sanofi-aventis Pakistan limited

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED JUNE 30, 2015

(UN-AUDITED)





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Board of Directors

Syed Babar Ali Dr. Asim Jamal Arshad Ali Gohar Syed Hyder Ali Patrick Aghanian Francois Jean Louis Briens Jean-Marc Georges Mohammad Ibadullah Javed Igbal

Company Secretary

Saad Usman

Auditors

Ernst & Young Ford Rhodes Sidat Hyder Chartered Accountants

Legal Advisors

Hashmi & Hashmi Ghani Law Associates Saadat Yar Khan & Co.

Registered Office

Plot 23, Sector 22, Korangi Industrial Area, Karachi - 74900

Postal Address

P.O. Box No. 4962, Karachi - 74000

Contact

Tel: +92 21 35060221-35 contact.pk@sanofi.com

Chairman Chief Executive

(Alternate Laila Khan) (Alternate Shakeel Mapara) (Alternate Muhammad Ali Hasani) Chief Financial Officer

URI

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Registrars & Share Transfer Office

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Bankers

Bank of Tokyo-Mitsubishi UFJ, Limited Barclays Bank PLC Citibank, N.A Deutsche Bank AG Habib Bank Limited HSBC Bank Middle East Limited MCB Bank Limited. MCB Bank of Pakistan Standard Chartered Bank Industrial & Commercial Bank of China

Directors' Report to the Shareholders

The Board of Directors of sanofi-aventis Pakistan Limited is pleased to present the un-audited interim condensed financial statements of your company, for the half year ended June 30, 2015. These financial statements have been prepared in accordance with the requirements of the International Accounting Standards (IAS) 34 - "Interim Financial Reporting" and the provisions of and the directives issued under the Companies Ordinance, 1984. In case where requirements differ, the provision of directives issued under the Companies Ordinance, 1984 have been followed.

The Company's net sales amounted to Rs. 3,182 million and Rs. 5,426 million for the quarter and half year ended June 30, 2015 respectively registering a growth of 18.11% and 9.60% over comparative prior periods. The sales growth, despite the challenging business environment, is the result of our strategy to become "A diversified healthcare company with patient centric approach".

The Company's pharmaceutical business net sales during the quarter and half year reached Rs. 2,830 million and Rs. 4,804 million respectively, recording an increase of 18.0% and 8.4% over the comparative prior periods. During the period under review the sales growth was realized from established brands such as Lantus®,Flagyl® range, Amaryl®, Clexane® and NoSpa® partly offset by decline mainly in Claforan® due to influx of counterfeit.

The vaccines business net sales for the quarter and half year reached Rs.170.43 million and Rs. 288.77 million respectively recording healthy increase of 121.7% and 72.2% over the comparative prior periods. The increase was due to higher sales of polio vaccine as well as launch of new vaccine, Menactra®.

The consumer healthcare (CHC) business net sales for the quarter and half year reached Rs. 31.73 million and Rs. 73.07 million respectively recording a growth of 30.0% and 27.4% over the comparative prior periods. The growth was achieved backed by greater emphasis on distribution coverage, which provided the CHC product range a broader market encapsulating both pharmacies and general stores.

The Company continued on its path of exploring and materializing growth opportunities by focusing on bringing new products in the market that address patients' healthcare needs.

The Company continued to ensure its presence in the Afghanistan market through export of pharmaceutical products which stood at Rs.159.04 million and Rs. 269.67 million for the quarter & half year, registering a decline of 20.6% and 8.5% respectively over comparative prior periods. The decline in exports sales was due to adverse political situation in Afghanistan following general elections and ensuing violence leading to disruption in supplies.

Gross margin as a percentage of net sales increased to 25.5% and 28.0% for the quarter and half year respectively from 21.6% and 24.7% during the comparative prior periods. The increase in margin is primarily attributable to the increase in prices of pharmaceutical products affected last year as well as favorable exchange impact on foreign currency imports. These elements combined with the cost cutting and efficiency measures taken by the management during the period have resulted in higher gross margins.

Directors' Report to the Shareholders

Distribution and marketing expenses have increased by 8.0% and 11.9%, on an overall basis, for the quarter and half year respectively over the comparative prior periods mainly due to increased staff costs, commission, depreciation and rent expenses partly offset by decrease in travelling costs as well as freight and transportation.

Administrative expenses increased by 28.6% and 16.2% for the quarter and half year respectively over the comparative prior periods mainly due to increase in staff costs and depreciation.

