duty on locally manufactured cars and SUVs which has further escalated the selling prices.

Pending the re-structuring of Company's debt, fresh working capital lines were not extended by banks to Daehan-Dewan Motor Company (Pvt.) Limited. Therefore, the production volumes during the year under review remained suspended. In the absence of operating activity, the Company was unable to recover fixed and other cost which resulted in financial loss for the year. Due to aforesaid reasons the company is operating under tough conditions and making best endeavors to survive. To overcome the current financial situation, the Company is taking various countermeasures and has taken up the matter with the banks. The proposal for re-profiling of Company's debts is expected to be completed in the near future and the operations of the Company will be normalized. The details of overdue loans from the banks and other financial institutions/leasing companies have been disclosed in the notes to the accounts.

The Auditors have qualified the report due to significance of the matter as referred in Para (a) and (b) of the Auditors Report. The Management has explained the status of the matter in respective notes to the financial statements. The Management is fully confident that the company would be able to, finalize the financial restructuring with the lenders and will come out of current situation.

We humbly and gratefully bow our heads before **Almighty Allah**, the most Gracious and most Merciful, who has rewarded and blessed your Company with **His** Innumerable bounties in these difficult times.

**IF YE GIVE THANKS, I WILL GIVE YOU MORE (AL-QURAN)**

The Board Comprises of one independent director, four executive and two non-executive Directors. The following are the names of Directors:

- Dewan Muhammad Yousuf Farooqui
- Mr. Haroon Iqbal
- Mr. Waseem-ul-Haque Ansari
- Mr. Muhammad Naeem Uddin Malik
- Mr. Mohammad Saleem Baig
- Syed Muhammad Anwar
- Mr. Imran Ahmed Javed
- Mr. Aziz-ul-Haque

During the year one casual vacancy was occurred on the Board of Directors, which was duly filled by the Board.

### **Principal Activities of the Company**

Dewan Farooque Motors Limited is incorporated in Pakistan as a public limited Company and is listed on the Pakistan Stock Exchange. The Company's principal activity is the assembly/contract assembly, progressive manufacturing and sale of vehicles.

### **Principal Risks and Uncertainties**

The Company consider the following as key risks:

- Significant competition in LCV, SUV and Passenger Car category;
- Depreciation of Pak Rupee against US Dollar;
- High interest rates;
- Non-availability of banking lines.

The Company is endeavoring internally as well as externally to cater with and mitigate the impact of aforesaid risks and uncertainties.

### **Corporate Social Responsibility**

The Company conducts its business in a responsible manner looking after its stakeholders and the environment. The Company mainly focus providing on the job training to fresh hired work force enabling them to develop adequate skills. While employing work force, the Company encourage under-privileged people residing close to the plant, thereby increasing their standard of living. Moreover, health and safety of employees is another area of focus. The Company complies with all applicable rules and regulations in the manufacturing process to ensure environmental protection. Standard Operating Procedures have been laid down to ensure protecting the health and safety of employees. The Company is also involved in providing medical facilities to people residing in the surrounding area.

### **Subsequent Events**

Except as stated above, no material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company and the date of this report.

### Corporate and financial reporting framework:

- The financial statements for the year ended June 30, 2019, prepared by the management of the company, present fairly its state of affairs, the results of its operations, cash flow and changes in equity;
- Proper books of accounts of the company have been maintained;
- Appropriate accounting policies have been consistently applied in preparation of financial statements for the year ended June 30, 2019 and accounting estimates are based on reasonable and prudent judgment.
- International Financial Reporting Standards (IFRS) as applicable in Pakistan, have been followed in preparation of financial statements and departure there from, if any, has been adequately disclosed in the financial statements;
- The system of internal control is sound in design and has been effectively implemented and monitored;
- The Management has explained their views in detail regarding the going concern ability of the company in note 1.1 and non-provisioning of mark up in note 24 of the annexed financial statements.
- There has been no material departure from the best practice of the corporate governance, as detailed in the listing regulations of the stock exchange of Pakistan;
- Summarized key operating and financial data of last six years is enclosed with the report;
- All taxes have been paid and nothing is outstanding, except as disclosed in note 17 of the annexed audited financial statement;
- The fair value of the Provident Fund's Investment as at June 30, 2019 was Rs.39.597 (2018: Rs.57.055) million.
- The Board of Directors comprise of individuals with diversified knowledge who endeavor to contribute towards the aim of the Company with the best of their abilities. During the year four meetings of the Board were held. The attendance of directors was as follows;

<b>Name of Director</b>	<b>No. of meetings attended</b>
Dewan Muhammad Yousuf Farooqui	-
Mr. Haroon Iqbal	4
Mr. Aziz-ul-Haque	4
Mr. Waseem-ul-Haq Ansari	3
Mr. Syed Muhammad Anwar	4
Mr. Muhammad Naeem Uddin Malik	4
Mr. Mohammad Saleem Baig	4
Mr. Imran Ahmed Javed	2

Leave of absence was granted to directors who could not attend Board meetings.

The audit committee comprises of three directors, one of them is an independent director and two are non-executive directors. During the year four meeting were held, members' attendance in these meeting is as under:

## DEWAN FAROOQUE MOTORS LIMITED

Name of Director	No. of meetings attended
Mr. Aziz-ul-Haque	4
Mr. Haroon Iqbal	4
Mr. Syed Muhammad Anwar	4

During the year one meeting of the human resource & remuneration committee was held, members' attendance in these meeting is as under:

Name of Director	No. of meetings attended
Mr. Aziz-ul-Haque	1
Mr. Haroon Iqbal	1
Mr. Waseem-ul-Haque Ansari	1

### Auditors:

The present Auditors M/s. Feroze Sharif Tariq & Co. (Chartered Accountants) have retired and offers themselves for re-appointment.

The Board of Director on recommendation of the Audit committee has recommended the re-appointment of M/s. Feroze Sharif Tariq & Co. (Chartered Accountants).

### Loss per share

The Loss per Share is Re. (1.83).

### Dividend

Due to accumulated losses and the circumstances explained above, the directors have not recommended dividend for the year.

### Pattern of Shareholding:

The Pattern of Shareholding of the Company as at June 30, 2019 is included in the Annual Report.

### Trading in Company Shares

None of the Directors, Executives, and their spouses and minor children have traded in the shares of the Company during the year.

### Vote of Thanks:

On behalf of the Board, I thank you, the valued shareholders, Federal and Provincial Governments and their functionaries, banks, development financial institutions, leasing companies, dealers, vendors and customers for their continued support and patronage.

The Board would also like to appreciate the valuable services, loyalty and efforts rendered by the executives, staff members and workers of the Company, during the year under review.

**YD**

A YOUSUF DEWAN COMPANY

**Conclusion:**

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.

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

Under / By Authority of Board of Directors

**Waseem-ul-Haque Ansari**  
Chief Executive

**Haroon Iqbal**  
Director

Karachi: September 25, 2019

## Key Operating and Financial Data

PARTICULARS	2019	2018	2017	2016	2015	2014
	..... Rs. in '000' .....					
Gross Sales	1,844	61,631	97,771	23,827	65,154	1,195,574
Net Sales	1,529	52,656	84,517	19,801	54,161	986,779
Gross (loss) / profit	(202,325)	(138,881)	(151,455)	(130,742)	(132,746)	(54,987)
Operating (loss) / profit	(229,213)	(187,124)	(200,179)	(204,149)	(222,919)	(183,761)
(Loss) / profit before tax	(244,285)	(66,790)	(12,367)	(43,060)	(113,287)	(105,209)
(Loss) / profit after tax	(244,304)	(69,432)	(13,212)	(43,060)	(113,287)	(115,428)
Retained Earnings	(3,739,984)	(3,495,680)	(3,426,248)	(3,413,036)	(3,369,976)	(3,256,688)
Share Capital	1,387,353	1,387,353	1,387,353	1,087,353	1,087,353	1,087,353
Shareholders Equity	(2,352,631)	(2,108,327)	(2,038,895)	(2,025,683)	(2,282,623)	(2,169,335)
Fixed Assets	940,899	1,010,088	1,189,899	1,158,584	1,241,244	1,328,587
Total Assets	3,424,902	3,607,124	3,524,715	3,491,470	3,428,311	3,480,449
<b>FINANCIAL ANALYSIS</b>						
<b>Profitability Ratios</b>						
Gross (Loss) / Profit Margin	-13232.50%	-263.75%	-179.20%	-660.28%	-245.10%	-5.57%
Operating (loss) / profit Margin	-14991.04%	-355.37%	-236.85%	-1031.00%	-411.59%	-18.62%
(loss) / profit before tax	-15976.78%	-126.84%	-14.63%	-217.46%	-209.17%	-10.66%
(loss) / profit after tax	-15978.02%	-131.86%	-15.63%	-217.46%	-209.17%	-11.70%
<b>Return on Investment</b>						
(loss) / Earnings per share before tax (Rs/share)	(1.76)	(0.48)	(0.09)	(0.40)	(1.04)	(0.97)
(loss) / Earnings per share after tax (Rs/share)	(1.76)	(0.50)	(0.10)	(0.40)	(1.04)	(1.06)
<b>Activity Ratios</b>						
Sales to Total Assets-Times	0.001	0.02	0.03	0.01	0.02	0.34
Sales to Fixed Assets-Times	0.002	0.06	0.08	0.02	0.05	0.90
<b>Liquidity Ratios</b>						
Current ratio (excluding current maturity of LTL)	0.26	0.28	0.29	0.30	0.40	0.41
Current ratio (including current maturity of LTL)	0.21	0.23	0.23	0.23	0.32	0.32
Book value per share (Rs)	(17.63)	(15.80)	(15.28)	(18.63)	(20.99)	(19.95)

## Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2017

For the Year Ended June 30, 2019

The company has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are seven as per the following:
  - a. Male: 7
  - b. Female: The requirement to have Female representation in the Company's board will be complied upon reconstitution
2. The composition of board is as follows:
  - a) Independent Director Aziz-ul-Haque
  - b) Other Non-executive Directors
    - Haroon Iqbal
    - Mohammad Saleem Baig
    - Syed Muhammad Anwar
    - Imran Ahmed Javed
  - c) Executive Directors
    - Waseem-ul-Haque Ansari
    - Muhammad Naeem Uddin Malik
3. Six directors have confirmed that none of them is serving as a director on more than five listed companies, including this company, whereas, one director is serving as director in more than five listed Yousuf Dewan Companies.
4. The company has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the company along with its supporting policies and procedures.
5. The board has developed a vision/mission statement, overall corporate strategy and significant policies of the company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
6. All the powers of the board have been duly exercised and decision on relevant matters have been taken by board/ shareholders as empowered by the relevant provisions of the Act and these Regulations.
7. The meetings of the board were presided over by the Chairman and, in his absence, by a director elected by the board for this purpose. The board has complied with requirements of Act and the regulations with respect to frequency, recording and circulating minutes of meeting of board.
8. The board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.

9. Three of the Directors are qualified under the directors training program. During the year the board did not arrange training program for its directors.
10. The board has approved appointment of CFO, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
11. CFO and CEO duly endorsed the financial statements before approval of the board.
12. The board has formed committees comprising of members given below:
  - a) Audit Committee
    - Aziz-ul-Haque - Chairman
    - Syed Muhammad Anwar - Member
    - Haroon Iqbal - Member
  - b) HR and Remuneration Committee
    - Aziz-ul-Haque - Chairman
    - Waseem-ul-Haque Ansari -Member
    - Haroon Iqbal - Member
13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.
14. The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:
  - a) Audit Committee
    - 4 quarterly meetings during the financial year ended June 30, 2019
  - b) HR and Remuneration Committee
    - 1 annual meeting held during the financial year ended June 30, 2019
15. The board has set up an effective internal audit function. The staffs are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the company.
16. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the quality control review program of the ICAP and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.

**YD**

A YOUSUF DEWAN COMPANY

18. We confirm that all other requirements of the Regulations have been complied with.

Waseem-ul-Haque Ansari  
Chief Executive

Haroon Iqbal  
Director

Karachi: September 25, 2019

## INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF DEWAN FAROOQUE MOTORS LIMITED

### **Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2017**

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2017 (the Regulations) prepared by the Board of Directors of Dewan Farooque Motors Limited for the year ended June 30, 2019 in accordance with the requirements of regulation 40 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee. We have not carried out procedures to assess and determine the Company's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not.

Following instances of Non-compliances with the requirements of the Code were observed which are not stated in the Statement of Compliance.

- a) The composition of board has included one independent director Mr. Aziz ul Haque, whereas in our opinion he does not meet the criteria of independence due to his cross-director ship in other group companies.
- b) The chairman of Audit committee shall be an independent director, whereas in our view Mr. Aziz ul Haque does not meet the criteria of independence due to the reason reflect in para (a) above.
- c) The chairman of Human Resource and Remuneration Committee shall be an independent director whereas in our view Mr. Aziz ul Haque does not meet the criteria of independence due to the reason reflect in para (a) above.

Based on our review, except for the above instances of non compliance, above, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2019.

Furthermore, we highlight that one director of the company are serving as directors in more than five listed Companies as reflected in the note 3 of the Statement of Compliance respectively.



Chartered Accountants

Karachi

Dated: September 25, 2019

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DEWAN FAROOQUE MOTORS LIMITED Report on the Audit of the Financial Statements

### Adverse Opinion

We have audited the annexed financial statements of Dewan Farooque Motors Limited (the Company), which comprise the statement of financial position as at June 30, 2019, and the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, because of the significance of the matters described in Basis for Adverse opinion Paragraph, the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof do not conform with the accounting and reporting standards as applicable in Pakistan and do not give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively do not give a true and fair view of the state of the Company's affairs as at June 30, 2019 and of the loss and other comprehensive loss, the changes in equity and its cash flows for the year then ended.

### Basis for Adverse Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code.. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

- a) The financial statements of the company for the year ended June 30, 2019 as disclosed in note 1.1 to the financial Statements reflect loss after taxation of Rs. 244.304 (2018: Rs. 69.432) million and as of that date it has accumulated losses of Rs. 3.740 (2018: Rs. 3.496) billion which resulted in net capital deficiency of Rs. 2.352 (2018: Rs. 2.108) billion and its current liabilities exceeded its current assets by Rs. 4.550 (2018: Rs. 4.408) billion and total assets by Rs. 2.336 (2018: Rs. 2.087) billion without providing the markup as refer in below para (b). The operations of the company were closed from November 2010 to November 2013 and reclose since February 2014 due to working capital constraints. Furthermore, the company has been unable to ensure timely repayments of debts owing to financial institutions due to liquidity problems and short-term finance facilities have

expired and not been renewed by banks. Following course, certain lenders have gone into litigation for repayment of liabilities through attachment and sale of company's hypothecated / mortgaged properties as disclosed in note 19.4 to the financial Statements. 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 year amounting to Rs. 555.960 (2018: Rs. Rs. 335.047) million (refer note 24) on account of restructuring proposal offered to the lenders as described in note 1.1 to the financial statements. 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 suits against the company, therefore the provision of markup should be made in these financial statements. Had the provision of markup been made in the financial statements, the loss after taxation for the year would have been higher by Rs. 555.960 (2018: Rs. 335.047) million and markup payable would have been higher and shareholders' equity would have been lower by Rs. 5.615 (2018: Rs. 5.060) billion.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

Management is responsible for the other information. The other information comprises the information in the annual report including, in particulars, the chairman's review, directors report, financial and business highlights, but does not include the financial statements and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Adverse Opinion section we have determined the matters described below to the key audit matters to be communicated in our report.

