

# FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 30 JUNE 2008 (UN-AUDITED)

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# COMPANY INFORMATION

#### **BOARD OF DIRECTORS**

Mr. Mueen Afzal

Mr. Ahmed H. Shaikh

Chief Justice (Retd.) Mian Mahboob Ahmad

Mr. Aehsun M.H. Shaikh

Mr. Ali Jehangir Siddiqui

Mr. Khalid A.H. Al-Sagar

Mr. Mohammed Khaishgi

#### COMPANY SECRETARY

Mr. Muhammad Ijaz Haider

#### **CHIEF FINANCIAL OFFICER**

Mr. Abid Amin

#### 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. Tariq Mohammad Khan

Mr. Abid Amin

Mr. Irfan Nazir

Mr. Tahir Munir

Mr. Atif Farooqi

Mr. Usman Rasheed

#### FINANCE COMMITTEE

Mr. Ahmed H. Shaikh

Mr. Ali Jehangir Siddiqui

Mr. Tariq Mohammad Khan

#### **HUMAN RESOURSE COMMITTEE**

Mr. Ahmed H. Shaikh

Mr. Tariq Mohammad Khan

Mr. Salim Khan

#### BANKERS

JS Bank Limited

MCB Bank Limited

Citibank N.A.

The Royal Bank of Scotland Limited

Faysal Bank Limited

Habib Bank Limited

Saudi Pak Industrial & Agricultural

Investment Company (Private) Limited

HSBC Bank Middle East Limited

United Bank Limited

Standard Chartered Bank (Pakistan) Limited

Habib Bank AG Zurich

NIB Bank Limited

National Bank of Pakistan

Allied Bank Limited

My Bank Limited KASB Bank Limited

Pak Oman Investment Company Limited

Saudi Pak Commercial Bank Limited

Chairman Chief Executive

#### LEGAL ADVISORS

Hamid Law Associates

#### **AUDITORS**

Rahman Sarfaraz Rahim Iqbal Rafiq

**Chartered Accountants** 

#### TAX ADVISORS

Faruq Ali & 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 |

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

#### Unit III

20 KM off Ferozepur Road,

6 KM Badian Road on Ruhi Nala

Der Khurd, Lahore.

Ph: +92 (0)42 8460333, 8488862

#### DIRECTORS' REVIEW

The Board of Directors of Azgard Nine Limited ("the Company") is pleased to present their second quarterly report together with reviewed interim financial statements for the period ended 30 June 2008.

Despite of the volatile environment in the country on account of political uncertainty, extreme inflationary pressure and shortages of all kinds including energy, the company completed its second quarter successfully with Sales growing by 47% as compared to the same quarter last year. More significantly, sales grew by 24% more than the previous quarter this year.

At the same time, the operating profit increased by 91% over the same quarter last year on the back of growing operating margins. This is a noteworthy improvement in the operations of the Company, demonstrating strong sales growth and a more value added product mix.

#### FINANCIAL PERFORMANCE HIGHLIGHTS OF AZGARD NINE LIMITED

The summary of the financial results for the second quarter is given below:

Financial Results	Growth %	30 June 2008 Rupees	30 June 2007 Rupees
Sales - net	47.39	4 622 741 884	3,136,475,386
Operating profit	91.28	1 192 734 648	623,556,106
Financial charges	57.84	815,772,154	516,839,061
Profit before tax	80.17	354,646,423	196,842,414
Profit after tax	78.74	308,075,892	172,358&1

Consolidated Results of Azgard Nine Limited and its wholly owned subsidiary Pak American Fertilizers Limited:

Financial Results	Growth %	30 June 2008 Rupees	30 June 2007 Rupees
Sales - net	40.87	6,856 997 257,	4,867,448,663
Operating profit	52.81	2,157,107,078	1,411,607,188
Financial charges	44.18	1 413 434 474	980,332,780
Profit before tax	72.25	930,495,746	540,194,079
Profit after tax	115.35	843,831,646	391,896,889

#### **EARNING PER SHARE**

Azgard Nine Limited [Stand Alone]

	Rupees	30 June 2007 Rupees
Earnings per share for quarter ended Earnings per share for half year ended	0.46 0.88	0.26 0.46
Consolidated with wholly owned Subsidiary	1	
	30 June 2008 Rupees	30 June 2007 Rupees

#### THE COMPANY BUSINESSES

Earnings per share for quarter ended Earnings per share for half year ended

#### THE TEXTILE APPAREL CHAIN

As is apparent from the numbers, the management's drive to grow the "Top Line" and to improve the value addition of the product mix has been successful. Going forward, the following factors can be considered to be positive:

- " The Montebello Acquisition the full impact of this acquisition is expected to be visible by the 4th Quarter. This will farther improve the Top Line and the value addition of the product
- The continuity of the R&D facility at the rate of 6% by the Government until 30 June 2009. Its details are however yet to be notified.

The Company's plans to balance, modernize and rehabilitate (BMR) its textile chain are underway.

Emphasis is being placed by the management on quality and service by training of the workforce to achieve the required skill levels and better machine efficiencies.

The Company has imported a dual fuel generator. This will arrive in October and commence operations by the end of this year. It will be instrumental in improving its operational efficiencies, and providing for more judicious consumption of energy in order to curtail costs.

