AZGARD-9 Azgard Nine Limited Financial Statements FOR THE HALF YEAR ENDED MARCH 31, 2005 (Un-audited)

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Mueen Afzal Mr. Ahmed H.Shaikh Chairman Chief Executive

Chief Justice (Retd.) Mian Mahboob Ahmad

Mr. Aehsun M.H. Shaikh

Mr. Ali Jehangir Siddiqui

Mr. Khalid A.H. Al-Sagar

Mr. Muhammad Mukarram

COMPANY SECRETARY

Mr. Javaid Iqbal

CHIEF FINANCIAL OFFICER

Ms. Bushra Naz Malik

AUDIT COMMITTEE

Chief Justice (Retd.) Mian Mahboob Ahmad - Chairman

Mr. Mueen Afzal

Mr. Aehsun M.H. Shaikh

Mr. Ali Jehangir Siddiqui

Mr. Khalid A.H. Al-Sagar

MANAGEMENT TEAM

Mr. Ahmed H.Shaikh

Mr. Aehsun M.H. Shaikh

Ms. Bushra Naz Malik

Mr. Muhammad Talib

Mr. Aamir Usman

Mr. Mazhar Hussain Mirza

Mr. Irfan Nazir

Mr. Per Fredriksson

FINANCE COMMITTEE

Mr. Ahmed H. Shaikh

Mr. Ali Jehangir Siddiqui Ms. Bushra Naz Malik

BANKERS

Muslim Commercial Bank Limited

Citibank N.A. ABN Amro Bank Faysal Bank Limited

Habib Bank Limited

Saudi Pak Commercial Bank Limited

Saudi Pak Industrial & Agricultural

Investment Company (Private) Limited

PICIC Commercial Bank Limited

Bank of Punjab

The Hong Kong and Shanghai

Banking Corporation

United Bank Limited Union Bank Limited

Habib Bank AG Zurich

NDLC - IFIC Bank Limited

National Bank of Pakistan

LEGAL ADVISORS

Hamid Law Associates

Hassan & Hassan

Advocates

AUDITORS

Rahman Sarfaraz & Co.

Chartered Accountants

TAX ADVISORS

Ford Rhodes Sidat Hyder & Co.

Chartered Accountants

Hameed Chaudhri & Co.

Chartered Accountants

REGISTERED OFFICE

Ismail Aiwan-e-Science

Off Shahrah-e-Roomi

Lahore, 54600

Ph: +92 (0)42 111-786-645

Fax: +92 (0)42 5761791

PROJECT LOCATIONS

Unit I

2.5 KM off Manga, Raiwind Road,

District Kasur.

Ph: +92 (0)42 5384081

Fax: +92 (0)42 5384093

Unit II

Alipur Road, Muzaffargarh.

Ph: +92 (0)661 422503, 422651

Fax: +92 (0)661 422652

DIRECTORS' REVIEW

By the Grace of God, your Board of Directors feels immense pleasure in presenting the 2nd quarter and half yearly financial statements for the period ended March 31, 2005.

GENERAL MARKET CONDITIONS

Following conditions prevailed during the period:

- Reimposition of import duties has been the biggest challenge facing exports.
- Fuel prices have been at an all time high.
- Interest rates have increased substantially over the last three months.

OPERATING RESULTS OF THE COMPANY

Inspite of these conditions, our company continued to perform well. The major highlights as compared to the last corresponding period are as follows:

TURNOVER

The Company's turnover increased by 10%. This sales growth is due to increase in production capacity and better product mix.

PROFITABILITY

The profitability of the company has increased. Net margin after tax has increased from 12.72% to 18.38%.

The major factors contributing to this have been:

- More efficient raw material procurement
- Growth in sales
- Better product mix

Consequently the un-diluted EPS has improved to Rs. 3.18 for six months from Rs. 2.00, an improvement of 59% for the period.

FUTURE OUTLOOK

The textile sector faces challenges due to an increase in oil prices, higher interest rates and the reimposition of duties. The management however, is confident that with its BMR plans, which are on schedule - the company will continue to be competitive.

We would like to place on record deep appreciation for the dedication of all the staff members of the company, shareholders, financial institutions, customers and suppliers whose worthy support has helped us to improve.

On behalf of the Board

Lahore: May 21, 2005 Chief Executive

REVIEW REPORT TO THE MEMBERS

We have reviewed the annexed balance sheet of AZGARD NINE LIMITED as at 31 March 2005 and the related profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof (herein after referred to as the "financial statements") for the half year then ended. These financial statements are the responsibility of the company's management. Our responsibility is to issue a report on these financial statements based on our review. The figures of profit and loss account for the quarter ended 31 March 2005 have not been reviewed as we are required to review only cumulative figures for the half year ended on that date.

The financial statements for the year ended 30 September 2004 and for the half year ended on 31 March 2004 were audited/reviewed by another firm of chartered accountants who issued reports dated 28 December 2004 and 30 May 2004 respectively. The aforesaid auditors report expressed a modified opinion and the review report gave an unqualified opinion.

