CLOVER PAKISTAN LIMITED CONDENSED INTERIM FINANCIAL INFORMATION FOR 1ST QUARTERLY REPORT 30 SEPTEMBER 2018 (UN-AUDITED)





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Directors' Review Report

The Directors of your Company take pleasure in presenting the financial statements for the three months ended 30^{th} September 2018 together with brief update on company's affairs.

During the first three months of the financial year, the Company has reported a profit after tax of PKR 40.774 million as compared to loss of PKR 0.259 million in the corresponding period of last year. The profit after tax pertains to the trading activities of the company after incorporating the administrative and financial costs.

The Earning Per Share (EPS) for the quarter ended is PKR 4.32 as compared to PKR 0.03 in the corresponding period of last year. Keeping into account the performance of the Company, the Board of Directors has recommended a cash dividend of Rs. 3.00 per share i.e. 30% for the quarter ended 30th September 2018.

During first quarter of 2018, the Board of the Company has accorded its approval to start a due diligence to acquire / merge Hascombe Business Solutions (Private) Limited ("HBSL") which is engaged in marketing, distribution and after sales support of office automation products / equipment, fuel dispensers, vending machines and services of cleaning and up keeping of fuel station canopies and boards. The Board is positive that the process will complete before 31st December 2018 and firmly believe that due to this the Company's sales and profitability will increase substantially. The process of due diligence has completed and an application for the approval has been filed with the Hon'ble Sindh High Court. The Hon'ble Sindh High Court has accepted the application and asked for the shareholder approval for the said Merger. Accordingly on 29th October 2018 an Extra Ordinary General Meeting (EOGM) was convened and approval from the shareholders was obtained successfully. Further process with regard to merger is in progress and Board is positive that this will be completed on or before 31st December 2018.

Further to continue development, the Company plans to enter into selling and marketing of car care products which will be marketed through retail stores and different marts located at petrol stations of various oil marketing companies. The Company will unleash this business opportunity under the name of "Clover Car Care Products". The products are expected to be introduced in the market by December 2018. In this connection our management team finalizing the deal with supplier to secure uninterrupted and regular supply of products and also finalizing the marketing strategy.

In addition to above car care products we received the lubricant trading license and the company's related management team are in the process to develop manufacturing and marketing plan of lubricating products.

We are receiving very positive response from various banks to have banking facilities for this new line of businesses and so far we have signed credit facility agreements with three banks. I take this opportunity to welcome the new director Mr. Asif Saeed Sindhu as director on the Board. The Company is directed towards achieving the milestones through the steps mentioned above and with the support and confidence of our shareholders the management team will deliver the results in the times to come.

For & on behalf of the Board

Muhammad Jamshed Azmet Chairman & Director

Karachi: 29th October, 2018

دائر يکٹرز کى جانب سے رپورٹ کا جائزہ

آپ کی کمپنی کے ڈائر یکٹرز 30 سمبر، 2018 کوختم ہونے والے تین ماہ کے مالیاتی بیانات اوراس کے ساتھ کمپنی کے تازہ ترین معاملات کا مختصرا حوال پیش کرنے پرخوشی کا اظہار کرتے ہیں۔

تین ماہ کے مالیاتی سال کے دوران، کمپنی نے ٹیکس کے بعد کا منافع 40.774 دو پے درج کروایا جو کہ گزشتہ سال کے 0.259 روپے کے نقصان کوظاہر کیا۔ ٹیکس کے بعد کا منافع انتظامی اور مالی اخراجات کو شامل کرنے کے بعد کمپنی کی تجارتی سرگرمیوں سے متعلق ہے۔

گزشتہ سال کے اس مدت میں 0.00روپے کے مقابلے میں سہ ماہی کے اختدام پر فی حصص آمدنی 4.32روپے ہے۔ کمپنی کی کارکردگی کو مدِنظر رکھتے ہوئے بورڈ آف ڈائر کیٹرز 30 ستمبر، 2018 کو ختم ہونے والے سہ ماہی کے لئے 3.00روپے فی حصص یعنی 30 فیصد کے کیش ڈیوڈیڈ کی تجویز پیش کی ہے۔