#### DIRECTORS' REVIEW

#### THE AGRICHEMICAL BUSINESS

The Company's Agrichemicals Business, through its 100% owned subsidiary Pak American Fertilizers Limited "PAFL", retains its position as the fifth largest urea manufacturer in the country with a urea and DAP market share of 8%.

The Subsidiary's balancing modernizing and rehabilitation (BMR) of its ammonia and urea plants continues successfully and is expected to enhance its urea and ammonia capacity to 135% of name plate capacity. The revamp is to be completed by mid of 2009 with an estimated cost of US \$ 55 Million. Its Tara Brand, launched in January 2007, maintains its position as the premium quality urea product in the country and further promotion of the brand is being made by farm workshops and improvement programs designed to educate the farmers about its potential benefits.

#### FUTURE MARKET OUTLOOK

In view of the global dynamics changing in the Textile sector due to free trade regime and the resultant tough competition from other cotton growing countries such as China, India and Central Asian Republics, the Company's timely investments in the European market provide an excellent opportunity for growth. We expect the impact of the Company's strategy for the Textile Apparel business through the Montebello takeover along with the continued growth of the Garments business to become more visible by the fourth quarter.

Similarly, the management continues to strive for value addition to product range by investing in human resources, achieving cost reductions and optimizing capacity utilization.

The outlook for the Fertilizer business remains stable. Rising interest rates are a concern. While supply side shortages for Urea and a clear policy on DAP pricing are positives, if DAP off take is in line with expectations then the outlook for the rest of the year remains stable to positive.

#### **ACKNOWLEDGEMENT**

The Board would like to avail this opportunity to thank our valued customers and the financial institutions whose faith and support over the years has fostered a mutually beneficial relationship which has played a pivotal role in the growth of the Company's businesses.

The board also wishes to place on record its appreciation for the employees of the Company. All this has become possible due to their hard work and commitment.

On behalf of the Board

Ahmed H. Shaikh
Lahore: 29 August 2008 Chief Executive

# review report to the members

#### Introduction

We have reviewed the accompanying condensed interim balance sheet of Azgard Nine Limited ("the Company") as of 30 June 2008, and the related profit and loss account, statements of cash flows and changes in equity for the six months period then ended, and a summary of significant accounting policies and other explanatory notes (here-in-after collectively referred to as "the interim financial information").

Management is responsible for the preparation and fair presentation of this interim financial information in accordance with approved accounting standards as applicable in Pakistan and the requirements of Companies Ordinance, 1984. Our responsibility is to express a conclusion on this interim financial information based on our review.

#### 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 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

Lahore: 29 August 2008

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information does not give a true and fair view of the financial position of the Company as at 30 June 2008, and of its financial performance and its cash flows for the six month period then ended in accordance with approved accounting standards as applicable in Pakistan.

The figures for the quarter ended 30 June 2008 in the condensed interim profit and loss account have not been reviewed and we do not express opinion on them.

RAHMAN SARFARAZ RAHIM IQBAL RAFIQ Chartered Accountants

AZGARD NINE LIMITED

# CONDENSED INTERIM BALANCE SHEET

as at 30 June 2008

30 June 2008 31 December 2007 Rupees Rupees

	Note		
EQUITY AND LIABILITIES			
Share Capital and Reserves Authorised share capital			
1,500,000,000 Ordinary and Preference shares of Rs. 10 - each.		15,000,000,000	15,000,000,000
Issued, subscribed and paid-up capital Reserves Unappropriated profit		3,827,118,540 3,639,664,949 2,276,045,248	3,788,822,900 3,530,626,122 2,400,605,174
Surplus on Revaluation of Property, Plant and Equipment		9,742,828,737	9,720,054,196
Non-current Liabilities Redeemable capital - Secured Long term finances - Secured Liabilities against assets subject to	4 5	4,160,825,484 3,100,425,002	4,491,185,372 2,973,551,252
finance lease	6	28,893,794	14,357,005
		7,290,144,280	7,479,093,629
Current Liabilities Current portion of non-current liabilities Short term borrowings - Secured Derivative financial liabilities Trade and other payables Mark-up accrued on borrowings Unclaimed dividend	7	1,246,100,065 4,911,770,918 105,364,745 1,215,833,017 318,165,249 17,744,458	981,049,256 3,820,688,516 34,369,582 1,030,875,769 317,690,929 9,694,014 6,194,368,066
Contingencies And Commitments	8	-	-
ASSETS		25,077,231,355	23,632,588,968
Non-current Assets Property, plant and equipment Capital work in progress Intangible assets Long term investments	9	7,751,555,475 449,262,012 48,326,761 5,906,614,091	7,643,649,558 167,987,854 51,142,669 6,391,905,201
Long term deposits		19,777,502	20,239,502
Current Assets Stores, spares and loose tools Stock in trade		219,416,318 3,139,240,025	14,274,924,784 125,468,877 2,246,132,173 1,557,106,735
Trade receivables Derivative financial assets		2,122,341,747 372,352,280	1,657,196,735 388,993,278
Advances, deposits, prepayments and other receivables Current tax asset	-1-1	1,157,589,729 77,924,856	1,004,944,292 51,050,683

The annexed notes 1 to 14 form an integral part of these financial statements.