We conducted our review in accordance with the International Standard on Auditing applicable to review engagements. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the annexed financial statements are not presented fairly, in all material respects, in accordance with approved accounting standards as applicable in Pakistan.

RAHMAN SARFARAZ & CO., CHARTERED ACCOUNTANTS Lahore.

BALANCE SHEET (Unaudited) as at March 31, 2005

	Note	March 31, 2005 Rupees	September 30, 2004 Rupees
CAPITAL AND RESERVES		•	•
Authorised Capital		3,000,000,000	3,000,000,000
Share Capital	4	1,737,308,680	1,737,308,680
Reserves		381,772,578	362,142,241
Unappropriated profit		582,931,680	410,657,982
SURPLUS ON REVALUATION OF		2,702,012,938	2,510,108,903
FIXED ASSETS		299,290,147	306,564,511
NON-CURRENT LIABILITIES			
LONG TERM FINANCES - Secured		635,420,000	750,000,000
LIABILITIES AGAINST ASSETS			
SUBJECT TO FINANCE LEASE		91,317,690	116,503,819
LONG TERM DEPOSITS		6,828,741	1,147,729
CURRENT LIABILITIES			
Current portion of:		364,580,000	300,000,000
Long term finances - secured Liabilities against assets subject		304,380,000	300,000,000
to finance lease		53,990,511	63,081,881
Short term finances	5	2,518,349,627	1,492,909,892
Creditors, accruals and other liabilities		1,369,984,338	691,981,192
Provision for taxation		77,824,871	64,824,871
Dividend	6	50,818,402	95,414
		4,435,547,749	2,612,893,250
CONTINGENCIES AND COMMITMENTS	8		
		8,170,417,265	6,297,218,212
NON-CURRENT ASSETS			
FIXED ASSETS		0.000.000.444	0.047.000.400
OPERATING ASSETS	9	2,988,892,414	2,847,936,402
CAPITAL WORK IN PROGRESS	10	287,086,451	84,292,338
		3,275,978,865	2,932,228,740
INTANGIBLE ASSETS		83,087,588	88,375,589
LONG TERM INVESTMENTS		2,684,606	2,666,296
LONG TERM DEPOSITS		24,890,825	18,517,830
		24,030,023	10,317,030
CURRENT ASSETS		111 501 004	79 000 000
Stores, spares and loose tools		111,521,084	72,608,693
Stock-in-trade Trade debtors		2,186,576,576	1,394,729,330
Advances, deposits, prepayments		848,027,996	945,111,856
and other receivables		912,150,256	712,923,170
Short term investment		633,858,547	109,148,931
Cash and bank balances		91,640,922	20,907,777
		4,783,775,381	3,255,429,757
		8,170,417,265	6,297,218,212

The annexed notes form an integral part of these accounts.

Place: Lahore Date: May 21, 2005

Chief Executive

PROFIT AND LOSS ACCOUNT(Unaudited)

for the half year ended March 31, 2005

	Note	Quarter Ended March 31, 2005 Rupees	Six Months Ended March 31, 2005 Rupees	Quarter Ended March 31, 2004 Rupees	Six Months Ended March 31, 2004 Rupees
SALES - Net		828,095,245	1,505,999,428	782,198,297	1,368,096,299
COST OF SALES	11	576,645,594	1,042,609,963	627,478,180	1,046,686,677
GROSS PROFIT		251,449,651	463,389,465	154,720,117	321,409,622
ADMINISTRATIVE AND					
SELLING EXPENSES		82,079,983	140,988,627	46,750,014	81,334,581
OPERATING PROFIT		169,369,668	322,400,838	107,970,103	240,075,041
OTHER INCOME		49,057,455	74,407,423	219,011	351,244
		218,427,123	396,808,261	108,189,114	240,426,285
OTHER CHARGES					
Financial charges Miscellaneous Workers' (Profit) Participation	n Fund	53,476,939 340,000 8,247,509	91,329,558 340,000 15,273,935	25,859,701 - -	57,872,481 - -
		62,064,448	106,943,493	25,859,701	57,872,481
PROFIT BEFORE TAXATION		156,362,675	289,864,768	82,329,413	182,553,804
PROVISION FOR TAXATION					
Current		6,141,175	13,000,000	3,574,780	8,500,000
PROFIT AFTER TAXATION		150,221,500	276,864,768	78,754,633	174,053,804
EARNINGS PER SHARE - BA	SIC	1.50	2.74	0.91	2.00
- DII	LUTED	1.33	2.44		

The annexed notes form an integral part of these accounts.

