

### **QUARTERLY REPORT**

September 30, 2015



 $Pakistan\,International\,Bulk\,Terminal\,Limited$ 



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## PAKISTAN INTERNATIONAL BULK TERMINAL LIMITED PIBT



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Board	of D	irectors
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Capt. Haleem A. Siddiqui Chairman

**Chief Executive Officer** 

Mr. Sharique Azim Siddiqui **Directors** Mr. Aasim Azim Siddiqui

Capt. Zafar Iqbal Awan Syed Nizam A. Shah Mr. Ali Raza Siddiqui

Mr. M. Masood Ahmed Usmani, FCA

Chief Financial Officer & Company Secretary

Mr. Arsalan I. Khan, ACA

**Audit Committee** 

Chairman Syed Nizam A. Shah

Mr. Aasim Azim Siddiqui Members

Mr. Ali Raza Siddiqui Mr. Noman Yousuf

Chief Internal Auditor & Secretary

<u>Human Resource &</u> <u>Remuneration Committee</u>

Chairman Syed Nizam A. Shah

Mr. Sharique Azim Siddiqui Members

Mr. Ali Raza Siddiqui

Mr. Arsalan I. Khan, ACA Secretary

**Auditors** Ernst & Young Ford Rhodes Sidat Hyder

**Chartered Accountants** 

6th Floor, Progressive Plaza, Beaumont Road,

P.O. Box 15541, Karachi-75530

**Legal Advisor** Khalid Anwer & Co.

153-K, Sufi Street, Block-2, PECHS, Karachi 75400

Kabraji & Talibuddin

4th Floor, The Plaza at Do Talwar, Block-9, Clifton, Karachi.

The Continental Law Associates Panorama Centre, Saddar, Karachi.

**Bankers** Al-Baraka Bank Limited

Askari Bank Limited

Dubai Islamic Bank Pakistan Limited

Faysal Bank Limited JS Bank Limited Meezan Bank Limited National Bank of Pakistan

NIB Bank Limited Samba Bank Limited Sindh Bank Limited The Bank of Punjab

Registrar / Transfer Agent Technology Trade (Pvt.) Ltd.

241-C, Block-2, P.E.C.H.S., Karachi. Tel: 92-21-34391316-7

Registered & Head Office 2nd Floor, Business Plaza, Mumtaz Hassan Road, Karachi-74000

Pakistan. Tel. 92-21-32400450-3Fax. 92-21-32400281

#### **Directors' Report**

The Directors are pleased to present the Un-audited Financial Statements of Pakistan International Bulk Terminal Limited (PIBT) (Company) for the period ended September 30, 2015.

#### **OPERATIONAL OVERVIEW & PROJECT BRIEF:**

- The Company has entered into a Build Operate Transfer (BOT) contract with Port Qasim Authority ("PQA") on November 06, 2010 for the construction, development, operations and management of a coal and clinker / cement terminal at Port Muhammad Bin Qasim for a period of thirty years. The Company's terminal project is in start-up and construction phase and as a result the Company has not yet commenced its operations.
- The Company has entered into an Engineering, Procurement and Construction (EPC) Contract
  with China Harbour Engineering Company Limited ("CHEC") for the purpose of engineering,
  procuring, supplying, constructing, installing, testing and commissioning civil works for the
  Company's coal, cement and clinker bulk handling facility amounting to Rs. 12.499 billion.
  CHEC has commenced civil works activity with target completion date of end of 2016.
- 3. The Company has entered into an Equipment Supply Contracts ("ESC") with Northern Heavy Industries Group Company Limited ("NHI"), on 13 July, 2015 for the purchase, delivery & commissioning of the "Conveyor Belt System", with Shanghai Zhenhua Heavy Industries Company ("ZPMC"), on August 11, 2015, for the purchase, delivery & commissioning of the "Crane System Ship Loaders & Un-loaders", and, with CHEC, on September 17, 2015, for the supply, delivery & commissioning of the "Power House Equipment", all with a targeted commissioning date of third quarter calendar year 2016. The Import Shipment Schedule for all ESCs' is aligned with the civil works time-line agreed with CHEC.
- 4. The current progress activities carried on by CHEC at the Project and their pace are satisfactory along-with the timeline for equipment supply, delivery and commissioning and it is expected that the Project would be completed within its stipulated deadlines.

#### FINANCIAL PERFORMANCE

During the period, the Company has earned other income of Rs. 33.33 million (Sep 2014: Rs. 63.75 million) which comprises the interest income on the deposits held with the Commercial Bank and unrealized gain on investment in money/income funds. The company has posted a profit before taxation amounting to Rs. 13.43 million against a profit of Rs. 43.93 million during the previous year. Net Profit after tax is Rs. 9.13 million in comparison with a profit of Rs. 29.81 million during the previous year.