Lahore Chief Executive Director

3,724,394,552

10,901,695,514

25,077,231,355

88,436,007

3,838,444,830

9,357,664,184

23,632,588,968

45,433,316

Short term investments

Cash and bank balances

# condensed interim profit & loss account

for the half year ended 30 June 2008

	Half Yea	ar Ended	Quart	er Ended
	30 June 2008 Rupees	30 June 2007 Rupees	30 June 2008 Rupees	30 June 2007 Rupees
Sales - Net	4,622,741,884	3,136,475,386	2,566,740,675	1,619,375,731
Cost of sales	(3,176,850,618)	(2,350,525,902)	(1,715,350,971)	(1,241,000,097)
Gross Profit	1,445,891,266	785,949,484	851,389,704	378,375,634
Administrative and selling expenses	(253,156,618)	(162,393,378)	(143,316,612)	(81,358,713)
	1,192,734,648	623,556,106	708,073,092	297,016,921
Other income - Net	(22,316,071)	90,125,369	(13,680,462)	55,645,745
Finance cost	(815,772,154)	(516,839,061)	(509,267,761)	(243,569,352)
Profit before taxation	354,646,423	196,842,414	185,124,869	109,093,314
Provision for taxation	(46,570,531)	(24,483,598)	(25,676,615)	(13,674,598)
Profit after taxation	308,075,892	172,358,816	159,448,254	95,418,716
Earning per share - basic and diluted	0.88	0.46	0.46	0.26

The annexed notes 1 to 14 form an integral part of these financial statements.

Chief Executive Lahore Director

# CONDENSED INTERIM CASH FLOW STATEMENT

for the half year ended 30 June 2008

CASH FLOW FROM OPERATING ACTIVITIES	30 June 2008 Rupees	30 June 2007 Rupees
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax Adjustment for non-cash items	354,646,423 1,103,828,493	196,842,414 706,230,754
Operating profit before changes in working capital	1,458,474,916	903,073,168
Changes in working capital	(1,421,243,800)	(451,471,374)
	37,231,116	451,601,794
Finance cost paid	(814,323,387)	(432,990,243)
Taxes paid	(73,444,704)	(31,386,286)
Net cash used in operating activities	(850,536,975)	(12,774,735)
CASH FLOW FROM INVESTING ACTIVITIES		(455-445-304)
Capital expenditure	(630,327,945)	(455,415,764)
Development costs	(5,299,818)	(2,056,744)
Proceeds from disposal of property, plant and equipment	1,662,001	1,959,043
Long term investments	486,827,630	_
Short term investments	134,112,814	55,747,390
Dividend received	1,730,500	<del>-</del>
Interest on bank deposits	842,871	231,456
Net cash used in investing activities	(10,451,947)	(399,534,619)
CASH FLOW FROM FINANCING ACTIVITIES		
Redeemable capital	(33,178,734)	(31,678,735)
Long term finances	239,483,250	(147,318,109)
Dividend paid	(382,878,565)	(21,516,279)
Liabilities against assets subject to finance lease	(13,009,130)	185,716,015
Short term borrowings	1,093,574,792	(30,167,740)
Net cash flow from / (used in) financing activities	903,991,613	(44,964,848)
Net increase / (decrease) in cash and cash equivalents Cash and cash equivalents at the beginning	43,002,691	(457,274,202)
of the period	45,433,316	580,905,624
Cash and cash equivalents at the end of the period	88,436,007	123,631,422

The annexed notes 1 to 14 form an integral part of these financial statements.

# Director AZGARD NINE LIMITED

Chief Executive

The annexed notes 1 to 14 form an integral part of these financial statements.

Lahore

CONDENSED INTERIM STATEMENT	ENT OF CH	OF CHANGES IN EQUITY	IN EQUI	L	ı	ı	ı	ı		ı
for the half year ended 30 June 2008										
				Reserves	rves					Surplus on
	Issued, subscribed and paid-up capital	Share premium	Hedging reserve	Reserve on merger	Preference share redemption reserve	Surplus on revaluation of investments R u p e e s	Total reserves	Unappropriated profit	Total equity	revaluation of property, plant and equipment
As at 31 December 2006	3,788,838,900	2,633,371,139	523,658,637	105,152,005	313,500,000	2,580,401	3,578,262,182	1,807,067,052	9,174,168,134	257,360,867
Surplus on revaluation of property, plant and equipment transferred to unappropriated profit on account of incremental depreciation			•	•				9,143,896	9,143,896	(9,143,896)
Profit for the half year ended 30 June 2007	•		·	•	·		•	172,358,816	172,358,816	•
Profit transferred to preference shares redemption reserve	•		•		50,500,000		50,500,000	(20,500,000)		•
Final dividend on ordinary shares for the year ended 31 December 2006	•	i	٠	٠	٠		٠	(343,981,063)	(343,981,063)	
Net decrease in fair value of derivative financial instruments	•		(59,175,595)	•	·		(59,175,595)		(59,175,595)	
Surplus on revaluation of investments available for sale	•				•	2,543,126	2,543,126	•	2,543,126	
As at 30 June 2007	3,788,838,900	2,633,371,139	464,483,042	105,152,005	364,000,000	5,123,527	3,572,129,713	1,594,088,701	8,955,057,314	248,216,971
As at 31 December 2007	3,788,822,900	2,633,387,139	370,801,102	105,152,005	414,500,000	6,785,876	3,530,626,122	2,400,605,174	9,720,054,196	239,073,077
Conversion of preference shares	(140,000)	140,000	•	٠	٠	٠	140,000	•	•	
Conversion of redeemable capital	38,435,640	104,314,360	•	•	•		104,314,360	•	142,750,000	
Surplus on revaluation of property, plant and equipment transferred to unappropriated profit on account of incremental depreciation			•	•	٠			9,793,191	9,793,191	(9,793,191)
Profit for the half year ended 30 June 2008	•		•		•		·	308,075,892	308,075,892	•
Profit transferred to preference shares redemption reserve	•	i		•	50,500,000		51 500 000	(51 500 000)		٠
Final dividend on ordinary shares for the year ended 31 December 2007	•							(390,929,009)	(390,929,009)	
Net decrease in fair value of derivative financial instruments	•		(50,091,213)	•	•		(50,091,213)	•	(50,091,213)	•
Surplus on revaluation of investments available for sale	i	•	•	•	•	3,175,680	3,175,680		3,175,680	
As at 30 June 2008	3,827,118,540	2,737,841,499	320,709,889	105,152,005	465,000,000	9,961,556	3,639,664,949	2,276,045,248	9,742,828,737	229,279,886