Following are the Key Audit Matters:

S. No.	Key Audit Matters	How the matter was addressed in our audit
1.	<b>First time adoption of IFRS 9 - Financial Instruments and IFRS-15 Revenue from Contracts with Customers</b>	
	<p>As referred to in note 2.2.2 and 2.2.3 to the financial statements, the Company has adopted IFRS 9 and 15 with effect from 1 July 2018. The new standards require the Company to make provision for financial assets (trade debts) using Expected Credit Loss (ECL) approach as against the Incurred Loss Model previously applied by the Company.</p> <p>Determination of ECL provision for trade debts requires significant judgment and assumptions including consideration of factors such as historical credit loss experience and forward-looking macro-economic information.</p> <p>IFRS 15 provides comprehensive model of revenue recognition along with the detailed presentation and disclosure requirements. The standard Requires the Company to exercise judgment, taking into Consideration all of the relevant Facts and circumstances when applying the model to contracts with customers.</p> <p>Given the significance of the estimates and judgments used by the management related particularly to the Calculation of allowance for ECL and to the Timing and measurements of revenue recognition as well as incremental qualitative and quantitative disclosure, we considered these as a key audit matter.</p>	<p>Our key procedures to review the application of these areas included, amongst others, review of the methodology developed and applied by the Company to estimate the ECL in relation to trade debts. We also considered and evaluated the assumptions used in applying the ECL methodology based on historical information and qualitative factors as relevant for such estimates.</p> <p>Further, we assessed the integrity and quality of the data used for ECL computation based on the accounting records and information system of the Company as well as the related external sources as used for this purpose.</p> <p>We checked the mathematical accuracy of the ECL model by performing recalculation on test basis.</p> <p>We obtained and understanding of the additional processes and tested Control over revenue recognition established by the Company and also assist the warranty obligations their against in accordance with IFRS 15.</p> <p>We reviewed the assessment prepared by the management relating to the application of five - steps model for revenue recognition.</p> <p>We assist the resemblances of judgments exercised by the Company.</p> <p>We also Considered and reviewed, on a sample basis, terms of revenue contracts and evaluated the timing and amounts of revenue recognized.</p>

S. No.	Key Audit Matters	How the matter was addressed in our audit
		In addition to above, we assessed the adequacy of disclosures in the financial statements of the Company regarding application of IFRS 9 as per the requirements of the above standard.
<b>2.</b>	<b>Contingencies</b>	
	<p>The Company is subject to material litigations involving in various courts pertaining to Custom duty, Sales tax and Recovery of Loans by Financial Institutions, which requires management to make assessment and judgments with respect to likelihood and impact of such litigations.</p> <p>Management have engaged independent legal counsel on these matters. The accounting for, and disclosure of, contingencies is complex and is a matter of most significance in our audit because of the judgments required to determine the level of certainty on these matters.</p> <p>The details of contingencies along with management's assessment and the related provisions are disclosed in note 19 to the financial statements.</p> <p>There is an inherent risk that legal exposures are not identified and considered for financial reporting purposes on a timely basis, therefore, considered to be a key audit matter. Importantly, the decision to recognize a provision and the basis of measurement are judgmental.</p>	<p>In response to this matter, our audit procedures included but were not limited to:</p> <p>Discussing legal cases with the legal department to understand the management's view point and obtaining and reviewing the litigation documents in order to assess the facts and circumstances.</p> <p>Obtaining independent opinion of legal advisors dealing with such cases in the form confirmations.</p> <p>We also evaluated the legal cases in line with the requirements of IAS 37: Provisions, contingent liabilities and contingent assets.</p> <p>The disclosures of legal exposures and provisions were assessed for completeness and accuracy</p> <p>In view of the significant judgments required, we evaluated the Company's assessment of the nature and status of litigation, claims and provision assessments, if any, and discussed with management to understand the legal position and the basis of material risk positions. We received legal letters from the Company's external counsel setting out their views in major cases.</p>

S. No.	Key Audit Matters	How the matter was addressed in our audit
		<p>Specifically, we challenged the timing of recognition for cases where there was potential exposure but it was not clear that a provision should be raised e.g. where obtaining reliable estimates are not considered possible.</p> <p>As set out in the financial statements, the outcome of litigation and regulatory claims are dependent on the future outcome of continuing legal and regulatory processes and consequently the calculations of the provisions are subject to inherent uncertainty.</p>
<b>3.</b>	<b>Unprovided Mark up on Financial Institutions Loan due to Litigation</b>	
	<p>The company's exposure to huge bank loan, unprovided liabilities for mark-up aggregating to Rs. 5.615 (2018: Rs. 5.060) billion were shown (note 24 of financial statements) as this liability has not settled with the Banks our audit report is also qualified on said unprovided liability due to litigation with the financial institutions for restructuring of the Loan</p>	<p>We reviewed and understood the requirements of the departure from IAS 24 Borrowing Cost:</p> <ul style="list-style-type: none"> <li>Considered the management's process for Calculating the markup and disclosure made in the financial Statements.</li> <li>Recalculate the mark up loan wise to Check the accuracy.</li> <li>Verified on test basis the supporting evidence for the additional disclosures and ensured appropriateness of the disclosures made.</li> </ul> <p>Discuss with senior management for the reason for non-providing the markup and seen litigation grounds.</p> <p>Obtain legal Councils Confirmation to grounds where the company contesting the litigation for the restructuring of the company's loans.</p>

**Responsibilities of Management and Board of Directors for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Accounting and Reporting Standards as applicable in Pakistan and requirements of companies Act 2018 (XIX of 2018), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists,

we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

Based on our audit except for the matter discussed in basis for adverse opinion section, we further report that in our opinion:

- (a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- (b) because of the matters described in Basis for Adverse Opinion section, the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have not been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- (c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- (d) No Zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

The engagement partner on the audit resulting in this independent auditor's report is Mohammad Tariq.

*Feroze Sharif Tariq M.A.*

Chartered Accountants

Karachi

Dated: September 25, 2019

# Statement of Financial Position


As At June 30, 2019

As At June 30, 2019		Note	June 30, 2019	June 30, 2018
			————(Rs. in '000)————	
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
Property, Plant and Equipment	3		940,899	1,010,088
Investment	4		1,273,164	1,310,330
<b>CURRENT ASSETS</b>				
Stores and spares	5		52,293	54,161
Stock-in-trade	6		46,992	48,553
Trade debts - considered good	7		12,124	95,183
Short term loans to associated undertakings - considered good	8		154,879	154,879
Advances, deposits, prepayments and other receivables- considered Good	9		795,942	783,002
Taxation - net	10		23,342	22,694
Cash and bank balances	11		125,267	128,234
			1,210,839	1,286,706
<b>TOTAL ASSETS</b>			<b>3,424,902</b>	<b>3,607,124</b>
<b>EQUITY AND LIABILITIES</b>				
<b>SHARE CAPITAL AND RESERVES</b>				
Share Capital				
Authorized				
150,000,000 (2018: 150,000,000)				
Ordinary shares of Rs.10 each			1,500,000	1,500,000
Issued, subscribed and paid-up	12		1,387,353	1,387,353
Revenue reserve			(3,739,984)	(3,495,680)
Accumulated loss			(2,352,631)	(2,108,327)
<b>NON-CURRENT LIABILITIES</b>				
Long term loans - secured	13		-	-
Long term security deposits	14		12,700	16,700
Deferred Liabilities	15		4,231	4,231
<b>CURRENT LIABILITIES</b>				
Sponsor's loan	16		253,279	240,975
Trade and other payables	17		312,666	2,376,777
Unclaimed Dividend			1,814	1,814
Short term finances-secured	18		4,095,913	1,978,024
Current maturity of long term loans			1,096,930	1,096,930
			5,760,602	5,694,520
<b>CONTINGENCIES AND COMMITMENTS</b>		19		
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>3,424,902</b>	<b>3,607,124</b>

The annexed notes from 1 to 38 form an integral part of these financial statements.

  
**Waseem-ul-Haque Ansari**  
 Chief Executive

  
**Haroon Iqbal**  
 Director

  
**Muhammad Naeem Uddin Malik**  
 Chief Financial Officer

# Statement Of Profit And Loss Account


For the year ended June 30, 2019

	Note	June 30, 2019	June 30, 2018
		————(Rs. in '000)————	
<b>GROSS SALES</b>	20	<b>1,844</b>	61,631
Sales tax		<b>315</b>	8,975
Commission and discounts		-	-
	20	<b>315</b>	8,975
<b>NET SALES</b>		<b>1,529</b>	52,656
Cost of sales	20	<b>203,854</b>	191,537
<b>GROSS (LOSS)</b>		<b>(202,325)</b>	(138,881)
Distribution expenses	21	-	15,847
Administration and general expenses	22	<b>26,888</b>	32,396
<b>OPERATING (LOSS)</b>		<b>(229,213)</b>	(187,124)
<b>OTHER INCOME/(LOSS)</b>	23	<b>(14,929)</b>	134,977
		<b>(244,142)</b>	(52,147)
Finance cost	24	<b>143</b>	220
Provision for obsolescence / slow moving stocks		-	14,423
		<b>143</b>	14,643
<b>(LOSS) BEFORE TAXATION</b>		<b>(244,285)</b>	(66,790)
<b>TAXATION</b>	25	<b>19</b>	2,642
<b>(LOSS) AFTER TAXATION</b>		<b>(244,304)</b>	(69,432)
Basic (loss) per share (Rupees)	26	<b>(1.83)</b>	(0.52)
Diluted (loss) per share (Rupees)	26	<b>(1.83)</b>	(0.52)

The annexed notes from 1 to 38 form an integral part of these financial statements.

  
**Waseem-ul-Haque Ansari**  
 Chief Executive

  
**Haroon Iqbal**  
 Director

  
**Muhammad Naeem Uddin Malik**  
 Chief Financial Officer

# Statement of Comprehensive Income


For The Year Ended June 30, 2019

	June 30, 2019	June 30, 2018
	————(Rs. in '000)————	
(Loss) for the year	(244,304)	(69,432)
Other comprehensive income / (loss)	-	-
Total comprehensive (loss) for the year	(244,304)	(69,432)

The annexed notes from 1 to 38 form an integral part of these financial statements.

  
**Waseem-ul-Haque Ansari**  
 Chief Executive

  
**Haroon Iqbal**  
 Director

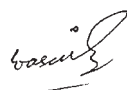
  
**Muhammad Naeem Uddin Malik**  
 Chief Financial Officer

# Statement Of Cash Flow


For the year ended June 30, 2019

Note	June 30, 2019	June 30, 2018
	————(Rs. in '000)————	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
(Loss) before taxation	(244,285)	(66,790)
Add / (Less) : Depreciation	70,103	75,507
Gain on disposal of fixed assets	(240)	-
Gain due to Change in valuation of investment in associates	37,166	(121,803)
Financial charges	143	220
	107,172	(46,076)
	(137,113)	(112,866)
Decrease in stores & spares	1,868	8,637
Decrease in stock in trade	1,561	15,021
Decrease / (Increase) in trade debts	83,059	(11,520)
(Increase) / Decrease in advances, deposits, pre-payments & other receivables	(12,940)	788
Increase in trade, other payables and borrowings	53,778	35,716
(Decrease) in long term security deposits	(4,000)	-
Tax (paid)	(667)	(634)
Financial charges (paid)	(143)	(220)
Gratuity (paid)	-	(283)
	122,516	47,505
Net cash flow from operating activities	(14,597)	(65,361)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure incurred	(984)	(9,670)
Sale Proceeds of fixed assets	310	-
Net cash flow from investing activities	(674)	(9,670)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Sponsor's loan	12,304	124,908
Long term loans (repaid)	-	(45,323)
Net cash flow from financing activities	12,304	79,585
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(2,967)	4,554
CASH & CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	(1,849,790)	(1,854,344)
CASH & CASH EQUIVALENTS AT END OF THE PERIOD	27 (1,852,757)	(1,849,790)

The annexed notes from 1 to 38 form an integral part of these financial statements.

  
**Waseem-ul-Haque Ansari**  
 Chief Executive

  
**Haroon Iqbal**  
 Director

  
**Muhammad Naeem Uddin Malik**  
 Chief Financial Officer

## Statement Of Changes In Equity


For The Year Ended June 30, 2019

	Share Capital	Share Capital	Reserves		
	Issued, subscribed and paid-up	Advance against issue of shares	Accumulated loss	Total Reserves	Total
	----- (Rs. in '000) -----				
<b>Balance as at July 01, 2017</b>	1,387,353	-	(3,426,248)	(3,426,248)	(2,038,895)
Total Comprehensive (loss) for the year	-	-	(69,432)	(69,432)	(69,432)
<b>Balance as at June 30, 2018</b>	1,387,353	-	(3,495,680)	(3,495,680)	(2,108,327)
<b>Balance as at July 01, 2018</b>	1,387,353	-	(3,495,680)	(3,495,680)	(2,108,327)
Total Comprehensive (loss) for the year	-	-	(244,304)	(244,304)	(244,304)
<b>Balance as at June 30, 2019</b>	1,387,353	-	(3,739,984)	(3,739,984)	(2,352,631)

The annexed notes from 1 to 38 form an integral part of these financial statements.

  
**Waseem-ul-Haque Ansari**  
 Chief Executive

  
**Haroon Iqbal**  
 Director

  
**Muhammad Naeem Uddin Malik**  
 Chief Financial Officer

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 1 THE COMPANY AND ITS OPERATIONS

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 Pakistan stock exchanges in Pakistan. The principal activity of the Company is the assembly, progressive manufacturing and sale of 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.

On 01 August 2016, the company entered into an agreement with Daehan-Dewan Motor Company (Pvt.) Limited (a related party) for assembly of vehicles on contract basis.

The geographical Location and address of the company's business units, including mill/plant are as under:

The registered office of the Company is situated at Dewan Centre, 3-A, Lalazar, Beach Luxury Hotel Road, Karachi while its manufacturing facilities is situated at Jilianabad, Budhu Talpur, District Sajawal, Sindh.

### 1.1 GOING CONCERN ASSUMPTION

The company has incurred a loss after taxation of Rs. 244.304 million during the year ended June 30, 2019. As of that date it has accumulated losses of Rs.3.740 billion and its current liabilities exceeded its current asset by Rs. 4.550 billion. Furthermore, cumulatively the company has not provided markup on its borrowings from banks and financial institutions amounting to Rs.5.616 billion. The working capital constraints resulted in closure of production activities leading to gross loss situation. The Company has suspended its production from November 2010 till August 2013 and again closed the production since March 2014. Further, the company has been unable to ensure timely repayments of debts owing to financial institutions due to liquidity problems and the short term facilities have not been renewed by banks/financial institutions. Following course the lenders have gone into litigations for repayment of liabilities through attachment and sale of Company's hypothecated /mortgaged properties. as disclosed in note 19.4 to the financial statements. The restructuring proposal submitted by the company to lenders is in the process of negotiation and is expected to be approved in near future. These conditions indicates the existence of material uncertainty, which may cast significant doubt about company ability to continue as going concern.

These financial statements have been prepared on going concern assumption because the above conditions are temporary and would reverse. The management is confident that the outcome will be positive as the company is negotiating reprofiling of the debt with all the lenders and is expected to be finalized in due course. 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 loan in proportion to their respective current exposures;
- b) Principal to be repaid in 10 years inclusive of 1 year grace period.
- c) Mark-up payable as on December 31, 2008 to be frozen and paid quarterly over a period of three years commencing after 3 months from the restructuring date.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

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. Accordingly, these financial statements have been prepared on a going concern basis.

## 2 Statement of compliance

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan. The accounting and reporting standards applicable in Pakistan comprise of:

- a) International Financial Reporting Standard issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
- b) Provisions of and directives issued under the Companies Act, 2017.

Where provisions of and directives issued under the Companies Act, 2017 differ from the IFRS, the provisions of and directives issued under the Companies Act, 2017 have been followed.

### 2.1 Basis of preparation

These accounts have been prepared under the historical cost convention, except certain items as disclosed in relevant accounting Policies below.

### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous financial year except application of new amendments and interpretations in the International Accounting Standards as described below.

#### 2.2.1 New standards, amendments and improvements effective during the year

The Company has adopted the following standards, amendments and improvements of International Financial Reporting Standards (IFRSs) which became effective for the current year:

- |           |   |
|-----------|---|
| IFRS 2:   | Share-based Payments: Classification and Measurement of Share Based Payments Transactions (Amendments)  |
| IFRS 9:   | Financial Instruments   |
| IFRS 15:  | Revenue from Contracts with Customers   |
| IAS 40:   | Investment Property: Transfers of Investment Property (Amendments)  |
| IFRIC 22: | Foreign Currency Transactions and Advance Consideration Improvements to IFRSs Issued by IASB in December 2016   |
| IAS 28 —  | Investment in Associates and Joint Ventures: Clarification that measuring investees at fair value through profit or loss in an investment-by-investment choice. |

# Notes to the Financial Statements

For The Year Ended June 30, 2019

The adoption of the above standards, amendments and improvements to IFRSs did not have any effect on these financial statements, except for IFRS 9 as explained below:

## 2.2.2. IFRS 9 Financial Instruments

The Company has applied IFRS 9 using modified retrospective approach with initial application date of 1 July 2019 as notified by the SECP. IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. The adoption of IFRS 9 has fundamentally changed the Company's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach.

The management of the Company has assessed and concluded that the Company is in compliance with the requirements of IFRS 9.

The new accounting policy in respect of financial instruments along with the impact on the classification of financial assets and impairment of financial assets is stated in note 2.16 to these financial statements.

