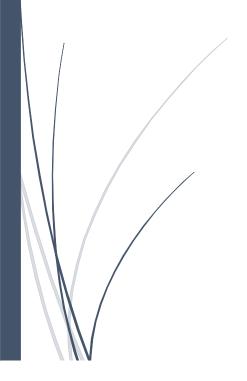
# UDPL

# UNITED DISTRIBUTORS PAKISTAN LIMITED

CONDENSED INTERIM FINANCIAL STATEMENTS-UNAUDITED FOR THE NINE MONTHS ENDED MARCH 31, 2020.



#### CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION AS AT MARCH 31, 2020

ASSETS	Note	(Unaudited) March 31, 2020 Rupee	(Audited) June 30, 2019 s '000
NON-CURRENT ASSETS			
Property, plant and equipment Intangible assets	5	35,399 5,221	28,580 6,971
Investment in associate Long-term investments Long-term loans	6 7	744,540 1,316,454 -	1,131,793 1,203,056 314
Long-term deposits		3,122 2,104,736	3,122 2,373,836
CURRENT ASSETS			
Inventories Trade and other receivables Loans, advances and prepayments Current tax asset Cash and bank balances	8	201,778 127,900 4,970 36,014 1,514 372,176	282,237 80,272 4,368 37,328 6,246 410,451
TOTAL ASSETS		2,476,912	2,784,287
SHARE CAPITAL AND RESERVES			
Share capital Issued, subscribed and paid up capital		352,713	306,707
Revenue Reserve Unappropriated profits General reserve		525,043 28,548 553,591	876,042 28,548 904,590
Revaluation reserve on investment at fair value through other comprehensive income		1,224,908	1,111,511
NON-CURRENT LIABILITIES Liabilities against assets subject to diminishing			
musharakah financing arrangement Long-term lease liability Deferred tax liability		6,664 11,544 72,012	11,530 - 132,800
20.01.02 (4.1.142.11.)		90,220	144,330
CURRENT LIABILITIES			
Trade and other payables Current portion of liabilities against assets subject	9	182,863	223,775
to diminishing musharakah financing arrangement Current portion of long-term lease liability		6,666 1,822	7,202
Short-term borrowings - secured Unclaimed dividend	10	63,227	85,654 518
		255,480	317,149
TOTAL LIABILITIES		345,700	461,479
COMMITMENTS	11		0.701.00
TOTAL EQUITY AND LIABILITIES		2,476,912	2,784,287

The annexed notes 1 to 16 form an integral part of these condensed interim financial statements.

## CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS (UNAUDITED) FOR THE PERIOD ENDED MARCH 31, 2020

	Note	Quarter ended		Nine month ended	
		March 31,	March 31,	March 31,	March 31,
		2020	2019	2020	2019
	•		—— Rupee	es '000 ———	<b></b>
Revenue from contracts with customers	12	134,254	90,998	473,369	357,007
Cost of sales		(80,748)	(54,020)	(297,800)	(211,268)
Gross profit		53,506	36,978	175,569	145,739
Marketing and distribution expenses		(38,753)	(35,675)	(118,496)	(109,161)
Administrative and general expenses		(6,748)	(6,818)	(23,396)	(23,201)
Other operating expenses		-	(18)	(245)	(100)
Other income		(159)	10,278	9,360	12,265
Profit from operations		7,846	4,745	42,792	25,542
Finance cost		(4,331)	(2,373)	(14,113)	(12,124)
Share of (loss) / profit from associate		(174,032)	10,066	(334,058)	51,291
(Loss) / Profit before income tax		(170,517)	12,438	(305,379)	64,709
Income tax credit / (expense)		28,850	(3,969)	51,081	(16,029)
(Loss) / Profit after income tax		(141,667)	8,469	(254,298)	48,680
Basic and diluted (loss) / earnings per					
share (Rupees)		(Rs. 4.02)	Rs. 0.24	(Rs. 7.21)	Rs. 1.38

The annexed notes 1 to 16 form an integral part of these condensed interim financial statements.

# CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) FOR THE PERIOD ENDED MARCH 31, 2020

	Quarte	r ended	Nine month ended		
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	
◆		Rupe	es '000 ——	<b></b>	
(Loss) / Profit for the period	(141,667)	8,469	(254,298)	48,680	
Other comprehensive income (OCI)					
Items that will not be subsequently reclassified to profit or loss Change in fair value of investment carried at fair value through OCI	(230,126)	-	113,397	-	
Share of remeasurements of post employment benefit obligations of associate		507	(13,138)	(8,383)	
Deferred tax thereon	-	(77)	1,971 (11,167)	1,257	
Items that may be subsequently reclassified in profit or loss  Loss on revaluation of available for sale investment	-	(10,279)	-	(47,062)	
Total comprehensive loss for the period	(371,793)	(1,380)	(152,068)	(5,508)	

The annexed notes 1 to 16 form an integral part of these condensed interim financial statements.

# CONDENSED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED) FOR THE PERIOD ENDED MARCH 31, 2020

		March 31, 2020	March 31, 2019
	Note	Rupees	s '000
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from / (used in) operations	13	41,965	(10,847)
Finance cost paid		(7,881)	(12,124)
Income tax paid		(6,421)	(17,016)
Increase in long term loans and deposits		314	5
Net cash generated / (used in) from operating activities	•	27,977	(39,982)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for acquisition of property, plant and equipment		(543)	(19,319)
Payments for acquisition of intangible assets		-	(3,391)
Dividend received		9,381	1,184
Sale proceeds on disposal of property, plant and equipment		426	100
Net cash generated from / (used in) investing activities		9,264	(21,426)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid		(7,668)	(6,668)
Lease rentals paid		(6,476)	-
Decrease of liabilities against assets subject to finance lease		(5,402)	10,682
Net cash (used in) from / generated financing activities		(19,546)	4,014
Net increase / (decrease) in cash and cash equivalents		17,695	(57,394)
Cash and cash equivalents at beginning of the period		(60,608)	13,076
Cash and cash equivalents at the end of period	14	(42,913)	(44,318)

The annexed notes 1 to 16 form an integral part of these condensed interim financial statements.

# CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (UNAUDITED) FOR THE PERIOD ENDED MARCH 31, 2020

	SHARE CAPITAL	REVENUE RESERVE			Total
	Issued, subscribed and paid up capital	General reserve	Unappropriated Profits	Revaluation reserve on investment at fair value through OCI	
	•		— Rupees '000		
Balance as at July 1, 2018	266,702	28,548	879,900	2,205,827	3,380,977
Bonus shares issued during the period in the ratio of 1 share for every 15 shares held	40,005	-	(40,005)	-	-
Cash dividend paid		-	(6,668)	-	(6,668)
Profit for the period ended March 31, 2019	-	-	48,680	-	48,680
Other comprehensive loss		-	(7,126)	(47,062)	(54,188)
Total comprehensive loss	-	-	41,554	(47,062)	(5,508)
Balance as at March 31, 2019	306,707	28,548	874,781	2,158,765	3,368,801
Balance at June 30, 2019 as originally presented	306,707	28,548	876,042	1,111,511	2,322,808
IFRS 9 transition - Associates			(31,860)		(31,860)
Restated total equity as at June 30, 2018	306,707	28,548	844,182	1,111,511	2,290,948
Bonus shares issued during the period in the ratio of 1 share for every 15 shares held	46,006	-	(46,006)	-	-
Cash dividend paid	-	-	(7,668)	-	(7,668)
Loss for the period ended March 31, 2020	-	-	(254,298)	-	(254,298)
Other comprehensive income / (loss)	.	_	(11,167)	113,397	102,230
Total comprehensive income / (loss)	-	-	(265,465)	113,397	(152,068)
Balance at March 31, 2020	352,713	28,548	525,043	1,224,908	2,131,212

The annexed notes 1 to 16 form an integral part of these condensed interim financial statements.

## NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED MARCH 31, 2020 - UNAUDITED

#### 1. THE COMPANY AND ITS OPERATIONS

United Distributors Pakistan Limited (UDPL) was incorporated in Pakistan as a public company limited by shares and is listed on the Pakistan Stock Exchange. The registered office of the Company is situated at 9th Floor, NIC Building, Abbasi Shaheed Road, Karachi. Its principal business activities are manufacturing, trading and distribution of pesticides, fertilizers and other allied products.