#### FINANCIAL RESULTS

These are summarized below:

	Rupees in '000'
Profit before taxation	13,430
Taxation	(4,298)
Profit after tax	9,132
EPS- Basic& Diluted	Rs. 0.01

### PAKISTAN INTERNATIONAL BULK TERMINAL LIMITED SPIBT

#### **PROJECT FINANCE**

- 1. The members of the Company, in the Annual General Meeting of the Company held on October 15, 2014, approved the issue of 189,653,626 ordinary shares by way of issue of shares otherwise than right at par value of Rs. 10 per share and accordingly, the Company has obtained approval of the Securities & Exchange Commission of Pakistan for the issue in accordance with the requirements of the Companies Ordinance, 1984. During the period, the Company has received Rs. 1,896,536,260/- as cash consideration for the issue of these shares, which have been allotted on July 16, 2015.
- 2. The Board of Directors, in their meeting held on August 21, 2015 have approved the issue of 322,411,164 ordinary shares by way of right issue at the rate of thirty four ordinary shares for every hundred existing ordinary shares at par value of Rs. 10 per share. The Company has obtained the approval of the Karachi Stock Exchange for the issuance of right shares, and the related procedural and legal formalities will be completed in due course. The Directors express their gratitude to our Shareholders in the general public and the Institutional Investors in the Company. The Directors would also like to express their gratitude to our Lenders and Port Qasim Authority for their continued support to our Project.

In the end Board of Directors of the company would like to reiterate their commitment to build Pakistan's first state-of-the-art mechanized bulk cargo handling terminal for the handling of Coal, Clinker & Cement, compliant with international standards of excellence which will curtail environment pollution and modernize the port infrastructure of the country.

For and on behalf of Board of Directors

Sharique Azim Siddiqui Chief Executive Officer Karachi: October 30, 2015



## CONDENSED INTERIM BALANCE SHEET AS AT SEPTEMBER 30, 2015 (UN-AUDITED)

		September 30, 2015 (Un-audited)	June 30, 2015 (Audited)
<u>ASSETS</u>	Note	(Rupees i	n '000)
NON-CURRENT ASSETS Property, plant and equipment Intangible assets	4	7,942,355 340,235	5,846,214 343,486
Deferred transaction costs on long term financing Deferred tax	5	189,701 <u>55,438</u> 8,527,729	177,305 49,282 6.416,287
CURRENT ASSETS  Deposits and prepayments Short term investments Taxation - net Cash and bank balances	6	7,806 408 1,142 1,370,768 1,380,124	324 403 395 1,410,123 1,411,245
TOTAL ASSETS		9,907,853	7,827,532
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Authorised capital 1,500,000,000 (June 2015:1,500,000,000) Ordinary shares of Rs. 10/- each		15,000,000	15,000,000
Issued, subscribed and paid-up capital 948,268,130(June 2015:758,614,504) Ordinaryshares of Rs. 10/- each fully paid in cash Accumulated profit	7	9,482,681 44,200 9,526,881	7,586,145 35,068 7,621,213
NON-CURRENT LIABILITIES Retention money Staff compensated absences		289,256 12,242 301,498	149,410 9,919 159,329
CURRENT LIABILITIES  Trade and other payables		79,474	46,990
COMMITMENTS	8		
TOTAL EQUITY AND LIABILITIES		9,907,853	7,827,532

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

SHARIQUE AZIM SIDDIQUI CHIEF EXECUTIVE OFFICER



#### CONDENSED INTERIM PROFIT AND LOSS ACCOUNT FOR THE QUARTER ENDED SEPTEMBER 30, 2015 (UN-AUDITED)

		Quarter Ended		
		September 30, 2015	September 30, 2014	
	Note	(Rupees	in '000)	
Administrative expenses		(19,237)	(18,545)	
Other charges workers' welfare fund		(667)	(1,275)	
Other income		33,334	63,748	
Profit for the period before taxation		13,430	43,928	
Taxation	10	(4,298)	(14,123)	
Profit for the period after taxation		9,132	29,805	
Earnings per ordinary share - basic and diluted	11	0.01	(Restated) 0.03	

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

SHARIQUE AZIM SIDDIQUI CHIEF EXECUTIVE OFFICER



#### CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED SEPTEMBER 30, 2015 (UN-AUDITED)

	Quarter Ended	
	September 30, 2015	September 30, 2014
	(Rupees in '000)	
Profit for the period	9,132	29,805
Other comprehensive income - net of taxation	-	-
Total comprehensive income for the period	9,132	29,805