## 2.2.3. IFRS 15 Revenue from Contracts with Customers

The Company has applied IFRS 15 using modified retrospective approach with initial application date of 1 July 2019 as notified by the Securities and Exchange Commission of Pakistan (SECP). The first-time application of IFRS 15 has not had any significant effects with regard to the amount of revenue recognized and when it is recognized. Hence, no cumulative adjustment amounts have been recognized to adjust the opening retained earnings as at 1 July 2019. Accordingly, the information presented for prior years has not been restated, as previously reported, under IAS 18 and related interpretations.

The management of the Company has assessed and concluded that the Company is in compliance with the requirements of IFRS 15. The new accounting policy in respect of revenue recognition is stated in note 2.17 to these unconsolidated financial statements.

## 2.2.4. Standards, amendments and improvements to approved accounting standards that are not yet effective

The following standards, amendments and improvements with respect to the IFRSs as applicable in Pakistan would be effective from the dates mentioned below against the respective standard or interpretation:

Standard or Interpretation	Effective from accounting period beginning on or after:
IFRS 3 – Definition of a Business (Amendments)	1-Jan-20
IFRS 3 – Business Combinations: Previously held interests in a joint operation	1-Jan-19
IFRS 9 – Prepayment Features with Negative Compensation (Amendments)	1-Jan-19

## Notes to the Financial Statements

For The Year Ended June 30, 2019

IFRS 10 / IAS 28 – Consolidated Financial Statements and Investment in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendment)	Not yet finalized
IFRS 11 – Joint Arrangements: Previously held interests in a joint operation	1-Jan-19
IFRS 16 – Leases	1-Jan-19
IAS 1 / IAS 8 – Definition of Material (Amendments)	1-Jan-19
IAS 12 – Income Taxes: Income tax consequences of payments on financial instruments classified as equity	1-Jan-19
IAS 19 – Plan Amendment, Curtailment or Settlement (Amendments)	1-Jan-19
IAS 23 – Borrowing Costs - Borrowing costs eligible for capitalization	1-Jan-19
IAS 28 – Long-term Interests in Associates and Joint Ventures (Amendments)	1-Jan-19
IFRIC 23 – Uncertainty over Income Tax Treatments	1-Jan-19

The above standards and amendments are not expected to have any material impact on the Company's financial statements in the period of initial application.

In addition to the above standards and amendments, improvements to various IFRSs have also been issued by the IASB in December 2018. Such improvements are generally effective for accounting periods beginning on or after 01 January 2019. The Company expects that such improvements to the standards will not have any material impact on the Company's financial statements in the period of initial application.

The IASB has also issued the revised Conceptual Framework for Financial Reporting (the Conceptual Framework) in March 2019 which is effective for annual periods beginning on or after 1 January 2020 for preparers of financial statements who develop accounting policies based on the Conceptual Framework. The revised Conceptual Framework is not a standard, and none of the concepts override those in any standard or any requirements in a standard. The purpose of the Conceptual Framework is to assist IASB in developing standards, to help preparers develop consistent accounting policies if there is no applicable standard in place and to assist all parties to understand and interpret the standards.

Further, following new standards have been issued by IASB which are yet to be notified by the SECP for the purpose of applicability in Pakistan. The management of the Company expects that below new standards will not have any material impact on the Company's financial statements in the period of initial application.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## Standard

## Effective annual periods beginning on or after:

IFRS 1 – First time adoption of IFRSs	1/1/2004
IFRS 14 – Regulatory Deferral Accounts	1/1/2016
IFRS 17 – Insurance Contracts	1/1/2021

## 2.3 Significant Accounting estimates adjustments and Assumptions

The preparation of financial statements in conformity with approved accounting standards require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses. It also requires management to exercise judgement in application of the company's accounting policies. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Significant accounting estimates and areas where judgements were exercised by management in the application of accounting policies in the financial statements are as follows:

- i. Useful lives of Property, Plant and equipment (notes 2.4 and 3.1)
- ii. Provision for doubtful trade debts (note 2.8)
- iii. Income taxes (note 2.11)
- iv. Classification and valuation of investments (note 2.5)
- v. Provision for Slow moving stores and spares (note 2.6)
- vi. Provision for Slow moving stock in trade (note 2.7)

## 2.4 Tangible fixed assets

### Property Plant and Equipment Owned

These are stated at cost less accumulated depreciation except for land and capital work in progress which are stated at cost. Cost of certain fixed assets and capital work in progress comprises of historical cost and the cost of borrowings during construction / erection period in respect of specific loans / borrowings.

Depreciation is charged to income using the reducing balance method whereby the cost of an asset is written off over its estimated useful life. The rates of depreciation are stated in note 3.1 to the accounts. Depreciation is charged in proportion to the use of assets in the respective year.

The assets' residual values and useful lives are reviewed at each financial year end, and adjusted, if appropriate, at each statement of financial position date.

Maintenance and normal repairs are charged to income as and when incurred whereas major renewals and improvements are capitalized and the assets so replaced, if any, are retired.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

Gain or loss on disposal of fixed assets are included in income currently.

## Judgement and estimates

The useful lives, residual values and depreciation method are reviewed on a regular basis. The effect of any changes in estimate is accounted for on a prospective basis.

## Capital work-in-progress

All expenditures connected to the specific assets incurred during installation and construction period are carried under capital work-in-progress. These are transferred to specific assets as and when assets are available for use.

## Leased

Assets held under finance leases are stated at cost less accumulated depreciation. The outstanding obligations under finance leases less financial charges allocated to future periods are shown as a liability. Each lease payment is allocated between the liability and finance costs so as to achieve a constant rate on the finance balance outstanding. The finance charge is charged to profit and loss account and is included under finance cost.

Depreciation is charged at the same rates as charged on company's owned assets.

## Impairment of non-financial assets other than inventories

The assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. If there is an indication of possible impairment, the recoverable amount of the asset is estimated and compared with its carrying amount.

An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. The impairment loss is recognised in the statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

An impairment loss is reversed only to the extent that the asset carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The Company recognises the reversal immediately in the statement of profit or loss, unless the asset is carried at a revalued amount in accordance with the revaluation model. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

## 2.5 Investment

**2.5.1** The management determines the appropriate classification of the investments, in accordance with the IFRSs, at the time of purchase depending on the purpose for which the investments are acquired and re-evaluate this classification on a regular basis. The existing investment of the company has been categorized as available for sale.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

Available for sale investments are initially recognized at cost being the fair value of the consideration given including acquisition charges associated therewith.

After initial recognition, investment which are classified as available for sale are remeasured at fair value. Unrealized gains and losses on available for sale investments are recognized in equity till the investment is sold or otherwise disposed off, or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in income.

## 2.5.2 Investment in Associates

Associates are entities over which the Company exercises significant influence. Investment in associates is accounted for using equity basis of accounting, under which the investment in associate is initially recognised at cost and the carrying amount is increased or decreased to recognise the Company's share of profit or loss of the associate after the date of acquisition. The Company's share of profit or loss of the associate is recognised in the Company's profit and loss account. Distributions received from associate reduce the carrying amount of the investment. Adjustments to the carrying amount are also made for changes in the Company's proportionate interest in the associate arising from changes in the associates' other comprehensive income that have not been recognised in the associate's profit or loss. The Company's share of those changes is recognised in other comprehensive income of the Company. The carrying amount of the investment is tested for impairment, by comparing its recoverable amount (higher of value in use and the fair value less costs to sell) with its carrying amount and loss, if any, is recognised in profit or loss. If the Company's share of losses of an associate equals or exceeds its interest in the associate, the Company discontinues recognising its share of further losses. If the associate subsequently reports profits, the investor or joint venturer resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

## 2.6 Stores and spares

These are valued at cost determined on weighted average basis. Items in transit are valued at cost comprising of invoice values plus other charges incurred thereon accumulated to the statement of financial position date.

Stores, spares and loose tools are regularly reviewed by the management and any obsolete items are brought down to their NRV.

## 2.7 Stock-in-trade

Raw materials and Components are valued at cost. Those in transit are stated at invoice price plus other charges paid thereon upto the statement of financial position date. Cost is determined on a moving average basis.

Work-in-process is valued at material cost consisting of CKD kits, local vendor parts and consumables.

CBU (finished goods) in hand are valued at the lower of cost and net realizable value. Cost is determined on moving average basis.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

Goods-in-transit are valued at purchase price, freight value and other charges incurred thereon upto the statement of financial position date.

Stock-in-trade is regularly reviewed by the management and any obsolete items are brought down to their NRV.

Net realizable value signifies the estimated selling price in the ordinary course of business less cost necessary to make sale.

## 2.8 Trade debts and other receivables

Trade debts and other receivables are stated initially at fair value and subsequently measured at amortised cost using the effective interest rate method less an allowance for expected credit losses, if any. Allowance for expected credit losses is based on lifetime ECLs that result from all possible default events over the expected life of the trade debts and other receivables. Bad debts, if any, are written off when considered irrecoverable.

## 2.9 Staff retirement benefits

Effective from January 1, 2004, the company has, in place of gratuity scheme, established a recognized provident fund scheme (defined Contribution Plan) for its permanent employees. Equal contributions are being made in respect thereof by company and employees in accordance with the terms of scheme.

## 2.10 Long term loans / Borrowings

Long term loans/ Borrowings are initially recognized at cost. After initial recognition same are measured at original recorded amount less principal repayments thereof.

## 2.11 Taxation

### Current

The charge for current taxation is based on taxable income at current rates of taxation after taking into account tax rebates and credits available, if any, or one percent of turnover or Alternate Corporate Tax whichever is higher. Alternate Corporate Tax is calculated in accordance with the provisions of Section 113C of Income Tax Ordinance.

### Deferred

Deferred tax is provided, using the liability method, on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates that have been enacted or substantially enacted by the statement of financial position date.

## 2.12 Trade and other payables

Liability for trade and other amounts payable, are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received.

## 2.13 Warranty obligations

These are accounted for on the basis of claims lodged on the company.

## 2.14 Foreign currency translation

Foreign currency transactions are translated into Pak Rupees at exchange rates prevailing on the date of transaction. All monetary assets and liabilities in foreign currencies are translated at the rate of exchange prevailing at the statement of position date except for liabilities covered under forward exchange contracts, if any, which are translated at the contracted rates. Exchange differences on foreign currency translations are included in income along with any related hedge effects.

## 2.15 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.16 Financial instruments

### Financial assets

The financial assets of the Company mainly include trade debts, loans, deposits, short-term investments, other receivables and cash and bank balances.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortised cost; Fair Value through Other Comprehensive Income (FVOCI) – debt investment; FVOCI – equity investment; or Fair Value through Profit or Loss (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Based on the business model of the Company, the financial assets of the Company are measured and classified under IFRS 9 as follows;

Trade debts and other financial assets previously classified as 'loans and receivables' are now classified as 'amortised cost'. These assets are measured at amortised cost using the effective interest rate method less an allowance for expected credit losses, if any.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

Short-term investments are designated at FVTPL at initial recognition. These are carried in the unconsolidated statement of financial position at fair value with net changes in fair value recognised in the unconsolidated statement of profit or loss.

## Financial liabilities

There are no changes in classification and measurement for the Company's financial liabilities on the adoption of IFRS 9.

## Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the unconsolidated statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

## Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

At each date of statement of financial position, the Company assesses whether financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the respective asset.

The Company uses the standardised simplified approach and calculates ECL based on lifetime ECL on its financial assets. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the financial assets and the economic environment.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the unconsolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## Impairment of non-financial assets

The carrying amounts of non-financial assets other than inventories and deferred tax assets are assessed at date of statement of financial position to ascertain whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised, as an expense in the unconsolidated statement of profit or loss. The recoverable amount is the higher of an asset's fair value less cost to disposal and value in use. Value in use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects current market assessments of the time value of money and the risk specific to the assets.

## 2.17 Revenue recognition

Sales are recognized as revenue when goods are invoiced to customers.

Return on bank deposits are on an accrual basis.

Markup on loan to associated undertaking is recognized on an accrual basis.

Agency commission is recognized when shipments are made by the principal.

Unrealized gains / loss arising on re-measurement of investments classified as "financial assets at fair value though "profit or loss" are included in the profit and loss account in the period in which these arise.

Realised capital gains / loss on sale of investments are recognized in the profit and loss account at the time of sale.

Dividend income is recognised when the right to receive the dividend is established.

Revenue from contracts with customers is recognized when the control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods according to the negotiated contractual terms. The Company has generally concluded that it acts as a principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Performance obligations held by the Company are not separable, and are not partially satisfied, since they are satisfied at a point in time, when the customer accepts the products. Moreover, the payment terms identified in most sources of revenue are short-term usually 30 to 60 days upon delivery, without any variable considerations, financing components and guarantees.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

The Company recognizes an account receivable when the performance obligations have been met, recognizing the corresponding revenue. Moreover, the considerations received before satisfying the performance obligations are recognized as advances from customer.

## 2.18 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purpose of the cash flow statement, cash and cash equivalents comprise cash in hand and at banks and short term finances. The cash and cash equivalents are subject to insignificant risk of changes in value.

## 2.19 Related Party transactions and transfer pricing

The Company enters into transactions with related parties on an arm's length basis.

## 2.20 Provisions

Provisions are recognized when the company has present obligation, legal or constructive, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are reviewed at each statement of financial position date and adjusted to reflect the current best estimate.

## 2.21 Off setting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount is reported in the financial statements only when the company has a legally enforceable right to offset the recognized amounts and the company intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

## 2.22 Dividends distribution and transfer between reserves

Dividends declared are transfers between reserves made subsequent to the statement of financial position date are considered as non-adjusting events and are recognized in the financial statements in the year in which such dividends are approved / transfers are made.

## 2.23 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. The financial statements are presented in Pakistani Rupees, which is the Company's functional and presentation currency.

## 2.24 Segment Reporting

The Company uses management approach for segment reporting, under which segment information is required to be presented on the same basis as that used for internal reporting purposes. Operating segments have been determined and presented in a manner consistent with the internal reporting provided to the chief operating decision-maker. The company has determined operating segments on the basis of business activities i.e. manufacturing and trading activities. Segment assets have not been disclosed in these financial statements as these are not reported to the chief operating decision-maker on a regular basis.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>3. PROPERTY, PLANT AND EQUIPMENT</b>			
Operating fixed assets	3.1	<b>940,899</b>	1,010,088
		<b>940,899</b>	1,010,088

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 3.1 The statement of the operating fixed assets is as follows:

	Free hold land	Buildings	Plant and machinery	Tangible - owned Furniture and fixtures	Vehicles	Office Equipment	Total
------(Rupees in '000)-----							
<b>As at July 01 ,2018</b>							
Cost	78,033	1,136,347	1,597,244	165,150	322,648	88,283	3,387,705
Accumulated depreciation	-	604,161	1,292,867	125,547	288,440	66,602	2,377,617
<b>Net book value</b>	<b>78,033</b>	<b>532,186</b>	<b>304,377</b>	<b>39,603</b>	<b>34,208</b>	<b>21,681</b>	<b>1,010,088</b>
<b>Year ended Jun 30, 2019</b>							
Opening net book value	78,033	532,186	304,377	39,603	34,208	21,681	1,010,088
Additions	-	-	-	-	-	984	984
<b>Disposals</b>							
Cost	-	-	-	-	1,246	-	1,246
Accumulated depreciation	-	-	-	-	1,176	-	1,176
<b>Transfer</b>							
Cost	-	-	-	-	-	-	-
Accumulated depreciation	-	-	-	-	-	-	-
Depreciation for the year	-	26,594	30,468	3,960	6,835	2,246	70,103
Closing net book value	78,033	505,592	273,909	35,643	27,303	20,419	940,899
<b>As at Jun 30, 2019</b>							
Cost	78,033	1,136,347	1,597,244	165,150	321,402	89,267	3,387,443
Accumulated depreciation	-	630,755	1,323,335	129,507	294,099	68,848	2,446,544
<b>Net book value</b>	<b>78,033</b>	<b>505,592</b>	<b>273,909</b>	<b>35,643</b>	<b>27,303</b>	<b>20,419</b>	<b>940,899</b>
Depreciation rate % per annum		5%	10%	10%	20%	10%	
<b>As at July 01 ,2017</b>							
Cost	78,033	1,136,347	1,597,244	165,150	314,080	87,181	3,378,035
Accumulated depreciation	-	576,167	1,259,014	121,147	281,494	64,288	2,302,110
<b>Net book value</b>	<b>78,033</b>	<b>560,180</b>	<b>338,230</b>	<b>44,003</b>	<b>32,586</b>	<b>22,893</b>	<b>1,075,925</b>
<b>Year ended June 30, 2018</b>							
Opening net book value	78,033	560,180	338,230	44,003	32,586	22,893	1,075,925
Additions	-	-	-	-	8,568	1,102	9,670
<b>Disposals</b>							
Cost	-	-	-	-	-	-	-
Accumulated depreciation	-	-	-	-	-	-	-
<b>Transfer</b>							
Cost	-	-	-	-	-	-	-
Accumulated depreciation	-	-	-	-	-	-	-
Depreciation for the year	-	27,994	33,853	4,400	6,946	2,314	75,507
Closing net book value	78,033	532,186	304,377	39,603	34,208	21,681	1,010,088
<b>As at June 30, 2018</b>							
Cost	78,033	1,136,347	1,597,244	165,150	322,648	88,283	3,387,706
Accumulated depreciation	-	604,161	1,292,867	125,547	288,440	66,602	2,377,617
<b>Net book value</b>	<b>78,033</b>	<b>532,186</b>	<b>304,377</b>	<b>39,603</b>	<b>34,208</b>	<b>21,681</b>	<b>1,010,089</b>
Depreciation rate % per annum		5%	10%	10%	20%	10%	

**3.1.1** The above assets are mortgaged with the Financial Institutions /Banks as disclosed in note no 19.4 and the note 1.1 to the financial Statements.