Place: Lahore Chief Executive Director Date: May 21, 2005

CASH FLOW STATEMENT (Unaudited)

for the half year ended March 31, 2005

	March 31, 2005 Rupees	March 31, 2004 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	289,864,768	182,553,804
Items not involving movement of funds	134,287,312	134,327,860
Long term deposits and deferred cost	(6,372,995)	(21,048,162)
Operating profit before changes in working capital	417,779,085	295,833,502
Changes in working capital	(259,013,312)	(294,978,364)
Operating profit after changes in working capital	158,765,773	855,138
Financial charges paid	(71,306,980)	(52,600,433)
Taxes paid	(15,908,982)	(7,836,892)
Dividend paid	(36,142,447)	(269)
NET CASH IN/(OUT) FLOW FROM OPERATING ACTIVITIES	35,407,364	(59,582,456)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed capital expenditures	(445,801,376)	(462,725,746)
Intangible assets	(1,407,126)	_
Sale proceed of fixed assets	1,181,059	_
Sale proceed of short term Investments	1,961,245	276,480
Purchase of long term Investments	-	(10,000)
Purchase of short term Investments	(456,086,244)	-
NET CASH USED IN INVESTING ACTIVITIES	(900,152,442)	(462,459,266)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Redeemable Capital	(50,000,000)	59,920,646
Finance lease liabilities-net	(34,277,499)	(33,618,100)
Long term deposits	(5,681,012)	(111,708)
Short term finances-net	1,025,436,734	503,610,799
NET CASH FLOW FROM FINANCING ACTIVITIES	935,478,223	529,801,637
NET INCREASE IN CASH AND CASH		
EQUIVALENTS (A+B+C)	70,733,145	7,759,915
CASH AND CASH EQUIVALENT AT THE		
BEGINNING OF THE PERIOD	20,907,777	21,601,750
CASH AND CASH EQUIVALENT AT THE		
END OF THE PERIOD	91,640,922	29,361,665

The annexed notes form an integral part of these accounts. $\,$

Place: Lahore Chief Executive Date: May 21, 2005

Director

Chief Executive

STATEMENT OF CHANGES IN EQUITY (Unaudited) for the half year ended March 31, 2005

	Share Capital			Reserves	Se				
	Issued, subscribed and paid-up	Share premium	Reserve on merger	Preference share redemption reserve	Surplus on revaluation of investments	Total	Unappropriated Profit	Total equity	Surplus on revaluation of fixed assets
				R U	P E E S				
Balance as at September 30, 2003	868,654,340	143,675,125	105,152,005	ı	2,215,724	251,042,854	161,710,634	1,281,407,828	330,249,524
Profit for the period	ı	ı	I	ı	I	ı	174,053,804	174,053,804	ı
Surplus on revautation of fixed assets transferred to retained earnings during the period	1	ı	ı	ı	ı	1	11.842.507	11.842.507	(11.842.507)
Revaluation of investments	-	1	1	-	(1,620,264)	(1,620,264)	-	(1,620,264)	
Balance as at March 31, 2004	868,654,340	143,675,125	105,152,005	1	595,460	249,422,590	347,606,945	1,465,683,875	318,407,017
Profit for the period	ı	ı	1	1	ı	1	201,208,531	201,208,531	1
Preference shares issued	868,654,340	1	ı	1	ı	ı	1	868,654,340	ı
Surplus on revaluation of fixed assets transferred to									
retained earnings during the period	1	ı	ı	ı	1	1	11,842,506	11,842,506	(11,842,506)
Preference shares redemption reserve	1	ı	ı	150,000,000	1	150,000,000	(150,000,000)	1	I
Expenses incurred on issue of preference shares	1	(37,241,757)	ı	ı	1	(37,241,757)	1	(37, 241, 757)	I
Revaluation of investments	-	1	1	-	(38,592)	(38,592)	1	(38,592)	1
Balance as at September 30, 2004	1,737,308,680	106,433,368	105,152,005	150,000,000	556,868	362,142,241	410,657,982	2,510,108,903	306,564,511
Profit for the period	1	ı	ı	ı	ı	1	276,864,768	276,864,768	1
Surplus on revaluation of fixed assets transferred to retained earnings during the period	1	ı	1	ı	ı	ı	7.274.364	7.274.364	(7.274.364)
Preference shares redemption reserve	1	ı	ı	25,000,000	1	25,000,000	(25,000,000)		
Expenses incurred on issue of preference shares	1	(5,369,663)	1	1	1	(5,369,663)		(5,369,663)	1
Dividend	1	ı	1	1	1	1	(86,865,434)	(86,865,434)	1
Balance as at March 31, 2005	1,737,308,680	101,063,705	105,152,005	175,000,000	556,868	381,772,578	582,931,680	2,702,012,938	299,290,147
I									

The annexed notes form an integral part of these accounts.

Place: Lahore Date: May 21, 2005

NOTES TO THE ACCOUNTS (Un-audited)

for the half year ended March 31, 2005

1. STATUS AND ACTIVITIES

Azgard Nine Limited (The Company) was incorporated in Pakistan as a public limited company and its shares are quoted at Karachi Stock Exchange (Guarantee) Limited. The company is a composite spinning, weaving, dyeing and stitching unit engaged in the manufacturing of yarn, denim and denim products.

2 ACCOUNTING POLICIES

- 2.1 The accounting policies adopted for preparation of the half yearly accounts for the period ended March 31, 2005 are the same as adopted in the preceding annual published accounts of the company.
- 2.2 All material inter-company balances, transactions and resulting unrealised profits/losses have been eliminated.

