



To be the Refinery of first choice for all stakeholders.

Mission

PRL is committed to remaining a leader in the oil refining business of Pakistan by providing value added products that are environmentally friendly, and by protecting the interest of all stakeholders in a competitive market through sustainable development and quality human resources.



Company Information

Chief Financial Officer

Imran Ahmad Mirza

Company Secretary

Shehrzad Aminullah

Auditors

A. F. Ferguson & Co. Chartered Accountants

Legal Advisor

Orr Dignam & Co.

Registrar & Share Registration Office

FAMCO Associates (Pvt) Ltd. 8-F, Next to Hotel Faran, Nursery Block-6, P.E.C.H.S. Shahra-e-Faisal, Karachi.

Registered Office

P.O. Box 4612 Korangi Creek Road, Karachi-75190 Tel: (92-21) 35122131-40 Fax: (92-21) 35060145, 35091780 www.prl.com.pk info@prl.com.pk

Bankers

Askari Bank Limited Bank Alfalah Limited Bank Al-Habib Limited Citi Bank N.A. Faysal Bank Limited Habib Metropolitan Bank Limited Habib Bank Limited JS Bank Limited MCB Bank Limited Meezan Bank Limited National Bank of Pakistan NIB Bank Limited Sindh Bank Limited Standard Chartered Bank (Pakistan) Limited Summit Bank Limited United Bank Limited

Board of Directors

Farooq Rahmatullah Khan Chairman

Aftab Husain

Managing Director & CEO

Abdul Jabbar Memon

Director

Babar H. Chaudhary

Director

Faisal Waheed

Director

Farrokh K. Captain

Director

Jawwad Cheema

Director

Muhammad Najam Shamsuddin

Director

Mumtaz Hasan Khan

Director

Saleem Butt

Director

Sheikh Imran ul Haque

Director

Board Committees

Audit Committee

The Audit Committee comprises of four members, from non-executive Directors of the Board all of whom have sufficient financial management expertise. The Chief Internal Auditor is the Secretary of the Committee.

The Board has determined the Terms of Reference of the Audit Committee and has provided adequate resources and authority to enable the Audit Committee to carry out its responsibilities effectively. The Audit Committee recommends to the Board, the appointment of external auditors, their removal, audit fees and the provision by the external auditors of any service to the listed company in addition to audit of its financial statements. The Board gives due consideration to the recommendations of the Audit Committee in all these matters.

Human Resources and Remuneration Committee (HR&RC)

HR&RC comprises of four members, including its Chairman, from the non-executive Directors of the Company. The CEO may be inducted as member of the committee but not as the Chairman of committee. The General Manager Human Resources - Pakistan Refinery Limited will act as the Secretary of the Committee.

HR&RC has been delegated the role of assisting the Board of Directors in following matters:

- recommending human resource management policies to the board;
- recommending to the Board the selection, evaluation, compensation (including retirement benefits) and succession planning of the Managing Director & Chief Executive Officer;
- recommending to the Board the selection, evaluation, compensation (including retirement benefits) of Managing Director & Chief Executive Officer, Chief Financial Officer, Company Secretary and Chief Internal Auditor;
- consideration and approval on recommendations of Managing Director & Chief Executive Officer on such matters for key management positions who report directly to Managing Director & Chief Executive Officer.

Board Technical Committee

The Board Technical Committee is responsible for removing barriers for realising the upgradation project for the Company's project team, institutionalising project execution process and governance for the upgradation project and endorsement of the investment decisions recommended by the Project Steering Committee. This committee also reviews and engages with technical managers for HSEQ matters.

Board Strategic Committee

The Board Strategic Committee has been set up to assist management in defining and putting up to the Board of Directors a structured strategic plan that will ensure future sustainability of the business and deliver sustainable returns to the shareholders.

Board Share Transfer Committee

The Share Transfer Committee comprises of two Directors and is set up to approve registration of transfer of shares received by the Company. The Share Transfer Committee shall assist the Board of Directors in the following matters:

- approve and register transfer / transmisssion of shares;
- sub-divide, consolidate and issue their certificates; and
- issue share certificates in place of those which are damaged or in which the pages are completely exhausted, provided the original certificates are surrendered to the Company.

