

CONDENSED INTERIM FINANCIAL INFORMATION

for the Half Year ended

December 31, 2011 (Un-Audited)



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Company Information

BOARD OF DIRECTORS

Mr. Raza Kuli Khan Khattak
Chairman
Mr. Ahmad Kuli Khan Khattak
Chief Executive
Lt. Gen. (R) Ali Kuli Khan Khattak
Director
Mr. Mushtaq Ahmed Khan, FCA
Director
Dr. Parvez Hassan
Mr. Jamil Ahmed Shah
Director
Ch. Sher Muhammad
Director

COMPANY SECRETARY & CHIEF FINANCIAL OFFICER

Mr. Iftikhar A. Khan

AUDITORS

Hameed Chaudhri & Co. Chartered Accountants

AUDIT COMMITTEE

Lt. Gen. (R) Ali Kuli Khan Khattak

Mr. Mushtaq Ahmed Khan, FCA

Mr. Jamil Ahmed Shah

Member

LEGAL ADVISORS

Syed Iqbal Ahmad and Co., Advovates S. Abid Shirazi & Co.
Syed Qamaruddin Hassan
Hassan & Hassan (Advocates)

BANKERS

National Bank of Pakistan The Bank of Khyber Faysal Bank Limited Bank Al-Habib Limited Soneri Bank Limited

REGISTERED OFFICE

F-3, Hub Chauki Road, S.I.T.E., Post Box No.2706, Karachi - 75730

SHARE REGISTRAR

Hameed Majeed Associates (Pvt.) Ltd. 5th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi.

Directors' Review

The directors of your company take pleasure in presenting the unaudited accounts for the second quarter and half year ended on December 31st, 2011.

Financial results

This quarter has seen an improvement from the previous quarter in sales volumes of commercial vehicles in the country. But yet it is noticeably low as compared to the sales of the same quarter of the previous year.

Sales of your company has also shown recovery in this quarter and is also higher than the corresponding quarter of the last year. The brunt of sales tax continuous to be felt greatly. Not only that the market is depressed but the persistent devaluation of currency and ever rising inflation are also the major factors in incurring losses.

	Quarter end	Quarter ended Dec 31'		ded Dec 31'
	2011	2010	2011	2010
Sales (Rs '000)	501,956	321,480	606,474	704,915
(Loss)/profit after tax (Rs '000)	(19,263)	6,334	(46,732)	12,131
(Loss)/earnings per share (Rs)	(0.90)	0.30	(2.19)	0.57

Future outlook

The Company has sufficient orders in hand and the recovery of sales volume in this quarter is expected to improve further, therefore, the management of the Company is confident that the results will get better in the ensuing quarters.

By order of the Board

Karachi: February 24, 2012 Ahmad Kuli Khan Khattak Chief Executive

Auditors' Report to the Members on Review of Interim Financial Information

Introduction

We have reviewed the accompanying condensed interim balance sheet of **Ghandhara Industries Limited** ("the Company") as at December 31, 2011 and the related condensed interim profit and loss account, condensed interim statement of changes in equity and condensed interim cash flow statement, together with the notes forming part thereof (here-in-after referred to as "interim financial information") for the half year then ended. Management is responsible for the preparation and presentation of this interim financial information in accordance with the approved accounting standards as applicable in Pakistan for interim financial reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

The figures for the condensed interim profit and loss account for the quarters ended December 31, 2011 and December 31, 2010 have not been reviewed, as we are required to review only the cumulative figures for the half year ended December 31, 2011.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information as of and for the half year ended December 31, 2011 is not prepared, in all material respects, in accordance with the approved accounting standards as applicable in Pakistan for interim financial reporting.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 8.1.1 to this interim financial information, the Company has written back in the financial statements for the year ended June 30, 2007 provision for Workers' Profit Participation Fund for the year ended 30 June, 2006 based on a legal opinion and in a view of constitutional petition pending adjudication in the Sindh High Court on this matter.