## Notes to the Financial Statements

For The Year Ended June 30, 2019

**3.1.2** Freehold land represents 73.47 Acres situated at Jilaniabad, Budhu Talpur, District Sujawal. The value of Freehold land is Rs. 69.721 Million (2018: Rs. 69.721 Million) and leasedhold land is Rs. 8.311 Million (2018: Rs. 8.311 Million)

**3.2 Depreciation charge for the period has been allocated as follows:**

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
Cost of goods manufactured	20.1	<b>67,778</b>	65,692
Distribution expenses	21	-	3,775
Administration and general expenses	22	<b>2,326</b>	6,041
		<b>70,104</b>	75,508

During the year, there is no distribution cost, therefore, depreciation charge for the year has been allocated between cost of goods manufactured and administration and general expense.

#### 4. INVESTMENT

Investment in Ordinary shares of  
Dewan Cement Limited (DCL) - Related party

65,375,455 ordinary shares of Rs. 10 each (2018: 65,375,455 ordinary shares of Rs. 10 each)	4.1	<b>804,131</b>	804,131
Share of Profit		<b>469,033</b>	506,199
		<b>1,273,164</b>	1,310,330
Fair value as per Market price Quoted in Pakistan Stock Exchange		<b>510,582</b>	1,176,758
<b>Market value (Rupees per share)</b>		<b>7.81</b>	18.00
<b>Percentage of equity held</b>		<b>13.50%</b>	13.50%

**4.1** The summarized financial information of the associates over which the company exercises significant influence based on audited financial statements for the year ended June 30, 2019 are as follows:

	Note	June 30, 2019	June 30, 2018 (Restated)
		----- (Rs. in '000) -----	
Total Assets		<b>29,895,176</b>	30,247,170
Total Liabilities		<b>12,878,064</b>	12,981,362
Revenues		<b>12,054,025</b>	13,423,885
(Loss)/Profit after tax		<b>(275,304)</b>	902,242
Accumulated Profit up to June 30		<b>5,413,615</b>	5,493,314

# Notes to the Financial Statements

For The Year Ended June 30, 2019

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>5. STORES AND SPARES</b>			
Stores		16,430	17,367
Spares		40,927	41,858
		57,357	59,225
Less : Provision for obsolescence / slow moving stocks		(5,064)	(5,064)
		52,293	54,161
<b>5.1 Movement in provision for obsolescence and slow moving items</b>			
Opening balance			
Provision during the year		5,064	5,064
Closing balance		-	-
		5,064	5,064
<b>6. STOCK-IN-TRADE</b>			
<b>Manufacturing stock</b>			
Raw materials and components		144,225	144,225
Finished goods		2,980	2,980
		147,205	147,205
<b>Trading stock</b>			
Trading stock (including in transit of Rs. Nil) 2018 Rs. Nil		26,169	27,730
Less : Provision for obsolescence / slow moving stocks		(126,382)	(126,382)
		46,992	48,553
<b>6.1 Movement in provision for obsolescence and slow moving items</b>			
Opening balance		126,382	111,959
Provision during the year		-	14,423
Closing balance		126,382	126,382
<b>7. TRADE DEBTS - Considered good</b>		12,124	83,663
<b>7.1</b> It includes a sum of Rs. Nil Million (2018: Rs.74.830 Million) receivable from Daehan-Dewan Motor Company (Pvt.) Limited a related party. The maximum aggregate amount of trade receivable from related party at the end of any month during the year was Rs.62.420 Million (2018: Rs.74.829 Million ).			

# Notes to the Financial Statements

For The Year Ended June 30, 2019

**7.2** The age analysis of other receivables from related party is as follows.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
Not yet due		-	30,921
Past due			
- up to 3 months		-	9,613
- 3 to 6 months		-	-
- 6 to 12 months		-	11,102
- More than one year		-	23,194
		-	74,830
<b>8 SHORT TERM LOAN TO AN ASSOCIATED UNDERTAKING - Considered good</b>			
Dewan Automotive Engineering Limited	8.1	<b>154,879</b>	154,879
		<b>154,879</b>	154,879

**8.1** The company has charged markup on loans to associated undertakings carrying markup @1% above the borrowing of the company. At the end of the period these loans carries markup at the rate of 13.97% (2018: 7.43%) per annum.

**8.2** The maximum aggregate amount of loan at the end of any month during the year was Rs. 154.879 Million (2017: Rs. 154.879 Million).

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>9 ADVANCES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES</b>			
<b>Advances - Considered good</b>			
Suppliers and contractors		-	482
Considered good		<b>181,467</b>	181,467
Considered doubtful		<b>181,467</b>	181,949
Less: Provision for doubtful advances		<b>(181,467)</b>	(181,467)
		-	482
Employee		<b>3,064</b>	3,459
Sales tax		<b>898</b>	-
		<b>3,962</b>	3,941
<b>Deposits</b>			
Margin against letters of guarantees		<b>2,050</b>	2,050
Others		<b>11,511</b>	16,620
		<b>13,561</b>	18,670
<b>Other receivables</b>			
Markup on loan to associated undertaking (note 8 & 9.1)		<b>778,418</b>	760,390
Others		<b>1</b>	1
		<b>778,419</b>	760,391
		<b>795,942</b>	783,002

# Notes to the Financial Statements

For The Year Ended June 30, 2019

- 9.1** The maximum aggregate amount receivable at the end of any month during the year was Rs. 778.418 Million (2018: Rs. 760.390 Million).
- 9.2** The age analysis of receivable from related party as follows.

	June 30, 2019	June 30, 2018
	----- (Rs. in '000) -----	
Not yet due	5,394	3,058
Past due		
- up to 3 months	4,486	2,896
- 3 to 6 months	4,509	2,795
- 6 to 12 months	3,638	2,791
- More than one year	760,390	748,850
	<b>778,418</b>	<b>760,390</b>

## 10. TAXATION

- 10.1** Income tax assessments of the company have been finalized upto and including the tax year 2018 relating to income year ended June 30, 2018 and certain appeals for the Tax year 2008, 2009 and 2010 are pending before the income tax appellate authorities. However, the Commissioner of Income Tax may at any time during a period of five years from the date of filing of return may select the deemed assessment for audit. The company is in loss, therefore provision has been made in the accounts for minimum tax as per provisions of the Income Tax Ordinance, 2001.
- 10.2** The numerical reconciliation between the average tax rate and the applicable tax rate has not been presented in these financial statements as the company is not in operational activities as described in note 1 of these financial statements.
- 10.3** Management had a practice of recording tax expense based on the generally accepted interpretation of tax laws and accordingly sufficient provision in respect of taxation for last three years has been provided in these financial statements.
- 10.4** Subsequent to the amendment of section 5(A) of the Income tax Ordinance, 2001, tax at the applicable rate shall be imposed on every public company which derives profit for the year. However, this tax shall not apply in case of a company which distributes at least specified percentage of after tax profits within six months of the end of the tax year in the form of cash dividend. Liability in respect of such tax, if any, is recognized when the prescribed time period for distribution of dividend expires.

## 11. CASH AND BANK BALANCES

	June 30, 2019	June 30, 2018
	----- (Rs. in '000) -----	
Cash in hand	598	584
Cash at banks in current accounts	124,669	127,650
	<b>125,267</b>	<b>128,234</b>

# Notes to the Financial Statements

For The Year Ended June 30, 2019

**11.1** One of the Company's current account has been blocked by the bank. The Company has gone into litigation against this action of the bank demanding release of the blocked amount. The matter is pending in the High Court of Sindh. Further, confirmation from most of the banks are not received as the company is in litigation with banks.

**11.2** Represents deposits placed with conventional banks .

## 12. ISSUED, SUBSCRIBED AND PAID-UP-CAPITAL

2019 (No of Shares in '000)	2018	Note	June 30, 2019 ----- (Rs. in '000) -----	June 30, 2018
<b>135,065</b>	135,065	Ordinary shares of Rs.10/- each fully paid in cash	<b>1,350,651</b>	1,350,651
<b>3,670</b>	3,670	Ordinary shares of Rs.10/- each, issued as fully paid bonus shares	<b>36,702</b>	36,702
<b>138,735</b>	138,735		<b>1,387,353</b>	1,387,353

**12.1** 13,650,000 (2018: 13,650,000) shares are held by Related party.

	Note	June 30, 2019 ----- (Rs. in '000) -----	June 30, 2018
<b>13. LONG TERM LOANS - secured</b>			

### From banking companies and other financial institutions

Allied Bank Limited - I	13.1	<b>71,429</b>	71,429
Saudi Pak Agricultural and Investment Company - I	13.2	<b>90,000</b>	90,000
National Bank of Pakistan	13.3	<b>62,500</b>	62,500
MCB Bank Limited ( formerly NIB Bank)	13.4	<b>110,000</b>	110,000
Saudi Pak Agricultural and Investment Company - II	13.5	<b>63,000</b>	63,000
Summit Bank Limited	13.6	<b>700,000</b>	700,000
		<b>1,096,929</b>	1,096,929
<b>Less:- Current portion shown under current liabilities</b>	13.7	<b>1,096,930</b> <b>(1,096,930)</b>	1,096,930 (1,096,930)
		<b>-</b>	-

**13.1** The loan carries mark up at the base rate plus 2.5% per annum. Base rate has been defined as average rate of ASK SIDE of the six months KIBOR. Base rate will be set at the last business day before the installment date for the immediately preceding installment. Presently markup on the finance works out to 14.51% ( 2018 : 14.51 %) per annum.

The loan was rescheduled during the year and is to be paid in seven equal monthly installments commencing from June 29, 2008 and ending on December 31, 2008.

This loan is secured by way of parri passu charge over all present and future fixed assets including land, building, plant and machinery of the Company.



## Notes to the Financial Statements

For The Year Ended June 30, 2019

- 13.2** The loan carries mark up at the base rate plus 3.00% per annum. Base rate has been defined as average ASK rate of the six months KIBOR. Base rate will be set on the last day of preceding quarter. Presently markup on the finance works out to 15.01% (2018: 15.01%) per annum.

The loan is repayable in ten equal semi annual installments, with quarterly markup payments, commencing from January 26, 2006 and ending on October 26, 2010

The loan is secured by First Pari Passu hypothecation charge and equitable mortgage over fixed assets of the company.

- 13.3** The finance carries mark up at the base rate plus 2.50% per annum. Base rate has been defined as average rate of ASK SIDE of the six months KIBOR. Base rate will be set on the last day of preceding quarter. Presently markup on the finance works out to 14.51% (2018: 14.51%) per annum.

The loan was repayable in eight equal quarterly installments commencing from January 13, 2006 and ending on October 13, 2007

The loan was secured by First Pari Passu charge over plant and machinery and equitable mortgage over land and building of the company.

- 13.4** The finance carries mark up at the base rate plus 4.00 % per annum. Base rate has been defined as ASK rate of six months KIBOR prevailing on the last business day at the beginning of each quarterly period. Presently markup on the finance works out to 16.01% (2018: 16.01 %) per annum.

The finance is repayable in twenty equal quarterly installments commencing from March 30, 2006 and ending on December 30, 2010

The loan is secured by First Pari Passu charge over all the present and future fixed assets of the company.

- 13.5** The loan carries mark up at the base rate plus 3% per annum. Base rate has been defined as average ASK rate of the six months KIBOR. Base rate will be set first time on date of disbursement and subsequently on January 1st and July 1st. Presently markup on the finance works out to 15.01 % (2018: 15.01%) per annum.

The loan is repayable in ten equal half yearly installments, with quarterly markup payments, commencing from August 14, 2007 and ending on February 14, 2012.

The loan is secured by First Pari Passu charge over fixed assets of the company.

- 13.6** The loan carries mark up at the base rate plus 3% per annum. Base rate has been defined as average ASK rate of the six months KIBOR. Base rate will be reset on bi-annual basis i.e. on January 1st and July 1st every year. Presently markup on the finance works out to 15.01 % (2018: 15.01%) per annum.

The loan is repayable through monthly installments within five years including one year grace period, markup shall continuously be paid on calendar quarter basis during grace period.

The loan is secured by First Pari Passu charge over fixed assets of the company.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

- 13.7** This includes overdue installments amounting to Rs. 1,096,930 million. Banks/financial institutions has 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 as fully disclosed in note no. 19.4 to the financial Statements.
- 13.8** Since the Company is in litigation with banks confirmation have not been received.
- 14.** These deposits have been received from dealers and are interest free. These deposits have been utilized for the purpose of business in accordance with the term of written agreement with the dealers under section 217 of Companies Act, 2017.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>15. DEFERRED LIABILITIES</b>			
Deferred taxation	15.1	-	-
Staff gratuity	15.2	4,231	4,231
		<b>4,231</b>	<b>4,231</b>
<b>15.1 Deferred Taxation</b>			
<b>Credit balance arising due to:</b>			
Accelerated tax depreciation allowances		160,519	170,632
Share of profit in associated company		136,020	151,860
		<b>296,539</b>	<b>322,492</b>
<b>Less: Debit balance arising due to:</b>			
Gratuity		(1,227)	(1,269)
Provision for obsolete/slow moving Stores and Spares		(1,469)	(1,519)
Provision for obsolete/slow moving Stock-in-Trade		(36,651)	(37,915)
Carry forward tax losses and others		(429,301)	(402,602)
		<b>(468,647)</b>	<b>(443,305)</b>
<b>Deferred tax assets</b>		<b>(172,109)</b>	<b>(120,813)</b>
<b>Deferred tax asset not recognized</b>		<b>172,109</b>	<b>120,813</b>
		<b>-</b>	<b>-</b>
<b>15.2 Staff gratuity</b>			
Balance at the beginning of the period		4,231	4,514
Less: Payments made during the period		-	283
		<b>4,231</b>	<b>4,231</b>
<b>16. SPONSOR'S LOAN</b>			
Balance at the beginning of the period		240,975	116,067
Add: Loan received during the year		12,304	124,908
		<b>253,279</b>	<b>240,975</b>

# Notes to the Financial Statements

For The Year Ended June 30, 2019

- 16.1** This represents unsecured interest free loan for the purpose of working capital requirements and is payable on demand.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
17. TRADE AND OTHER PAYABLES			
Creditors			
Trade creditors	17.1	48,248	48,264
Accrued liabilities			
Accrued expenses		264,415	208,679
Sales tax payable		3	1,945
		312,666	258,888

- 17.1** Investments of provident fund have been made in accordance with the provisions of section 218 of the Companies Act 2017 and the rules formulated for this purpose.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>18. SHORT TERM FINANCES - SECURED</b>			
From banks & financial institutions			
- Short term loan (Under mark-up / profit arrangements)	18.1 & 18.4	<b>1,978,024</b>	1,978,024
- Overdue letter of credits	18.4	<b>2,117,889</b>	2,117,889
		<b>4,095,913</b>	4,095,913

- 18.1** The facilities for short term finances under markup / profit arrangements available from various banks amounted to Rs. 2,255 (2018: Rs.2,255) million.

- 18.2** The rate of markup / profit ranges from 8.74% to 20% (2018: 8.74% to 20.00%) per annum.

- 18.3** The facilities are secured by way of pari passu charge against hypothecation of the company's stock in trade and book debts and are generally for a period of one year, renewable at the end of the period.