مزید ترقی کو برقرارر کھنے کے لیے کمپنی کارکیئر پروڈکٹس کی تجارت اورفروخت میں شمولیت حاصل کرنے کے لیے منصوبہ بندی کرتی ہے جو کہ رمیٹیل اسٹورز اورمخلف مارٹس جو کہ متعدد آئل مارکیئنگ کمپنیز ک پیٹرول اسٹیشنس پر واقع ہیں،ان میں تجارت کیے جا نمیٹگے کمپنی اس کاروبار کا آغاز کلورکارکیئر پروڈکٹس' کے نام سے کر بے گی ۔مصنوعات قریباً،دسمبر، 2018 سے بازار میں متعارف کروائی جائیتگی۔اس سلسلے میں ہماری انتظامی ٹیم سپلائر کے ساتھ معاہد کو قتی شکل دے رہا ہے تا کہ مصنوعات کی لگا تاراور با قاعدہ فرا ہمی کو برقر اردکھا جا سکے اور مارکی کے لیے منصوبہ بندی کرتی ہے جو کہ ریٹیل اسٹورز اور مختلف مارٹس جو کہ متعدد آئل مارکیئنگ کم پنیز کے پیٹر وارٹ

کار کیئر پروڈکٹس کے ساتھ ہم نے لبریکینٹ کی تجارت کا لائسنس حاصل کرلیا ہے اور کمپنی کی متعلقہ انتظامی ٹیم لبریکینٹ کی مصنوعات کی مینوفیکچرنگ اور مارکیٹنگ کی ترقی کی منصوبہ بندی کے عمل میں مصروف ہے۔

ہمیں اس نے کاروبار کے لیے مختلف بینکوں کی جانب سے بینکنگ کی ہولیات کے لیے نہایت شبت جواب موصول ہورہے ہیں۔اوراب تک ہم نے تین بینکوں کے ساتھ کریڈ ٹ کی سہولیات کے معاہدے پر دستخط کیے ہیں۔ میں اس موقع پر جناب آصف سعید سندد کو بورڈ کے نئے ڈائر کیلڑ کی حیثیت سے خوشامد ید کہتا ہوں۔مندرجہ بالا ذکر کردہ اقدامات کے ذریعہ کمپنی سنگ میل کو حاصل کرنے کے لیے ترقی ک طرف گا مزن ہے، جمار مے صص داران کی حمایت اوراعتاد کی بدولت انتظامی ٹیم آنے والے وقتوں میں بہترین نتائے فراہم کرے گی۔

بورڈ کے لئے بورڈ کی جانب سے

چيئر **مين**ايند دائر يکٹر

كراچى: 29 اكتوبر، 2018

CLOVER PAKISTAN LIMITED CONDENSED INTERIM BALANCE SHEET AS AT 30 SEPTEMBER 2018

	Note	September 30, 2018 (Un-audited) Rupees	June 30, 2018 (Audited)
ASSETS	NOLE	hapees	
Non Current Assets	-		500
Property and Equipment	5	483	508
Long Term Security Deposits		10	10
		493	518
Current Assets			
Trade Debtors		182,689	103,836
Loan and Advances		16,614	851
Deposits and Prepayments	6	73,626	89,319
Short Term Investment	7	15,000	-
Duty Refunds Due From Government	8	20,998	20,998
Taxation	9	9,777	9,733
Sales Tax Refundable		-	4,017
Cash and Bank Balances		23,816	78,795
		342,519	307,549
Total Assets		343,012	308,067
EQUITY AND LIABILITIES			
Share Capital and Reserves			
Authorized Share Capital			
10,000,000 (2017: 10,000,000) ordinary shares of Rs. 10/- each		100,000,000	100,000,000
Issued, Subscribed, Paid Up Capital		94,349	94,349
Revenue Reserves		144,349	103,575
Total Equity		238,698	197,924
Current Liabilities			
Trade And Other Payables	10	11,576	58,659
Advance from customers		88,579	47,322
Un-claimed dividend		4,159	4,162
		104,314	110,143
Total Equity and liabilities		343,012	308,067

Contingencies and Commitments

The annexed notes from 1 to 18 form an integral part of these condensed interim financial statements.