Other operating cost for the period mainly includes statutory charges (i.e. Workers' Profit Participation Fund, Workers' Welfare Fund and Central Research Fund), which are all related to profit. Other operating income for the half year primarily comprises of exchange gain amounting to Rs. 92.3 million compared to Rs. 68.9 million in the same period last year.

The Company's financing cost during the half year has increased by 22.9% over comparative prior period, consequent to higher borrowing levels since the beginning of the current year.

Profit before and after taxes for the half year has increased by Rs. 146.2 million (163.4%) and Rs. 89.2 million (302.6%) respectively over the comparative prior period because of the reasons explained above.

The Company bestows paramount importance to cash flow management and regularly monitors its day to day working capital and other financing requirements. During the half year the Company spent Rs.176.5 million (2014: Rs.147.9 million) on capital expenditure and paid Rs.67.1 million (2014: Rs.95.9 million) in dividends.

Nonetheless barring unforeseen events, the management expects the sales growth of the pharmaceutical business in the remaining quarters of 2015 to be in line with the market. The management further anticipates the profitability of the company in the forthcoming months will largely depend upon the exchange rate parity of PKR versus the Euro and the USD, which directly impacts the cost of imports. In addition, planned rationalization of expenses will also have a positive impact on the bottom line in the year to go.

On behalf of the Board of Directors, we would like to acknowledge the hard work put in by all the employees of the Company.

By order of the Board

Syed Babar Ali Chairman

Karachi: August 25th, 2015.

Dr. Asim Jamal Chief Executive

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Introduction

We have reviewed the accompanying condensed interim balance sheet of sanofi-aventis Pakistan Limited as at 30 June 2015 and the related condensed interim profit and loss account, condensed interim statement of comprehensive income, condensed interim cash flow statement, condensed interim statement of changes in equity and notes to the accounts for the six-month period then ended (here-in-after referred to as the "interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with approved accounting standards as applicable in Pakistan for interim financial reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagement 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with approved accounting standards as applicable in Pakistan for interim financial reporting.

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Chartered Accountants

Engagement Partner: Riaz A. Rehman Chamdia

Date: August 25, 2015

Place: Karachi



Note	June 30, 2015	December 31, 2014
	Rupee (Un-audited)	s in `000 (Audited)
<u>ASSETS</u>		
NON-CURRENT ASSETS		
Fixed assets Property, plant and equipment 4 Intangible asset	2,036,232 1,257 2,037,489	2,018,562 220 2,018,782
Long-term loans Long-term deposits	7,557 4,030	7,737 4,030
CURRENT ASSETS Stores and spares Stock-in-trade Trade debts Short-term loans and advances Trade deposits and short-term prepayments Other receivables Taxation - payment less provision Cash and bank balances	50,080 3,550,227 1,046,612 80,035 245,051 30,387 894,074 18,066 5,914,532	49,471 3,758,056 733,717 49,250 218,792 178,899 804,733 9,280 5,802,198
TOTAL ASSETS	7,963,608	7,832,747
EQUITY AND LIABILITIES		
SHARE CAPITAL AND RESERVES Share capital Authorized 10,000,000 Ordinary shares of Rs. 10 each	100,000	100,000
Issued, subscribed and paid-up	96,448	96,448
Reserves Capital reserves Revenue reserves	197,722 2,157,851 2,355,573 2,452,021	188,982 2,106,717 2,295,699 2,392,147
NON-CURRENT LIABILITIES Long term financing Deferred taxation CURRENT LIABILITIES Trade and other payables Accrued mark-up Short term borrowings Running finances utilized under mark-up	500,000 109,729 609,729 1,980,130 81,700 900,000	500,000 132,276 632,276 1,991,679 67,778 600,000
arrangements - secured CONTINGENCIES AND COMMITMENTS 6	1,940,028 4,901,858 5,511,587	2,148,867 4,808,324 5,440,600
TOTAL EQUITY AND LIABILITIES	7,963,608	7,832,747

The annexed notes 1 to 12 form an integral part of these condensed interim financial statements.