- 18.4** Since the company is in litigation with banks confirmations from most of them have not been received.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 19 CONTINGENCIES AND COMMITMENTS

### Contingencies

- 19.1** The company, in the past, received demand notices from the Customs Authorities claiming short recovery of Rs. 269.9 million in aggregate on account of custom duties, sales tax and income tax on royalty paid to Hyundai Motor Company (HMC) and Kia Motor Corporation (KMC), taking the view that the royalty pertains to the imported CKD kits as opposed to company view that the same is independent of the import of CKD kits and relates to the local manufacturing of the motor vehicles.

The Customs Appellate Tribunal has decided the matter in company's favor resulting in reversal of demand to the extent of Rs.182.8 million. Against the decision of Customs Appellate Tribunal, the Custom Authorities have filed an appeal before the High Court of Sindh which is pending for hearing. It is expected that the decision will be in favour of the Company. The company also expect a similar decision against the cases for the balance amount of Rs.87.1 million, as the facts of the cases and questions of law involved are identical.

- 19.2** Sales tax Appeal against order in original no. 31/2004 dated 28-2-2004 in respect of demand of Rs 3.2 million filed before commissioner Inland Revenue (Appeal I) Karachi has been decided in favor of the company as per order passed as per STA/35/LTU/2013 dated 17-6-2013 by CIR (Appeals-I) Karachi. The Commissioner Inland Revenue, Zone I, LTU, Karachi has filed appeal before the Appellate Tribunal Inland Revenue, Karachi against the order No. STA-35/LTU/2013 dated 17-6-2013 and is pending for adjudication.

- 19.3** Letter of guarantees issued by the banks amounting to Rs. 250.336 (2018: Rs. 250.336) million.

- 19.4** In respect of liabilities towards banks / financial institutions disclosed in note 13 and 18 to the financial statements, the banks /financial institutions have filed suits in Honorable High Court of Sindh at Karachi for recovery of their liabilities through attachment and sale of Company's hypothecated / mortgaged properties. The aggregate suits amount is Rs. 6.884 billion.

The management has disputed the claim and is strongly contesting the cases. The management has filed counter claims alleging that the banks claims are highly exaggerated as they have charged markup on markup and other levies higher than the rate of markup agreed and other charges in violation of State Bank of Pakistan rules and all other applicable laws of Pakistan. The management is hopeful that the decision will be in favor of the company and the base less suits shall be rejected by the concerned courts. Since all the cases are pending before Honorable Courts therefore the ultimate outcome cannot be established at this stage.

### Commitments

- 19.5** Capital expenditure commitments outstanding amounts to Rs. Nil (2018: Nil).
- 19.6** Commitments in respect of letters of credit other than for capital expenditure amounts to Rs. Nil (2018: Nil).

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 20 OPERATING RESULTS

Note	Manufacturing		Trading		Total	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
(Rs. in '000)						
<b>Sales</b>	-	60,242	<b>1,844</b>	1,389	<b>1,844</b>	61,631
Sales tax	-	8,753	<b>315</b>	222	<b>315</b>	8,975
Commission and discounts	-	-	-	-	-	-
	-	8,753	<b>315</b>	222	<b>315</b>	8,975
<b>Net sales</b>	-	51,489	<b>1,529</b>	1,167	<b>1,529</b>	52,656
<b>Cost of sales</b>						
Opening stock	<b>2,980</b>	2,980	<b>27,730</b>	28,328	<b>30,710</b>	31,308
Cost of goods manufactured	<b>202,293</b>	190,281	-	-	<b>202,293</b>	190,281
Purchases	-	-	-	658	-	658
Closing stock	<b>(2,980)</b>	(2,980)	<b>(26,169)</b>	(27,730)	<b>(29,149)</b>	(30,710)
	<b>202,293</b>	190,281	<b>1,561</b>	1,256	<b>203,854</b>	191,537
<b>Gross (loss) / profit</b>	<b>(202,293)</b>	(138,792)	<b>(32)</b>	(89)	<b>(202,325)</b>	(138,881)
Distribution expenses	21	-	15,496	-	-	15,847
Administration and general expenses	22	-	31,678	26,888	718	32,396
	-	47,174	<b>26,888</b>	1,069	<b>26,888</b>	48,243
<b>Operating (Loss)</b>	<b>(202,293)</b>	(185,966)	<b>(26,920)</b>	(1,158)	<b>(229,213)</b>	(187,124)

Note June 30, 2019 June 30, 2018

### 20.1 Cost of goods manufactured

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

#### Raw material and vendor parts consumed

Opening stock	<b>144,225</b>	144,225
Purchases	-	-
Closing stock	<b>(144,225)</b>	(144,225)
	-	-
Stores and spares consumed	-	201
Salaries, wages and other benefits	<b>110,368</b>	91,973
Insurance	<b>356</b>	1,645
Depreciation	<b>67,778</b>	65,692
Communication	<b>511</b>	845
Printing, stationery and office supplies	<b>89</b>	125
Rent, rates & Taxes	<b>100</b>	100
Utilities	<b>10,665</b>	10,029
Traveling & entertainment	<b>2,684</b>	2,294
Vehicle running	<b>4,746</b>	4,387
Fee & subscription	<b>535</b>	341
Repairs and maintenance	<b>4,461</b>	12,649
Add: Opening stock of work-in-process	-	-
Less: Closing stock of work-in-process	-	-
	<b>202,293</b>	190,281
	<b>202,293</b>	190,281

**20.2** Included herein is a sum of Rs. 1.188 (2018: Rs. 0.681) million relating to recognized Provident fund scheme.

## Notes to the Financial Statements

For The Year Ended June 30, 2019

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>21. DISTRIBUTION EXPENSES</b>			
Salaries, allowances and other benefits	21.1	-	11,208
Depreciation	3.2	-	3,775
Insurance		-	39
Traveling & entertainment		-	81
Vehicle running		-	277
Communication		-	204
Printing, stationery and office supplies		-	13
Legal and professional		-	250
		<u>-</u>	<u>15,847</u>

**21.1** Included herein is a sum of Rs. Nil (2018: Rs. 0.247) million relating to recognized Provident fund scheme.

**21.2** The distribution expenses have been allocated between manufacturing and trading activities (note 20) on the basis of net sales.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>22. ADMINISTRATION AND GENERAL EXPENSES</b>			
Salaries, allowances and other benefits	22.1	<b>20,556</b>	18,591
Rent, rates and taxes		<b>100</b>	3,269
Depreciation	3.2	<b>2,326</b>	6,041
Insurance		<b>57</b>	298
Traveling & entertainment		<b>126</b>	95
Vehicle running		<b>1,075</b>	848
Communication		<b>118</b>	156
Printing, stationery and office supplies		<b>413</b>	641
Legal and professional		<b>43</b>	800
Advertising & publicity		<b>38</b>	86
Fee and subscription		<b>1,369</b>	1,024
Repairs and maintenance		<b>111</b>	-
Auditors' remuneration	22.2	<b>551</b>	540
Security		<b>5</b>	7
		<u><b>26,888</b></u>	<u>32,396</u>

**22.1** Included herein is a sum of Rs.0.599 (2018: Rs. 0.355) million relating to recognized Provident fund scheme.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

	June 30, 2019	June 30, 2018
	----- (Rs. in '000) -----	
<b>22.2 Auditors' remuneration</b>		
Audit fee	330	330
Interim review and other certifications	121	110
Out of pocket expenses	100	100
	<u>551</u>	<u>540</u>

- 22.3** The administration and general expenses have been allocated between manufacturing and trading activities (note 20) on the basis of net sales.

	Note	June 30, 2019	June 30, 2018
		----- (Rs. in '000) -----	
<b>23. OTHER INCOME/(LOSS)</b>			
Gain on disposal of fixed assets		240	-
Profit on Short Term Loan to Associated undertaking	8.2	18,028	11,541
Others		3,969	1,633
Share of (loss)/profit of equity investment in associate	2.5.2	(37,166)	121,803
		<u>(14,929)</u>	<u>134,977</u>

## 24 FINANCE COST

During the year ended June 30, 2019 the company has not provided the markup on Long term and short term borrowing from banks and financial institutions to the extent of Rs. 555.960 million, accumulated Rs. 5.615 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. The said non provisioning is the contravention with the requirements of IAS 23 "Borrowing Costs".

	June 30, 2019	June 30, 2018
	----- (Rs. in '000) -----	
<b>25. TAXATION</b>		

- 25.1** The Company is in loss, therefore provision has been made for minimum tax as per the provisions of Income Tax Ordinance.

<b>Current</b> - for the year	19	658
- for prior year	-	1,984
	<u>19</u>	<u>2,642</u>

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 25.2 Relationship between tax expense and accounting loss

Provision for taxation is based on minimum tax liability at the rate of 1.25% of the turnover, therefore the relationship between accounting loss and tax expense for the year cannot be given.

**June 30,**      **June 30,**  
**2019**              **2018**  
-----**(Rs. in '000)**-----

## 26. (LOSS) PER SHARE

### 26.1 Basic/Diluted (loss) per share

Net (loss) for the period	Rs. In thousand	<b>(244,304)</b>	(69,432)
Weighted average number of ordinary shares	number in thousand	<b>133,421</b>	133,421
Basic/Diluted (loss) per share	Rupee	<b>(1.83)</b>	(0.52)

## 27. CASH AND CASH EQUIVALENTS

Cash and bank balances	<b>125,267</b>	128,234
Short term finances	<b>(1,978,024)</b>	(1,978,024)
	<b>(1,852,757)</b>	(1,849,790)

## 28. REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

The aggregate amount charged in the accounts for the remuneration to the Chief Executive, Executive Directors and Executives are as follows:

	June 30, 2019			June 30, 2018		
	Chief Executive	Executive Directors	Executives	Chief Executive	Executive Directors	Executive
	----- Rs. in '000' -----					
Managerial remuneration	1,738	2,084	4,795	-	10,397	5,860
Bonus	-	-	-	-	-	-
House rent, utilities and other benefits	958	1,148	2,645	-	3,499	1,570
Retirement benefits	145	174	292	-	528	236
Medical	-	-	-	-	-	-
Leave passage / assistance	-	-	-	-	-	-
	<b>2,841</b>	<b>3,406</b>	<b>7,732</b>	-	14,424	7,666
No. of persons	<b>1</b>	<b>1</b>	<b>4</b>	-	3	3

**28.1** The chief executive, executive directors and certain executives of the company are provided free use of company maintained cars.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

**June 30,**      **June 30,**  
**2019**              **2018**  
-----**(Rs. in '000)**-----

## 29. TRANSACTIONS WITH ASSOCIATED UNDERTAKINGS / RELATED PARTIES

The related parties and associate undertakings comprise associated companies, staff retirement funds, directors and key management personnel. Transactions with related parties and associated undertakings, other than remuneration and benefits to key management personnel disclosed in the respective notes, are as follows:

Sales	<b>76</b>	60,242
Markup charged for the period on short term loans to associated undertakings	<b>18,028</b>	11,541
Sponsor's Loan	<b>12,304</b>	124,908
Provident Fund	<b>1,787</b>	1,283
Share of (loss)/profit on equity investment in Dewan Cement Limited	<b>(37,166)</b>	121,803

**29.1** The outstanding balance with related parties as at the year-end have been disclosed in the respective notes to the financial statements.

**29.2** Details to compensation to the key management personnel have been disclosed in the note 28 to the financial statements.

**29.3** Following are the related parties with whom the company had entered into transactions or have arrangements/agreements in place.

<b>Name of the Company</b>	<b>Basis of relationship</b>	<b>% of shareholding</b>
Daehan-Dewan Motor Company (Private) Limited	Common Directorship	Nil
Dewan Automative Engineering Limited	Common Directorship	Nil
Dewan Cement Limited	Common Directorship	13.50%

## 30. PLANT CAPACITY AND PRODUCTION

Capacity of the plant on single shift basis is 10,000 (2018:10,000). Production (including Contract Assembly ) during the year is Nil (2018: 403) due to non-availability of banking lines.

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 31 FINANCIAL INSTRUMENTS BY CATEGORY

As at June 30, 2019			
	Loans and receivables	Derivatives used for hedging	Total
<b>Assets</b>	----- Rs. in '000' -----		
Trade debts	12,124	-	12,124
Other receivables	778,419	-	778,419
Cash and bank balance	125,267	-	125,267
	915,810	-	915,810

As at June 30, 2019			
	Liabilities at fair value through profit or loss	Financial liabilities at amortized cost	Total
<b>Liabilities</b>	----- Rs. in '000' -----		
Trade and other payables	-	312,663	312,663
	-	312,663	312,663

As at June 30, 2018			
	Loans and receivables	Derivatives used for hedging	Total
<b>Assets</b>	----- Rs. in '000' -----		
Deposits	-	-	-
Trade debts	95,183	-	95,183
Other receivables	760,391	-	760,391
Cash and bank balance	128,234	-	128,234
	983,808	-	983,808

As at June 30, 2018			
	Liabilities at fair value through profit or loss	Financial liabilities at amortized cost	Total
<b>Liabilities</b>	----- Rs. in '000' -----		
Trade and other payables	-	256,943	256,943
	-	256,943	256,943

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 32 FINANCIAL RISK MANAGEMENT

The Board of Directors has overall responsibility for the establishment and oversight of Company's risk management framework. The Board is also responsible for developing and monitoring the Company's risk management policies.

### 32.1 Credit risk

Credit risk is the risk that one party to the financial instruments will fail to discharge its obligation and cause the other party to incur a financial loss. The company attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties and continually assessing the creditworthiness of counterparties.

The Company has maintained bank balances with various banks having rating ranging between AA+ to AA-

Concentration of credit risk arise when a number of counterparties are engaged in similar business activities or have similar economic features that would cause their ability to need contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicate the relative sensitivity of the company's performance to developments affecting a particular industry.

Credit risk arises from derivative financial instruments and balances with bank and financial institutions, as well as credit exposures to customers, including trade receivables and committed transaction. Out of the total financial assets of Rs. 1,891.444 (2018: Rs 1,964.947) million, the financial assets which are subject to credit risk amounted to Rs.962.047 (2018: Rs. 1,032.582) million. Table marked as 32.1.1 provides analysis of the credit quality of financial assets on the basis of external credit rating or the historical information about counter party default rates disclosed in relevant note of receivables.

The company manages credit risk in trade receivables by limiting significant exposure to any individual customer, by obtaining advance against sales, by monitoring credit exposure and continuing assessment of credit worthiness of such customers as well as by close monitoring of operations of the associated undertakings.

### 32.2 Liquidity Risk

Liquidity risk reflects the company's inability of raising funds to meet commitments. Management closely monitors the company's liquidity and cash flow position. This includes maintenance of statement of financial position liquidity ratios, debtors and creditors concentration both in terms of the overall funding mix and avoidance of undue reliance on large individual customers. Further, company treasury maintains flexibility in funding by keeping committed credit lines available.

### 32.3 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and interest rate risk.

#### 32.3.1 Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company manages its currency risk by close monitoring of currency markets. As per central bank regulations, As on June 30, 2019 the company does not have any financial assets or financial Liabilities which are denominated in foreign currencies.