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CHIEF EXECUTIVE

CHIEF FINANCIAL OFFICER

DIRECTOR

CLOVER PAKISTAN LIMITED CONDENSED INTERIM PROFIT AND LOSS ACCOUNT (Un-Audited) FOR THE QUARTER ENDED SEPTEMBER 30, 2018

		Quarter	r Ended
		September 30,	September 30,
		2018	2017
	Note	Rs. In	'000
Net Revenue	12	167,003	-
Cost of sales	13	(116,888)	-
Gross Profit		50,115	-
Administrative and Selling Expenses		(1,734)	(1,035)
Other Operating Income	14	441	1,851
Operating Profit		48,822	816
Finance & Other Cost		(297)	(2)
Profit for the period before taxation		48,525	814
Taxation		(7,751)	(555)
Profit for the period after taxation		40,774	259
		Rup	ees
Earning per share - basic and diluted		4.32	0.03

The annexed notes from 1 to 18 form an integral part of these condensed interim financial statements.

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CHIEF EXECUTIVE

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CHIEF FINANCIAL OFFICER

DIRECTOR

CLOVER PAKISTAN LIMITED CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED SEPTEMBER 30, 2018

	Quarter	Ended
	September 30,	September 30,
	2018	2017
	Rs. In	'000
Profit for the period	40,774	259
Other comprehensive income to be		
classified to profit and loss in subsequent period		
Unrealized gain on revaluation of		
available-for-sale investments at fair value	-	277
Transferred to profit and loss account on		
redemption /sale	-	(181)
	-	96
Total comprehensive income for the period	40,774	355

The annexed notes 1 to 18 form an integral part of these condensed interim financial statements.

CHIEF EXECUTIVE

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CHIEF FINANCIAL OFFICER

DIRECTOR

CLOVER PAKISTAN LIMITED CONDENSED INTERIM CASH FLOW STATEMENT (Un-Audited) FOR THE QUARTER ENDED SEPTEMBER 30, 2018

	Quarter	Ended
	September 30,	September 30,
	2018	2017
	Rs. In '	000
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash flows (used in) / generated from operations	(31,884)	(335)
Finance Cost Paid	(297)	(2)
Taxes Paid	(7,795)	(61)
	(39,976)	(398)
Net cash used in operating activities	(39,976)	(398)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds received on sale of investments (TDR)	-	100,000
Purchase of investments (TDR)	-	(106,000)
Proceeds from disposal of (Treasury bills)	-	208,878
Purchase of investments (Treasury bills)	-	(207,757)
Proceeds from disposal of (PIB's)	-	4,529
Net cash used in investing activities	-	(350)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend Paid	(3)	(5)
Net cash used in financing activities	(3)	(5)
Net (decrease) in cash and cash equivalents	(39,979)	(753)
Cash and cash equivalent at the beginning of the year	78,795	4,142
Cash and cash equivalent at the end of the year	38,816	3,389

The annexed notes from 1 to 18 form an integral part of these condensed interim financial statements.

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CHIEF EXECUTIVE

DIRECTOR

CHIEF FINANCIAL OFFICER

CLOVER PAKISTAN LIMITED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (Un-Audited) FOR THE QUARTER ENDED SEPTEMBER 30, 2018

	Share Capital		Reserves			
	Issued, Subscribed and Paid up Capital	General reserves	Available for sale reserves	Un-appropriated profit/ accumulated losses Rupees	Total reserves	Total equity
Balance as at July 1, 2017	94,349	64,600	181	15,320	80,101	174,450
Profit after taxation for the year ended June 30, 2018	-	-	-	23,655	23,655	23,655
Other comprehensive income for the year	-	-	(181)	-	(181)	(181)
Total comprehensive income for the year	-	-	(181)	23,655	23,474	23,474
Balance as at June 30, 2018	94,349	64,600	-	38,975	103,575	197,924
Balance as at July 1, 2018	94,349	64,600	-	38,975	103,575	197,924
Profit after taxation for the quarter ended September 30, 2018	-	-	-	40,774	40,774	40,774
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	40,774	40,774	40,774
Balance as at September 30, 2018	94,349	64,600	-	79,749	144,349	238,698

The annexed notes from 1 to 18 form an integral part of these financial statements.