Directors' Review

During the first quarter of 2016-17, the Company reported a Profit after Taxation of Rs. 122 million versus a loss after taxation of Rs. 648 million in the corresponding quarter last year. This is due to stable Gross Refinery Margins and Pak Rupee US Dollar parity. This number would have been even healthier had the Company not continued to suffer the adverse effect of pricing mechanism of High Speed Diesel (HSD) in accordance with the Import Parity Pricing Formula. This resulted in loss of revenue of Rs. 344 million in the quarter ended 30th September 2016.

The Refinery is now working on the Diesel Hydrodesulphurisation Unit (DHDS) and Upgrade Project, which requires the Company to meet the EURO II specification diesel by June 30, 2017. The Company has engaged an international consultant for evaluating different technological variants for upgradation of the Refinery including installation of the Diesel Hydro Desulphurisation Unit (DHDS). In this regard, a feasibility report has been prepared, which is being reviewed and simultaneously different financial options are also being explored. In view of the longer time frame involved in setting up such a plant, the Company is fully engaged with the relevant government authorities to extend the deadline of setting up DHDS units.

The Company continues to maintain the highest standards of Health, Safety, Environment and Quality and successfully achieved 8.1 million man-hours without any Lost Time Injury (LTI) as at September 30, 2016. As always, focus continues to remain on efficient and safe operations including safety of employees, customers and contractors along with compliance with national standards for production of quality products.

The Board of Directors express their gratitude and appreciation to all our stakeholders including shareholders, customers, suppliers, employees, directors and concerned Government Ministries for their continued support, which has helped in the uninterrupted operations of the Refinery.

On behalf of the Board of Directors

Farooq Rahmatullah Khan Chairman

Karachi: October 24, 2016

Condensed Interim Balance Sheet as at September 30, 2016

		Unaudited	Audited
	Note	September 30, 2016	June 30, 2016
		(Rupees in	thousand)
ASSETS Non-current assets			
Fixed assets Intangible assets Investment in associate Long-term loans and advances Long-term deposits Deferred taxation	4	12,034,195 8,339 89,591 4,545 21,607 158,856	12,100,255 9,214 85,432 5,598 21,607 253,299
Current assets		12,317,133	12,475,405
Stores, spares and chemicals Stock-in-trade Trade debts Loans and advances Trade deposits and short-term prepayments Other receivables Taxation - payments less provisions Cash and bank balances	5	373,128 2,869,281 4,833,069 21,081 90,926 816,367 845,825 3,541,960 13,391,637 25,708,770	347,029 5,089,534 5,211,050 62,291 77,646 95,842 831,593 586,791 12,301,776 24,777,181
EQUITY		<u> </u>	
Share capital Reserves Accumulated loss Fair value reserve	6 2.6	2,940,000 481,247 (4,630,854) 3,543	2,940,000 481,247 (4,753,066) 1,380
SURPLUS ON REVALUATION OF FIXED ASSETS		(1,206,064) 3,497,928	(1,330,439) 3,497,928
LIABILITIES Non-current liabilities Long-term borrowing Retirement benefit obligations Unearned income		1,800,000 242,999 16,667 2,059,666	2,000,000 241,495 20,000 2,261,495
Current liabilities Trade and other payables Term finance certificates Short-term borrowings Running finance under mark-up arrangements Current portion of long term borrowing Accrued mark-up Payable to government - sales tax	7	9,578,262 1,963,020 8,294,956 200,000 103,546 1,217,456 21,357,240 23,416,906	11,254,006 1,967,020 5,688,057 905,685 39,299 494,130 20,348,197 22,609,692
Contingencies and commitments	8		
		25,708,770	24,777,181

The annexed notes 1 to 14 form an integral part of this condensed interim financial information.

