Defining Future

QUARTERLY REPORT SEPTEMBER 30, 2018





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Vision

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

Asim H. Akhund

Auditors

A. F. Ferguson & Co. Chartered Accountants

Legal Advisor

Orr Dignam & Co.

Registrar & Share Registration Office

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

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 MCB Islamic Bank Limited Meezan Bank Limited National Bank of Pakistan Soneri Bank Limited Standard Chartered Bank (Pakistan) Limited Summit Bank Limited United Bank Limited

Registered Office

P.O. Box 4612, Korangi Creek Road, Karachi-75190

Tel: (92-21) 35122131-40

Fax: (92-21) 35060145, 35091780

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Board of Directors

Syed Asad Ali Shah

Chairman

Aftab Husain

Managing Director & CEO

Abdul Jabbar Memon

Director

Mirza Mahmood Ahmad

Director

Mohammad Zubair

Director

Syed Jehangir Ali Shah

Director

Syed Muhammad Ali

Director

Yacoob Suttar

Director

Board Committees

Board Audit Committee (BAC)

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 BAC and has provided adequate resources and authority to enable it to carry out its responsibilities effectively. The terms of reference of the Audit Committee have been adopted from the Listed Companies (Code of Corporate Governance) Regulations 2017. The board gives due consideration to the recommendations of the Audit Committee in all these matters

Board Human Resource and Remuneration Committee (HR&RC)

HR&RC comprises of seven members, with six members being non-executive Directors of the Company. The MD & CEO is also a member of the Committee. General Manager Human Resources is 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 Chief Financial Officer, Company Secretary and Chief Internal Auditor; and
- 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, institutionalising project execution process and governance for the upgradation project and endorsement of the investment decisions recommended by the Company's Technical and Project Steering Committee. This Committee also reviews and engages 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 Board Share Transfer Committee comprises of two Directors and is set up to approve registration of transfer of shares received by the Company. The Board Share Transfer Committee shall assist the Board of Directors in the following matters:

- approve and register transfer / transmission of shares;
- sub-divide, consolidate and issue share 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

The current year has started with some old and new challenges for the Company. The Company's inherent strength of strategic location, infrastructure and affiliation with valued business partners makes it capable of overcoming these challenges. In addition, concentrated efforts are afoot to improve the sustainability of the Company.

Due to certain unavoidable circumstances, the Company suffered loss after tax of Rs. 421 million during the quarter ended September 30, 2018 as compared to a profit after tax of Rs. 349 million in the corresponding quarter. Foremost being the drop in Gross Refining Margins ("GRM") for the quarter to Rs. 852 million as compared to GRM of Rs. 1,446 million during the quarter ended September 30, 2017.

Refinery remained subject to negative effects of Price Differential on HSD which further eroded Rs. 402 million from the profitability during the quarter.

Pak Rupee remained volatile during the quarter and depreciated temporarily by 3.4% in July 2018 before recovering to its original value between Rs. 124 - Rs. 125 / USD. However, it is to be noted that Pak Rupee has depreciated significantly subsequent to the quarter end in October 2018 by 8% up to November 15, 2018.

The Refinery continues to explore options to meet regulatory requirements of installation of Diesel Hydro Desulphurisation (DHDS) Unit to produce EURO II compliant HSD. This project has been coupled with other upgrade considerations for changing the product slate to a more profitable mix; primarily to convert Fuel Oil into MS and Diesel. Subsequent to the Detailed Feasibility Study with international consultant, the Board and the Management are expeditiously exploring possibilities to move the project forward in order to meet the regulatory requirements.

Health, Safety, Environment and Quality continues to be the priority of the Company.

The Board of Directors express their gratitude and appreciation to all our stakeholders including shareholders, term finance holders, customers, suppliers, banks, employees and concerned Government Ministries for their continuous support.

On behalf of the Board of Directors

Syed Asad Ali Shah

November 23, 2018

CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2018

	Note	September 30, 2018 (Rupees in	Audited June 30, 2018 thousand)
ASSETS			
Non-current assets Property, plant and equipment Intangible assets Investment accounted for using the equity method Long-term deposits and loans Employee benefit prepayments	4	13,434,432 1,537 69,253 30,486 24,026 13,559,734	13,444,154 2,444 71,428 29,347 24,026 13,571,399
Current assets Inventories Trade receivables Trade deposits, loans, advances and short-term prepayments Other receivables Taxation - payments less provision Cash and bank balances	5	9,218,192 6,233,218 163,757 1,103,628 496,816 590,850 17,806,461 31,366,195	7,830,028 7,265,482 56,907 621,879 597,080 575,214 16,946,590 30,517,989
EQUITY AND LIABILITIES Equity Share capital Accumulated loss Special reserve Revaluation surplus on property, plant and equipment Other reserves	7 2.5	2,940,000 (5,237,302) 1,943,476 3,997,928 (2,961) 3,641,141	2,940,000 (4,816,826) 1,943,476 3,997,928 (2,023) 4,062,555
Liabilities Non-current liabilities Long-term borrowings Deferred tax liabilities Employee benefit obligations Current liabilities Trade and other payables Borrowings Unclaimed dividend	8	4,500,000 13,026 333,200 4,846,226 14,601,261 8,255,714 21,853 22,878,828 27,725,054	4,700,000 13,759 342,985 5,056,744 16,757,444 4,619,390 21,856 21,398,690 26,455,434
CONTINGENCIES AND COMMITMENTS	9	31,366,195	30,517,989