#### 32.3.2 Interest rate risk

Interest / markup rate risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of changes in market interest / markup rates. Sensitivity to interest / markup rate risk arises from mismatches of financial assets and financial liabilities that mature or reprice in a given period. The company manages this mismatches through risk management strategies where significant changes in gap position can be adjusted. The company exposed to interest / markup rate risk is respect of the following

# Notes to the Financial Statements

For The Year Ended June 30, 2019

Interest/ mark-up rate %	Interest / Markup bearing			Non-Interest / Markup bearing			Total
	Maturity upto one year	Maturity after one year	Sub-total	Maturity upto one year	Maturity after one year	Sub-total	June 30, 2019
(Rupees in '000)							

## ON-STATEMENT OF FINANCIAL POSITION FINANCIAL INSTRUMENTS

June 30, 2019

### FINANCIAL ASSETS

Trade debts	-	-	-	12,124	-	12,124	12,124
Loans to associated undertakings	11.68%	154,879	-	154,879	-	-	154,879
Advances, deposits and other receivables	-	-	-	795,044	-	795,044	795,044
Investment	-	-	-	804,131	-	804,131	804,131
Cash and bank balances	-	-	-	125,267	-	125,267	125,267
		154,879	-	154,879	1,736,566	-	1,736,566
							1,891,445

### FINANCIAL LIABILITIES

Long term loans	14.51-16.01	1,096,930	-	1,096,930	-	-	1,096,930
Long term deposits	-	-	-	-	12,700	12,700	12,700
Trade and other payables	-	-	-	312,663	-	312,663	312,663
Short term finances	8.74-20.00	4,095,913	-	4,095,913	-	-	4,095,913
		5,192,843	-	5,192,843	312,663	12,700	325,363
							5,518,206

## OFF-STATEMENT OF FINANCIAL POSITION FINANCIAL INSTRUMENTS

Commitment in respect of letters of credit	-	-	-	-	-	-	-
Outstanding bank guarantee	-	-	-	250,336	-	250,336	250,336
				250,336	-	250,336	250,336

Interest/ mark-up rate %	Interest / Markup bearing			Non-Interest / Markup bearing			Total
	Maturity upto one year	Maturity after one year	Sub-total	Maturity upto one year	Maturity after one year	Sub-total	June 30, 2018
(Rupees in '000)							

## ON-STATEMENT OF FINANCIAL POSITION FINANCIAL INSTRUMENTS

June 30, 2018

### FINANCIAL ASSETS

Trade debts	-	-	-	95,183	-	95,183	95,183
Loans to associated undertakings	7.43%	154,879	-	154,879	-	-	154,879
Advances, deposits and other receivables	-	-	-	782,520	-	782,520	782,520
Investment	-	-	-	804,131	-	804,131	804,131
Cash and bank balances	-	-	-	128,234	-	128,234	128,234
		154,879	-	154,879	1,810,068	-	1,810,068
							1,964,947

### FINANCIAL LIABILITIES

Long term loans	14.51-16.01	1,096,930	-	1,096,930	-	-	1,096,930
Long term deposits	-	-	-	-	16,700	16,700	16,700
Trade and other payables	-	-	-	256,943	-	256,943	256,943
Short term finances	8.74-20.00	4,095,913	-	4,095,913	-	-	4,095,913
		5,192,843	-	5,192,843	256,943	16,700	273,643
							5,466,486

## OFF-STATEMENT OF FINANCIAL POSITION FINANCIAL INSTRUMENTS

Commitment in respect of letters of credit	-	-	-	-	-	-	-
Outstanding bank guarantee	-	-	-	250,336	-	250,336	250,336
				250,336	-	250,336	250,336

# Notes to the Financial Statements

For The Year Ended June 30, 2019

## 32.3.3 Fair value of financial instruments

Fair value is an amount for which an assets could be exchanged, or a liability settled, between knowledgeable willing parties in arm's length transaction. Consequently, differences may arise between the carrying value and the fair value estimates.

As at the reporting date the fair value of all financial assets and liabilities are estimated to approximate their carrying values.

## 33. Capital risk management

The Company's objective when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure the Company may adjust the amount of dividends paid to shareholders, issue new shares and take other measures commensuration to the circumstances.

Consistent with others in the industry, the company manages its capital risk by monitoring its debt levels and liquid assets and keeping in view future investment requirements and expectation of the shareholder. Debt is calculated as total borrowings ('long term loan' and short term borrowings' as shown in the statement of financial position). total capital comprises shareholders' equity as shown in the statement of financial position under 'share capital and reserves'.

	June 30, 2018	June 30, 2017
<b>34. NUMBER OF EMPLOYEES</b>		
Total number of employees (including contractual labour) as at June 30	<b>209</b>	359
Average number of employees (including contractual labour) as at June 30	<b>206</b>	225

## 35. Summary of significant events and transactions in the current reporting period

- Loan from director increased.
- Please refer to the director report for detailed discussion about the company's performance.

## 36. OPERATING SEGMENT

These financial statements have been prepared on the basis of single reportable segment.

All non current assets of the Company as at June 30, 2019 are located in Pakistan.

## Notes to the Financial Statements

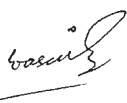
For The Year Ended June 30, 2019

### 37. DATE OF AUTHORIZATION FOR ISSUE

These financial statements have been authorized for issue on September 25, 2019 by the Board of Directors of the company.

### 38. GENERAL

Upto the last year June 30, 2018 Liability against Letter of Credits amounting to Rs. 2.177 billion is shown under the head of account in Trade Creditors from the year of the company. The same is reclassifying this amount to Short Term Borrowings/ Loans .



**Waseem-ul-Haque Ansari**  
Chief Executive



**Haroon Iqbal**  
Director



**Muhammad Naeem Uddin Malik**  
Chief Financial Officer

**Pattern of Shareholding under Regulation 37(xx)(i) of the Code of Corporate Governance**  
as at June 30, 2019

Sr #	Categories of Shareholders	Number of Shareholders	Number of Shares held	% of Shareholding
1.	<b>Associated Companies</b>	1	13,650,000	9.84%
2.	<b>NIT and ICP</b>	-	-	0.00%
3.	<b>Directors, CEO, their Spouses &amp; Minor Children</b>	7	3,500	0.00%
4.	<b>Executives</b>	-	-	0.00%
5.	<b>Public Sector Companies &amp; Corporations</b>	60	3,101,472	2.24%
6.	<b>Banks, Development Finance Institutions, Non-Banking Finance Companies, Insurance Companies, Modarbas &amp; Mutual Funds</b>	6	97,675	0.07%
7.	<b>Individuals</b>	6,396	121,882,595	87.85%
	<b>TOTAL</b>	<b>6,470</b>	<b>138,735,242</b>	<b>100.00%</b>

**DETAILS OF CATEGORIES OF SHAREHOLDERS**

Sr #	Names	Number of Shareholders	Number of Shares held	% of Shareholding
<b>1. Associated Companies</b>				
1.1	Dewan Sugar Mills Limited	1	13,650,000	9.84%
		<b>1</b>	<b>13,650,000</b>	<b>9.84%</b>
<b>2. NIT and ICP</b>		-	-	-
<b>3. Directors, CEO, their Spouses &amp; Minor Children</b>				
	<b>Directors and CEO</b>			
3.1	Mr. Haroon Iqbal	1	500	0.00%
3.2	Mr. Aziz ul Haq	1	500	0.00%
3.3	Mr. Waseem-ul-Haque Ansari	1	500	0.00%
3.4	Mr. Syed Muhammad Anwar	1	500	0.00%
3.5	Mr. Muhammad Naeemuddin Malik	1	500	0.00%
3.6	Mr. Muhammad Saleem Baig	1	500	0.00%
3.7	Mr. Imran Ahmed Javed	1	500	0.00%
		<b>7</b>	<b>3,500</b>	<b>0.00%</b>
	<b>Spouses of Directors and CEO</b>			
3.8				0.00%
		-	-	0.00%
	<b>Minor Children of Directors and CEO</b>			
		-	-	-

**SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARES/ INTERESTS IN THE COMPANY**

Sr #	Names	Number of Shareholders	Number of Shares held	% of Shareholding
1	Dewan Muhammad Yousuf Farooqui	2	63,403,768	45.70%
2	Dewan Sugar Mills Limited	1	13,650,000	9.84%

**DETAILS OF TRADING IN THE SHARES OF THE COMPANY BY DIRECTORS, CEO, CFO, COMPANY SECRETARY, THEIR SPOUSES AND MINOR CHILDREN**

During the year under review, none of the CEO, CFO, Directors, Company Secretary, their spouses and minor children have traded in the shares of the Company.

# DEWAN FAROOQUE MOTORS LIMITED

Form 34

**THE COMPANIES ORDINANCE, 1984  
(Section 236(1) and 464)**

## PATTERN OF SHAREHOLDING

1. Incorporation Number **0039756**
2. Name of the Company **DEWAN FAROOQUE MOTORS LIMITED**
3. Pattern of holding of the shares held by the Shareholders as at **30.06.2019**

4.	Number of Shareholders	Shareholdings			Total Shares held
	456	1	-	100	Shares 13,934
	1027	101	-	500	Shares 477,195
	1502	501	-	1,000	Shares 1,272,834
	2149	1,001	-	5,000	Shares 6,193,568
	595	5,001	-	10,000	Shares 4,707,321
	329	10,001	-	20,000	Shares 4,865,689
	147	20,001	-	30,000	Shares 3,740,672
	46	30,001	-	40,000	Shares 1,640,750
	62	40,001	-	50,000	Shares 2,899,299
	24	50,001	-	60,000	Shares 1,333,220
	16	60,001	-	70,000	Shares 1,040,620
	11	70,001	-	80,000	Shares 833,501
	7	80,001	-	90,000	Shares 604,000
	21	90,001	-	100,000	Shares 2,058,000
	17	100,001	-	120,000	Shares 1,893,106
	9	120,001	-	140,000	Shares 1,157,610
	11	140,001	-	160,000	Shares 1,663,550
	2	160,001	-	180,000	Shares 355,500
	3	180,001	-	200,000	Shares 579,007
	5	200,001	-	250,000	Shares 1,097,182
	9	250,001	-	300,000	Shares 2,435,000
	1	300,001	-	350,000	Shares 323,000
	1	350,001	-	400,000	Shares 353,000
	2	400,001	-	450,000	Shares 900,000
	6	450,001	-	500,000	Shares 2,889,000
	1	500,001	-	850,000	Shares 825,234
	2	850,001	-	950,000	Shares 1,890,000
	1	950,001	-	1,300,000	Shares 1,105,000
	2	1,300,001	-	1,500,000	Shares 2,790,000
	1	1,500,001	-	2,500,000	Shares 2,257,500
	1	2,500,001	-	3,000,000	Shares 2,505,682
	1	3,000,001	-	5,000,000	Shares 4,981,500
	1	5,000,001	-	14,000,000	Shares 13,650,000
	1	14,000,001	-	25,000,000	Shares 24,341,393
	1	25,000,001	-	40,000,000	Shares 39,062,375
	<b>6,470</b>	<b>TOTAL</b>			<b>138,735,242</b>

**THE COMPANIES ORDINANCE, 1984**  
**(Section 236(1) and 464)**  
**PATTERN OF SHAREHOLDING**

**Form 34**

5.	Categories of Shareholders	Shares held	Percentage
5.1	Directors, Chief Executive Officer, their spouses and minor children	3,500	0.00%
5.2	Associated Companies, undertakings and related parties	13,650,000	9.84%
5.3	NIT and ICP	-	0.00%
5.4	Banks, Development Financial Institutions, Non-Banking Finance Companies	97,550	0.07%
5.5	Insurance Companies	-	0.00%
5.6	Modarabas and Mutual Funds	125	0.00%
5.7	Shareholders holding 5%	77,053,768	55.54%
5.8	General Public		
	a. Local	121,879,595	87.85%
	b. Foreign	3,000	0.00%
5.9	Others (Joint Stock Companies, Brokrage Houses, Employees Funds & Trustees)	3,101,472	2.24%

## Form of Proxy

I/We \_\_\_\_\_  
 of \_\_\_\_\_ being \_\_\_\_\_  
 a member(s) of **DEWAN FAROOQUE MOTORS LIMITED** and holder of \_\_\_\_\_  
 Ordinary Shares as per Registered Folio No. / CDC Participant's ID and Account No. \_\_\_\_\_  
 \_\_\_\_\_ hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_  
 or falling him \_\_\_\_\_  
 of \_\_\_\_\_  
 who is also member of **DEWAN FAROOQUE MOTORS LIMITED** vide Registered Folio No. / CDC  
 Participant's ID and Account No. \_\_\_\_\_ as my/our proxy to vote for me/us  
 and \_\_\_\_\_  
 on my/our behalf at the 21st Annual General Meeting of the Company to be held on Thursday, October  
 24, 2019 at 02:00 p.m. and my adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

AFFIX  
 REVENUE  
 STAMP  
 RS. 5/-

Signature \_\_\_\_\_

Witness: \_\_\_\_\_  
 Signature

Witness: \_\_\_\_\_  
 Signature

Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_

Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_

### IMPORTANT:

1. A proxy should also be a member of the company.
2. A member of the Company entitled to attend and vote all meeting, may appoint another member as his/her proxy to attend and vote instead of him/her.
3. Proxies, In order to be effective, must be received by the Company, duly completed, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Anum Estate Building, Room # 301 & 311, 3rd Floor, 49, Darul Anum Society, Main Shahrah-e-Faisal, Adjacent to Baloch Colony Bridge, Karachi, Pakistan, not later than 48 hours before the meeting.

### 4. Further Instructions for CDC Account holders:

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall the proxy form as per the above requirements.
- ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
- iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished alongwith the proxy form.
- iv) The proxy shall produce his/her original CNIC or original at the time of meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney, alongwith the specimen signature of the nominee, shall be produced (unless it has been provided earlier) alongwith the proxy form to the Company.

**YD**

A YOUSUF DEWAN COMPANY

## پراکسی فارم

### بیسویں سالانہ جنرل میٹنگ

#### اہم اعلان

یہ پراکسی فارم مکمل پر کر کے ہمارے رجسٹرار شیئرز ٹرانسفر ایجنٹ کے آفس میں ضرور جمع کروائیں، بی ایم ایف کنسلٹنٹ (پرائیوٹ) لمیٹڈ، انعم اسٹیٹ بلڈنگ، روم نمبر 310 اور 311، تیسری منزل، 49، دارالمان سوسائٹی، شاہراہ فیصل، ملحقہ بلوچ کالونی پبل، کراچی-75350، پاکستان۔ میٹنگ کے انعقاد سے اڑتالیس گھنٹے پہلے یہ فارم ضرور جمع کروادیں، کسی بھی پراکسی کا کمپنی کا ممبر ہونا ضروری ہے۔

میں / ہم \_\_\_\_\_ کا (مکمل پتہ)

\_\_\_\_\_ بحیثیت ممبر

دیوان فاروق موٹرز لمیٹڈ \_\_\_\_\_ حصص کے مالک، رجسٹرڈ فوئیو نمبر /

سی ڈی سی آئی ڈی اور کھاتہ نمبر \_\_\_\_\_ کا

میں تقرر کر یا / کرتی ہوں \_\_\_\_\_ جو بذات خود بھی دیوان فاروق موٹرز

لمیٹڈ کا ممبر ہے، بحیثیت رجسٹرڈ فوئیو نمبر۔ سی ڈی سی آئی ڈی، اور کھاتہ نمبر۔ \_\_\_\_\_

میری / ہماری موجودگی کی صورت میں کمپنی کے سالانہ اجلاس عام بروز جمعرات 24 اکتوبر، 2019 بوقت 2 بجے سہ پہر میں میری / ہماری جانب سے ووٹ دے۔

بطور گواہ میں / ہم نے بروز \_\_\_\_\_ بتاریخ \_\_\_\_\_ 2019 کو میرے / ہمارے ہاتھ سے مہر لگائی۔

Affix  
Revenue  
Stamp  
Rs. 5/-

\_\_\_\_\_ دستخط

\_\_\_\_\_ گواہ: \_\_\_\_\_ گواہ:

\_\_\_\_\_ نام: \_\_\_\_\_ نام:

\_\_\_\_\_ مکمل پتہ: \_\_\_\_\_ مکمل پتہ:

\_\_\_\_\_ نوٹ:

- (1) کوئی بھی شخص / خاتون اس وقت پراکسی کے طور پر کام کرے گا/گی جبکہ وہ خود کمپنی کا ایک رکن ہو، ماسوائے کارپوریشن کے جو کسی ایسے شخص کا تقرر کر سکتی ہے جو کمپنی کا رکن نہ ہو۔
- (2) کوئی بھی شخص جو کہ کمپنی کا ممبر ہوا اجلاس میں شرکت اور ووٹ کاسٹ کرنے کا اہل ہوگا/ہوگی یا اپنی جگہ کسی اور فرد کو اجلاس میں شرکت اور ووٹ کاسٹ کرنے کے لئے مقرر کر سکے گا۔
- (3) یہ پراکسی فارم اجلاس سے 48 گھنٹے قبل ایک کمپنی کے رجسٹرڈ آفس میں مکمل طور پر پُر اور دستخط کے ساتھ موصول ہو جانا چاہیے۔
- (4) ہدایات برائے CDC اکاؤنٹ ہولڈرز:
- (i) اگر کوئی تہوار کن اکاؤنٹ ہولڈر / سب اکاؤنٹ ہولڈر اور / یا ایسا شخص جسکی کسی بھی سیکورٹی گروپ کا اکاؤنٹ ہولڈر ہو اور جس نے اپنی معلومات مکمل طور پر رجسٹرار کے پاس جمع کروائی ہوں وہ شخص اوپر دی گئی ہدایات کی روشنی میں پراکسی ہو سکتا/ہو سکتی ہے۔
- (ii) پراکسی فارم پر دو افراد جن کے نام اور CNIC نمبر جمع پتے کے موجود ہوں بطور گواہ ضروری ہیں۔
- (iii) حصص یافتگان اور پراکسی کے CNIC یا پاسپورٹ کی مصدقہ نقل فارم کے ساتھ منسلک ہوں۔
- (iv) اجلاس کے وقت پراکسی اپنا اصل CNIC یا پاسپورٹ پیش کرے گا۔
- (v) کارپوریٹ ادارے کی صورت میں کمپنی کو پراکسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کا پرولوشن / پاور آف اٹارنی بمعہ دستخطوں کے نمونے جمع کرانا ہوں گے۔ (اگر پہلے فراہم نہ کئے گئے ہوں)