In 2011, the IBL Group decided to adopt the holding company structure wherein International Brands Limited holds at least 55% shareholding in all the subsidiary companies. This restructuring was undertaken to provide the platform to manage the long term Group expansion strategy, corporate compliance, operational efficiency, financial arrangements and tax benefits, thereby, resulting in improved returns to the shareholders.

After the approval of the scheme of Arrangement by the Honourable High Court of Sindh on May 25, 2011, International Brands Limited became the Group holding company. The operating activities of the Company were transferred to IBL Operations (Private) Limited and separate books were opened effective July 01, 2011. As a consequence of the above restructuring, United Distributors Pakistan Limited received shares of International Brands Limited (the holding company) which are held by the Company as at March 31, 2020.

#### 2. BASIS OF PREPARATION

These condensed interim financial statements of the Company for the nine months ended March 31, 2020 have been prepared in accordance with the requirements of the International Accounting Standard (IAS) 34, Interim Financial Reporting and provisions of and directive 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.

These condensed interim financial statements do 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, 2019.

#### 2.1 Changes in accounting standards, interpretations and pronouncements

#### Standards, interpretations and amendments to published approved accounting standards that are effective and relevant

IFRS 16 'Leases' - IFRS 16 replaces the previous lease standard: IAS 17 Leases. It will result in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay the rentals are recognised. The only exceptions are short term and low value leases.

The changes laid down by this standard have been disclosed in note 3.1, of these condensed interim financial statements.

## b) Standards, interpretations and amendments to published approved accounting standards that are effective but not relevant

The new standards, amendments and interpretations that are mandatory for accounting periods beginning on or after January 1, 2019 are considered not to be relevant for Company's financial statements and hence have not been detailed here.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies and the methods of computation adopted in the preparation of these condensed interim financial statements are the same as those applied in the preparation of the financial statements for the year ended June 30, 2019, except for as disclosed in note 3.1.

#### 3.1 CHANGES IN ACCOUNTING POLICIES- IFRS 16

Effective July 1, 2019, the Company has adopted IFRS 16, "Leases" which replaces existing guidance on accounting for leases, including IAS 17 'Leases', IFRIC 4 'Determining whether an arrangement contains a Lease', SIC-15 'Operating Leases-Incentive and SIC-27 'Evaluating the substance of transactions involving the legal form of a Lease'. IFRS 16 introduces a single, on balance sheet lease accounting model for lessees. A lessee recognizes a right a right-of-use asset representing its right-of-use of the underlying asset and a lease liability representing its obligations to make lease payments. Lessor accounting remains similar to the current standard i.e. lessors continue to classify leases as finance or operating leases. The accounting polices relating to Company' right of use asset and lease liability are disclosed in note 3.2

The Company has adopted IFRS 16 from July 1, 2019, and has not restated comparatives for the 2019 reporting period, as permitted under the specific transitional provisions in the standard.

On adoption of IFRS 16, the Company recognised lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of July 1, 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on July 1, 2019 was 15.40%.

The following summary reconciles the Company's operating lease commitments previously considered as land rentals at June 30, 2019 to the lease liabilities recognised on initial application of IFRS 16 at July 1, 2019.

	(Rupees in thousand)
Operating lease commitment as at July 01,2019	24,647
Discounted using the lessee's incremental borrowing rate at the date of initial application	(6,860)
Total liability as at July 01, 2019	17,787
Of which are: Current lease liabilities Non-current lease liabilities	2,739 15,048 <b>17,787</b>

The right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at March 31, 2020.

#### 3.2 Lease liability and right-of-use asset

At inception of a contract, the Company assesses whether a contract is, or contains, a lease i.e. it conveys the right to control the use of an identified asset for a period of time in exchange for consideration

From July 1, 2019 leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Company's incremental borrowing rate.

Lease payments include fixed payments, variable payment that are based on an index or a rate amounts expected to be payable by the lessee under residual value guarantees, exercise price of a purchase option, payments of penalties for terminating the lease, less any lease incentives receivable. The purchase, extension and termination options are incorporated in determination of lease term only when the Company is reasonably certain to exercise these options.