# notes to the condensed interim financial statements

for the half year ended 30 June 2008

#### 1 REPORTING ENTITY

Azgard Nine Limited ("the Company") was incorporated in Pakistan as a Public Limited Company and is currently listed on 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. The registered office of the Company is situated at Ismail Aiwan-e-Science, off Shahrah-e-Roomi, Lahore.

#### 2 BASIS OF PREPARATION

#### 2.1 Statement of compliance

These condensed interim financial statements are unaudited. However, 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 report thereon.

These financial statements have been prepared in accordance with the directives issued by the Securities & Exchange Commission of Pakistan and are in compliance with the International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The comparative balance sheet as at 31 December 2007 and the related notes to the condensed interim financial statements are based on audited financial statements. The comparative profit and loss account, cash flow statements and statement of changes in equity for six months period ended 30 June 2007 and the related notes are based on unaudited, reviewed interim financial statements. The profit and loss account for the quarters ended 30 June 2007 and 30 June 2008 are neither audited not reviewed.

#### 2.2 Basis of measurement

These financial statements have been prepared under the historical cost convention except for certain financial instruments at fair value and certain items of property, plant and equipment at revalued amounts. In these financial statements, except for the amounts reflected in the cash flow statement, all transactions have been accounted for on accrual basis.

#### $2.3 \quad \text{Judgements, estimates and assumptions} \\$

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions and judgements are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which forms the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

#### 2.4 Functional currency

These financial statements are prepared in Pak Rupees which is the Company's functional currency.

#### 3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted for the preparation of these interim financial statements are consistent with those applied in the preparation of the preceding annual published financial statements of the Company for the year ended 31 December 2007.

		<b>30 June 2008</b> 31 <i>Runees</i>	December 2007 Rupees
4	REDEEMABLE CAPITAL - SECURED	пиреез	пиреез
	Term Finance Certificates	4,557,838,830	4,733,767,564
	Less: Current maturity shown under current liabilities	397,013,346	242,582,192
	andor darront habilities	4.160.825.484	4.491.185.372

# notes to the condensed interim financial statements

for the half year ended 30 June 2008

5	LONG TERM FINANCES - SECURED	30 June 2008 <i>Rupees</i>	31 December 2007 Rupees
	These represent long term finances utilized under	markup arrangem	ents
	Banking companies	3,929,700,726	3,687,725,085
	Less: Current maturity shown under current liabilities	829,275,724	714,173,833
		3,100,425,002	2,973,551,252
6	LIABILITIES AGAINST ASSETS SUBJECT TO FINA	INCE LEASE	
	Present value of minimum lease payments	48,704,789	38,650,236
	Less: Current portion shown under current liabilities	19,810,995	24,293,231
	and out out habilities	28,893,794	14,357,005

#### 7 SHORT TERM BORROWINGS

Short term borrowings represent amounts outstanding under aggregate funded and unfunded facilities available of Rs. 11,708 million (31 December 2007: Rs. 9,124 million). These have been obtained from various banking companies and financial institutions at markup rates ranging from Re. 0.18 to Re 0.42 per Rs. 1,000 per day.

#### CONTINGENCIES AND COMMITMENTS

#### Contingencies

There is no change in contingencies since 31 December 2007.

#### Commitments

Commitments against irrevocable letters of credit outstanding as at 30 June 2008 amount to Rs. 1,072 million (31 December 2007: Rs. 708.07 million). There were no other significant commitments as at the reporting date.