If it is established that the provisions of the Company's Profits (Workers' Participation) Act, 1968 are applicable to the Company, provision in respect of year ended 30 June, 2006 amounting to Rs. 7.722 million including any penalties may become payable.

Karachi; February 24, 2012

Engagement Partner: Abdul Majeed Chaudhri

HAMEED CHAUDHRI & CO.
CHARTERED ACCOUNTANTS

Condensed Interim Balance Sheet As at December 31, 2011

,		December 31, 2011	June 30, 2011
		(Unaudited)	(Re-stated)
ASSETS	Note	(Rupees '000))
NON-CURRENT ASSETS			
Property, plant and equipment	6	1,456,865	1,465,156
Intangible assets		1,101	1,251
Investment properties		90,270	90,395
Long term investments		1,400	1,400
Long term loans		1,099	1,382
Long term deposits		12,009	5,340
Deferred taxation		29,865	117
CURRENT ASSETS			
Stores and spare parts		1,977	4,294
Stock-in-trade	7	1,316,749	691,703
Trade debts		369,204	173,375
Loans and advances		418,762	68,402
Trade deposits and prepayments		153,471	672,658
Other receivables		41,398	10,704
Sales tax refundable/ adjustable		116,644	111,381
Taxation - payments less provision		62,088	54,909
Cash and bank balances		20,803	9,523
		2,501,096	1,796,949
TOTAL ASSETS		4,093,705	3,361,990
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Share capital		213,044	213,044
Accumulated loss		(46,200)	(2,250)
		166,844	210,794
SURPLUS ON REVALUATION OF FIXED ASSETS		1,453,229	1,456,011
NON-CURRENT LIABILITIES		,,	,,-
Liabilities against assets subject to finance leases		16,859	19,738
Deferred liabilities		15,513	13,715
CURRENT LIABILITIES		,	,
Trade and other payables		1,210,031	1,461,200
Current maturity of liabilities against assets subject to finar	nce lease		6,284
Accrued mark up	100 10000	44,378	30,887
Short term borrowings		1,180,319	163,362
Grief term gerieffinge		2,441,260	1,661,733
CONTINGENCIES AND COMMITMENTS	8		1,001,700
	U	4 002 705	2 261 000
TOTAL EQUITY AND LIABILITIES		4,093,705	3,361,990

The annexed notes from 1 to 16 form an integral part of this condensed interim financial information.

Condensed Interim Profit & Loss Account

for the Quarter and Half Year Ended December 31, 2011 (Unaudited)

		Quarter ended		Half y	Half year ended		
		Decen	nber 31,	December 31,			
	Note	2011	2010	2011	2010		
			(Rupee	s '000)			
Net sales		501,956	321,480	606,474	704,915		
Cost of sales	9	(460,509)	(274,184)	(562,845)	(608,239)		
Gross profit		41,447	47,296	43,629	96,676		
Distribution expenses		(17,670)	(10,693)	(27,780)	(27,125)		
Administrative expenses		(12,001)	(13,775)	(26,250)	(28,233)		
Other operating expenses		(1,234)	(632)	(1,722)	(1,233)		
Other operating income		112	729	201	1,196		
Profit/(loss) from operations		10,654	22,925	(11,922)	41,281		
Finance cost		(45,485)	(21,588)	(58,707)	(32,216)		
(Loss)/profit before taxation		(34,831)	1,337	(70,629)	9,065		
Taxation		15,568	4,997	23,897	3,066		
(Loss)/profit after taxation		(19,263)	6,334	(46,732)	12,131		
Other comprehensive income		_	_	_	_		
Total comprehensive (loss) / incom	ne	(19,263)	6,334	(46,732)	12,131		
(Loss) / earnings per share - basic and diluted - Rupees		(0.90)	0.30	(2.19)	0.57		

The annexed notes from 1 to 16 form an integral part of this condensed interim financial information.