3 BASIS OF PREPARATION

- 3.1 These half yearly accounts are un-audited and are being submitted to the shareholders, as required under section 245 of the Companies Ordinance 1984 and also conform to the disclosure requirement of International Accounting Standard IAS 34.
- 3.2 A limited scope review of these interim financial statements has been performed by the auditors of the company in accordance with the clause (xxi) of the Code of Corporate Governance and they have issued their review report thereon.

March 31,	September 30,
2005	2004
Rupees	Rupees

4. SHARE CAPITAL

Authorised Capital

300,000,000 (2004: 300,000,000) ordinary shares of Rs.10/- each	3,000,000,000	3,000,000,000
Issued, subscribed and paid up capital 86,865,434 (2004: 86,865,434) ordinary shares of Rs.10/- each	868,654,340	868,654,340
86,865,434 (2004: 86,865,434) Preference shares of Rs. 10/- each Fully paid in cash (2004: 86,865,434)	868,654,340	868,654,340
	1,737,308,680	1,737,308,680

5. SHORT TERM FINANCES

At the end of the period, the company has aggregate funded and unfunded facilities available of Rs. 3,825 million. These have been obtained from banking companies and financial institutions at the mark-up rates ranging from 2.55% to 10% and are secured against current assets of the company and personal guarantees of the directors.

6. DIVIDEND

The company has paid 10% cash dividend i.e. Rs.1 per ordinary share duly approved by the shareholders in last Annual General Meeting held on January 31, 2005. Total amount of cash dividend payable was Rs.86,865,434 whose outstanding amount has been accounted for as liability in these interim financial statements.

NOTES TO THE ACCOUNTS (Un-audited)

for the half year ended March 31, 2005

7. DEFERRED TAXATION

The export sales (including indirect exports) during the half year ended March 31, 2005 achieved the threshold of presumptive tax. Accordingly, no provision for deferred tax has been made.

8. CONTINGENCIES AND COMMITMENTS

- 8.1 The Company imported textile machinery availing exemption from customs duty and sales tax on importation thereof under various S.R.O.'s. The claim subject to fulfilment of certain conditions aggregated Rs.93 million (2004:Rs.68 million).
- 8.2 Commitments against irrevocable letters of credit outstanding as at March 31,2005 were for Rs.974 million (2004: Rs.300 million).
- 8.3 All other contingency and commitment status is same as disclosed in latest annual accounts.

	March 31, 2005 Rupees	September 30, 2004 Rupees
9. OPERATING FIXED ASSETS- Tangible		
Book Value as on October 1st, 2004 Additions during the period / year:	2,847,936,402	2,251,337,991
Freehold land	18,831,350	68,470,000
Building	16,334,508	54,213,418
Plant and machinery	182,198,855	599,608,268
Electric installations	8,017,528	25,253,657
Tools and equipment	5,202,560	986,319
Furniture and fixtures	2,719,978	2,945,141
Office Equipment	9,495,339	19,439,325
Vehicles	207,145	4,599,307
	243,007,263	775,515,435
Book values of assets disposed-off		
during the period / year	(930,928)	(1,012,800)
Depreciation charge for the period / year	(101, 120, 323)	(170,505,791)
Capitalized during the period / year		(7,398,433)
Closing book value	2,988,892,414	2,847,936,402
10. CAPITAL WORK IN PROGRESS		
Civil Work	55,595,036	22,060,697
Plant & machinery	227,285,483	62,231,641
Others	4,205,932	-
	287,086,451	84,292,338

TO THE ACCOUNTS (Un-audited)

for the half year ended March 31, 2005

11. COST OF SALES

	Quarter Ended March 31, 2005 Rupees	Six Months Ended March 31, 2005 Rupees	Quarter Ended March 31, 2004 Rupees	Six Months Ended March 31, 2004 Rupees
Raw materials and other direct				
materials consumed	270,552,574	621,720,079	400,365,739	737,674,185
Salaries, wages and benefits	79,849,022	162,269,477	51,675,726	117,535,571
Power and fuel	68,226,265	116,310,985	36,370,401	91,697,242
Stores and spare parts consumed - net	37,217,097	56,296,534	1,130,307	30,267,863
Travelling, conveyance				
and entertainment	3,302,441	11,786,603	5,279,352	8,427,141
Rent, rates and taxes	285,583	1,589,251	399,944	831,805
Insurance	3,897,610	4,382,886	1,412,368	3,504,877
Repairs and maintenance	10,881,387	13,187,307	1,031,538	3,610,424
Yarn processing charges	389,484	6,610,036	462,539	7,011,849
Depreciation	56,641,554	103,606,859	31,462,890	67,587,827
Printing and stationery	2,456,114	2,475,767	228,370	322,034
Communications	405,257	1,146,668	721,687	1,066,942
Others	823,894	3,415,306	846,015	1,217,612
	534,928,282	1,104,797,758	531,386,876	1,070,755,372
Adjustment of work in process	(6,132,320)	(72,103,174)	1,028,337	(2,614,868)
Cost of goods manufactured	528,795,962	1,032,694,584	532,415,213	1,068,140,504
Adjustment of finished goods	47,849,632	9,915,379	95,062,967	(21,453,827)
Cost of sales	576,645,594	1,042,609,963	627,478,180	1,046,686,677

BALANCES AND TRANSACTIONS WITH RELATED PARTIES

The related parties comprise of related group companies, staff retirement funds, directors and key management personnel. Transactions with related parties other than remuneration, retirement benefits and other benefits to key management personnel under the term of their employment are as under:

	March 31, 2005 Rupees	September 30, 2004 Rupees
TRANSACTIONS	•	•
- Payments made for Placements of		
Preference shares	_	11,398,925
- Mark-up paid	_	1,485,066
- Sales	8,103,013	_
- Purchase	986,521	-

The company continues to have a policy whereby all transactions with related parties and associated undertakings are entered into at arm's length price.