اظہار تشکر:

بورڈ کی جانب سے میں معزز حصص یافتگان، وفاقی و صوبائی حکومتوں، ان کے ماتحت اداروں، بینکوں، ترقیاتی و مالیاتی اداروں، لیئرنگ کمپنیز، ڈیلرز، وینڈرز اور صارفین کی مسلسل حمایت اور سرپرستی پر ان کا شکریہ ادا کرتا ہوں۔  
بورڈ بھی کمپنی کے ایگزیکٹوز، اراکین، عملہ اور کارکنان کی زیر نظر سال کے دوران قابل قدر خدمات، خلوص اور جدوجہد کو سراہتے ہوئے خوشی محسوس کرتا ہے۔

نتیجہ:

آخر میں ہم اللہ سبحان و تعالیٰ سے دعا گو ہیں کہ وہ پیغمبر آخر زماں حضرت محمد ﷺ پر کروڑہاں رحمت و برکات کا نزول فرمائے اور حضرت محمد ﷺ کے صدقہ طفیل میں ہمیں درست رہنمائی کے ساتھ طاقت، خوشحالی و صحت عطا فرمائے۔ ہماری کمپنی کو ملک و قوم کی خوشحالی کا باعث بنائے۔ ہمیں امن و سکون، اخوت و بھائی چارگی کے ساتھ سچی ملت اسلامیہ بننے کی روح پروان چڑھائے۔

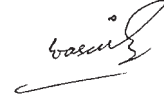
(آمین یا رب العالمین)

بے شک ہمارا رب دعاؤں کا سننے والا ہے۔ (القرآن)

بورڈ آف ڈائریکٹرز کے اختیار کے تحت۔



بارون اقبال  
ڈائریکٹر



وسیم الحق انصاری  
چیف ایگزیکٹو

کراچی، مورخہ 25 ستمبر 2019ء



آڈٹ کمیٹی تین ڈائریکٹرز پر مشتمل ہے جن میں ایک ڈائریکٹر خود مختار اور دو نان ایگزیکٹو ڈائریکٹرز ہیں۔ رواں سال کے دوران چار اجلاس منعقد ہوئے جس میں ممبران کی شرکت مندرجہ ذیل رہی۔

ڈائریکٹرز کے اسماء گرامی	اجلاس میں شرکت
☆ عزیز الحق	4
☆ ہارون اقبال	4
☆ سید محمد انوار	4

دوران سال ہیومن رسورس اور معاوضہ کمیٹی کا ایک اجلاس منعقد ہوا جس میں ممبران کی حاضری مندرجہ ذیل رہی۔

ڈائریکٹرز کے اسماء گرامی	اجلاس میں شرکت
☆ عزیز الحق	1
☆ ہارون اقبال	1
☆ وسیم الحق انصاری	1

آڈیٹرز:

موجودہ آڈیٹرز میسرز فیروز شریف طارق اینڈ کمپنی چارٹرڈ اکاؤنٹینٹس سبکدوش ہو گئے ہیں اور دوبارہ تقرری کے لئے اپنی خدمات پیش کی ہیں آڈٹ کمیٹی کی سفارشات پر بورڈ آف ڈائریکٹرز نے میسرز فیروز شریف طارق اینڈ کمپنی چارٹرڈ اکاؤنٹینٹس کی دوبارہ تقرری کی سفارش کی ہے۔

فی حصص نقصان:

فی حصص نقصان (1.83) روپے ہے۔

منافع منقسمہ:

جمع شدہ نقصانات اور مندرجہ بالا واضح کردہ وجوہات کے باعث ڈائریکٹرز نے اس سال منافع منقسمہ کی سفارش نہیں کی ہے۔

حصص یافتگی کا طریقہ کار:

کمپنی کے شیئر ہولڈنگ کا طریقہ کار مورخہ 30 جون 2019ء کی سالانہ رپورٹ میں شامل ہے۔

کمپنی شیئرز کی تجارت:

دوران سال ڈائریکٹرز، ایگزیکٹوز، دیگر اہل خانہ اور بچوں نے کمپنی کے حصص میں کوئی تجارت نہیں کی ہے۔

### متوقع صورتحال:

جیسا کہ اوپر بیان کیا گیا ہے کمپنی کے مالی سال کے اختتام اور اس رپورٹ کے اختتام تک کمپنی کی مالی حیثیت میں کوئی خاطر خواہ تبدیلی واقع نہیں ہوئی۔

### کاروباری و مالیاتی رپورٹنگ کا تجربہ:

- ☆ مورخہ 30 جون 2019ء کو مکمل ہونے والے مالی سال کے لئے کمپنی کی مینجمنٹ کے تیار کردہ مالی گوشوارے اپنے ادارتی امور، عملدرآمد کے نتائج، لین دین اور ایکویٹی میں تبدیلی کے شفاف مظہر ہیں۔
- ☆ کمپنی کے لین دین کا ریکارڈ مرتب کرنے کے لئے کتا میں مروجہ قوانین کے مطابق تیار کی جاتی ہیں۔
- ☆ مورخہ 30 جون 2019ء کو مکمل ہونے والے مالی سال کے لئے مالی گوشواروں کی تیاری میں مجوزہ اکاؤنٹنگ پالیسیاں عمل میں لائی گئی ہیں اور اکاؤنٹنگ تخمینے موزوں اور انصاف پر مبنی ہیں۔
- ☆ انٹرنیشنل فنانشل رپورٹنگ اسٹینڈرڈ (آئی ایف آر ایس) جو کہ پاکستان میں رائج ہیں کو مالی گوشواروں کی تیاری اور نمٹانے میں بروئے کار لایا گیا ہے اور ہر مالی امور کو مذکورہ گوشواروں میں واضح کیا گیا ہے۔
- ☆ داخلی کنٹرول کا نظام ڈیزائن کے لحاظ سے مستحکم ہے جس کے نفاذ میں موثر انداز سے نگرانی کی گئی ہے۔
- ☆ انتظامیہ نے نوٹ 1.1 میں چلتے ہوئے ادارے کے طور پر کمپنی کی اہلیت کا تفصیلی جائزہ پیش کیا ہے اور منسلکہ حالیہ گوشواروں کے نوٹ 24 میں مارک اپ کی نان پروویژننگ کے بارے میں واضح کیا ہے۔
- ☆ پاکستان اسٹاک ایکسچینج کے لسٹنگ ریگولیشنز کی تفصیلات کے مطابق کارپوریٹ گورننس کے بہترین عملدرآمد میں کوئی کوتاہی نہیں کی گئی۔
- ☆ گزشتہ نو سال کی مختصر کی آپریٹنگ اور مالی اعداد و شمار رپورٹ کے ہمراہ منسلک ہیں۔
- ☆ تمام محصولات ادا کر دیئے گئے اور کوئی واجب الادا نہیں۔ سوائے ان کے جو کہ منسلکہ آڈٹ شدہ مالی گوشوارے کے نوٹ نمبر 17 میں درج ہے۔
- ☆ مورخہ 30 جون 2019ء کو پروایڈینٹ فنڈ کی سرمایہ کاری منصفانہ مالیت 39.597 ملین روپے تھی سال 2018ء میں 57.055 ملین روپے تھی۔
- ☆ بورڈ آف ڈائریکٹرز کے تمام افراد اپنی بہترین صلاحیتوں اور بھرپور معلومات کے ساتھ کمپنی کے مقاصد کے حصول میں برسرِ پیکار ہیں۔ دورانِ سال بورڈ آف ڈائریکٹرز کے چار اجلاس منعقد ہوئے جس میں حاضری مندرجہ ذیل رہی۔

ڈائریکٹرز کے اسماء گرامی	اجلاس میں شرکت
☆ دیوان محمد یوسف فاروقی	-
☆ ہارون اقبال	4
☆ عزیز الحق	4
☆ وسیم الحق انصاری	3
☆ سید محمد انوار	4
☆ محمد نعیم الدین ملک	4
☆ محمد سلیم بیگ	4
☆ عمران احمد جاوید	2

بورڈ کے اجلاس میں شرکت سے قاصر ڈائریکٹرز کو رخصت دی گئی تھی۔



ہم انتہائی عاجزی اور شکر کے ساتھ اللہ سبحان و تعالیٰ کے سامنے سربسجود ہیں جو کہ بڑا مہربان اور رحیم ہے۔ جس نے ان مشکل اوقات میں آپ کی کمپنی کو بے شمار انعامات سے نوازا۔

اگر تم میرے شکر گزار ہو تو میں تمہیں اور زیادہ دوں گا۔ (القرآن)

بورڈ میں ایک خود مختار، چار ایگزیکٹو اور دو نان ایگزیکٹو ڈائریکٹرز پر مشتمل ہے۔ ڈائریکٹرز کے نام مندرجہ ذیل ہیں۔

☆	دیوان محمد یوسف فاروقی
☆	ہارون اقبال
☆	وسیم الحق انصاری
☆	محمد نعیم الدین ملک
☆	محمد سلیم بیگ
☆	سید محمد انوار
☆	عمران احمد جاوید
☆	عزیز الحق

دوران سال بورڈ آف ڈائریکٹرز میں ایک جگہ خالی ہوئی جو کہ بورڈ کے ذریعہ پرکری گئی۔

کمپنی کی بنیادی سرگرمیاں:

دیوان فاروق موثر لمیٹڈ پاکستان میں بطور پبلک لمیٹڈ کمپنی کی حیثیت سے کام کرتی ہے اور پاکستان اسٹاک ایکسچینج میں اس کا نام موجود ہے۔ کمپنی کی بنیادی سرگرمیوں میں گاڑیوں کی اسمبلنگ، معاہداتی اسمبلنگ، گاڑیوں کی ترقیاتی تیاریاں اور گاڑیوں کی فروخت شامل ہے۔

بنیادی خطرات اور غیر یقینی صورتحال:

کمپنی مندرجہ ذیل چیزوں کو کلیدی خطرہ سمجھتی ہے۔

☆	ایل سی وی، ایس یو وی اور بیٹنجر گاڑیوں کے درمیان مسابقت۔
☆	امریکی ڈالر کے مقابلے میں پاکستانی روپے کی قدر میں کمی۔
☆	شرح سود میں اضافہ۔
☆	بینکنگ لائسنز کی عدم دستیابی۔

مذکورہ بالا خطرات اور غیر یقینی صورتحال کے اثرات سے بچنے اور اسے کم کرنے کے لئے کمپنی اپنی داخلی اور خارجی سطح پر کوششیں کر رہی ہے۔

کاروباری و سماجی ذمہ داریاں:

کمپنی کاروباری ضروریات اور متعلقین کمپنی کے معاملات کو اپنی بہترین صلاحیتوں کے ساتھ چلانے میں مصروف ہے۔ کمپنی نئے آنے والے افراد کی تربیت کر کے ان کی مہارت کو مزید نکھارنے میں کوشاں رہتی ہے جو بطور ورکر کے کام کرنا چاہتے ہیں کمپنی ان افراد کو ترجیح دیتی ہے جو کہ پلانٹ سے قریب ترین رہائش پذیر ہوں تاکہ وہ اپنے معیار زندگی کو بہتر کر سکیں۔ مزید برآں ملازمین کی صحت اور حفاظت کو بھی مد نظر رکھا جاتا ہے اور اس بات کو یقینی بنانے کے لئے تمام منضبط شدہ اصول اور طریقہ کار اختیار کئے جاتے ہیں۔ نیز گاڑیوں کی تیاری کے مراحل میں تمام مروجہ قوانین پر عمل درآمد کو یقینی بنایا جاتا ہے۔ اس کے علاوہ کمپنی پلانٹ سے قرب و جوار کے علاقوں رہائش پذیر افراد کو مفت طبی سہولیات فراہم کرنے میں ہر دم کوشاں رہتی ہے۔

## ڈائریکٹرز رپورٹ

دیوان فاروق موٹرز لمیٹڈ کا بورڈ آف ڈائریکٹرز مورخہ 30 جون 2019ء کو مکمل ہونے والے مالی سال کی سالانہ رپورٹ معہ آڈٹ شدہ رپورٹ معہ مالی گوشوارے آپ کے سامنے پیش کرتے ہوئے اکیسواں (21) سالانہ اجلاس عام میں مسرت کے ساتھ آپ کا خیر مقدم کرتا ہے۔

مالی جائزہ:

مالی سال 2019ء کے لئے کارکردگی کا تقابلی خلاصہ اعداد و شمار کے ساتھ حسب ذیل ہے۔

مورخہ 30 جون 2019ء کو مکمل ہونے والے مالی سال	مورخہ 30 جون 2018ء کو مکمل ہونے والے مالی سال
(روپے ہزاروں میں)	(روپے ہزاروں میں)
1,844	61,631
مجموعی فروخت	
(202,325)	(138,881)
مجموعی نقصان	
(229,213)	(187,124)
عملدرآمد میں نقصان	
(244,304)	(69,432)
بعد از ٹیکس نقصان	

مالیاتی کارکردگی:

گزشتہ سال کے مقابلے میں مسافر کار، ایس یو وی اور ایل سی وی سگمنٹ میں آٹوموبائل کے شعبے میں فروخت کے اندر 7% کی کمی واقع ہوئی ہے اور کل فروخت شدہ یونٹس کی قیمت فروخت 240,646 ہے۔ گاڑیوں کی خریداری پر نان فاکٹرز کے لئے پابندی، شرح سود میں اضافہ اور روپے کی قدر میں کمی کے باعث پیداواری لاگت اور گاڑیوں کی قیمت میں اضافہ معاشی سرگرمیوں میں مندی کے اہم عوامل ہیں۔ اگرچہ حکومت نے نان فاکٹرز پر سے گاڑیوں کی خریداری پر سے پابندی اٹھالی ہے لیکن حالیہ بجٹ میں مقامی طور پر تیار شدہ کاروں اور ایس یو وی پرفیڈرل ایکسائز ڈیوٹی عائد کردی گئی ہے جس کے باعث گاڑیوں کی قیمت میں مزید اضافہ کر دیا ہے۔

بینکوں کی جانب سے کمپنی کے قرضہ جات کی تجدید نہ ہونے کے باعث دے ہان دیوان کمپنی (پرائیویٹ) لمیٹڈ کے لئے نئی بینک لائنز بحال نہ ہو سکیں۔ جس کے نتیجے میں کمپنی کی پیداواری سرگرمیاں معطل رہیں۔ پیداواری سرگرمیوں کی عدم موجودگی میں کمپنی مقررہ اور دیگر لاگت کی وصولی کرنے سے قاصر رہی جس کے باعث کمپنی مالیاتی خسارہ میں رہی۔ مذکورہ وجوہات کی وجہ سے کمپنی سخت حالات میں کام کر رہی ہے اور اپنی بقاء کی بھرپور کوشش کر رہی ہے۔ موجودہ مالیاتی صورتحال پر قابو پانے کے لئے کمپنی مختلف قسم کی انسدادی اقدامات کر رہی ہے اور اس معاملے کو بینکوں کے سامنے بھی رکھا گیا ہے۔ کمپنی کے قرضوں کی ری پروفاٹنگ مستقبل قریب میں مکمل ہونے کی توقع ہے جس کے بعد کمپنی کی پیداواری سرگرمیاں معمول پر آجائیں گی۔ بینکوں اور دیگر مالیاتی اداروں / لیزنگ کمپنیوں کے واجب الادا قرضوں کی تفصیلات اکاؤنٹس کے نوٹس میں ظاہر کردی گئی ہیں۔ آڈیٹرز نے معاملے کی اہمیت کی وجہ سے رپورٹ کو غیر تسلی بخش قرار دیا ہے۔ انتظامیہ نے مالی بیانات سے متعلق نوٹ میں معاملے کی حیثیت کی وضاحت کی ہے۔ انتظامیہ کو مکمل اعتماد ہے کہ کمپنی قرض دہندگان کے ساتھ مالی تنظیم نو کو حتمی شکل دے گی اور موجودہ صورتحال سے نکل آئے گی۔