Syed Babar Ali Chairman

Air Dan Dr. Asim Jamal Chief Executive



		Six Montl	ns Ended	Quarte	r Ended
		June 30,	June 30,	June 30,	June 30,
	Note	2015	2014 Rupees	2015 in `000	2014
			rupees	111 000	
NET SALES		5,426,446	4,951,062	3,182,170	2,694,270
Cost of sal	es	(3,904,920)	(3,725,922)	(2,369,403)	(2,113,377)
GROSS PRO	OFIT	1,521,526	1,225,140	812,767	580,893
Dietribution	n and marketing expenses	(1,044,092)	(933,055)	(545,550)	(504,914)
	tive expenses	(144,380)	(124,239)	(87,419)	(67,967)
	ating expenses	(31,343)	(20,986)	(73,935)	(5,847)
Other inco	• .	103,151	80,238	5,265	13,642
		(1,116,664)	(998,042)	(701,639)	(565,086)
OPERATING	PROFIT	404,862	277,098	111,128	15,807
Finance co	sts	(169,161)	(137,621)	(79,442)	(68,732)
PROFIT / (LC	OSS) BEFORE TAXATION				
FOR THE		235,701	89,477	31,686	(52,925)
Taxation	- Current	(139,600)	(79,168)	(68,187)	(37,834)
	- Prior	-	-	-	11,663
	- Deferred	22,546	19,160	23,178	32,017
		(117,054)	(60,008)	(45,009)	5,846
NET PROFIT	「/(LOSS) FOR D	118,647	29,469	(13,323)	(47,079)
BASIC AND	DILUTED EARNINGS /				
(LOSS) PER	SHARE (Rupees)	12,30	3.06	(1.38)	(4.88)

The annexed notes 1 to 12 form an integral part of these condensed interim financial statements.

Syed Babar Ali Chairman

Dr. Asim Jamal Chief Executive

Karachi: April 28, 2015.

Condensed Interim Statement of Comprehensive Income For the six months ended June 30, 2015 (Un-audited)					
	Six Month	ns Ended	Quarter	Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014	
		Rupees	in `000		
Net profit / (loss) for the period	118,647	29,469	(13,323)	(47,079)	
Other comprehensive income for the period	-	-	-	-	
Total comprehensive income for the period	118,647	29,469	(13,323)	(47,079)	
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The annexed notes 1 to 12 form an integral part of these condensed interim financial statements.

Syed Babar Ali Chairman

Dr. Asim Jamal Chief Executive



Note	June 30, 2015 Rupees in	June 30, 2014
CASH FLOWS FROM OPERATING ACTIVITES		
Cash generated from operations 8 Finance costs paid Income tax (paid) / received Retirement benefits paid Long-term loans and advances (net) Net Cash generated from	570,528 (155,239) (228,942) (28,203) 180	661,493 (142,595) 49,550 (21,584) 296
operating activities	158,324	547,160
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditure	(176,467)	(147,933)
Sale proceeds from disposal of operating fixed assets	2,868	3,494
Net cash used in investing activities	(173,599)	(144,439)
CASH FLOWS FROM FINANCING ACTIVITIES		
Short term borrowing obtained Dividends paid	300,000 (67,100)	(95,931)
Net cash generated from / (used in) financing activities	232,900	(95,931)
NET INCREASE IN CASH AND CASH EQUIVALENTS	217,625	306,790
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	(2,139,587)	(1,558,937)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD 9	(1,921,962)	(1,252,147)

The annexed notes 1 to 12 form an integral part of these condensed interim financial statements.

Syed Babar Ali Chairman

Air Dan Dr. Asim Jamal

Chief Executive

		Capital Reserves			Revenue Reserves			
	Issued, subscribed and paid-up share capital	Long term liabilities forgone	Difference of share capital under scheme of arrangement for amalgamation	Other	General reserve	Unapprop- riated profit	Total	
Balance as at January 1, 2014	96,448	5,935	18,000	129,403	1,535,538	441,289	2,226,613	
Employee benefits cost under IFRS - 2 "Share based payment"	-	-	-	18,297	-	-	18,297	
Final dividend @ Rs. 10/- per ordinary share for the year ended December 31,2013	_	-	-	-	-	(96,448)	(96,448)	
Transfer to general reserve	-	-	-	-	200,000	(200,000)	_	
Net profit for the period	-	-] [-]	-	-	29,469	29,469	
Other comprehensive income for the period	_	_		_	_	-	_	
Total comprehensive income for the period	-	-	-	-	-	29,469	29,469	
Balance as at June 30, 2014	96,448	5,935	18,000	147,700	1,735,538	174,310	2,177,931	
Balance as at January 1, 2015	96,448	5,935	18,000	165,047	1,735,538	371,179	2,392,147	
Employee benefit cost under IFRS 2 - "Share based Payment"	-	-	-	8,740	-	-	8,740	
Final dividend @ Rs. 7/- per ordinary share for the year ended December 31,2014	_	-	-	_	-	(67,513)	(67,513)	
Transfer to general reserve	-	-	-	-	200,000	(200,000)	-	
Net profit for the period	-	-	-	-	-	118,647	118,647	
Other comprehensive income for the period	_	_	_		_	_	_	
Total comprehensive income for the period	-	-	-	-	-	118,647	118,647	
Balance as at June 30, 2015	96,448	5,935	18,000	173,787	1,935,538	222,313	2,452,021	