Condensed Interim Cash Flow Statement

For Half Year Ended December 31, 2011 (Unaudited)

		December 31,	
	Note	2011 Unaudited	2010 Re-stated
		Rupees	'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash used in operations	10	(931,398)	(369,801)
Gratuity paid		(769)	_
Finance cost paid		(45,216)	(26,325)
Income tax paid		(13,029)	(9,140)
Long-term loans		283	99
Long-term deposits		(6,669)	(218)
Net cash used in operating activities		(996,798)	(405,385)
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditure		(3,865)	(9,924)
Sale proceeds on disposal of property, plant and ed	quipment	4,000	336
Interest received		20	11
Net cash generated from/ (used in) investing activit	ies	155	(9,577)
CASH FLOWS FROM FINANCING ACTIVITIES			
Liabilities against assets subject to finance leases		(9,034)	(6,255)
Net cash used in financing activities		(9,034)	(6,255)
Net decrease in cash and cash equivalents		(1,005,677)	(421,217)
Cash and cash equivalents at beginning of the period		(153,839)	(13,000)
Cash and cash equivalents at the end of the period	11	(1,159,516)	(434,217)

The annexed notes from 1 to 16 form an integral part of this condensed interim financial information.

Condensed Interim Statement of Changes in Equity For Half Year Ended December 31, 2011 (Unaudited)

	Issued,	Capital Reserves			Revei	Revenue Reserves		
	Subscribed and paid up Share Capital	Tax Holiday Reserve	Fixed Assets Replacement Reserve	Contingency Reserve	General Reserve	Accumulated Loss	Total	
				. (Rupees)				
Balance as at June 30, 2010 as previously reported	213,044	5,500	10,000	25,300	2,400	(33,602)	222,642	
Impact of re-statement - note - 5	_	_	_	_	_	(25,156)	(25,156)	
Balance as at June 30, 2010 as re-stated	213,044	5,500	10,000	25,300	2,400	(58,757)	197,487	
Total comprehensive income for the period	_	_	_	_	_	12,131	12,131	
Write-back of reserves	_	(5,500)	(10,000)	(25,300)	(2,400)	43,200	_	
Transfer from surplus on revaluation of fixed assets on account of incremental depreciation charged for the period - net of tax	_	_	_	_	_	2,782	2,782	
Balance as at December 31, 2010 as re-stated	213,044		_	_		(645)	212,399	
Total comprehensive loss for the period	_	_	_	_	_	(4,387)	(4,387)	
Transfer from surplus on revaluation of fixed assets on account of incremental depreciation charged for the period - net of tax	_	_	_	_	_	2,782	2,782	
Balance as at June 30, 2011 as re-stated	213,044					(2,250)	210,794	
Total comprehensive loss for the period	_	_	_	_	_	(46,732)	(46,732)	
Transfer from surplus on revaluation of fixed assets on account of incremental depreciation charged for the period - net of tax	_	_	_	_	_	2,782	2,782	
Balance as at December 31, 2011	213,044	_	_	_		(46,200)	166,844	

The annexed notes from 1 to 16 form an integral part of this condensed interim financial information.

Notes to the Condensed Interim Financial Statements For Half Year Ended December 31, 2011 (Unaudited)

1 CORPORATE INFORMATION

Ghandhara Industries Limited was incorporated on 23 February 1963. The Company's shares are listed on Karachi, Lahore and Islamabad Stock Exchanges. The principal activity of the Company is assembly and progressive manufacturing of Isuzu trucks and buses.