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

**SHARIQUE AZIM SIDDIQUI** CHIEF EXECUTIVE OFFICER



#### CONDENSED INTERIM CASH FLOW STATEMENT FOR THE QUARTER ENDED SEPTEMBER 30, 2015 (UN-AUDITED)

	Nine Months ended Quarter ended	
	September 30, 2015 (Rupees	September 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the period before taxation Adjustments for non-cash items: Depreciation Amortisation Gain on disposal of fixed assets Unrealised gain on investment - net Staff compensated absences	13,430 638 3 - (5) 231 867	43,928 232 2 (123) (8) 926 1,029
Operating profit before working capital changes	14,297	44,957
(Increase) in current assets Deposits and prepayments	(7,482)	-
Increase / (Decrease)in current liabilities Trade and other payables	32,485	(313)
Cash generated from operations	39,300	44,644
Taxes paid  Net cash generated from operating activities	(11,200) 28,100	<u>(21,377)</u> 23,267
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to operating fixed assets Additions to capital work in progress Increase in retention money - net Sale proceeds from disposal of fixed assets Net cash used in investing activities	(376) (2,091,065) 139,846 - (1,951,595)	(118) (792,600) - 1,314 (791,404)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds against issue of shares Transaction cost paid on long term finance Net cash generated from financing activities	1,896,536 (12,396) 1,884,140	974,049 (8,473) 965,576
Net (decrease) / increasein cash and cash equivalents	(39,355)	197,439
Cash and cash equivalents as at the beginning of the period	1,410,123	2,525,719
Cash and cash equivalents as at the end of the period	1,370,768	2,723,158

The annexed notes from 1 to 14 form an integral part of these condensed interimfinancial statements.

SHARIQUE AZIM SIDDIQUI **CHIEF EXECUTIVE OFFICER** 



Revenue

#### CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED SEPTEMBER 30, 2015 (UN-AUDITED)

	Issued, subscribed and paid-up capital	reserve- accumulated (loss) / profit	Total
		-(Rupees in '000)	
Balance as at July 01, 2014	545,766	(46,313)	499,453
Issue of share capital	7,040,379	-	7,040,379
Profit for the period	-	29,805	29,805
Other comprehensive income	-	-	-
Total comprehensive income	-	29,805	29,805
Balance as at September 30, 2014	7,586,145	(16,508)	7,569,637
Balance as at July 01, 2015	7,586,145	35,068	7,621,213
Issue of shares capital	1,896,536	-	1,896,536
Profit for the period	-	9,132	9,132
Other comprehensive income	-	-	-
Total comprehensive income	-	9,132	9,132
Balance as at September 30, 2015	9,482,681	44,200	9,526,881

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

**SHARIQUE AZIM SIDDIQUI** CHIEF EXECUTIVE OFFICER



#### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED SEPTEMBER 30, 2015 (UN-AUDITED)

#### 1. THE COMPANY AND ITS INFORMATION

- 1.1. Pakistan International Bulk Terminal Limited (the Company) was incorporated under the Companies Ordinance, 1984 (the Ordinance) on March 22, 2010 as a private limited company. Subsequently, it was converted to an unquoted public limited and later on, listed on the Karachi Stock Exchange on December 23, 2013. The registered office of the Company is situated at 2nd Floor, Business Plaza, Mumtaz Hassan Road, Karachi. The Company's terminal project is in startup and construction phase and as a result; the Company has not commenced its operations.
- 1.2. The Company has entered into a Build Operate Transfer (BOT) contract with Port Qasim Authority (PQA) on November 06, 2010 for the exclusive construction, development, operations and management of a coal and clinker / cement terminal at Port Muhammad Bin Qasim for a period of thirty years.

#### 2. BASIS OF PREPARATION

#### 2.1 Statement of Compliance

These condensed interim financial statements are required to be presented to the shareholders under Section 245 of the Companies Ordinance, 1984 and have been prepared in accordance with the requirements of the International Accounting Standard (IAS) 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 shall prevail.

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 Company's annual financial statements for the year ended June 30, 2015.

#### 2.2 Accounting convention

These financial statements have been prepared under the historical cost convention except for investment designated at fair value through profit or loss.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of these condensed interim financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended June 30, 2015.