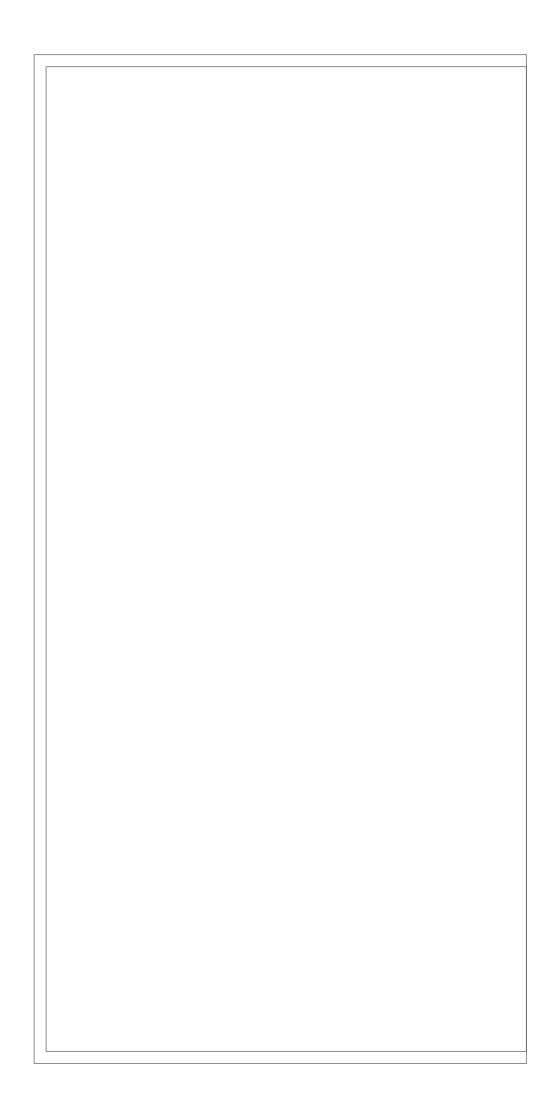
13. DATE OF AUTHORISATION FOR ISSUE

These interim financial statements were authorised for issue on May 21, 2005 by the Board of Directors of the company.

14. FIGURES

- Comparative figures relating to balance sheet are of previous year and those of profit and loss account and cash flow statement are of corresponding quarter of previous year.
- have been rearranged to facilitate comparison, however no material re-arrangement has been made in these accounts. in the accounts have been rounded off nearest to rupee.

Place: Lahore Chief Executive Director Date: May 21, 2005



CONSOLIDATED FINANCIAL STATEMENTS

AZGARD NINE LIMITED

CONSOLIDATED BALANCE SHEET (Unaudited)

as at March 31, 2005

	Note	March 31, 2005 Rupees	September 30, 2004 Rupees
CAPITAL AND RESERVES		•	•
Authorised Capital		3,000,000,000	3,000,000,000
Share Capital Reserves Unappropriated profit	5	1,737,308,680 381,772,578 584,823,723	1,737,308,680 362,142,241 412,399,663
		2,703,904,981	2,511,850,584
MINORITY INTEREST		2,752,678	2,742,560
SURPLUS ON REVALUATION OF FIXED ASSETS		299,290,147	306,564,511
NON-CURRENT LIABILITIES LONG TERM FINANCES - Secured		635,420,000	750,000,000
LIABILITIES AGAINST ASSETS SUBJECT TO FINANCE LEASE		91,317,690	116,503,819
LONG TERM DEPOSITS		6,828,741	1,147,729
CURRENT LIABILITIES			
Current portion of: Long term finances - secured Liabilities against assets subject		364,580,000	300,000,000
to finance lease Short term finances Creditors, accruals and other liabilities	6	53,990,511 2,518,349,626 1,470,386,889	63,081,881 1,492,909,892 701,845,741
Provision for taxation Dividend	7	77,824,871 50,818,402	64,824,871 95,414
CONTINGENCIES AND COMMITMENTS	9	4,535,950,299	2,622,757,799
		8,275,464,536	6,311,567,002
NON-CURRENT ASSETS			
FIXED ASSETS			
OPERATING ASSETS	10	2,993,832,104	2,847,936,402
CAPITAL WORK IN PROGRESS	11	287,086,451	89,759,126
		3,280,918,555	2,937,695,528
INTANGIBLE ASSETS		83,424,886	88,375,589
LONG TERM INVESTMENTS		1,033,886	1,015,576
LONG TERM DEPOSITS		24,890,825	18,517,830
CURRENT ASSETS			
Stores, spares and loose tools Stock-in-trade Trade debtors Advances, deposits, prepayments		111,521,084 2,211,984,810 924,029,464	72,608,693 1,425,586,819 924,208,356
and other receivables Short term investment Cash and bank balances		912,150,256 633,858,547 91,652,223	713,461,070 109,148,931 20,948,610
		4,885,196,384	3,265,962,479
		8,275,464,536	6,311,567,002

The annexed notes form an integral part of these accounts.