The annexed notes 1 to 15 form an integral part of this condensed interim financial information.

Syed Asad Ali Shah Chairman Aftab Husain Managing Director & CEO

CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

		September 30,	September 30, 2017
	Note	2018 (Bunces in	
	Note	(Rupees in	thousand)
Revenue	10	25,509,636	18,439,560
Cost of sales		(25,465,641)	(17,641,243)
Gross profit	-	43,995	798,317
Distribution costs		(56,664)	(50,568)
Administrative expenses		(86,245)	(78,801)
Other operating expenses		(698)	(60,303)
Other income		42,256	42,761
Operating (loss) / profit		(57,356)	651,406
Finance cost		(228,647)	(120,839)
Share of (loss) / income of associate accounted			
for using the equity method		(1,781)	527
(Loss) / profit before income tax		(287,784)	531,094
Income tax expense		(132,692)	(182,488)
(Loss) / profit for the period		(420,476)	348,606
Other comprehensive income / (loss):			
Items that may be subsequently reclassified to profit or loss			
Change in fair value of available for sale			
investments of associate		(391)	(4,100)
Deferred tax relating to change in fair value of			
available for sale investments of associate		85	923
		(306)	(3,177)
Total comprehensive (loss) / income for the quarter		(420,782)	345,429
(Loss) / earnings per share · basic and diluted	11	(Rs. 1.37)	Rs. 1.12

The annexed notes 1 to 15 form an integral part of this condensed interim financial information.

Syed Asad Ali Shah Chairman

Aftab Husain Managing Director & CEO

CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

	SHARE CAPITAL		CAPITAL RESERVI	F	RF	VENUE RESERV	F	TOTAL
	-	Special reserve	Revaluation surplus on property, plant and equipment	Exchange equalisation reserve	Accumulated loss	Fair value reserve	General reserve	
				— (Rupees in t	housand) ———			
Balance as at July 1, 2017	2,940,000	1,405,313	3,497,928	897	(4,744,206)	300	1,050	3,101,282
Profit for the quarter ended September 30, 2017	-				348,606		-	348,606
Other comprehensive loss for the quarter ended September 30, 2017						(3,177)	-	(3,177)
Total recognised income / (loss) for the quarter ended September 30, 2017					348,606	(3,177)		345,429
Balance as at September 30, 2017	2,940,000	1,405,313	3,497,928	897	(4,395,600)	(2,877)	1,050	3,446,711
Balance as at July 1, 2018	2,940,000	1,943,476	3,997,928	897	(4,816,826)	(3,970)	1,050	4,062,555
Loss for the quarter ended September 30, 2018	-			-	(420,476)	-	-	(420,476)
Other comprehensive loss for the quarter ended September 30, 2018	-					(938)	-	(938)
Total recognised loss for the quarter ended September 30, 2018	-	-			(420,476)	(938)		(421,414)
Balance as at September 30, 2018	2,940,000	1,943,476	3,997,928	897	(5,237,302)	(4,908)	1,050	3,641,141

The annexed notes 1 to 15 form an integral part of this condensed interim financial information.

Syed Asad Ali Shah Chairman Aftab Husain Managing Director & CEO

CONDENSED INTERIM STATEMENT OF CASH FLOWS

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

	Note	September 30, 2018 (Rupees in	2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash (used in) / generated from operations	12	(2,990,953)	2,184,145
Mark-up paid		(159,183)	(182,775)
Income tax paid		(33,076)	(34,209)
Contribution to retirement benefit plans		(29,632)	(19,605)
Increase in long-term deposits and loans		(1,139)	(713)
Net cash (used in) / generated from operating activities		(3,213,984)	1,946,843
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of property, plant and equipment		(217,922)	(481,375)
Return received on bank deposits		8,136	4,580
Net cash used in investing activities		(209,786)	(476,795)
Net cash used in investing activities		(209,780)	(470,795)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid		(3)	(10)
Repayment of current portion of long-term borrowing		-	(200,000)
Redemptions against term finance certificates		-	(1,500)
Net cash used in financing activities		(3)	(201,510)
Net (decrease) / increase in cash and cash equivalents		(3,423,773)	1,268,538
Cash and cash equivalents at the beginning of the period		(3,414,786)	(4,610,214)
Exchange gain on cash and cash equivalents		3,085	990
Cash and cash equivalents at the end of the period	14	(6,835,474)	(3,340,686)

The annexed notes 1 to 15 form an integral part of this condensed interim financial information.