2 BASIS OF PRESENTATION

- 2.1 This condensed interim financial information of the Company for the half year ended December 31, 2011 has been prepared in accordance with the requirements of the International Accounting Standard 34, "Interim Financial Reporting" (IAS 34) and provisions of and directives issued under the Companies Ordinance, 1984 (the Ordinance). In case where requirements differ, the provisions of or directives issued under the Ordinance have been followed.
- 2.2 The disclosures in the condensed interim financial information do not include the information reported for full annual financial statements and should therefore be read in conjunction with the financial statements for the year ended June 30, 2011. Comparative balance sheet is extracted from annual financial statements of June 30, 2011 whereas comparative profit and loss account, cash flow statement and statement of changes in equity are extracted from un-audited condensed interim financial information for the half year ended December 31, 2010.
- 2.3 This condensed interim financial information is unaudited and is being submitted to the members as required under Section 245 of the Ordinance and the Listing Regulations of the Stock Exchanges.
- 2.4 This condensed interim financial information is presented in Pak Rupee, which is the functional currency of the Company. All the financial information presented in Pak Rupee has been rounded off to the nearest thousand.

3 ACCOUNTING ESTIMATES AND JUDGMENTS

- 3.1 The preparation of this condensed interim financial information requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.
- 3.2 During the preparation of this condensed interim financial information, the significant judgments made by the management in applying the Company's accounting policies and the key sources of estimation and uncertainty were the same as those that applied to audited annual financial statements of the Company for the year ended June 30, 2011.

4 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of this condensed interim financial information are consistent with those followed in the preparation of the Company's annual financial statements for the year ended June 30, 2011.

5 RE-STATEMENT

During the period, the company's liability in respect of its borrowings from financial institutions was revisited and it was mutually concluded with a financial institute that the same should have been recorded by higher amounts in the prior periods. Accordingly, the company has re-stated the financial information retrospectively in accordance with International Accounting Standard - 8 'Accounting Policies, Changes in Accounting Estimates and Errors' by adjusting the opening balance of short term borrowings, accrued mark-up, deferred taxation and accumulated loss for the earliest prior period presented.

Effects of the re-statement are as follows:

(Rupees in '000)

		As at July 1, 20	010	As	at June 30, 201	l
	As previously stated	As re-stated	Re- statement	As previously stated	As re-stated	Re- statement
Effect on balance sheet						
Un appropriated reserve	9,598	(15,558)	(25,156)	22,906	(2,250)	(25,156)
Deferred tax liability/(assets)	42,847	29,302	(13,545)	27,143	13,598	(13,545)
Short term borrowings	144,317	162,688	18,371	144,991	163,362	18,371
Accrued markup	10,120	30,450	20,330	10,557	30,887	20,330
Decrease in equity			(25,156)			(25,156)

	For the Half Y	For the Half Year ended December 31, 2011				
	As previously stated	As re-stated	Re- statement			
Effect on cash flow statement						
Cash and cash equivalents at the beginning of the year	5,371	(13,000)	(18,371)			
Cash and cash equivalents at the end of the year	(415,846)	(434,217)	(18,371)			

There was no impact on profit and loss account and earning / (loss) per share as a result of the re-statement.



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		Note	December 31, 2011 (Unaudited) (Rupees '00	June 30, 2011 (Audited) 00)
6	PROPERTY, PLANT AND EQUIPMENT			
O			4 ACE AEC	1 476 251
	Book value at the beginning of the period / year	6.1	1,465,156	1,476,351
	Additions during the period / year Less:	6.1	10,269	21,605
		6.2	E 467	E E02
	Disposal during the period / year - at book value	0.2	5,467	5,593
	Depreciation charged during the period / year		13,093	27,207
			1,456,865	1,465,156
6.1	Additions during the period/ year			
	Plant & machinery		2.400	4.000
	OwnedLeased		3,168 1,136	1,639 770
	Permanent tools		72	966
	Furniture & fixture			1.045
	Office machines and equipment		94	3,894
	Jigs and special tools		147	9,714
	Motor vehicles			
	- Owned		42	_
	- Leased		5,268	3,151
	Computers		342	426
			10,269	21,605
6.2	Written down value of disposal during the period / ye	ear		
	Motor vehicles - owned Trucks		 E 467	934
	TTUCKS		5,467	4,658
_	OTOOK IN TRADE		5,467	5,593
7	STOCK-IN-TRADE			
	Raw materials and components		500 507	474 400
	In hand		562,527	471,429
	Less: provision for slow moving raw material		20,150	20,150
	1.4. 9		542,377	451,279
	In transit		172,610	9,178
			714,987	460,457
	Work in Process		117,816	100,288
	Finished goods including components		450,634	97,217
	Trading stocks		48,244	48,673
	Less: provision for slow moving stock		14,932	14,932
			33,312	33,741
			1,316,749	691,703