Farooq Rahmatullah Khan Chairman

Condensed Interim Profit and Loss Account for the quarter ended September 30, 2016 (unaudited)

	Note	September 30, 2016	September 30, 2015
		(Rupees in	thousand)
Net Sales	9	17,238,980	19,229,973
Cost of sales		(16,735,509)	(19,505,512)
Gross profit / (loss)		503,471	(275,539)
Distribution cost		(48,799)	(54,545)
Administrative expenses		(66,373)	(71,693)
Other operating expenses		(61,965)	(93)
Other income		52,265	32,720
Operating profit / (loss)		378,599	(369,150)
Finance cost - net		(163,941)	(267,514)
Share of income of associate		1,368	850
Profit / (loss) before taxation		216,026	(635,814)
Taxation - current		-	-
- deferred		(93,815)	(12,318)
		(93,815)	(12,318)
Profit / (loss) after taxation		122,211	(648,132)
Other comprehensive income:			
Items that may be subsequently reclassified to profit	or loss		
Change in fair value reserve of available for sale investments of associate		2,791	(1,586)
Deferred tax relating to component of other comprehensive income		(628)	357 (1,229)
Total comprehensive income / (loss)		124,374	(649,361)
Earnings / (loss) per share	10	Rs. 0.39	(Rs. 2.28)

The annexed notes 1 to 14 form an integral part of this condensed interim financial information.

Faroog Rahmatullah Khan Chairman

Condensed Interim Cash Flow Statement

for the quarter ended September 30, 2016 (unaudited)

	Note	September 30, 2016	September 30, 2015
		(Rupees in	thousand)
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from / (used in) operations	11	1,521,929	(4,159,544)
Mark-up paid		(97,176)	(308,537)
Income tax paid		(14,232)	(21,101)
Contribution to defined retirement benefit plans		(18,099)	(7,676)
Decrease in loans and advances		1,053	622
Net cash generated from / (used in) operating activities		1,393,475	(4,496,236)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of fixed assets		(148,861)	(121,735)
Proceeds from disposal of fixed assets		6	-
Return received on deposits		13,335	3,546
Net cash used in investing activities		(135,520)	(118,189)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid		-	(10)
Proceeds from rights issue		-	42
Proceeds from foreign currency loans - net		5,106,899	9,232,936
Redemptions against term finance certificates		(4,000)	(48,400)
Net cash generated from financing activities		5,102,899	9,184,568
Net increase in cash and cash equivalents		6,360,854	4,570,143
Cash and cash equivalents at the beginning of the period		(2,818,894)	(4,169,290)
Cash and cash equivalents at the end of the period	13	3,541,960	400,853

The annexed notes 1 to 14 form an integral part of this condensed interim financial information.

Farooq Rahmatullah Khan Chairman

Condensed Interim Statement of Changes in Equity for the quarter ended September 30, 2016 (unaudited)

	SHARE	SUB-		RE	ESERVES			TOTAL
	CAPITAL	SCRIPTION -	CAPITAL		VENUE	SPECIAL	FAIR	-
	(note 6)	MONEY AGAINST RIGHTS ISSUE	Exchange equalisation reserve	General reserve	Accumulated loss	RESERVE (note 2.3)	VALUE RESERVE	
	•		(F	Rupees in th	nousand) ———			-
Balance as at July 1, 2015	350,000	2,589,958	8 897	1,050	(4,853,066)	396,018	1,950	(1,513,193)
Subscription money against rights issue	-	42	2 -	-	-	-	-	42
Issuance of right shares	2,590,000	(2,590,000)) -	-	-	-	-	-
Loss for the three months period ended September 30, 2015	-	-	-	-	(648,132)	-	-	(648,132)
Other comprehensive loss for the three months period ended September 30, 2015	-	_	_	-	-	-	(1,229)	(1,229)
Total recognised loss for the three months period ended								
September 30, 2015	-	-	-	-	(648,132)	-	(1,229)	(649,361)
Balance as at September 30, 2015	2,940,000	-	897	1,050	(5,501,198)	396,018	721	(2,162,512)
Balance as at July 1, 2016	2,940,000	-	897	1,050	(4,753,066)	479,300	1,380	(1,330,439)
Profit for the three months period ended					400.040			100.010
September 30, 2016	-	-		-	122,212	-	-	122,212
Other comprehensive income for								
the three months period ended September 30, 2016	-	-	-	-	-	-	2,163	2,163
Total recognised income for		J [_					
the three months period ended September 30, 2016	-	-	-	-	122,212	-	2,163	124,375
Balance as at September 30, 2016	2,940,000	-	897	1,050	(4,630,854)	479,300	3,543	(1,206,064)

The annexed notes 1 to 14 form an integral part of this condensed interim financial information.