The lease liability is subsequently measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future payments arising from a change in fixed payments or an index or rate, Company's estimate of the amount expected to be payable under a residual value guarantee or its assessment of whether it will exercise a purchase, extension or termination option. The corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of right-of-use asset is reduced to zero.

The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any payments made at or before the commencement date and any incentive received, plus any initial direct costs and estimate of costs to dismantle, remove or restore the underlying asset (if any) or to restore the site on which it is located. The right-of-use asset is depreciated on a straight line method over the lease term as this method most closely reflects the expected pattern of consumption of future economic benefits. The right-of-use asset is reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The Company does not recognise right-of-use assets and lease liabilities for short term leases that have a term of 12 months or less, leases of low-value assets and recognises associated payments in the period in which these are incurred.

### 4. ACCOUNTING ESTIMATES, JUDGMENTS AND FINANCIAL RISK MANAGEMENT

The preparation of condensed interim financial statements 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 these condensed interim financial statements.

Judgments and estimates made by the management in the preparation of these condensed interim financial statements are the same as those that were applied to the financial statements as at and for the year ended June 30, 2019.

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, 2019.

#### 5. PROPERTY, PLANT AND EQUIPMENT

6.

Following are additions to / disposals of property, plant and equipment during the period:

	Addit (at c		Dispo (at net bo	
-	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	•	Rupe	es '000 ———	
Plant and Machinery	324	2,139	1	125
Computers	-	73	-	-
Office Equipment	219	151	-	-
Furniture and Fixtures	-	45	-	-
Vehicles	-	16,909	-	-
-	543	19,317	1	125
			(Unaudited) March 31, 2020	(Audited) June 30, 2019
			Rupees	s '000
INVESTMENT IN ASSO	OCIATE			
Balance at beginning of	f the period		1,131,793	1,076,459
Share of (loss) / profit for	or the period		(334,058)	64,224
IFRS 9 transition			(31,860)	-
Share of other compreh	ensive loss for th	e period	(13,138)	(8,890)
Less: Dividend income	for the period		(8,197)	-
Balance at end of the p	eriod	-	744,540	1,131,793

This represents shareholding of 40% (June 30, 2019: 40%) comprising of 1,639,418 shares (June 30, 2019: 1,639,418 shares) of FMC United (Private) Limited. The original cost of the shares was Rs. 16.39 million.

The amounts of share of profit and other comprehensive loss for the period are based on unaudited financial statements of FMC United (Private) Limited.

(Unaudited) (Audited)
March 31, June 30,
2020 2019
Rupees '000

#### 7. LONG-TERM INVESTMENTS

#### Investments at fair value through OCI

- IBL HealthCare Limited Listed 1,215,135 (June 30, 2019: 1,215,135) fully paid ordinary shares of Rs. 10 each 54,863 40,707 Percentage holding 2.19% (June 30, 2019: 2.19%) Cost: Rs. 7,882,580 (June 30, 2019: Rs. 7,882,580) **International Brands Limited** (Holding Company) - Unlisted 11,079,852 (June 30, 2019: 11,079,852) fully paid ordinary shares of Rs. 10 each 1,261,591 1,162,349 Percentage holding 4.71% (June 30, 2019: 4.71%) Cost: Rs. 83,663,056 (June 30, 2019: Rs. 83,663,056) 1,316,454 1,203,056
- 7.1 Valuation technique used to value investment in International Brands Limited include the use of quoted market prices for listed equity securities held by International Brands Limited and the discounted future cash flows for unlisted equity securities held by International Brands Limited. the main level 3 inputs used are;
  - discount rates for financial assets and financial liabilities determined using a capital
    asset pricing model to calculate a post-tax rate that reflects current market
    assessment of the time value of money and the risk specific to the asset.
  - earning growth factors based on market information
- 7.2 Shares held as at March 31, 2020 include 31,343 shares (June 30, 2019: 31,343 shares) of IBL HealthCare Limited and 184,665 shares (June 30, 2019: 184,665 shares) of International Brands Limited withheld by respective company at the time of bonus declaration. The Company has included these shares in its portfolio pending decision of the Honourable High Court of Sindh on petitions filed by the Company in respect of tax on bonus shares.