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CHIEF EXECITIVE



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CHIEF FINANCIAL OFFICER

DIRECTOR

CLOVER PAKISTAN LIMITED NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Un-Audited) FOR THE QUARTER ENDED SEPTEMBER 30, 2018

1. THE COMPANY AND ITS OPERATIONS

- 1.1 The Company was incorporated in Pakistan on September 30, 1986 as a public limited company under the Companies Ordinance, 1984 (the Ordinance). The shares of the Company are quoted on Pakistan Stock Exchange Limited. The registered office of the Company is situated at Banglow # 23-B, Lalazar, Off M.T. Khan Road, Karachi.
- 1.2 The principal business of the Company is trading in food items, gantry equipments, car care products and lubricants.

2. STATEMENT OF COMPLIANCE

These condensed interim financial statements of the Company for the quarter ended September 30, 2018 have been prepared in accordance with the requirement of the International Accounting Standard – 34, 'Interim Financial Reporting' and provisions of and directives issued under the Companies Act, 2017. In case where requirement differ, the provision of or directives issued under the Companies Act, 2017 have been followed.

3. BASIS OF PREPARATION

These condensed interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements of the Company for the year ended June 30, 2018.

4. ACCOUNTING POLICIES

The accounting policies adopted in the preparation of these condensed interim financial statements are consistent with those of the previous financial year.

CLOVER PAKISTAN LIMITED

 September 30, June 30, 2018
 June 30, 2018

 2018
 2018

 2018
 2018

 (Un-Audited)
 (Audited)

 Note
 ----- (Rupees'000) ----

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 483
 508

5. PROPERTY AND EQUIPMENT

Operating fixed assets

5.1 Operating fixed assets

The following is a statement of operating fixed assets

Kast Kast <th< th=""><th></th><th></th><th>Cost</th><th>st</th><th></th><th></th><th>Accumulated</th><th>Accumulated depreciation</th><th></th><th>Net book value</th><th></th></th<>			Cost	st			Accumulated	Accumulated depreciation		Net book value	
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CLOVER PAKISTAN LIMITED NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Un-Audited) FOR THE QUARTER ENDED SEPTEMBER 30, 2018

		Note	September 30, 2018 (Un-Audited)	June 30, 2018 (Audited)
6.	DEPOSITS AND PREPAYMENTS		Rs. In '	000
	Deposits			
	Letter of Credit		71,011	86,179
	Security Deposits		1,100	1,100
	Others		1,218	1,000
			73,329	88,279
	Prepayments			
	Prepaid Rent		-	824
	Prepaid Insurance		297	216
			73,626	89,319
7.	SHORT-TERM INVESTMENTS			
	Investment at fair value through profit or loss			
	Investment in quoted shares		15,000	-
			15,000	-
8.	DUTY REFUNDS DUE FROM GOVERNMENT			
	Customs duty refundable		20,998	20,998

8.1 During the year ended June 30, 2009, the Federal Government issued SRO 787(1)/2008 dated July 26, 2008 under Section 19 of Customs Act, 1969 (the Act) whereby, the Customs duty on import of crystalline sugar was brought down to zero, as against 25% given in First Schedule to the Act. The Company had imported crystalline sugar from July 26, 2008 to October 15, 2008 and paid custom duty of Rs.17.012 million and Rs.3.986 million without availing the benefit of subject SRO. Thereafter, the refund claims were filed by the Company with the custom authorities and recognised the same in books of account during the year ended June 30, 2009. The refund claims were rejected by the Additional Collectorate on the ground that the incidence of duty and taxes has been passed on to the end consumers by incorporating it in the cost of the product.