Place: Lahore Date: May 21, 2005

Chief Executive

CONSOLIDATED PROFIT AND LOSS ACCOUNT (Unaudited)

for the half year ended March 31, 2005

	Note	Quarter Ended March 31, 2005 Rupees	Six Months Ended March 31, 2005 Rupees	Quarter Ended March 31, 2004 Rupees	Six Months Ended March 31, 2004 Rupees
SALES - Net		831,154,236	1,524,166,682	782,198,297	1,368,096,299
COST OF SALES	12	579,297,965	1,059,145,211	627,478,180	1,046,686,677
GROSS PROFIT		251,856,271	465,021,471	154,720,117	321,409,622
ADMINISTRATIVE AND					
SELLING EXPENSES		83,171,988	142,360,466	46,750,014	81,334,581
OPERATING PROFIT		168,684,283	322,661,005	107,970,103	240,075,041
OTHER INCOME		49,057,455	74,407,423	219,011	351,244
		217,741,738	397,068,428	108,189,114	240,426,285
OTHER CHARGES					
Financial charges		53,476,939	91,329,558	25,859,701	57,872,481
Miscellaneous Workers' (Profit) Participation	n Fund	340,000 8,247,509	340,000 15,273,935	-	-
, , ,		62,064,448	106,943,493	25,859,701	57,872,481
PROFIT BEFORE TAXATION		155,677,290	290,124,935	82,329,413	182,553,804
PROVISION FOR TAXATION					
Current		6,141,175	13,000,000	3,574,780	8,500,000
PROFIT AFTER TAXATION		149,536,115	277,124,935	78,754,633	174,053,804
Minority Interest		(353,515)	109,805	-	_
PROFIT ATTRIBUTABLE TO HOLDING COMPANY		149,889,630	277,015,130	78,754,633	174,053,804
EARNING PER SHARE - BAS	SIC	1.50	2.74		
- DILU	UTED	1.33	2.44		

The annexed notes form an integral part of these accounts.

Place: Lahore Chief Executive Director

Date: May 21, 2005

CONSOLIDATED CASH FLOW STATEMENT (Unaudited)

for the half year ended March 31, 2005

	March 31, 2005 Rupees	March 31, 2004 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	290,124,935	182,553,804
Items not involving movement of funds	134,287,312	134,327,860
Long term deposits and deferred cost	(6,035,697)	(21,048,162)
Operating profit before changes in working capital	418,376,550	295,833,502
Changes in working capital	(258,280,304)	(294,978,364)
Operating profit after changes in working capital	160,096,246	855,138
Financial charges paid	(71,306,981)	(52,600,433)
Taxes paid	(15,908,982)	(7,836,892)
Dividend paid	(36,142,447)	(269)
NET CASH IN/(OUT) FLOW FROM		
OPERATING ACTIVITIES	36,737,836	(59,582,456)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed capital expenditures	(445,310,825)	(462,725,746)
Intangible assets	(1,407,126)	_
Sale Proceed of fixed assets	1,181,059	_
Sale proceed of short term Investments	1,961,245	276,480
Purchase of long term Investments	_	(10,000)
Purchase of short term Investments	(457,948,100)	-
NET CASH USED IN INVESTING ACTIVITIES	(901,523,747)	(462,459,266)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Redeemable Capital	(50,000,000)	59,920,646
Finance lease liabilities-net	(34,277,499)	(33,618,100)
Long term deposits	(5,681,012)	(111,708)
Short term finances-net	1,025,436,734	503,610,799
NET CASH IN FLOW FROM FINANCING ACTIVITIES	935,478,223	529,801,637
NET INCREASE IN CASH AND		
CASH EQUIVALENTS (A+B+C)	70,692,312	7,759,915
CASH AND CASH EQUIVALENT AT THE		
BEGINNING OF THE PERIOD	20,959,911	21,601,750
CASH AND CASH EQUIVALENT AT THE		
END OF THE PERIOD	91,652,223	29,361,665

The annexed notes form an integral part of these accounts.

Place: Lahore Date: May 21, 2005

Chief Executive

Director

Chief Executive

The annexed notes form an integral part of these accounts.