Faroog Rahmatullah Khan Chairman

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Notes to and Forming Part of the Condensed Interim Financial Information

for the quarter ended September 30, 2016 (unaudited)

1. THE COMPANY AND ITS OPERATIONS

Pakistan Refinery Limited was incorporated in Pakistan as a public limited company in May 1960 and is quoted on Pakistan Stock Exchange. The registered office of the Company is at Korangi Creek Road, Karachi. The Company is engaged in the production and sale of petroleum products.

- 2. BASIS OF PREPARATION
- 2.1 This condensed interim financial information of the Company for the quarter ended September 30, 2016 has 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 Ordinance, 1984. In case where requirements differ, the provisions of or directives issued under the Companies Ordinance, 1984 have been followed.
- 2.2 This condensed interim financial information does not include all the information required for full financial statements and should be read in conjunction with the annual financial statements for the year ended June 30, 2016.
- 2.3 The accounting policies and methods of computation adopted for the preparation of this condensed interim financial information are the same as those applied in the preparation of the annual financial statements of the Company for the year ended June 30, 2016.

There are certain amendments to International Financial Reporting Standards and interpretations that are mandatory for the financial year beginning on January 1, 2016. These are considered not to be relevant or to have any significant effect on the Company's financial reporting and operations and are, therefore, not disclosed in this condensed interim financial information.

2.4 Under the directive from the Ministry of Petroleum & Natural Resources (the Ministry), any profit after taxation above 50% of the paid-up capital as on July 1, 2002 is required to be transferred to a "Special Reserve" to offset any future losses or to make investment for expansion or upgradation of the refineries, and is not available for distribution to shareholders. The formula under which deemed duty is built into the import parity based prices of some of the products, was introduced in order to enable certain refineries, including the Company, to operate on a self financing basis.

On March 27, 2013, Government of Pakistan issued a policy framework for up-gradation and expansion of refinery projects, amended through a letter dated April 25, 2016, which interalia state that:

- till completion of the projects refineries will not be allowed to offset losses, if any, for year ended June 30, 2013 or subsequent years against the amount of profit above 50% accumulated or to be accumulated in the Special Reserve Account as per current pricing formula;
- the refineries are required to install Diesel Hydro Desulphurisation (DHDS) plant by June 30, 2017.

The Company has not transferred any amount to special reserve for the quarter ended September 30, 2016 since it continues to consider transfer to Special Reserve on annual basis.

- 2.5 Sales of regulated products are based on prices notified by OGRA which are subject to policy clarification from the Federal Government. Sales of certain de-regulated products (MS, HOBC, HSD, LDO and Aviation Fuels) are based on prices determined in the light of notifications of the Ministry of Petroleum and Natural Resources.
- 2.6 As at September 30, 2016 the Company has accumulated losses of Rs. 4.63 billion (June 30, 2016: Rs. 4.75 billion) resulting in net negative equity of Rs. 1.21 billion (June 30, 2016: Rs. 1.33 billion) and its current liabilities exceed its current assets by Rs. 7.97 billion (June 30, 2016: Rs. 8.05 billion). These conditions may cast a doubt on the Company's ability to continue as a going concern. During the quarter ended September 30, 2016 the Company earned profit after taxation of Rs. 122.21 million. In addition, the Company is in negotiation with certain banks for increase in banking facilities which will ease the pressure on Company's liquidity. Based on the above facts and projected profitability and cash flows, the management is confident that the current negative equity situation will be overcome in future. Accordingly, this condensed interim financial information has been prepared on a going concern basis.
- ACCOUNTING ESTIMATES, JUDGEMENTS AND FINANCIAL RISK MANAGEMENT
- 3.1 The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts. Actual results may differ from these judgements, estimates and assumptions.
 - However, management believes that the change in outcome of judgements, estimates and assumptions would not have a material impact on the amounts disclosed in this condensed interim financial information.
- 3.2 The Company's financial risk management objectives and policies are consistent with those disclosed in the annual financial statements as at and for the year ended June 30, 2016.