Syed Asad Ali Shah Chairman

Aftab Husain Managing Director & CEO

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

1. THE COMPANY AND ITS OPERATIONS

Pakistan Refinery Limited was incorporated in Pakistan as a public limited company in May 1960 and is listed on Pakistan Stock Exchange. The Company is engaged in the production and sale of petroleum products.

The geographical locations and addresses of the Company's business units, including plant are as under:

- Refinery complex and registered office of the Company is at Korangi Creek Road, Karachi;
 and
- Storage tanks are also at Keamari, Karachi.

2. BASIS OF PREPARATION

- 2.1 This condensed interim financial information of the Company for the quarter ended September 30, 2018 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 Act, 2017. In case where requirements differ, the provisions of or directives issued under the Companies Act, 2017 have been followed. This condensed interim financial information is being submitted to the shareholders as required by section 237 of the Companies Act, 2017 and the Listing Regulations of the Pakistan Stock Exchange Limited.
- 2.2 This condensed interim financial information does not include all the information required for a complete set of financial statements and should be read in conjunction with the annual financial statements for the year ended June 30, 2018.
- 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, 2018.
- 2.4 There are certain amendments to International Financial Reporting Standards and interpretations that are mandatory for the financial years beginning on or after July 1, 2018. These are considered not to be relevant or to have any significant effect on the Company's interim financial reporting and operations and are, therefore, not disclosed in this condensed interim financial information.
- 2.5 Under directive from the MoE, 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 was 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.

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

On March 27, 2013, the 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 states that:

- till completion of the projects, refineries will not be allowed to offset losses, if any, for the 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; and
- the refineries are required to install Diesel Hydro Desulphurisation (DHDS) plant by June 30, 2017. If any refinery fails to install DHDS by June 30, 2017 then the ex-refinery price of High Speed Diesel (HSD) based on Import Parity Price (IPP) formula will be adjusted / reduced due to higher Sulphur content.

The Company has not transferred any amount to special reserve for the quarter ended September 30, 2018 since it continues to consider transfer to Special Reserve on annual basis.

3. ACCOUNTING ESTIMATES, JUDGMENTS AND FINANCIAL RISK MANAGEMENT

3.1 The preparation of interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts. Actual results may differ from these judgments, estimates and assumptions.

However, management believes that the change in outcome of judgments, 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 financial statements as at and for the year ended June 30, 2018.

4. PROPERTY, PLANT AND EQUIPMENT

Following are additions to fixed assets during the period

	September 30 , September 30	
	2018	2017
	(Rupees in thousand)	
Processing plant, tank farm, terminal, pipelines and power generation	68,447	135,291
Equipment including furniture	7,105	755
Major spare parts and stand-by equipment - net of transfers	(2,449)	(142,827)
Capital work in progress - net of transfers	144,819	488,156
	217,922	481,375

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

September 30,	June 30,
2018	2018
(Rupees in	thousand)

4.1 Capital work-in-progress

oupitul work in progress		
Building	6,184	6,183
Processing plant	563,029	356,976
Steam generation plant	-	9,849
Korangi tank farm	91,240	87,234
Keamari terminal	224,177	291,161
Pipelines	94,580	93,265
Power generation, transmission and distribution	64,420	19,917
Water treatment and cooling system	22,978	22,978
Equipment including furniture	5,053	4,779
Fire fighting and telecommunication systems	104,901	104,409
Advances to contractors / suppliers	38,034	73,026
	1,214,596	1,069,777

5. INVENTORIES

As at September 30, 2018 stock of crude oil has been written down by Rs. 186.88 million (June 30, 2018: Rs. 59.1 million) and finished goods by Rs. 97.49 million (June 30, 2018: Rs. Nil) to arrive at their net realisable values.

6. OTHER RECEIVABLES

This includes an amount of Rs. 1.1 billion (June 30, 2018: Rs. 0.61 billion) receivable from a refinery in respect of sharing of crude oil, freight and other charges.