	Note	30 June 2008 Rupees	31 December 2007 Rupees
PROPERTY, PLANT AND EQUIPMENT			
Net book value as at beginning of the period Additions during the period Net book value of assets disposed /	9.1	7,643,649,558 372,117,470	7,601,895,866 579,606,001
transferred during the period Depreciation charged during the period		(1,085,088) (263,126,465)	(1,564,525) (536,287,784)
Net book value as at end of the period		7,751,555,475	7,643,649,558
9.1 Additions - Cost			
Assets owned by the Company Free hold land Building on freehold land Plant and machinery Furniture and fixtures Vehicles Tools and equipment Office equipment Electric installations  Assets subject to finance lease Plant and machinery Vehicles		10,186,194 193,427,317 71,217,497 5,343,333 10,127,110 42,358,018 6,709,822 6,216,196 2,578,500 23,953,483 372,117,470	3,311,000 90,353,682 392,795,740 5,757,818 10,145,086 31,938,813 8,067,309 6,826,736
9.2 Disposals - Cost			
<b>Assets owned by the Company</b> Vehicles Office equipment		2,376,526	3,080,687 103,000
Assets subject to finance lease Vehicles		614,451	-
		2,990,977	3,183,687

# NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

for the half year ended 30 June 2008

**30 June 2008** 31 December 2007 *Rupees Rupees* 

#### 10 LONG TERM INVESTMENTS

Investments available for sale

Cost Accumulated impairment loss Fair value adjustment	5,304,416,680 (2,647,488) 4,844,899 5,306,614,091	4,290,861,093 (2,647,488) 3,691,596 4,291,905,201
Investment held to maturity	600,000,000 5,906,614,091	2,100,000,000 6,391,905,201

- 10.1 Azsoft (Private) Limited has been wound up during the period under the Easy Exit Scheme ("EES") of the Securities and Exchange Commission of Pakistan. The loss being the difference between the book value of investment in and the Company's share in net assets of Azsoft (Private) Limited at the time of winding up has been charged to profit or loss.
- **10.2** The Company is in the process of acquiring 100% stake in Montebello SRL (owner of an Italian fabric brand) through Farital AB, a special purpose vehicle incorporated in Sweden. Out of the total consideration of Euro 23.758 million the Company has made a payment of Euro. 9,500,000 upto the reporting date.

**30 June 2008** 31 December 2007 *Rupees Rupees* 

#### 11 SHORT TERM INVESTMENTS

Investments at fair value through profit or loss Investments available for sale	19,361,470 3,705,033,082	135,434,125 3,703,010,705
	3,724,394,552	3,838,444,830

#### 12 DIVIDEND PAID DURING THE PERIOD

During the period, the Company paid 12.5% (Rs. 1.25 per share) dividend on ordinary shares for the year ended 31 December 2007.

#### 13 DATE OF AUTHORIZATION FOR ISSUE

These financial statements were authorized for issue on 29 August 2008 by the Board of Directors of the Company.

#### 14 GENERAL

Figures have been rounded off to the nearest rupee.

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS** 

# CONDENSED INTERIM CONSOLIDATED BALANCE SHEET

as at 30 June 2008

	Note	30 June 2008 3 Rupees	31 December 2007 <i>Rupees</i>
EQUITY AND LIABILITIES			
Share Capital and Reserves Authorized capital			
1,500,000,000 Ordinary and Preference shares of Rs. 10/- each		15,000,000,000	15,000,000,000
Issued, subscribed and paid up capital Reserves Unappropriated profits		3,827,118,540 3,924,247,351 1,967,559,362 9,718,925,253	3,788,822,900 3,984,215,478 1,556,263,534 9,329,301,912
Minority Interest		-	1,793
Surplus on Revaluation of			
Property, Plant and Equipment		229,279,886	239,073,077
Non-current Liabilities Redeemable Capital - Secured Long term finances - Secured Liabilities against assets subject to	4 5	11,878,950,973 3,100,425,002	10,404,259,542 2,973,551,252
finance lease Long-term payables Deferred taxation	6	62,712,165 50,026,872 1,838,231,475	32,507,391 31,135,199 1,811,694,727
		16,930,346,487	15,253,148,111
Current Liabilities Current portion of non-current liabilities Short-term borrowings- Secured Derivative financial liabilities Trade and other payables Mark-up accrued on borrowings Unclaimed dividend	7	1,257,105,436 6,503,441,686 105,364,745 4,435,727,193 609,819,507 17,744,458	986,968,631 4,442,219,557 34,369,582 2,928,160,558 473,174,881 9,694,014
		12,929,203,025	8,874,587,223
Contingencies and Commitments	8	-	-
ASSETS		39,807,754,651	33,696,112,116
Non-current Assets			
Property, plant and equipment Capital work in progress Intangible assets Long term investments Long term deposits	9	20,122,295,300 828,553,617 3,759,387,617 1,015,660,858 52,938,840	20,081,750,375 401,285,046 3,762,203,525 100,923 44,060,692
Long term deposits		25,778,836,232	24,289,400,561
Current Assets			
Stores, spares and loose tools Stock in trade Trade receivables Derivative financial assets Advances, deposits, prepayments		845,684,526 5,190,221,729 2,430,289,261 667,069,634	782,565,098 2,532,099,663 2,366,279,392 849,253,210
and other receivables Current tax asset		1,403,820,134 117,630,092	1,283,185,773 80,352,096
Short term investments Cash and bank balances	11	1,919,624,475 1,454,578,568	882,894,125 630,082,198
		14,028,918,419	9,406,711,555
		39,807,754,651	33,696,112,116

The annexed notes 1 to 15 form an integral part of these financial statements.

