# HALF YEARLY REPORT DECEMBER 2017



# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED

### **COMPANY INFORMATION**

#### **BOARD OF DIRECTORS**

Mr. Muhammad Hussain Dadabhoy Chairman/ Director Mr. Faheem Khan Niazi Chief Executive Officer

Mr. Muhammad Amin Dadabhoy Director Mr. Fazal Karim Dadabhoy Director Khawaja Mansoor Ali Director Malik Shaheer Khalid Director Mrs. Noor Bakht Dadabhoy Director Mr. Danish Dadabhoy Director

**CHIEF FINANCIAL OFFICER &** COMPANY SECRETARY

Mr. Muhammad Rashid

Mr. Salim Thepdawala

**AUDITORS** M/s Reanda Haroon Zakeria & Company, Chartered Accountants

**LEGAL ADVISOR** 

**BANKER** Summit Bank Limited

**REGISTERED OFFICE** 28- 30C/ II, 04 Noor Center, 12th Lane, Phase VII Ext., DHA, Karachi.

SHARE REGISTRAR F. D. Registrar Service (SMC-Pvt.)

Limited

Tel. 021- 32213243

**FACTORY** Nooriabad Deh Kalu Kohar

District Dadu, Sindh

**HUMAN RESOURCE &** 

REMUNERATION COMMITTEE Mr. Muhammad Amin Dadabhoy

> Mr. Faheem Khan Niazi Khawaja Mansoor Ali

**AUDIT COMMITTEE** 

Mr. Muhammad HUssain Dadabhoy Chairman Mr. Muhammad Amin Dadabhoy Member

Malik Shaheer Khalid Member

## **Directors' Report**

The Board of Directors of M/s Dadabhoy Construction Technology Limited [DCTL] is pleased to present the half yearly results of the company for the period ended December 31, 2017 along with Directors' Report to its shareholders.

As you may be aware that production unit of the company was not in operation over last five years as its main input was being obtained from one of the associated companies, M/s Dadabhoy Cement Limited (DCL), which is located at Nooriabad, near Karachi and due to its (DCL) standstill operations for the last five years, DCTL's operations had also been stopped certainly. Consequently, it affected the operating performance of the company and has continued incurring losses. Hence as at December 31, 2017, the total Shareholders' Equity became negative to Rs. 41.82 million.

However, as of the date, the land of the company measuring (9.34) acres, located at Nooriabad and building thereon where the production unit was installed, reflecting the cumulative book value of Rs.3.64 million as on the balance sheet date, whereas your company succeeded to have a prospective buyer with whom an amount of Rs. 50.00 million has been negotiated for the said assets. Upon materialization of the sale, your company will be able to record a capital gain of Rs. 46.35 million and will turn around book value per share of DCTL from negative Rs. 18.00 to positive Rs. 1.94 depicting an increase of Rs.19.94 per share.

Since start of the current financial year, i.e. July 01, 2017, the sponsors of DCTL have initiated various steps for revival of the operations and to make the company profitable. In this context, the company got the expertise level strengthened and resorted to the hiring of persons with operational, internal control, marketing and corporate management.

During the period under review, the Board has appointed a new Chief Executive Officer and got two existing directors replaced with two new independent directors who have worthy professional experience in the field of construction and its related activities.

These initiatives also contribute towards improvement in the financial position of the company, as a loan of Rs. 11.0 million has been arranged from a private investor for new business activities and the said loan is likely to be converted into the equity of DCTL subject to the achievement of profitable operations in one year ending October 31, 2018.

Keeping in view the above consideration, your company is now focusing the opportunities in small scale construction of developing houses, factories and offices.

#### **Future Outlook:**

The Company focuses achieving vigorous growth by making targeted efforts for developing and delivering small projects and thus will attain profitability and capitalization.

#### Acknowledgement:

The Board of Directors extends its gratitude to our valued shareholders for their confidence, which they imposed on us and is also thankful to Securities & Exchange Commission of Pakistan (SECP) and other regulatory authorities for providing us their usual support and guidance.

The Board appreciates management and its team for their dedication and hard work for contributing in facing future challenges for revival of operations of the company.