	September 30,	June 30,
	2015	2015
	(Un-audited)	(Audited)
Note	(Rupees i	n '000)

#### 4. PROPERTY, PLANT AND EQUIPMENT

Fixed assets		42,635	45,894
Capital work-in-progress	4.1	7,899,720	5,800,320
		7.942.355	5.846.214



#### 4.1 Capital work-in-progress

	Project Consultancy	Depreciation and amortization	Civil works (Note 4.2.1) (Rupees in	Other ancillary costs (Note 4.2.2) n 000)	Advances to Contractors	Total
Balance as at June 30, 2015	563,415	75,051	3,511,407	549,957	1,100,490	5,589,085
Capital expenditure incurred during the Period	39,787	6,244	1,398,062	77,354	577,953	2,097,289
Balance as at September 30, 2015 (un-audited)	603,202	81,295	4,909,469	627,311	1,678,443	7,899,720

- 4.2.1 This represents amount charged by the EPC Contractor for civil work carried out on the Project site.
- 4.2.2 These include salaries, wages and benefits, legal and professional charges, insurance and other directly attributable costs.

	September 30, 2015 (Un-audited)	June 30, 2015 (Audited)
DEFERRED TAX	(Rupees II	n 000)
Arising on deductible temporarydifferences:	2 215	3.315
	,	45.967
pre-commencement expenses	55,438	49,282
		DEFERRED TAX  Arising on deductible temporarydifferences:- pre-incorporation expenses pre-commencement expenses 52,123

#### 6. SHORT TERM INVESTMENTS

Designated at fair value through profit or loss

Number September 30, 2015	r June	– Listed - Mutual Funds (Open Ended)	Cost Fair valu September 30, 201 (Un-audited) ppen (Rup		Cost Fair value June 30, 2015 (Audited) s in '000)	
1,450 1,277 1,240	1,450 1,277 1,240	HBL Money Market Fund JS Cash Fund UBL Liquidity Plus Fund	- - 35 35	149 133 126 408	- - 35 35	147 131 125 403
		Unrealized gain on revaluation of investments	373 408	408	368 403	403

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

September 30, June 30, 2015 2015		September 30, 2015	June 30, 2015
(Number of Shares)		(Rupees i	n '000)
	Ordinary shares of Rs.10/- each fully paid in cash		
<b>758,614,504</b> 54,576,583	Opening balance	7,586,145	545,766
<b>189,653,626</b> 704,037,921	Issued during the period /year	1,896,536	7,040,379
<b>948,268,130</b> 758,614,504	Closing balance	9,482,681	7,586,145



- 7.1 The members of the Company, in the Annual General Meeting of the Company held on October 15, 2014, approved the issue of 189,653,626 ordinary shares by way of issue of shares otherwise than right at par value of Rs. 10 per share and accordingly, the Company has obtained approval of the Securities & Exchange Commission of Pakistan for the issue in accordance with the Companies Ordinance, 1984. During the period, the Company has received Rs. 1,896,536,260 as cash consideration for the issue of these shares, which have been allotted on July 16, 2015.
- 7.2 The Board of Directors, in their meeting held on August 21, 2015 have approved the issue of 322,411,164 ordinary shares by way of right issue at the rate of thirty four ordinary shares for every hundred existing ordinary shares at par value of Rs. 10 per share. The Company has obtained the approval of the Karachi Stock Exchange for the issuance of right shares, and the related procedural and legal formalities will be completed in due course.