7. SHARE CAPITAL

During the year ended June 30, 2016, the Company issued 259 million right shares out of the total size of issue of 280 million rights shares at the rate of Rs. 10 each. 21 million right shares have 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, 2018

		September 30,	June 30,
		2018	2018
		(Rupees in t	housand)
8.	BORROWINGS		
	Term finance certificates	229,390	229,390
	Short-term borrowings	4,000,000	3,990,000
	Running finance under mark-up arrangements	3,426,324	-
	Current portion of long-term borrowings	400,000	400,000
		8,055,714	4,619,390

9. CONTINGENCIES AND COMMITMENTS

9.1 Contingencies

- 9.1.1 Claims against the Company not acknowledged as debt amount to Rs. 5.25 billion (June 30, 2018: Rs. 5.24 billion). These include Rs. 4.22 billion (June 30, 2018: Rs. 4.20 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, 2018: Rs. 7.36 billion) relating to interest on late payments against trade receivables from certain Oil Marketing Companies.
- **9.1.2** Bank guarantees of Rs. 54 million (June 30, 2018: Rs. 53 million) were issued in favor of third parties.

9.2 Commitments

As at September 30, 2018, commitments outstanding for capital expenditure amounted to Rs. 0.75 billion (June 30, 2018: Rs. 0.87 billion).

Aggregate commitments in respect of ijarah arrangements of motor vehicles and equipment amounted to Rs. 13.43 million (June 30, 2018: Rs. 16.57 million).

10	DEVENUE	September 30, 2018 (Rupees in	2017
10.	REVENUE Local sales	31,700,990	25,925,297
	Exports	1,979,171	1,257,810
	Gross sales	33,680,161	27,183,107
	Less:	33,000,101	27,100,107
	- Sales tax	(5,032,766)	(5,357,067)
	- Petroleum levy	(1,901,718)	(2,196,979)
	- Excise duty	(250)	(342)
	Surplus price differential	(529,472)	(332,934)
	- Custom duty	(706,319)	(856,225)
		25,509,636	18,439,560
		25,509,636	18,439,560

12.

NOTES TO AND FORMING PART OF THE CONDENSED INTERIM FINANCIAL INFORMATION

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

10.1 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 set under notifications of the MoE.

11. (LOSS) / EARNINGS PER SHARE

(LOSS) / EARNINGS PER SHARE		
	September 30, 2018	September 30, 2017
	(Rupees in	thousand)
(Loss) / profit for the quarter attributable		
to ordinary shareholders	(420,476)	348,606
Weighted average number of		
ordinary shares outstanding during		
the quarter (in thousand)	307,741	307,741
Basic and diluted (loss) / earnings per share	(Rs. 1.37)	Rs. 1.13
CASH GENERATED FROM OPERATIONS		
(Loss) / profit before income tax	(287,784)	531,094
Adjustments for non-cash charges and other items:		
Depreciation and amortisation	228,552	204,060
Mark-up expense	198,328	119,542
Reversal of provision for slow moving stores and spares	(416)	-
Provision for employee benefit obligations	19,847	19,605
Exchange gain on cash and cash equivalents	(3,085)	(990)
Share of (loss) / income of associate	1,781	(524)
Profit on deposits	(8,136)	(4,580)
Agreement signing fees	(3,333)	(3,333)
Working capital changes - note 12.1	(3,136,707)	1,319,271
Cash (used in) / generated from operations	(2,990,953)	2,184,145

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

		September 30,	September 30,
		2018	2017
		(Rupees in	thousand)
12.1	Working capital changes		
	(Increase) / decrease in current assets:		
	Inventories	(1,388,164)	(626,677)
	Trade receivables	1,032,264	(248,995)
	Trade deposits, loans, advances and short-term prepayments	(106,850)	(90,041)
	Other receivables	(481,749)	999,976
		(944,499)	34,263
	(Decrease) / increase in current liabilities		
	Trade and other payables	(2,192,208)	1,285,008
		(3,136,707)	1,319,271

13. TRANSACTIONS WITH RELATED PARTIES

Significant related party transactions are:

Relationship	Nature of transaction		
Associated companies			
	Sale of goods - net	22,093,529	15,907,732
	Services rendered	206	298
	Services received	14,646	18,948
	Mark-up paid	10,500	10,666
	Bank charges	10	11
Key management personnel compensation (excluding non-executive directors)	Salaries and other short term employee benefits Post-employment benefits	25,682 2,305	30,838 3,101
Staff retirement benefit funds	Payments to staff retirement benefit funds Mark-up paid on TFC	37,998 2,032	35,626 2,032
Non-executive directors	Fee	-	1,100

Sale of certain products is transacted at prices fixed by the Oil & 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.

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

September 30,	September 30,
2018	2017
(Rupees in	thousand)

14. CASH AND CASH EQUIVALENTS

Cash and bank balances	590,850	628,357
Short-term borrowings	(4,000,000)	(3,969,043)
Running finance under mark-up arrangements	(3,426,324)	-
	(6,835,474)	(3,340,686)

15. DATE OF AUTHORISATION FOR ISSUE

This condensed interim financial information was authorised for issue by the Board of Directors of the Company on November 23, 2018.

Syed Asad Ali Shah Chairman Aftab Husain Managing Director & CEO



PAKISTAN REFINERY LIMITED

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