The annexed notes 1 to 12 form an integral part of these condensed interim financial statements.

Syed Babar Ali Chairman

Dr. Asim Jamal Chief Executive



THE COMPANY AND ITS OPERATIONS

The Company was incorporated in Pakistan in 1967 under the Companies Act, VII of 1913 (now the Companies Ordinance, 1984), as a Public Limited Company. The shares of the Company are listed on Karachi, Lahore and Islamabad Stock Exchanges. It is engaged in the manufacturing and selling of pharmaceutical and consumer products.

The registered office of the Company is located at Plot 23, Sector 22, Korangi Industrial Area, Karachi.

2 BASIS OF PREPARATION

- 2.1 These condensed interim financial statements of the company for the six months ended June 30, 2015 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 and directives issued under the Companies Ordinance, 1984 have been followed. These are required to be presented to the shareholders under Section 245 of the Companies Ordinance, 1984.
- 2.2 These condensed interim financial statements are unaudited and do not include all the information and disclosures as required in the annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2014.
- 2.3 These condensed interim financial statements are un-audited but subject to limited scope review by the auditors.

3. ACCOUNTING POLICIES

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 annual financial statements for the year ended December 31, 2014 except other than those disclosed below:

The Company has adopted the following revised standards and amendments of IFRSs which became effective for the current period:

IFRS 10 - Consolidated Financial Statements

IFRS 11 - Joint Arrangements

IFRS 12 - Disclosure of Interests in Other Entities

IFRS 13 - Fair Value Measurement

 IAS 19 - Employee Benefits – (Amendment)- Defined Benefit Plans: Employee Contributions

The adoption of the above revisions and amendments do not have any material effect on the condensed interim financial statements.

In addition to above, improvements to various accounting standards have also been issued by the IASB and are generally effective for current period. The Company expects that such improvements to the standards do not have any impact on the condensed interim financial statements.

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			June 30, 2015	December 31, 2014
		Note	Rupees i (Un-audited)	n `000 (Audited)
4.	PROPERTY, PLANT AND EQUIPMENT			
	Operating fixed assets Capital work-in-progress	4.1	1,892,027 144,205	1,822,726 195,836
			2,036,232	2,018,562
	and the second second			

4.1 Operating fixed assets

Following were the additions and disposals of operating fixed assets during the current period:

ourient period.		Disposals		
	Additions	Cost Rupees in `000	Accumulated Depreciation	
Building	1,422	-	-	
Plant and machinery	161,816	-	-	
Furniture and fixtures	2,186	_	_	
Factory and office equipment	31,615	8,197	8,160	
Motor vehicles - owned	28,010	6,497	5,581	
	225,049	14,694	13,741	



5. SHORT TERM BORROWINGS

During the period, the Company has obtained short term loan from a bank amounting to Rs. 300 million. This loan carries mark-up rate of KIBOR plus 30 basis points, repayable by November 01, 2015. This loan is secured by first pari passu hypothecation charge over all present and future stocks and receivables of the Company amounting to Rs. 375 million.

CONTINGENCIES AND COMMITMENTS 6

Contingencies

6.1 There is no change in the status of contingencies as disclosed in note 20 to the audited financial statements of the Company for the year ended December 31, 2014, except for the following:

During the period, the Deputy Commissioner Inland Revenue, Enforcement & Collection has passed an order under section 122(5) of the Income Tax Ordinance, 2001 for the has passed an order under section in each of the Company for the said tax year lass been increased by Rs. 178.153 million. Against the above order, the Company has filed an appeal before the Commissioner Inland Revenue (Appeals), which is pending for hearing. The Company, based on the advice of its tax advisor, is confident of the favorable outcome and accordingly no provision has been made in these condensed interim frequency to the condense of interim financial statements, against the aforesaid demand.