#### 8. COMMITMENTS

- 8.1 Performance bond issued by bank on behalf of the Company to PQA in pursuance of the Implementation Agreement in equivalence of USD 2.5 million amounted to Rs. 254 million (2014: Rs. 264.250 million).
- 8.2 Capital expenditure contracted but remaining to be executed amounted to Rs. 15.6 billion pertaining to the contract for civil works construction and equipment procurement.
- 8.3 The Company has entered into a loan agreement with International Finance Corporation (IFC) on June 28, 2012 for an amount of USD 26,500,000 for a period of 12 years repayable in 18 semi annual installments commencing from September 15, 2015. This loan carries markup at the rate of 6 months' LIBOR + 5% and will be secured against the project assets of the Company. The Company is in advanced level of negotiations for the amendment of the loan facility for revision in repayment schedule, whereby the loan will be repayable in 18 semi-annual installments commencing from December 15, 2017. The Company has not made any draw down from this loan facility.
- The Company has entered into a loan agreement with OPEC Fund for International Development (OFID) on July 12, 2012 for an amount of USD 20,000,000 for a period of 12 years repayable in 18 semi annual installments commencing from September 15, 2015. This loan carries markup at the rate of 6 months' LIBOR + 5% and will be secured against the project assets of the Company. The Company is in advanced level of negotiations for the amendments of the loan facility. The major amendments include revision in repayment schedule, whereby the loan will be repayable in 18 semi-annual installments commencing from December 15, 2017 and the enhancement of the loan facility from USD 20,000,000 to USD 26,200,000. The Company has not made any draw down from this loan facility.
- The Company has entered into a Term Finance Facility on November 12, 2012, and as amended on January 26, 2015, with five commercial banks namely Bank of Punjab, NIB Bank Limited, JS Bank Limited, Askari Bank Limited, and Sindh Bank Limited for an aggregate amount of Rs 3,900,000,000 for a period of 12 years repayable in 18 semi-annual installments commencing from September 15, 2017. This loan carries mark-up at the rate of 6 months KIBOR + 3% and will be secured against the project assets of the Company. The Company is in advanced level of negotiations for the amendment of the loan facility for revision in repayment schedule, whereby the loan will be repayable in 18 semi-annual installments commencing from December 15, 2017. The Company has not made any draw down from this loan facility.
- The Company has entered into a Musharaka agreement on November 12, 2012, and as amended on January 26, 2015, with four financial institutions namely Faysal Bank Limited, Al Baraka Bank Limited, Dubai Islamic Bank Limited, and Meezan Bank Limited for an aggregate amount of Rs 3,300,000,000 for a period of 12 years repayable in 18 semi-annual installments commencing from September 15, 2017. Faysal Bank Limited is acting as a Musharaka agent for the agreement. The loan carries mark-up at the rate of 6 months KIBOR + 3% and will be secured against the project assets of the Company. The Company is in advanced level of negotiations for the amendment of the loan facility for revision in repayment schedule, whereby the loan will be repayable in 18 semi-annual installments commencing from December 15, 2017. The Company has not made any draw down from this loan facility.



		Quarter Ended	
		September 30, 2015	September 30, 2014
			ıdited) s in '000)
9.	TAXATION		
	Current Deferred	10,454 (6,156) 4,298	20,613 (6,491) 14,122
10.	EARNINGS PER ORDINARY SHARE - basic and diluted		
	Profit after taxation	9,132	29,865
		(Number	of shares)
	Weighted average number of ordinary shares outstanding	917,346,343	917,346,343
	Basic earnings per share	0.01	(Re-stated) Rs. (0.03)

10.1 There is no dilution effect on basic earnings per share of the Company.

#### RELATED PARTY TRANSACTIONS AND BALANCES

Related parties comprise of entities which have the ability to control the Company to exercise significant influence over the Company in making financial and operating decisions or vice versa. The related parties comprise principal shareholders and their affiliates' directors, companies with common directors and key management personnel and employees' benefit fund. Significant transactions with related parties are as follows:

September 30, 2015	September 30,
2013	2014
(Un-au (Rupees	
- 675	390,954 675
886	-
3,796	95,555
1,083	842
-	148,350
	(Un-au (Rupees - 675 886 3,796



11.1 There were no period end outstanding balances of related parties as at September 30, 2015 and June 30.2015.

#### EXEMPTION FROM APPLICABILITY OF IFRIC 12"SERVICE CONCESSION ARRANGEMENTS"

The Securities and Exchange Commission of Pakistan (SECP) in pursuance of the Circular No. 24 dated January 16, 2012 has granted waiver, with immediate effect, from the implementation of IFRIC 12 - "Service Concession Arrangements". However, the SECP made it mandatory to disclose the impact on the results of application of IFRIC-12.

Under IFRIC-12, the consideration required to be made by operator (the Company) for the right to use the asset is to be accounted for as an intangible asset under IAS - 38 "Intangible Assets". If the Company were to follow IFRIC-12 and IAS-38, the effect on the financial statements would be as

	September 30, 2015 (Un-audited) (Rupees	June 30, 2015 (Audited) in '000)
Reclassification from property, plant and equipment (CWIP) to intangible assets (Port Concession Rights) - written down value	7,899,720	5,800,320
Recognition of intangible assets (Port Concession Rights) on account of rent of backup and waterfront area (Rent)	85,784	85,784
Recognition of present value of concession liability on account of intangibles(Rent)	103,029	102,318
Interest expense charged for the period / year on account of intangibles(Rent)	3,073	8,061

#### 13. DATE OF AUTHORISATION FOR ISSUE

These condensed interim financial statements have been authorised for issue by the Board of Directors of the Company on October 30, 2015.

#### 14. GENERAL

Amounts have been rounded off to the nearest thousand rupees unless otherwise stated.

**SHARIQUE AZIM SIDDIQUI CHIEF EXECUTIVE OFFICER** 

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