# condensed interim consolidated profit & loss account

for the half year ended 30 June 2008

	Half Yea	ar Ended	Quart	er Ended
	30 June 2008 Rupees	30 June 2007 Rupees	30 June 2008 Rupees	30 June 2007 Rupees
Sales - Net	6,856,997,257	4,867,448,663	3,797,914,757	2,690,193,794
Cost of sales	4,231,372,762	3,096,364,916	2,228,250,701	1,663,635,718
Gross Profit	2,625,624,495	1,771,083,747	1,569,664,056	1,026,558,076
Administrative and selling expenses	468,517,417	360,476,559	285,792,640	182,739,198
	2,157,107,078	1,410,607,188	1,283,871,416	843,818,878
Other income - Net	186,823,142	109,919,671	(360,855,318)	72,989,695
Finance cost	1,413,434,474	980,332,780	805,036,463	416,831,621
Profit before taxation	930,495,746	540,194,079	117,979,635	499,976,952
Taxation - Current - Deferred	60,027,350 26,536,750 86,564,100	33,138,472 115,158,718 148,297,190	34,118,028 (9,296,939) 24,821,089	19,028,695 128,455,504 147,484,199
Profit after taxation	843,931,646	391,896,889	93,158,546	352,492,753
Minority Interest		-	-	-
Profit attributable to Group	843,931,646	391,896,889	93,158,546	352,492,753
Earnings per share - basic and diluted	2.59	1.16	0.46	1.08

The annexed notes 1 to 15 form an integral part of these financial statements.

# condensed interim consolidated cash flow statement

for the half year ended 30 June 2008

	30 June 2008 Rupees	30 June 2007 <i>Rupees</i>
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash generated from operations	930,495,746 1,692,169,287 2,622,665,033 (1,390,572,282) 1,232,092,751 (1,276,979,086) (97,467,911)	499,976,952 833,676,701 1,333,653,653 (359,611) 1,333,294,042 (611,116,060) (19,294,807)
Net cash used in / flow from operating activities	(142,354,246)	702,883,175
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditure Development costs Proceeds from disposal of property,	(888,491,409) (5,299,818)	(565,918,972) (1,209,681)
plant and equipment Proceeds from disposal of subsidiary Long term investments Interest received	4,042,749 1,773,857 (1,015,553,588) 842,871	502,670 - - 5,467,409
Dividend received Short term investments	1,730,500 (823,388,686)	(151,030,349)
Net cash used in investing activities	(2,724,343,524)	(712,188,923)
CASH FLOWS FROM FINANCING ACTIVITIES		
Redeemable capital Long term financing Dividend paid Short term finances-net Finance lease liabilities paid / obtained	1,773,252,585 241,975,640 (382,878,565) 2,061,222,129 (2,377,649)	(154,678,735) (108,333,333) (5,758,735) (51,954,356) 4,987,090
Net cash flow from / (used in) financing activities	3,691,194,140	(315,738,069)
Net increase / (decrease) in cash and cash equivalen	ts 824,496,370	(325,043,817)
Cash and cash equivalents at beginning of the period	630,082,198	1,132,958,300
Cash and cash equivalents at end of the period	1,454,578,568	807,914,483

The annexed notes 1 to 15 form an integral part of these financial statements.

Chief Executive

17

# condensed interim consolidated statement of changes in equity

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2002	
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30 June	
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halt year	
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tor the halt year ended 30 June 2008											
				Reserves	rves						Surplus on
	Issued,	o do	Silved	Exchange gain		Preference share	Surplus on	 	Total Ilnannyonviated	Total	revaluation of
	Subscribed and paid-up capital	premium	reserve	on translation of foreign subsidiary	neserve un merger R u	reserve	investments	reserves	onappropriated profit	equity	equipment
As at 01 January 2007	3,788,838,900	2,633,371,139	523,658,637	27,878	105,152,005	313,500,000	587,148	3,576,296,807	586,927,934	7,952,063,641	257,360,867
Prior period agjustments - Depreciation	•		1	i	•			•	144,526,888	144,526,888	i
- Deferred tax Balance as at 01 January 2007 - restated	3,788,838,900	2,633,371,139	523,658,637	27,878	105,152,005	313,500,000	587,148	3,576,296,807	(/9,943,5/9) 651,511,243	(/9,943,5/9) 8,016,646,950	257,360,867
Profit for the period	•	•		. •					391,896,889	391,896,889	
Surplus on revaluation of Property, Plant and Equipment transferred to retained earnings during the											
period relating to incremental depreciation and disposal	•	•	·	٠		į			9,143,896	9,143,896	(9,143,896)
Preference shares redemption reserve	1	į	ı	•	•	50,500,000		20,500,000	(20,500,000)		
Ordinary shares dividend	•	•		٠	•	•		•	(343,981,063)	(343,981,063)	
Increase in fair value of foreign currency interest rate swan pontract entered into by a part pash flow hadne	•		368,927,898	ı	1			368,927,898		368,927,898	i
As at 30 June 2007	3,788,838,900	2,633,371,139	892,586,535	27,878	105,152,005	364,000,000	587,148	3,995,724,705	658,070,965	8,442,634,570	248,216,971
As at 01 January 2008	3,788,822,900	2,633,387,139	831,061,034	33,041	105,152,005	414,500,000	82,259	3,984,215,478	1,556,263,534	9,329,301,912	239,073,077
Conversion of preference shares	(140,000)	140,000		. •				140,000		•	
Conversion of redeemable capital	38,435,640	104,314,360	į	•	•	i		104,314,360	i	142,750,000	į
Profit for the period	•	•	•	•	•	•	•	•	843,931,646	843,931,646	•
Surplus on revaluation of Property, Plant and Equipment transferred to ratained earnings during the period											
relating to incremental depreciation and disposal									9,793,191	9,793,191	(9,793,191)
Preference shares redemption reserve	ı					51,500,000		51,500,000	(51,500,000)		
Ordinary shares dividend	•	•	į	•	•	i			(390,929,009)	(390,929,009)	į
Gain arising on foreign currency interest rate swap	•	•		•	•	•	•	•			•
contract entered into by a part cash flow hedge	•	•	(215,633,791)	•	•	i		(215,633,791)	i	(215,633,791)	į
Exchange difference on translation of foreign subsidiary	•			(295,043)	•	·		(295,043)		(295,043)	•
Revaluation of long term investments	•					•	6,347	6,347	•	6,347	
As at 30 June 2008	3,827,118,540	2,737,841,499	615,427,243	(262,002)	105,152,005	466,000,000	98,606	3,924,247,351	1,967,559,362	9,718,925,253	229,279,886