8 CONTINGENCIES AND COMMITMENTS

8.1 Contingencies

8.1.1 The Company had obtained legal advice in connection with the establishment of Worker's Participation Fund (the Fund) under the Companies Profits (Workers Participation) Act, 1968 (the Act). The legal advisor is of the view that since, during the year ended 30 June 2006, the Company did not employ any person who falls under the definition of worker as defined in the Act of 1968, it was not legally or factually possible to constitute the Fund as required by section 3 of the Act. As a consequence, the Company was not required to make contributions to the fund established pursuant to Workers' Welfare Fund Ordinance 1971. The Company based on legal advice has written back in the financial statements for the year ended as on June 30, 2007 the amount of Worker's Profit Fund provided during the year 30 June 2006.

Furthermore, the question whether a company to which the Act of 1968 and its scheme applies but which does not employ any worker is nevertheless obliged to establish and pay contributions into the fund under the act and thereafter transfer the same to the fund established under the Workers' Welfare Fund Ordinance, 1971 is pending adjudication in Sindh High Court at Karachi on constitutional petition filed by another company in December 2003.

If it is established that the above provisions of the Act are applicable to the Company, provision in respect of year ended 30 June 2006 amounting to Rs. 7.722 million including any penalties may become payable.

8.1.2 There is no change in contingent liabilities as reported in Note 23.1 to the financial statements for the year ended June 30, 2011.

		December 31, 2011 (Rupees '000	June 30, 2011
8.2	Commitments	(),	,
	Bank guarantees	919,575	926,257
	Letters of credit	189,036	381,125

9 COST OF SALES

		For the Quarter ended December 31.		For the Half year end December 31.		
	Note	2011	2010	2011 es '000)	2010	
Stock at beginning		428,057	172,666	130,958	111,666	
Cost of goods manufactured	9.1	513,820	361,546	912,980	755,688	
Trading Stock		2,578	3,098	2,854	4,011	
		944,455	537,310	1,046,791	871,365	
Stock at end		(483,946)	(263,126)	(483,946)	(263,126)	
	-	460,509	274,184	562,845	608,239	



9.1 COST OF GOODS MANUFACTURED

		For the Quarter ended		For the Half y	ear ended	
		Decen	nber 31,	December 31,		
	Note	2011	2010	2011	2010	
			(Rupe	es '000)		
Work-in-process at beginning		61,827	54,557	100,288	51,531	
Raw materials and components consumed		504,612	318,592	819,002	684,765	
Direct Labour and overheads		65,197	49,729	111,506	80,725	
		631,636	422,878	1,030,796	817,021	
Work-in-process at end		(117,816)	(61,332)	(117,816)	(61,332)	
		513,820	361,546	912,980	755,688	

			December 31,	
		Note	2011 Unaudited	2010 Re-stated
			Rupees '000	
10.	CASH GENERATED FROM OPERATIONS			
	(Loss)/profit before taxation		(70,629)	9,065
	Adjustment for non cash charges and other items:			
	Depreciation / amortisation on;			
	Property, plant and equipment/ intangible assets		13,244	13,002
	Investment properties		125	130
	Loss on disposal of fixed assets		1,467	_
	Amortisation of gain on sale and lease back of fixed asset		(179)	(919)
	Finance cost		58,707	32,190
	Interest income		(20)	(11)
	Provision for gratuity		2,745	2,253
			5,460	55,710
	Working capital changes	10.1	(936,858)	(425,512)
			(931,398)	(369,801)