**YD**

A YOUSUF DEWAN COMPANY

نمبر شمار	تفصیلات	ریفرنس
(xi)	ڈائریکٹرز، اسپانسرز، اکثریتی حصص یافتگان اور ان کے رشتہ داروں کی ایسوسی ایٹڈ کمپنی یا ایسوسی ایٹڈ انڈر ٹیکنگ یا زیر غور معاملات میں بالواسطہ یا بلاواسطہ دلچسپی۔	انویسٹی کمپنی میں مندرجہ ذیل ڈائریکٹرز اپنی حصص یافتگی تک دلچسپی رکھتے ہیں۔ (الف) جناب ہارون اقبال 500 (0.0023 فیصد) (ب) جناب وسیم الحق انصاری 500 (0.0023 فیصد) (ج) جناب محمد نعیم الدین ملک 1000 (0.0047 فیصد) (د) جناب عزیز الحق 1000 (0.0047 فیصد)
	دیگر ضروری اور اہم تفصیلات ٹرانزیکشن کو سمجھنے کیلئے	کوئی نہیں۔

### اس ضمن میں مندرجہ ذیل خصوصی قرارداد ترمیم پلا ترمیم پاس کرنے کی تجویز۔

قرار پایا کہ کمپنی کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 199 اور میمورنڈم آف ایسوسی ایشن کی کلاز II (X) اور کمپنی کے بیسویں سالانہ اجلاس عام میں منظور کردہ شرائط و ضوابط کے مطابق گزشتہ اجلاس عام میں منظور کردہ شرائط و ضوابط کے مطابق گزشتہ اجلاس عام میں مندرجہ ذیل ایسوسی ایٹڈ کمپنی کے ضمن میں قلیل المدتی قرضہ کی منحصر کردہ حد کی تجدید کا اختیار دیا جاتا ہے۔

قرضہ:

### قرضہ لینے والی کمپنی۔

دیوان آٹوموٹیو انجینئرنگ لمیٹڈ۔ 154.879 ملین روپے۔

حد کی تجدید کی مدت ایک سال ہوگی اور آئندہ اجلاس عام میں مزید ایک سال کیلئے قابل تجدید ہوگی۔

## دیوان فاروق موٹرز لمیٹڈ

کمپنیز ایکٹ مجریہ 2017 کی دفعہ 134(3) کے تحت گوشوارہ

گوشوارہ ہذا دیوان فاروق موٹرز لمیٹڈ (کمپنی یا ڈی ایف ایم ایل) کے جمعرات 24 اکتوبر 2019ء کو دیوان سیمنٹ فیکٹری سائٹ واقع دیہہ ڈھنڈو دھائیچی ضلع ملیر کراچی پاکستان میں منعقد ہونے والے ایکسویں (21) سالانہ اجلاس میں انجام دیئے جانے والے خصوصی امور پر مبنی ہے۔ اور اجلاس کے نوٹس کے ہمراہ منسلک ہے۔

### خصوصی امور

1) کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 199 کے تحت ایک ایسوسی ایٹڈ کمپنی کو مختص قلیل المدتی قرضہ کی حد کی تجدید پر غور و خوض اور منظوری۔

نمبر شمار	تفصیلات	ریفرنس
(i)	ایسوسی ایٹڈ کمپنی کا نام ایسوسی ایٹڈ تعلق کا معیار	دیوان آٹو موٹو انجینئرنگ لمیٹڈ مشترکہ ڈائریکٹر شپ
(ii)	قرضہ اور پیشگیوں کی رقم	154.879 ملین روپے۔
(iii)	مذکورہ ایسوسی ایٹڈ کمپنی یا ایسوسی ایٹڈ انڈر ٹیکنگ کو پہلے سے جاری قرضہ کی صورت میں مکمل تفصیلات۔	154.879 ملین روپے۔
(iv)	گزشتہ تین سال کیلئے فی حصص آمدنی / نقصان	2018/-2.24، 2017/-1.99، 2016/-3.03
(v)	مالی صورت حال، بشمول بیلنس شیٹ کے مین آؤٹز اور نفع نقصان	آمدنی / نقصان فی حصص 2.24 شیئر ہولڈرز کی ایکویٹی 1,116.213 کل اثاثے 326.621- ہر ایک اپ ویلیو 54.35
(vi)	سرمایہ کار کمپنی کا خریدار اوسط یا بارونگ کی عدم موجودگی میں کراچی انٹر بینک متعلقہ مدت کی شرح کی پیشکش کرتی ہے۔	اگر کمپنی نے اپنے لینڈز سے تجدید کیلئے رابطہ کیا ہے اور تجویز کے مطابق کو مارک اپ قابل ادائیگی نہیں تو کمپنیز (انوسٹمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگ) ریگولیشنز مجریہ 2017ء کی دفعہ 5(4) کے مطابق تین ماہ کا KIBOR ریٹ نافذ العمل ہے۔
(vii)	وصول کیا جائے والا نفع، مارک اپ، فیس یا کمیشن کا نرخ	وصول کئے جانے والے منافع کا نرخ ایک فیصد، تین ماہ کے KIBOR ریٹ پر ہوگا۔ 25 ستمبر 2019ء کا تین ماہ کے KIBOR ریٹ 13.85% سالانہ ہے۔
(viii)	بارونگ کمپنی یا انڈر ٹیکنگ کو دیئے گئے قرضے کے مد مقابل حاصل کی گئی ضمانت کے کوائف۔	بارونگ بلا ضمانت ہے۔
(ix)	انویسٹی کمپنی کو جاری کردہ قرضوں یا پیشگیوں کی مد میں ادائیگی کا شیڈول۔	ایک سال کیلئے تجدید۔
(x)	ایسوسی ایٹڈ کمپنی یا ایسوسی ایٹڈ انڈر ٹیکنگ سے مجوزہ سرمایہ کاری کیلئے کئے گئے یا کئے جانے والے معاہدوں کے اہم نکات۔	لینڈز کے اوسط قلیل المدتی قرضے یا کراچی انٹر بینک کے پیش کردہ نرخ جو بھی نافذ العمل ہو، پر ایک فیصد مارک اپ ہوگا۔ قرضہ کی مدت میں لینڈز / حصص یافتگان کی منظور سے توسیع کریگا۔ معاہدہ کی شق کے مطابق کمپنی قرضہ دار کیلئے اس کے اثاثوں / سرمایہ کاری سے قرضہ کی رقم وصول کرے گی۔



## (7) مالی گوشواروں وغیرہ کی الیکٹرونکی منتقلی

ایس ای سی پی نے اپنے اعلامیہ نمبر ایس آر او 787(1)/2014 مورخہ 8 ستمبر 2014 کمپنیوں کو سالانہ آڈٹ شدہ مالی گوشواروں معاً اجلاس عام کے نوٹسز اپنے ان ممبران کو ڈاک کی بجائے بذریعہ ای میل ارسال کرنے کی اجازت دی ہے جو سہولت ہذا کے استفادہ کرنے کے خواہشمند ہوں، چنانچہ مالی گوشواروں اور سالانہ اجلاس عام کے نوٹسز بذریعہ ای میل وصول کرنے کے متمنی سے درخواست ہے کہ وہ کمپنی کی ویب سائٹ <http://www.yousufdewan.com/DFML/index.html> پر دستیاب اسٹینڈرڈ ریکویسٹ فارم پر کر کے اپنے عندیہ سے تحریراً مطلع کریں۔

## الف) برائے اجلاس میں شرکت

- (i) انفرادی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور یا افراد کی صورت میں یا جن کی سیکورٹیز گروپ اکاؤنٹ میں ہوں اور ان کی رجسٹریشن تفصیلات ضابطہ کے مطابق اپ لوڈ ہوں اپنی شناخت کے لیے اصل قومی شناختی کارڈ (سی این آئی سی) یا اصل پاسپورٹ اجلاس میں شرکت کے موقع پر پیش کرنا ہوگا۔
- (ii) کارپوریٹ اینٹنٹی کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/ پاور آف اٹارنی مع نامزد فرد کے دستخط کا نمونہ (اگر پہلے فراہم نہ کیے گئے ہوں) اجلاس کے موقع پر پیش کرنا ہوگا۔

## ب) پروکسی کی تقرری

- (i) انفرادی اکاؤنٹ ہولڈر یا سب ہولڈر اور یا افراد کی صورت میں جن کی سیکورٹیز گروپ اکاؤنٹ میں ہوں اور ان کی رجسٹریشن تفصیلات ضابطہ کے تحت اپ لوڈ ہوں پروکسی فارم مندرجہ بالا شرائط کے مطابق داخل کرانے ہوں گے۔
- (ii) پروکسی فارم پر دو افراد کی گواہی ہونی چاہیے جن کے نام پتے اور سی این آئی سی نمبر فارم میں درج ہوں۔
- (iii) ممبر اور پروکسی کے سی این آئی سی یا پاسپورٹ کی تصدیق شدہ کاپیاں پروکسی فارم سے منسلک کرنی ہوں گی۔
- (iv) پروکسی کو اجلاس کے موقع پر اصل قومی شناختی کارڈ (سی این آئی سی) یا اصل پاسپورٹ پیش کرنا ہوگا۔
- (v) کارپوریٹ اینٹنٹی کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/ پاور آف اٹارنی مع نامزد فرد کے دستخط کا نمونہ (اگر پہلے فراہم نہ کیے گئے ہوں) پروکسی فارم ہمراہ کمپنی کو پیش کرنے ہوں گے۔

## 5) سی این آئی سی فراہم کرنے والے شیئرز ہولڈرز کو نوٹس

جن ممبران نے ابھی تک سی این آئی سی کی نوٹو کاپیاں کمپنی کو پیش نہیں کی ہیں ان سے دوبارہ درخواست ہے کہ جلد از جلد داخل کرادیں تاکہ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے ایس آر او نمبر 831(1) 2012 مورخہ 5 جولائی 2012ء کی تعمیل میں ڈیویڈنڈ وارنٹس پر اندراج کیا جاسکے۔ لسٹڈ کمپنیوں کیلئے لازمی ہے کہ رجسٹرڈ حصص یافتگان یا مختار نمائندوں کا سی این آئی سی نمبر ڈیویڈنڈ وارنٹس پر درج کیا جائے۔ لہذا بلا تاخیر سی این آئی سی کی تصدیق شدہ کاپی ہمارے شیئرز رجسٹرار کو فراہم کرنے کی ہدایت کی جاتی ہے۔

## 6) مینڈیٹ برائے ای۔ ڈیویڈنڈ

نقد منافع منقسمہ کی ادائیگی کے عمل کو زیادہ موثر بنانے کی غرض سے ای۔ ڈیویڈنڈ کا طریقہ آغا ز کیا گیا ہے جس کے ذریعے شیئرز ہولڈر کو بلا کسی تاخیر کے اپنے متعلقہ بینک اکاؤنٹس میں منافع منقسمہ کی رقم الیکٹرونک جمع کردہ مل جائے گی۔ اس طرح منافع منقسمہ جات متعلقہ بینک اکاؤنٹ میں فوراً کریڈٹ کر دیئے جائیں گے اور منافع منقسمہ کے وارنٹس کی ڈاک میں گمشدگی، بلا تقسیم واپس آ جانے یا غلط پتے پر ڈیلیوری وغیرہ ہونے کا امکانات نہیں ہوں گے۔ سیکورٹی اینڈ ایکسچینج کمیشن آف پاکستان (SECP) نے بذریعہ نوٹس نمبر 2008-SM/CDC(4) 8 مورخہ 05 اپریل 2013ء تمام لسٹڈ کمپنیوں کو ہدایت کی ہے کہ وہ ای۔ ڈیویڈنڈ طریقہ کار کا اختیار کریں اس بنا پر کہ شیئرز ہولڈرز کیلئے یہ سودمند رہے گا۔ مندرجہ بالا کے پیش نظر آج سے گزارش کی جاتی ہے کہ آپ ڈیویڈنڈ مینڈیٹ فارم پر شدہ اور دستخط شدہ ہو، فراہم کرتے ہوئے ای۔ ڈیویڈنڈ کے حق میں ایک ڈیویڈنڈ مینڈیٹ فراہم کریں۔



## سالانہ اجلاس عام

مطلع کیا جاتا ہے کہ دیوان فاروق موٹرز لمیٹڈ (ڈی ایف ایم ایل یا کمپنی) کا اکیسواں سالانہ اجلاس عام جمعرات 24 اکتوبر 2019ء کو دن کے 02:00 بجے دیوان سیمنٹ لمیٹڈ - فیکٹری سائٹ واقع دیہہ ڈھنڈو دھانیجی ضلع ملیر کراچی، پاکستان میں مندرجہ ذیل امور کی انجام دہی کیلئے منعقد کیا جائے گا۔ اجلاس کا آغاز تلاوت قرآن پاک سے ہوگا۔

### عمومی امور

- (1) کمپنی کے گزشتہ سالانہ اجلاس عام منعقدہ جمعرات 25 اکتوبر 2018ء کا کارروائی کی توثیق۔
- (2) 30 جون 2019ء کو مکمل ہونے والے سال کیلئے کمپنی آڈٹ شدہ مالی گوشواروں معہ آڈیٹرز اور ڈائریکٹرز کی رپورٹ کی وصولی، غور و خوض اور منظوری۔
- (3) 30 جون 2020ء کو مکمل ہونے والے سال کیلئے کمپنی کے آڈیٹرز کی تقرری اور ان کے مشاہدہ کا تعین۔
- (4) چیئرمین کی اجازت سے دیگر امور کی انجام دہی

### خصوصی امور

- (1) کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 199 کے تحت ایک ایسوسی ایٹڈ کمپنی کو قلیل المدتی قرضوں/پیشگیوں کے اجراء پر غور و خوض اور منظوری۔

بحکم بورڈ

محمد نعیم الدین ملک  
کمپنی سیکریٹری

کراچی 27 ستمبر 2019ء

کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 134(3) کے خصوصی امور پر مبنی گوشوارہ کمپنی کے ممبران کو نوٹس ہذا کے ہمراہ لازمی جزو کے طور پر ارسال کیا جا رہا ہے۔

نوٹ:

- (1) کمپنی کی منتقلی حصص کی کتب 18 اکتوبر 2019ء تا 25 اکتوبر 2019ء (دونوں دن شامل) بند رہیں گی۔
- (2) ممبران سے پتہ میں کسی قسم کی تبدیلی سے فوری طور پر ہمارے شیئرز رجسٹر افسر ایچ بی ایم ایف کنسلٹنٹس پاکستان (پرائیویٹ) لمیٹڈ واقع انعم اسٹیٹ بلڈنگ کمرہ نمبر 310 اور 311 تھرو فلور 49 دارالامان سوسائٹی مین شاہراہ فیصل متصل بلوچ کالونی پل، کراچی پاکستان کو مطلع کرنے کی درخواست کی جاتی ہے۔
- (3) اجلاس ہذا میں شرکت اور رائے دہی کا اہل میر اپنی جانب سے شرکت اور رائے دہی کیلئے دوسرے میر کو اپنا پروکسی مقرر کر سکتا ہے۔ تاہم پروکسی کی تقرری کی دستاویز اجلاس کے انعقاد سے کم از کم اڑتالیس 48 گھنٹے قبل کمپنی کو مندرجہ بالا پتہ پر مل جانی چاہیے۔
- (4) سی ڈی سی اکاؤنٹ ہولڈرز کو مزید براں سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے جاری کردہ سرکلر نمبر 1 مورخہ 20 جنوری 2000ء میں درج مندرجہ ذیل ہدایت پر عمل کرنا ہوگا۔

www.jamapunji.pk



**Be aware, Be alert,  
Be safe**

**Learn about investing at  
www.jamapunji.pk**

**Key features:**

- Licensed Entities Verification
- Scam meter\*
- Jamapunji games\*
- Tax credit calculator\*
- Company Verification
- Insurance & Investment Checklist
- FAQs Answered

- Stock trading simulator  
(based on live feed from KSE)
- Knowledge center
- Risk profiler\*
- Financial calculator
- Subscription to Alerts (event notifications, corporate and regulatory actions)
- Jamapunji application for mobile device
- Online Quizzes



Jama Punji is an Investor Education Initiative of Securities and Exchange Commission of Pakistan

jamapunji.pk

@jamapunji\_pk

\*Mobile apps are also available for download for android and ios devices

DEWAN FAROOQUE MOTORS LIMITED

---

[WWW.YOUSUFDEWAN.COM](http://WWW.YOUSUFDEWAN.COM)