for the quarter ended September 30, 2016 (unaudited)

4. **FIXED ASSETS**

Following are additions to fixed assets during the period:

	September 30, 2016	2015
	(Rupees in	thousand)
Processing plant, tank farm, pipelines and power generation	4,016	422,587
Equipment including furniture and fixtures	1,999	22,413
Firefighting and telecommunication systems	4,288	-
Major spare parts and stand-by equipment - net of transfers	8,249	(403,755)
Capital work in progress - net of transfers	130,309	80,490
	148,861	121,735

During the period, assets costing Rs. 0.5 million (September 30, 2015: Rs. Nil) having written down value of Rs. Nil (September 30, 2015: Rs. Nil) were disposed off.

September 30,	June 30,
2016	2016

(Rupees in thousand)

Capital work-in-progress

Buildings	256	-
Processing plant	139,503	89,998
Korangi tank farm	180,752	174,116
Keamari terminal	119,290	96,405
Pipelines	37,434	21,182
Power generation, transmission and distribution	1,101	491
Equipment including furniture	1,741	876
Advances to contractors / suppliers	227,754	194,454
	707,831	577,522

4.2.1 During the period, the Company has capitalised borrowing costs amounting to Rs. 11.58 million (June 30, 2016: Rs. 17.35 million) on capital work-in-progress. Borrowing costs were capitalised at the current weighted average rate of its general borrowings of 8.56% (June 30, 2016: 9.35%) per annum.

5. STOCK-IN-TRADE

As at September 30, 2016 stock of crude oil has been written down by Rs. 11.14 million (June 30, 2016: Rs. 31.54 million) and finished goods by Rs. 2.49 million (June 30, 2016: Rs. 83.76 million) to arrive at their net realisable values.

SHARE CAPITAL 6.

During the year ended June 30, 2016, the Company issued shares amounting to Rs. 2.59 billion against right issue of Rs. 2.8 billion. Shares amounting to Rs. 210 million has not been issued due to the Restraining Order obtained under Suit No. 931 of 2015 by one of the Class B shareholder 'Pakistan State Oil Company Limited' against another Class B shareholder 'Chevron Global Energy Inc. (Chevron)'. The order in the suit interalia directs all the defendants to maintain status quo in respect of the letters of rights issued to and shares held by Chevron; and restrains Chevron from creating any third party interest in respect of shares offered to it under the letters of rights issued to another class B shareholder namely Shell Petroleum Company Limited.

for the quarter ended September 30, 2016 (unaudited)

September 30, 2016 June 30, 2016

(Rupees in thousand)

7. SHORT-TERM BORROWINGS - Secured

Short-term finance

Foreign currency loans - note 7.1

-	
8,294,956	
8,294,956	

2,500,000 3,188,057 5,688,057

- 7.1 This represents short term foreign currency loans from commercial banks at a markup rate ranging from 3 months LIBOR to 6 months LIBOR + 2.5%.
- 8. CONTINGENCIES AND COMMITMENTS
- 8.1 Contingencies
- 8.1.1 Claims against the Company not acknowledged as debt amount to Rs. 4.75 billion (June 30, 2016: Rs. 4.74 billion). These include Rs. 4.12 billion (June 30, 2016: Rs. 4.11 billion) on account of late payment surcharge on purchase of crude oil. The Company has raised similar claims aggregating to Rs. 7.36 billion (June 30, 2016: Rs. 7.36 billion) relating to interest on late payments against trade receivables from certain Oil Marketing Companies.
- 8.1.2 Bank guarantees of Rs. 54 million (June 30, 2016: Rs. 54 million) were issued in favour of third parties.
- 8.2 Commitments

As at September 30, 2016 commitments outstanding for capital expenditure amounted to Rs. 0.36 billion (June 30, 2016: Rs. 0.41 billion).

Outstanding letters of credit as at September 30, 2016 amounted to Rs. 6.15 billion (June 30, 2016: Rs. 9.2 billion).

Aggregate commitments in respect of ijarah arrangements of motor vehicles and equipment amounted to Rs. 32.24 million (June 30, 2016: Rs. 32.57 million).