For & On behalf of the Board of Directors:

Muhammad Amin Dadabhoy





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

#### Introduction

We have reviewed the accompanying condensed interim statement of financial position of **DADABHOY CONSTRUCTION TECHNOLOGY LIMITED** ("the Company") as at December 31, 2017 and the related condensed interim profit and loss account, condensed interim statement of comprehensive income, condensed interim cash flow statement and condensed interim statement of changes in equity together with the notes forming part thereof [here-in-after referred to as "condensed interim financial information"] for the half year then ended. Management is responsible for the preparation and presentation of this condensed interim financial information in accordance with approved accounting standards as applicable in Pakistan for interim financial reporting. Our responsibility is to express a conclusion on this condensed interim financial information based on our review. The figures of these condensed interim profit and loss account and condensed interim statement of comprehensive income for the quarters ended December 31, 2017 have not been reviewed as we are required to review only the cumulative figures for the half year ended December 31, 2017.

## Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of condensed 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.

Phone: +92 21 35674741-44 | Fax: +92 21 35674745 Email: <u>info@hzco.com.pk</u> | URL: <u>http://www.hzco.com.pk</u> REANDA

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the

accompanying condensed interim financial information as of and for the half year ended December

31, 2017, is not presented fairly, in all material respects, in accordance with the approved

accounting standards as applicable in Pakistan for interim financial reporting.

**Emphasis of Matter** 

We draw attention to note no. 1.2 of the condensed interim financial information which describes

that the Company has been suffering from operational losses. Further, the Company is facing

financial difficulties to pay out its liabilities. These conditions indicate the existence of material

uncertainty that may cast significant doubt on the Company's ability to continue as a going concern

and also discusses the reasons for preparing the financial statements on going concern basis. Our

conclusion is not qualified in respect of this matter.

In Keender Heren Zakeric & G.

Reanda Haroon Zakaria & Company

**Chartered Accountants** 

Place: Karachi

Dated: 3 1 JAN 2018

Engagement Partner: Muhammad Haroon

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2017

<u>ASSETS</u>	Note	December 31, 2017 Un-audited Rupe	June 30, 2017 Audited
Non-Comment Association			
Non-Current Assets Property and equipment	5	135,611	3,834,516
Current Assets			
Advance against property	6	10,000,000	-
Land and building classified as held for sale	5.2	3,648,012	-
Cash and bank balances		37,095	5,490
		13,685,107	5,490
Total assets		13,820,718	3,840,006
EOUITY AND LIABILITIES  Authorized Share Capital			
5,000,000 Ordinary shares of Rs. 10 each	200	50,000,000	50,000,000
Issued, subscribed and paid up capital	7	23,228,000	23,228,000
Accumulated losses		(65,056,012)	(64,918,931)
Shareholders' equity		(41,828,012)	(41,690,931)
Non Current Liabilities			
Deferred tax liability	8	40,683	1,092,665
Current Liabilities			
Trade and other payables	9	763,800	731,300
Markup accrued		137,275	
Short term borrowings	10	54,556,800	43,556,800
Provision for taxation	1	150,172	150,172
	4.4	55,608,047	44,438,272
Contingencies and commitments	11	100	
Total equity and liabilities		13,820,718	3,840,006

The annexed notes from 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive

Chief Financial Officer

Diréctor

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED CONDENSED INTERIM PROFIT AND LOSS ACCOUNT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2017

		Half year ended		Quarter ended		
		December 31,	December 31,	December 31,	December 31,	
		2017	2016	2017	2016	
	Note		(In Ru	pees)		
Sales		-	-	Ne*	_	
Cost of sales			1000 1000		-	
Gross loss		=	-	-	•	
Administrative expenses	12	(1,019,288)	(140,626)	(969,233)	(100,041)	
Other operating expense	13	(32,500)	(27,500)	-1	(27,500)	
Operating loss		(1,051,788)	(168,126)	(969,233)	(127,541)	
Finance cost on short term borrowing		(137,275)		_	-	
Loss before taxation		(1,189,063)	(168,126)	(969,233)	(127,541)	
Taxation	14	1,051,981	(28,600)	1,051,981	(28,600)	
(Loss) / profit after taxation		(137,081)	(196,726)	82,748	(156,141)	
Earning / (Loss) per share		(0.06)	(0.08)	0.04	(0.07)	