Place: Lahore Date: May 21, 2005

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Unaudited)

for the half year ended March 31, 2005

	Share Capital			Reserves	ves				
	Issued, subscribed and paid-up	Share	Reserve on merger	Preference share redemption reserve	Surplus on revaluation of investments	Total	Unappropriated Profit	Total equity	Surplus on revaluation of fixed assets
					R U P E E S				
Balance as at September 30, 2003	868,654,340	143,675,125	105,152,005	1	2,215,724	251,042,854	161,710,634	1,281,407,828	330,249,524
Profit for the year	ı	ı	ı	ı	ı	1	174,053,804	174,053,804	ı
Surplus on revaluation of fixed assets transferred to									
retained earnings during the year	1	1	1	ı	ı	1	11,842,507	11,842,507	(11,842,507)
Revaluation of investments	1	1	ı	ı	(1,620,264)	(1,620,264)	ı	(1,620,264)	ı
Balance as at March 31, 2004	868,654,340	143,675,125	105,152,005	1	595,460	249,422,590	347,606,945	1,465,683,875	318,407,017
Profit for the period	1	1	1	1	1	ı	202,950,212	202,950,212	I
Preference shares issued	868,654,340	ı	1	1	1	ı	1	868,654,340	ı
Surplus on revaluation of fixed assets transferred to									
retained earnings during the period	1	1	1	1	1	ı	11,842,506	11,842,506	(11,842,506)
Preference shares redemption reserve	1	1	ı	150,000,000	ı	150,000,000	(150,000,000)	ı	1
Expenses incurred on issue of preference shares	1	(37, 241, 757)	ı	1	ı	(37, 241, 757)	1	(37,241,757)	1
Revaluation of investments	1	1	1	1	(38,592)	(38,592)	ı	(38,592)	1
Balance as at September 30, 2004	1,737,308,680	106,433,368	105,152,005	150,000,000	556,868	362,142,241	412,399,663	2,511,850,584	306,564,511
Profit for the period	1	1	1	1	1	1	277,015,130	277,015,130	1
Surplus on revaluation of fixed assets transferred to								200	1000000
retained earnings during the period	ı						1,274,364	1,274,364	(1,2/4,364)
Preference shares redemption reserve		1	1	25,000,000	1	25,000,000	(25,000,000)	1	1
Expenses incurred on issue of preference shares	1	(5,369,663)	1	1	1	(5,369,663)	1	(5,369,663)	1
Dividend		1	1	1	1	1	(86,865,434)	(86,865,434)	1
Balance as at March 31, 2005	1,737,308,680	101,063,705	105,152,005	175,000,000	556,868	381,772,578	584,823,723	2,703,904,981	299,290,147

NOTES TO THE CONSOLIDATED ACCOUNTS (Un-audited)

for the half year ended March 31, 2005

STATUS AND ACTIVITIES

Azgard Nine Limited (The Company) was incorporated in Pakistan as a public limited company and its shares are quoted at Karachi Stock Exchange (Guarantee) Limited. The company is a composite spinning, dyeing and stitching unit engaged in the manufacturing of yarn, denim and denim products.

Nafees International Tekstil Sanayi Ve Ticaret Anonim Sirketi: represents sale of denim and denim products. The company was incorporated in Turkey, whose principal activity is sale of denim and denim products.

ACCOUNTING POLICIES

- 2.1 The accounting policies adopted for preparation of the half year accounts for the half year ended March 31, 2005 are the same as adopted in the preceding annual published accounts of the Company.
- The consolidated interim financial statements include the accounts of the Azgard Nine Ltd. and its foreign subsidiary.

The financial statements of subsidiary company has been consolidated on line by line basis from the date control commenced.

- 2.3 All material inter-company balances, transactions and resulting unrealised profits/losses have been eliminated.
- 2.4 Comparative amounts for the corresponding year relate to Azgard operations only.

BASIS OF PREPARATION

- 3.1 These half yearly accounts are un-audited and are being submitted to the shareholders, as required under section 245 of the Companies Ordinance 1984, and also conform to the disclosure requirement of International Accounting Standard, IAS 34.
- 3.2 A limited scope review of these interim financial statements has been performed by the auditors of the company in accordance with the clause (xxi) of the Code of Corporate Governance and they have issued their review report thereon.

PRINCIPLES OF CONSOLIDATION

These consolidated interim financial statements include Azgard Nine Ltd. (The Company) and Nafees international (The Subsidiary) in which the company holds 51% of voting rights. Companies are consolidated as from the date control commenced.

March 31,

September 30,

	2005	2004
	Rupees	Rupees
SHARE CAPITAL		
Authorised Capital		
300,000,000 (2004: 300,000,000)		
ordinary shares of Rs.10/- each	3,000,000,000	3,000,000,000
Issued, subscribed and paid up capital		
86,865,434 (2004: 86,865,434)	000 054 040	000 074 040
ordinary shares of Rs.10/- each	868,654,340	868,654,340
86,865,434 (2004: 86,865,434) Preference Shares of Rs. 10/- each.		
	868.654.340	868.654.340
Fully paid in cash		000,034,340
	1,737,308,680	1,737,308,680

NOTES TO THE CONSOLIDATED ACCOUNTS (Un-audited)

for the half ended March 31, 2005

6. SHORT TERM FINANCES

At the end of the period, the company has aggregate funded and unfunded facilities available of Rs. 3,825 million. These have been obtained from banking companies and financial institutions at the mark-up rates ranging from 2.55% to 10% and are secured against current assets of the company and personal guarantees of the directors.