As at 30 June 2008

The annexed notes 1 to 15 form an integral part of these financial statements.

#### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 30 June 2008

#### 1 REPORTING ENTITY

Azgard Nine Limited ("the Company") was incorporated in Pakistan as a Public Limited Company and is currently listed on 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. The registered office of the Company is situated at Ismail Aiwan-e-Science, off Shahrah-e-Roomi, Lahore.

ANL has 100% equity interest in Pak American Fertilizers Limited (PAFL) and 51% equity interest in Nafees International Tekstil Snayi Ve Ticaret Anonim Sirketi (NIT). ANL had 99.90% equity interest in Azsoft (Private) Limited (APL) which has been wound up under Easy exit scheme announced by SECP.

PAFL was incorporated on 15 December 1959 as an unquoted public limited company, which was wholly owned subsidiary of National Fertilizer Corporation of Pakistan (Private) Limited (NFC), a Government owned Corporation uptill 15 July 2007. Subsequent to that date 100% shares of the company have been sold to ANL, as a part of privatization process of the Government of Pakistan as stipulated in the Share Purchase Agreement dated 15 July 2007. The factory and registered office of the company is situated at Iskanderabad (Daud Khel), District Mianwali. The principal business of the company is the production and sale of Urea fertilizer.

NIT was incorporated in Turkey and principal activity of the company is sale of denim and allied products.

APL was incorporated in Pakistan and principal activity of the company was development, implementation and sale of software products and providing related services

#### 2 BASIS OF PREPARATION

#### 2.1 Statement of compliance

These condensed consolidated interim financial statements are unaudited.

These financial statements have been prepared in accordance with the directives issued by the Securities & Exchange Commission of Pakistan and are in compliance with the International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The comparative balance sheet as at 31 December 2007 and the related notes to the condensed consolidated interim financial statements are based on audited financial statements. The comparative profit and loss account, cash flow statements and statement of changes in equity for six months period ended 30 June 2007 and the related notes are based on unaudited interim financial statements. The profit and loss account for the quarters ended 30 June 2007 and 30 June 2008 are neither audited nor reviewed.

#### 2.2 Basis of measurement

These financial statements have been prepared under the historical cost convention except for certain financial instruments at fair value, employees retirement benefits at present value and certain items of property, plant and equipment at revalued amounts. In these financial statements, except for the amounts reflected in the cash flow statement, all transactions have been accounted for on accrual basis.

#### 2.3 Judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions and judgements are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which forms the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

#### 2.4 Functional currency

These financial statements are prepared in Pak Rupees which is the Company's functional currency

for the half year ended 30 June 2008

#### 3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted for the preparation of these condensed consolidated interim financial statements are consistent with those applied in the preparation of the preceding annual published financial statements of the Group for the year ended 31

December 2007.		
	30 June 2008 <i>Rupees</i>	31 December 2007 Rupees
REDEEMABLE CAPITAL		
Term Finance Certificates: Holding Company Subsidiary - PAFL	4,557,838,830 <u>7,721,485,489</u> 12,279,324,319	2,330,312,532 6,486,000,000 10,648,821,734
Less: Current portion shown under current liabilities	400,373,346	244,562,192
LONG TERM FINANCING -SECURED	11,010,300,310	10,707,200,072
These represent long term finances utilized under markup arrangements		
Financial institutions	3,929,700,726	3,687,725,085

#### 5

Less: Current portion shown under current liabilities	829,275,724	714,173,833
	3.100.425.002	2.973.551.252

#### 6 LIABILITIES AGAINST ASSETS SUBJECT TO FINANCE LEASE

Present value of Minimum lease payment	90,168,531	60,739,997
Less: Current portion shown under current liabilities	27,456,366	28,232,606
	62,712,165	32,507,391

#### 7 SHORT TERM BORROWINGS

Short term borrowings include aggregate funded and unfunded facilities available of Rs.20,233 million (31 December, 2007:Rs. 16,118 million). These have been obtained from banking companies and financial institutions at the mark-up ranging between Re.0.18 to Re.0.42 per Rs. 1,000 per day.

#### CONTINGENCIES AND COMMITMENTS

#### Contingencies

There is no change in contingencies since 31 December 2007.