Being aggrieved with decision of Additional Collectorate, the Company had filed appeals before the Collector of Customs as well as before the Appellate Tribunal in the years ended June 30, 2010 and 2011 respectively, which were also rejected on the same grounds. The Company later filed references in the Honourable High Court of Sindh (SHC) against the judgments of the Appellate Tribunal. Regarding the reference of Rs.17.012 million, the SHC vide its order dated May 28, 2015 had allowed the reference application and remanded the case to the Customs Appellate Tribunal for decision afresh on the basis of the evidence produced before the Tribunal to establish that the burden of tax under Section 19-A of the Act has not been passed on to the end consumer. The Customs Appellate Tribunal vide its order dated June 17, 2016 has decided the case in favour of the company and has directed the tax department to refund the claim to the Company. The Customs authorities have filed an appeal in the SHC which is pending.

On the other hand, the Divisional Bench of the SHC dismissed the reference for Rs.3.986 million in 2012. The Company filed appeal against the decision of the SHC before the Honourable Supreme Court of Pakistan (SCP) on the grounds that none of the forums above, including the SHC, had examined the evidence produced to establish that the burden of duty and taxes has not been passed on to the end consumer. The SCP in order to examine this question granted leave in the petition.

The management based on the view of its legal counsel is confident that the issue raised by the Customs Authorities is without any basis and the ultimate decision of refund will be in favor of the Company. Accordingly, the Company has maintained the already recognised refund claims of Rs.20.998 million and is of the view that no provision for impairment loss is required to be made in these financial statements.

9. TAXATION - Net

	Opening balance	9,733	18,562
	Provision for current & prior taxation	(7,751)	(9,668)
	Income tax paid & deducted at source	7,795	(3,008) 839
	income tax paid & deducted at source		859
	Closing balance	9,777	9,733
•	TRADE & OTHER PAYABLES		
	Trade & other creditors	10,134	57,868
	Accrued expenses	915	791
	•		
	Sales tax payable	526	-
		11,576	58,659

11. CONTINGENCIES AND COMMITMENTS

11.1 Contingency

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The contingencies in respect of duty refunds due from Government of Rs.20.998 million (June 30, 2017: Rs. 20.998 million) is fully explained in note 8 to these financial statements.

11.2 Commitments

Commitments in respect of outstanding letter of credit amounts to Rs. 157,524,445/- (2017: Nil)

12. REVENUE - Net	September 30, 2018 (Un-Audited) Rs. Ir	September 30, 2017 (Un-Audited) '000
12. REVENUE - NEL		
Sales Less: Sales tax	197,448 (30,445)	-
	167,003	-
13. COST OF SALES		
Opening stock in trade Purchases Closing stock in trade	- 116,888 -	- -
	116,888	-
14. OTHER INCOME		
Available for sale - at fair value Pakistan Investment Bonds (PIB's) - conventional banking	-	1,365
Income from financial assets		
Profit on TDR's/saving accounts	441	486
	441	1,851

15. CASH GENERATED FROM OPERATIONS

Profit before tax	48,525	815
Adjustments for non cash charges and other items:		
Depreciation	25	-
Gain on sale of PIB's	-	(244)
Gain on sale of T-Bill's	-	(1,121)
Finance costs	297	2
	48,847	(548)
(Increase) in current assets		
Trade debts	(78,853)	-
Loans and advances	(15,763)	(46)
Deposits and prepayments	15,693	(289)
Other receivables	-	118
Sales tax refundable	4,017	(23)
	(74,905)	(240)
(Decrease)/Increase in current liabilities		
Trade and other payables	(47,083)	453
Advance from customers	41,257	-
	(5,826)	453
	(31,884)	(335)

16. TRANSACTIONS WITH RELATED PARTIES

The related parties include group companies, staff retirement funds, companies where directors also hold directorship, directors and key management personnel.

		Quarter	ended
		September 30,	September 30,
		2018	2017
		(Un-Audited)	(Un-Audited)
		Rs. In	'000
Nature of relationship	Nature of transactions		
Group companies			
	Purchases of goods and services	70,394	231
	Sales of goods and services	82,920	-
Balances			
Trade receivables	Group Companies	82,920	127
Short-term investments	Group Companies	-	18,914

17. Date of Authorization

These condensed interim financial statements were authorised for issue on _____by the Board of Directors of the Company.

18. General

Figures have been rounded off to the nearest thousand rupees.

CHIEF EXECUTIVE

DIRECTOR

CHIEF FINANCIAL OFFICER