September 30, 2016 September 30, 2015

(Rupees in thousand)

9. NET SALES

Local Sales Exports Gross Sales Less:

- Sales tax
- Excise duty and petroleum levy
- Surplus price differential
- Regulatory duty note 9.1

24,809,773 687,548	27,253,630 1,061,124
25,497,321	28,314,754
(4,841,881)	(5,978,838)
(2,353,453)	(2,241,245)
(343,511)	(588,179)
(719,496)	(276,519)
17,238,980	19,229,973

9.1 This represents regulatory duty recovered on sale of products subject to regulatory duty.

for the quarter ended September 30, 2016 (unaudited)

September 30,	
2016	

September 30,

(Rupees in thousand)

10. EARNINGS / (LOSS) PER SHARE

Profit / (loss) after taxation attributable to ordinary shareholders

Weighted average number of ordinary shares outstanding during the period (in thousand) - note 6

Basic earnings / (loss) per share

122,211	(648,132)
310,366	284,198
Rs. 0.39	(Rs. 2.28)

September 30, 2016 September 30, 2015

(Rupees in thousand)

11. CASH GENERATED FROM / (USED IN) OPERATIONS

Profit / (loss) before taxation

Adjustments for non-cash charges and other items:

Depreciation and amortisation

Mark-up expense

Provision for defined benefit retirement plans

Share of income of associate

Return on deposits

Agreement signing fees

Gain on disposal of fixed assets

Working capital changes - note 11.1 Cash generated from / (used in) operations

216,026	(635,814)		
215,796	221,401		
161,422	239,872		
19,605	15,093		
(1,368)	(850)		
(13,335)	(3,546)		
(3,333)	-		
(6)	-		
378,781	471,970		
927,122	(3,995,700)		
1,521,929	(4,159,544)		

September 30,

September 30, 2015

11.1 Working capital changes (Rupees in thousand)

(Increase) /	Decrease in	current	assets

Stores, spares and chemicals

Stock-in-trade

Trade debts

Loans and advances

Trade deposits and short-term prepayments

Other receivables

(Decrease) / Increase in current liabilities

Trade and other payables

Payable to government - sales tax

(26,099)	(60,964)
2,220,253	779,148
377,981	(3,760,187)
41,210	(31,932)
(13,280)	(29,782)
(720,525)	1,855,276
1,879,540	(1,248,441)
(1,675,744)	(4,182,944)
723,326	1,435,685
(952,418)	(2,747,259)
927,122	(3,995,700)
	·

for the quarter ended September 30, 2016 (unaudited)

12. TRANSACTIONS WITH RELATED PARTIES

Relationship	lationship Nature of transactions		Transactions during the period	
		September 30, 2016	September 30, 2015	
Significant related party transactions are:		(Rupees in thousand)		
Associated companies				
	Sale of goods	15,701,035	15,363,278	
	Sale of services	18,934	17,936	
	Purchase of goods	-	89,881	
	Services received	16,402	19,150	
	Mark-up paid	1,832	13,789	
	Agreement signing fees	1,250	-	
	Bank charges	2	9	
Key management compensation				
	Salaries and other short term			
	employee benefits	26,485	22,205	
	Post-employment benefits	3,850	2,886	
Staff retirement benefit plans				
·	Contributions to retirement plans	32,532	20,222	
	Markup paid on TFCs - net	2,032	2,032	
Directors' fee including honorariu	m	759	709	

Sale of certain products is transacted at prices fixed by the Oil and Gas Regulatory Authority. Other transactions with related parties are carried on commercially negotiated terms.

Key management personnel comprises of members of the Refinery Leadership Team.

September 30,	September 30,	
2016	2015	
(Rupees in thousand)		

CASH AND CASH EQUIVALENTS

Cash and bank balances Short term loan

3,541,960	1,000,853 (600,000)
3,541,960	400,853

DATE OF AUTHORISATION FOR ISSUE

This condensed interim financial information was authorised for issue by the Board of Directors of the Company on October 24, 2016.

Farooq Rahmatullah Khan Chairman

Aftab Husain Managing Director & CEO



PAKISTAN REFINERY LIMITED

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