7. DIVIDEND

10.

11.

The company has paid 10% cash dividend i.e. Rs.1 per ordinary share duly approved by the shareholders in last Annual General Meeting held on January 31, 2005. Total amount of cash dividend paid was Rs.86,865,434 whose outstanding amount has been accounted for as liability in these interim financial statements.

8. DEFERRED TAXATION

The export sales (including indirect exports) during the half year ended March 31, 2005 achieved the threshold of presumptive tax. Accordingly, no provision for deferred tax has been made.

9. CONTINGENCIES AND COMMITMENTS

- 9.1 The Company imported textile machinery availing exemption from customs duty and sales tax on importation thereof under various S.R.O.'s. The claim subject to fulfilment of certain conditions aggregated Rs.93 million (2004:Rs.68 million).
- 9.2 Commitments against irrevocable letters of credit outstanding as at March 31, 2005 were for Rs.974 million (2004:Rs.300 million).
- 9.3 All other contingency and commitment status is same as disclosed in latest annual accounts.

March 31,

September 30,

	2005	2004
	Rupees	Rupees
OPERATING FIXED ASSETS - Tangible	•	·
Book Value as on October 1st, 2004	2,847,936,402	2,251,337,991
Additions during the period / year:		
Freehold land	23,871,850	68,470,000
Building	16,334,508	54,213,418
Plant and machinery	182,198,855	599,608,268
Electric installations	8,017,528	25,253,657
Tools and equipment	5,202,560	986,319
Furniture and fixtures	2,719,978	2,945,141
Office Equipment	9,495,339	19,439,325
Vehicles	207,145	4,599,307
	248,047,763	775,515,435
Book values of assets disposed-off during		
the period / year	(930,928)	(1,012,800)
Depreciation charge for the period / year	(101, 221, 133)	(170,505,791)
Capitalized during the period / year		(7,398,433)
Closing book value	2,993,832,104	2,847,936,402
CAPITAL WORK IN PROGRESS		
Civil Work	55,595,036	27,527,485
Plant & machinery	227,285,483	62,231,641
Others	4,205,932	-
	287,086,451	89,759,126

NOTES TO THE CONSOLIDATED ACCOUNTS (Un-audited)

for the half year ended March 31, 2005

12. COST OF SALES

	Quarter Ended March 31, 2005 Rupees	Six Months Ended March 31, 2005 Rupees	Quarter Ended March 31, 2004 Rupees	Six Months Ended March 31, 2004 Rupees
Raw materials and other direct				
materials consumed	272,674,472	634,948,278	400,365,739	737,674,185
Salaries, wages and benefits	80,114,258	163,923,002	51,675,726	117,535,571
Power and fuel	68,226,265	116,310,985	36,370,401	91,697,242
Stores and spare parts				
consumed - net	37,217,097	56,296,534	1,130,307	30,267,863
Travelling, conveyance				
and entertainment	3,435,059	12,613,365	5,279,352	8,427,141
Rent, rates and taxes	418,202	2,416,013	399,944	831,805
Insurance	3,897,610	4,382,886	1,412,368	3,504,877
Repairs and maintenance	10,881,387	13,187,307	1,031,538	3,610,424
Yarn processing charges	389,484	6,610,036	462,539	7,011,849
Depreciation	56,641,554	103,606,859	31,462,890	67,587,827
Printing and stationery	2,456,114	2,475,767	228,370	322,034
Communications	405,257	1,146,668	721,687	1,066,942
Others	823,894	3,415,306	846,015	1,217,612
	537,580,653	1,121,333,006	531,386,876	1,070,755,372
Adjustment of work in process	(6,132,320)	(72,103,174)	1,028,337	(2,614,868)
Cost of goods manufactured	531,448,333	1,049,229,832	532,415,213	1,068,140,504
Adjustment of finished goods	47,849,632	9,915,379	95,062,967	(21,453,827)
Cost of sales	579,297,965	1,059,145,211	627,478,180	1,046,686,677

13. BALANCES AND TRANSACTIONS WITH RELATED PARTIES

The related parties comprise of related group companies, staff retirement funds, directors and key management personnel. Transactions with related parties other than remuneration, retirement benefits and other benefits to key management personnel under the term of their employment are as under:

	March 31, 2005	September 30, 2004
TRANSACTIONS	Rupees	Rupees
- Payments made for Placements of		
Preference shares	_	11,398,925
- Mark-up paid	-	1,485,066
- Sales	8,103,013	_
- Purchase	986,521	-

The company continues to have a policy whereby all transactions with related parties and associated undertakings are entered into at arm's length price.

14. DATE OF AUTHORISATION FOR ISSUE

These interim financial statements were authorised for issue on May 21, 2005 by the Board of Directors of the company.

15. FIGURES

- Comparative figures relating to balance sheet are of previous year and those of profit and loss account and cash flow statement are of corresponding quarter of previous year.
- have been rearranged to facilitate comparison, however no material re-arrangement has been made in these accounts.
- in the accounts have been rounded off nearest to rupee.

Place: Lahore Chief Executive Director

Date: May 21, 2005