The annexed notes from 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive

tal-ull

Chief Financial Officer

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2017

	The second secon			
	Half year ended		Quarter ended	
	December 31,	December 31,	December 31,	December 31,
	2017	2016	2017	2016
		(In Ri	ıpees)	
(Loss) / profit after taxation	(137,081)	(196,726)	82,748	(156,141)
Other comprehensive income for the period	-	-	-	-
Total comprehensive (loss) / profit for the period	(137,081)	(196,726)	82,748	(156,141)

The annexed notes from 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive

tabe Il

Chief Financial Officer

Diractor

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED CONDENSED INTERIM CASH FLOW STATEMENT (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2017

	Half year ended	
		December 31,
	2017	2016
	In R	upees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before taxation	(1,189,063)	(168,126)
Adjustments for:		
Depreciation	50,893	100,041
Finance cost	137,275	-
	188,168	100,041
Cash outflow before working capital changes	(1,000,895)	(68,085)
Working capital changes:		
Increase in current asset		
Advance against property	(10,000,000)	<b></b>
Increase in current liabilities		
Trade and other payables	32,500	27,500
Net cash used in operating activities	(10,968,395)	(40,585)
B. CASH FLOWS FROM FINANCING ACTIVITIES		
Short term borrowings obtained	11,000,000	31,350
Net cash generated from financing activities	11,000,000	31,350
Net increase / (decrease) in cash and cash equivalents (A+B)	31,605	(9,235)
Cash and cash equivalents at beginning of the period	5,490	16,470
Cash and cash equivalents at end of the period	37,095	7,235

The annexed notes from 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive

tab- M

Chief Financial Officer

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (UN-AUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2017

	Share Capital	Accumulated Losses Rupees	Shareholders' equity
		Kupees	
Balance as at June 30, 2016	23,228,000	(64,804,967)	(41,576,967)
Total comprehensive loss for the period	-	(196,726)	(196,726)
Balance as at December 31, 2016	23,228,000	(65,001,693)	(41,773,693)
Balance as at June 30, 2017	23,228,000	(64,918,931)	(41,690,931)
Total comprehensive loss for the period	-	(137,081)	(137,081)
Balance as at December 31, 2017	23,228,000	(65,056,012)	(41,828,012)

The annexed notes from 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive

Chief Financial Officer

# DADABHOY CONSTRUCTION TECHNOLOGY LIMITED NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED DECEMBER 31, 2017

# 1 THE COMPANY AND ITS OPERATIONS

1.1 The company was incorporated on April 7, 1981 by the name of Pak German Prefabs Limited (PGPL) as Public Limited Company and is listed on Pakistan Stock Exchange Limited - PSX. However, during the financial year 2005, the Company changed its name to Dadabhoy Construction Technology Limited after the merger with its associated company. The principal activity of the Company is to acquire and develop land for construction and sell of properties and to manufacture and sell the sealing chemicals / bonds used in the construction including Hi Bond Cement and allied products. The Company's registered office is situated at Suite # 4, 2nd Floor, Plot no. 28-30 / C, Noor Centre, Khayaban-e-Ittehad, Lane no.12, Phase VII, D.H.A., Karachi.

Trading in shares of the Company was suspended by the Stock Exchanges on August 01, 2012 due to non compliances with respect to regulations of the Stock Exchanges.

### 1.2 Going Concern Assumption:

During the current period, the Company has incurred after tax loss amounting to Rs. 0.137 (December 31, 2016: Rs. 0.197) million rising its accumulated losses as on balance sheet date amounting to Rs. 65.056 (June 30, 2017: Rs. 64.919) million while current liabilities of the Company exceed the current assets by Rs. 41.923 (June 30, 2017: Rs. 44.433) million. The operations of the Company are directly dependent upon the operations of its associated company, Dadabhoy Cement Industries Limited (DCIL), which is the major customer of the Company and is facing the financial and operational problems and its operations are also closed. These factors indicate the existence of material uncertainty over the Company's ability to continue as going concern and accordingly, the Company may not be able to realize its assets and settle its liabilities at stated amounts in the normal course of business.

However, management of the Company has prepared these financial statements on going concern basis due to the following reasons:

- The Company is in the process of revival for which it has acquired the land for development purpose.
- The management has also planned to raise the finance from internal as well as external sources to further improve the financial and operational outlook of the Company.
- DCIL, which is the major customer of the Company, has been corresponding with the prospective investors to attract the investment in and to refurbish its plant and to revive its overall operations. Management is confident that revival of DCIL would result in wiping off the negative shareholders' equity and would improve the overall financial outlook of the Company.