#### Commitments

Commitments against irrevocable letters of credit outstanding as at 30 June 2008 amount to Rs. 1,072 million (31 December 2007: Rs. 708.07 million). There were no other significant commitments as at the reporting date.

#### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 30 June 2008

		Note	<b>30 June 2008</b> 3 <i>Rupees</i>	1 December 2007 Rupees
9	PR0	PERTY, PLANT AND EQUIPMENT		
	Addi Net l	pook value as at the beginning of the period tions during the period 9.1 pook value of assets disposed during the peri reciation charged during the period	20,081,750,375 493,029,021 iod (3,033,086) (449,451,010)	19,835,155,084 977,832,707 (1,647,428) (729,589,988)
	Net I	book value as at the end of the period	20,122,295,300	20,081,750,375
	9.1	Additions - Cost		
		Assets owned by the Company Freehold land Building on freehold land Plant and Machinery Joint residential colony asets Furniture and fixtures Vehicles Sui gas installations Tools and equipment Office equipments Electric installation Books and literature Catalysts Plantation  Assets subject to finance lease Plant and machinery Vehicles	10,186,194 216,812,244 76,975,977 679,261 8,464,173 10,127,110 - 44,262,571 6,709,822 6,216,196 318,170 79,295,344 285,976 2,578,500 30,117,483	3,311,000 94,308,667 736,350,715 286,496 9,829,230 10,210,962 757,637 32,432,512 8,067,309 6,826,736 - 27,167,876
			493,029,021	977,832,707
	9.2	Disposals - Cost		
		Assets owned by the Company Furniture and fixtures Vehicles Road, rail transport Tools and equipment Office equipments Electric installation	508,295 2,376,526 431,871 - 535,470 721,400	25,104 11,336,260 - 15,515 103,000
		<b>Assets subject to finance lease</b> Vehicles	1,493,451	-
			6,067,013	11,479,879
10	LON	G TERM INVESTMENTS		
	Inve	stments available for sale		
		imulated impairment loss value adjustment	1,016,569,020 (996,768) 88,606	1,015,432 (996,768) 82,259
			1,015,660,858	100,923

10.1 Azgard Nine Limited is in the process of acquiring 100% stake in Montebello SRL (owner of an Italian fabric brand) through Farital AB, a special purpose vehicle incorporated in Sweden. Out of the total consideration of Euro 23.758 million the Company has made a payment of Euro. 9,500,000 upto the reporting date.

#### 11 SHORT TERM INVESTMENTS

Investments at fair value through profit or loss 1,919,624,475 882,894,125

#### notes to the condensed interim consolidated financial statements

for the half year ended 30 June 2008

#### 12 SEGMENT INFORMATION

Primary reporting format - business segments

The Group is organized into three main business segments:
- Manufacture and sale of textile products;
- Manufacture and sale of fertilizer; and

- Development, implementation and sale of software products and providing related services.

Segment results for the six months ended 30 June 2008 are as follows:

	<b>Textile</b> Rupees	Fertilizer Rupees	<b>Software</b> Rupees	<b>Group</b> Rupees
Revenue	4,636,734,499	2,245,714,356	-	6,882,448,855
Operating profit Other income Finance cost	1,193,339,696 (22,103,578) (815,772,155)	963,673,444 208,926,720 (597,662,319)	93,938	2,157,107,078 186,823,142 (1,413,434,474)
Profit before tax	355,463,963	574,937,845	93,938	930,495,746
Income tax expense  Profit for the period	(46,570,531)	(39,993,568)	- 02.020	(86,564,099)
Front for the period	308,893,432	534,944,277	93,938	843,931,646

Other segment items included in the income statement are as follows:

	<b>Textile</b>	Fertilizer	Software	<b>Group</b>
	Rupees	Rupees	Rupees	Rupees
Depreciation Amortization	263,126,465 8,115,726	186,324,545	-	449,451,010 8,115,726

#### Segment assets

Segment assets consist primarily of property, plant and equipment, capital work in progress, derivatives designated as hedges of future cash flows, intangible and other current assets.

#### Segment liabilities

Segment liabilities comprise of operating liabilities (including derivatives designated as hedges of future commercial transactions).

#### Capital expenditure

Capital expenditure comprises additions to property, plant and equipment, intangible assets and capital work in progress.

#### Inter segment pricing

Inter segment pricing is determined on an arm's length basis.

The segment assets and liabilities at 30 June 2008 and capital expenditure for the period then ended are as follows:

	<b>Textile</b> Rupees	Fertilizer Rupees	Software Rupees	<b>Group</b> Rupees
Assets	17,601,576,459	22,371,720,769	-	39,973,297,229
Liabilities	15,380,364,438	14,708,464,960	_	30.088,829,398
Capital expenditure	630,327,945	258,163,464	-	888,491,409

#### Other segment information

The group has closed its software segment during the period by opting for winding up under easy exit scheme announced by Securities and Exchange Commission of

#### 13 DIVIDEND PAID DURING THE PERIOD

During the period, the Company paid 12.5% (Rs. 1.25 per share) dividend on ordinary shares for the year ended 31 December 2007.

#### 14 DATE OF AUTHORIZATION FOR ISSUE

These financial statements were authorized for issue on 29 August 2008 by the Board of Directors of the Company.

#### 15 GENERAL

Figures have been rounded off to the nearest rupee.

**Chief Executive** Director BOOK POST (PRINTED MATTER)

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