#### 8. TRADE AND OTHER RECEIVABLES

These include Rs. Nil (June 2019: Rs. 0.17 million) receivables from related parties.

#### 9. TRADE AND OTHER PAYABLES

These include Rs. 7.79 million (June 2019: Rs. 5.27 million) payables to related parties.

#### 10. SHORT-TERM BORROWINGS - Secured

	Note	(Unaudited) March 31, 2020	(Audited) June 30, 2019
		Rupee	es '000
Running finance under mark-up arrangement Short- term loan	10.1	44,127	66,854
	10.2	18,800	18,800
Tijarah finance facility under mark-up-	10.3	300	-
arrangement		63,227	85,654

- 10.1 The Company obtained running finance facility from Habib Metropolitan Bank Limited at KIBOR + 2% per annum (June 30, 2019 KIBOR + 2%). This facility is secured by way of hypothecation on current assets of the Company.
- This represents short term loan from IBL Operations (Private) Limited, a related party, payable within one year at 6 months KIBOR + 2.5%.
- 10.3 The Company obtained Tijarah finance facility from Al Baraka Bank (Pakistan) Limited at KIBOR + 2.5% per annum. This facility is secured by way of hypothecation on current assets of the Company.

#### 11. COMMITMENTS

The facilities for opening letters of credit as at March 31, 2020 amounted to Rs. 300 million (June 30, 2019: Rs. 300 million). The amount remaining unutilised as at March 31, 2020 is Rs. 111.80 (June 30, 2019: Rs. 150.35 million).

		March 31, 2020	March 31, 2019
12.	REVENUE	Rupees	s '000'
	Gross Sales	541,958	415,759
	Less: - trade discounts - sales return	(23,176) (42,092)	(38,353) (17,810)
		476,690	359,596
	Less: Sales tax	(3,321)	(2,589)
		473,369	357,007

		March 31, 2020 Rupees	March 31, 2019
13.	CASH GENERATED FROM / (USED IN) OPERATIONS	-	, 000
	(Loss) / profit before income tax	(305,379)	64,709
	Adjustment for non-cash incomes and expenses:		
	Depreciation and amortisation	13,260	9,532
	Finance cost	14,113	12,124
	(Gain) / Loss on disposal of property,		
	plant and equipment	(426)	25
	Dividend Income	(1,184)	(11,175)
	Share of loss / (profit) from associate	334,058	(51,291)
		359,821	(40,785)
	Profit before changes in working capital	54,442	23,924
	Changes in Working Capital:		
	Decrease / (increase) in current assets:		
	Inventories	80,459	(154,871)
	Trade and other receivables	(47,628)	(7,312)
	Loans, advances and prepayments	(602)	(809)
		32,229	(162,992)
	(Decrease) / increase in current liabilities		
	Trade and other payables	(44,706)	128,221
	Cash generated from / (used in) operations	41,965	(10,847)
14.	CASH AND CASH EQUIVALENTS		
	Cash and bank balances	1,514	3,223
	Short-term borrowings - note 10	(44,427)	(47,541)
	- -	(42,913)	(44,318)

#### 15. TRANSACTIONS WITH RELATED PARTIES

The following transactions were carried out with related parties during the period:

	Nature of relationship	Nature of transactions	March 31, 2020 Rupee	March 31, 2019 s '000
i.	Holding company	- Corporate service charges	4,500	3,600
		<ul> <li>Payment on behalf of Holding Company</li> </ul>	13,015	-
		- Receipts from Holding Company	11,900	12,489
		- Dividend income	-	9,991
ii.	Associated companies			
		- Receipts from associated Company	9,548	1,422
		- IT services	104	104
		- Warehouse rent	-	749
		- SAP ERP Implementation cost	-	3,390
		- Dividend income	1,184	1,184
iii.	Employees' Provident Fund	- Contribution paid	5,293	4,993
iv.	Key Management Personnel	- Salaries and other employee benefits	15,847	15,008
		- Directors' fee	'8	9

#### 16. DATE OF AUTHORISATION FOR ISSUE

These condensed interim financial statements were approved and authorised for issue by the Board of Directors of the Company on  $\underline{\bf 23-April-2020}$ .