# 2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### 2.1 Statement of compliance

This condensed interim financial information of the Company for the half year ended December 31, 2017 is unaudited and have been prepared in accordance with the requirements of the International Accounting Standard 34 - 'Interim Financial Reporting' and provisions of and directives issued under the Companies Act, 2017 (the Act). In case where requirements differ, the provisions of or directives issued under the Act have been followed.

- 2.2 The figures of this condensed interim profit and loss account for the quarter ended December 31, 2017 have not been reviewed by the auditors of the Company as they have reviewed the cumulative figures for the half year ended December 31, 2017. This condensed interim financial information does not include all the information and disclosures required in annual financial statements, and should be read in conjunction with the Company's annual financial statements for the year ended June 30, 2017.
- 2.3 This condensed interim financial information have been prepared under 'historical cost convention'.
- 2.4 This condensed interim financial information are presented in Pakistani Rupees which is also the functional currency of the Company.
- 2.5 The comparative balance sheet presented has been extracted from annual financial statements for the year ended June 30, 2017, whereas the comparative condensed interim profit and loss account, condensed interim statement of comprehensive income, condensed interim cash flow statement and condensed interim statement of changes in equity have been extracted from the unaudited condensed interim financial information for the half year ended December 31, 2016.

### 3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies, applied in the preparation of this condensed interim financial information are the same as those applied in the preparation of the annual audited financial statements of the Company for the year ended June 30, 2017 except as follows:

### 3.1 Development properties

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is classified as development properties and is measured at the lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date less costs to completion and the estimated costs of sale.

### 3.2 Non - current assets held for sale

These represent asset that meet the recognition criteria emunerated under IFRS - 5 "Non-Current Assets Held for Sale and Discontinued Operations" and are accordingly measured at lower of carrying value and fair value less cost to sale.

FN

Further, the Company has adopted the following amended standards and interpretations of IFRSs which became effective during the current period:

- IFRS 7 Financial Instruments: Disclosures Disclosure Initiative (Amendment)
- IAS 12 Income Taxes Recognition of Deferred Tax Assets for Unrealized losses (Amendments)

The adoption of the above amendments and interpretation of the standards did not have any effect on this condensed interim financial information.

## 4 ACCOUNTING ESTIMATES, JUDGMENTS AND FINANCIAL RISK MANAGEMENT

- 4.1 The preparation of this condensed interim financial information in conformity with approved accounting standards as applicable in Pakistan requires management to make estimates, assumptions and use judgments that affect the application of policies and reported amounts of assets and liabilities and income and expenses. Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events. Revision to accounting estimates are recognized prospectively commencing from the period of revision.
- 4.2 In preparing this condensed interim financial information, the significant judgments made by the management in applying the Company's accounting policies and the key source of estimation and uncertainty were the same as those that applied to the financial statements as at and for the year ended June 30, 2017.
- 4.3 The Company's financial risk management objectives and policies are consistent with those disclosed in the financial statements for the year ended June 30, 2017.



	(Un-audited)	(Audited)
	December 31,	June 30,
	2017	2017
PROPERTY AND EQUIPMENT	Rup	ees
5.1 Opening WDV of operating fixed assets	3,834,516	4,034,597
less: Depreciation for the period / year	(50,893)	(200,081)
Non - current assets classified as held for sale and		
transferred to current assets 5	2 (3,648,012)	: ••
	135,611	3,834,516

5.2 During the period, the Board of Directors, have decided to sell out the land and building of the Company as part of revival plan. The written down value of land and building amounts to Rs. 192,300 and Rs. 3,455,712 respectively. The management has also located the buyer for the disposal of the property with which the negotiation is at final stages as on the balance sheet date. Cumulative fair value less cost to sale of the disposal group amounts to Rs. 50 million.

	(Un-audited)	(Audited)
	December 31,	June 30,
	2017	2017
Note	Rupe	ees

# 6 ADVANCE AGAINST PROPERTY

5

Land for development

6.1 10,000,000 -

6.1 Title of the land will be transferred after fulfillment of certain legal formalities. The management of the Company intends to utilize the land for the construction and allied activities in the ordinary course of its business after fulfilling necessary regulatory compliances.