Commitments

- 6.2 Commitments in respect of capital expenditure contracted for amounted to Rs. 55.724 million (December 31, 2014: Rs. 36.581 million) as at June 30, 2015.
- 6.3 Post-dated cheques aggregating to Rs. 21.383 million (December 31, 2014: Rs. 27.634 million) at the end of the current period have been given to Collector of Customs in respect of exemption of levies on import of machine accessories.

	2015	2014
		s in `000
	(Un-audited)	(Audited)
6.4 Outstanding letters of credit	34,226	112,817
6.5 Outstanding bank contracts	166,165	225,944

7. OTHER INCOME

Includes net exchange gain amounting to Rs. 92.305 million (June 30, 2014: Rs. 68.949 million).

Six months	Six months
ended June 30,	ended June 30,
2015	2014

89,477

661,493

NoteRupees in `000.......

235,701

570,528

CASH GENERATED FROM OPERATIONS

Profit before taxation

Adjustment for non-cash charges and	d		
other items:			
Depreciation / amortization		153,692	118,594
Fixed assets written off		3,115	· -
Gain on disposal of operating fixed a	ssets	(1,915)	(1,326)
Expenses arising from equity settled	share	, , ,	,
based payment plans		8,740	18,297
Retirement benefits		31,797	25,293
Finance costs		169,161	137,621
Working capital changes	8.1	(29,763)	273,537
3 , 0			

8.1 Working capital changes

(Increase) / Decrease in current assets:

Stores and spares	(609)	/11
Stock-in-trade	207,829	(67,522)
Trade debts	(312,895)	27,115
Short-term loans and advances	(30,785)	(12,876)
Trade deposits and short-term prepayments	(26,259)	(7,053)
Other receivables - net	148,512	325,337
	(14,207)	265,712
(Decrease) / increase in current liabilities:		,

(Decrease) / increase in current liabilities:	, , ,	,
Trade and other payables - net (excluding unclaimed dividend)	(15,556)	7,825
(,	(29,763)	273,537



9. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise of the following items:

 Cash and bank balance
 18,066
 29,100

 Running finance utilized under mark-up arrangements
 (1,940,028)
 (1,281,247)

 (1,921,962)
 (1,252,147)

10. TRANSACTIONS WITH RELATED PARTIES

Related parties comprise of associated undertakings, employees' provident fund, employees' gratuity fund, employees' pension fund, directors and key management personnel of the Company. The Company in the normal course of business carries out transactions with various related parties.

There are no transactions with key management personnel other than under the terms of employment.

Details of transactions with related parties during the period are as follows:

			June 30, 2015				June 30, 2014				
			Related parties by virtue of common directorship	plans	ment personnel			Related parties by virtue of common directorship	plans	ment personnel	
i)	Net Sales	11,451	-	-		11,451	12,865	-	-		12,865
ii)	Purchase of goods	1,805,678	-		-	1,805,678	1,920,496	-	-	-	1,920,496
iii)	Purchase of services		8,206			8,206		11,379	-	-	11,379
iv)	Contribution paid - Provident fund - Gratuity fund - Pension fund	:	:	22,570 16,947 11,256	:	22,570 16,947 11,256		:	19,830 6,582 15,000	: :	19,830 6,582 15,000
v)	Remuneration of key - management person	nel -			90,371	90,371				68,030	68,030

Further, the impact of benefits available to the Chief Executive and others recognized by the Company in the expenses during the period on account of share-based payment plans aggregated to Rs. 0.808 million (June 30, 2014: Rs. 2.822 million) and Rs. 7.932 million (June 30, 2014: Rs. 15.475 million) respectively.

11. DATE OF AUTHORIZATION FOR ISSUE

These condensed interim financial statements were authorized for issue on August 25, 2015 by the Board of Directors of the Company.

12. GENERAL

- 12.1 The figures of the condensed interim profit and loss account and condensed interim statement of comprehensive income for the quarters ended June 30, 2015 and June 30, 2014 have not been subject to a limited scope review, as the scope of the review covered only cumulative figures for the six months ended June 30, 2015 and June 30, 2014.
- 12.2 Figures presented in these condensed interim financial statements have been rounded off to the nearest thousand rupees, unless otherwise stated.

Syed Babar Ali Chairman Dr. Asim Jamal Chief Executive

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