			W
		December 31,	
	Note	2011 Unaudited	2010 Re-stated
		Rupees	000
10.1 Working capital changes			
(Increase)/ decrease in current assets			
Stores & spare parts		2,317	3,535
Stock-in-trade		(625,046)	(200,526)
Trade debts		(195,829)	50,460
Loans and advances		(350,360)	(26,160)
Trade deposits and prepayments		519,186	(35,056)
Other receivables		(30,695)	(31,880)
Sales tax refundable/ adjustable		(5,262)	38,385
		(685,689)	(201,242)
Increase/ (decrease) in current liabilities			
Trade and other payables		(251,169)	(224,270)
		(936,858)	(425,512)
		December 31, 2011	June 30, 2011
		(Rupees '0	
11. CASH AND CASH EQUIVALENTS			
Cash and bank balances		20,803	9,523
Short-term borrowings		(1,180,319)	(163,362)
		(1,159,516)	(153,839)

12 OPERATING SEGMENT

- This condensed interim financial information has been prepared on the basis of a single reportable segment.
- The Company does not hold non-current assets in any foreign country. Revenues from external customers attributed to foreign countries are not material.
- The Company has earned revenues from two (2010: two) customers aggregating to Rs. 346.464 million (2010: Rs 274.280 million) during the period which constituted 57.13% (2010: 38.91%) of the sales revenue.

13 FINANCIAL RISK MANAGEMENT

The Company's financial risk management objectives and policies are consistent with those disclosed in the annual financial statements for the year ended June 30, 2011.

14. RELATED PARTY TRANSACTIONS

The related parties comprise associated companies, companies in which directors are interested, staff retirement benefits, directors, key management personnel and close members of the family of all the aforementioned related parties. The Company in the normal course of business carries out transactions with various related parties. Transactions with related parties are executed on same terms as those prevailing at the time for comparable transactions with unrelated parties. There are no transactions with key management personnel other than under the terms of employment. Significant transactions with related parties are as follows:

Name of related party	Nature of	For the Half Year Ended December 31,	
and nature of relationship	transactions		
		2011	2010
		Unaudited	
		(Rupee	s '000)
Subsidiary company			
Marghazar Industries (Private) Limited	Financial charges	157	156
Associated companies			
General Tyre & Rubber Company	Purchase of tyres	17,878	26,512
of Pakistan Limited (Common Directorship)	Sale of vehicles	_	1,900
Ghandhara Nissan Limited (Common Directorship)	Assembly charges	66,607	33,869
Universal Insurance Limited (Common Directorship)	Insurance premium	13,362	4,782
Rehman Cotton Mills Limited	Rent paid	600	1,350
Hasan & Hasan	Retainership fee	60	60
Gammon Pakistan Limited	Rent paid	750	750
Technology suppliers			
Isuzu Motors Limited, Japan	CBU purchased	_	20,006
	Parts purchased	4,578	12,649



		W
	December 31,	June 30,
	2011	2011
	Unaudited	Audited
	(Rupees '0	00)
Balances- amount due to		
Ultimate holding company		
Bibojee Services (Private) Limited	_	70,694
Subsidiary company		
Marghzar Industries (Private) Limited	2,140	2,103
Associated companies		
The General Tyre & Rubber Company of Pakistan Limited	21,977	16,556
Ghandhara Nissan Limited	93,336	96,729
The Universal Insurance Company Limited	24,727	14,407
Rehman Cotton Mills Limited	600	_
Waqf-e-Kuli Khan	8,318	8,318
Gammon Pakistan Limited	375	250
Balances- amount due from		
Ultimate holding company		
Bibojee Services (Private) Limited	49,400	_

15. APPROVAL OF FINANCIAL STATEMENTS

This condensed interim financial information was authorized for issue on February 24, 2012 by the Board of Directors of the Company.

16. COMPARATIVES

Previous figures have been rearranged wherever necessary for better presentation in the condensed interim financial information. There is no major reclassification made in this condensed interim financial information.

Book Post