#### 7 ISSUED, SUBSCRIBED AND PAID UP CAPITAL

			(Un-audited)	(Audited)
Number (	of shares		December 31,	June 30,
December	June		2017	2017
2017	2017		Rupe	ees
		Ordinary shares of Rs. 10 each		
1,129,500	1,129,500	Fully paid in cash	11,295,000	11,295,000
1,065,800	1,065,800	Issued for consideration other than cash	10,658,000	10,658,000
127,500	127,500	Issued as fully paid bonus shares	1,275,000	1,275,000
2,322,800	2,322,800		23,228,000	23,228,000

- 7.1 823,219 (June 30, 2017: 823,219) and 550 (June 30, 2017: 550) ordinary shares of Rs. 10 each are held by the associated companies Dadabhoy Trading Corporation (Pvt.) Limited and Dadabhoy Cement Industries Limited as at the period end, representing 35.44% and 0.02% of the total shareholding of the Company.
- 7.2 1,065,800 (June 30, 2017: 1,065,800) shares issued in prior years to the Directors against their loans given to the Company.



			(Un-audited) December 31, 2017	(Audited) June 30, 2017
8	DEFERRED TAX LIABILITY	Note	Rupe	ees
Ü				
	Deferred tax liability	8.1	40,683	1,092,665
	8.1 Deferred tax liability			
	Deferred taxation comprises differences relating to:			
	Taxable temporary differences			
	Accelerated tax depreciation		40,683	1,092,665
	Deductible temporary differences			
	Available tax losses		(401,893)	(60,443)
			(361,210)	1,032,222
	Unrecognized deferred tax asset	8.2	401,893	60,443
			40,683	1,092,665

8.2 The Company has not recognized its entire deferred tax asset relating to tax losses up to the period ended December 31, 2017 as it is uncertain that future taxable profits for the foreseeable future will be available against which the asset can be utilized.

			(Un-audited)	(Audited)
			December 31,	June 30,
			2017	2017
9	TRADE AND OTHER PAYABLES	Note	Rupe	zes
	Creditors		658,033	658,033
	Accrued liabilities		105,767	73,267
			763,800	731,300
10	SHORT TERM BORROWINGS Unsecured			
	From Directors - related parties From Associate of the Directors	10.1 10.2	43,556,800 11,000,000	43,556,800
			54,556,800	43,556,800

- 10.1 These loans are interest free and payable on demand. Loans were obtained to facilitate the Company to fulfill its financial and operational obligations.
- 10.2 The loan carries markup at the rate of 3 month KIBOR plus 3% per annum and is payable on demand. Loan was obtained for the acquisition of land investment property.

## 11 CONTINGENCIES AND COMMITMENTS

There are no contingencies and commitments binding on the Company as on the balance sheet date.

			(Un-audited) For the half year ended	
			December 31,	December 31,
			2017	2016
		Note	Rup	ees
12	ADMINISTRATIVE EXPENSES			
	Salaries and other benefits		767,004	28,930
	Fees and subscription		24,075	
	Travel and entertainment		93,400	6,000
	Professional charges		51,000	=1
	Office expenses		23,049	
	Depreciation	5.2	50,893	100,041
	Miscellaneous		9,867	5,655
			1,019,288	140,626
13	OTHER OPERATING EXPENSE			
	Auditors' remuneration	13.1	32,500	27,500
	13.1 Auditors' Remuneration			
	Audit fee		30,000	25,000
	Out of pocket		2,500	2,500
			32,500	27,500
14	TAXATION			
	Current	14.1		-
	Deferred	8.2	(1,051,981)	28,600
		∞==±0. <del>11</del>	(1,051,981)	28,600
			(-,,-	

14.1 The Company is not liable to current tax, including minimum tax and alternative corporate tax, on account of no operating activities.

# 15 TRANSACTIONS WITH RELATED PARTIES

15.1 The related parties comprise of group companies (associated companies), Directors and their close family members, executives, major shareholders of the Company. The transactions with related parties are as follows:

(Un-aud For the half y		
December 31,	June 30,	
2017	2017	
Rupees		
· <u></u>	101,350	

# 16 GENERAL

Figures have been rounded off to the nearest Rupee.

# 17 DATE OF AUTHORISATION FOR ISSUE

This condensed interim financial information have been authorized for issue on 31st January 2018 by the Board of Directors of the Company.

Chief Executive

fales ell.

Chief Financial Officer