



## The Pakistan Credit Rating Agency Limited

### Rating Report

#### Brainchild Communications Pakistan (Pvt.) Limited

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##### Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
01-Mar-2024	BBB+	A2	Stable	Maintain	-
03-Mar-2023	BBB+	A2	Stable	Maintain	-
04-Mar-2022	BBB+	A2	Stable	Maintain	-
04-Mar-2021	BBB+	A2	Stable	Upgrade	-
28-Aug-2020	BBB	A3	Stable	Maintain	-
12-Sep-2019	BBB	A3	Stable	Initial	-

##### Rating Rationale and Key Rating Drivers

The ratings incorporate vigorous business profile of the Company, represented by its relative market position in its respective niche of the advertising arena. With a portfolio of sound multinational clientele the Bee Squared Group (Brainchild, Blitz, and Z2C Pakistan), grasps a prominent position in the related market. Strength is derived from the company's strong customer portfolio including Nestle, P&G, Pepsi and Engro, and other leading corporations in their respective segment companies. Sponsor acumen adds strength to the ratings as is manifested through well-devised corporate strategies. Additionally, an association with an international media brand and the support of a team of energetic individuals augurs well for the business prospects. Digital media has grown exponentially in recent years due to adoption of communication technologies and enhanced awareness of social media usage. The operating segment of the company is also directly benefited by the pattern of advertising expenditure in the economy. Future advertisement paradigm is shifting towards digital media, and the Company is aligning itself accordingly to take benefits. The expanded product slate now encompasses a diverse array of services, spanning media buying and planning, content production and integration, social media management, website development, and data analytics and research. The profitability matrix comprises income derived from both core operations and non-core operations (including financing arrangements). Income/fee derived from total billing is under pressure as the major contribution is coming through fixed fee, and on the flip side, margins from non-core income experienced a substantial decline attributed to the surge in policy rates. Intercompany receivables and payables registered hike. However, the management intends to optimize it. During FY23 net revenue recorded at PKR~1,159mln depicted an increase of ~20% (FY22: PKR 965mln), where gross margins improved to ~22% (FY22~ 18%), however, net margin declined to 1.8% (FY22: ~5.9%) mainly due to surge in borrowing cost. The group is focusing on investing in updated technology to meet the demands of digital sphere. The concept of Brainchild functioning as a bridge between clients and media entails timely delivery of services and payments, key recipe is prudent cash management. The financial risk profile is displayed by modest coverages and cashflows, though working capital management is efficient. Capital structure is leveraged where borrowings are mainly comprised of short-term lines from commercial banks to fund working capital needs and optimize cash management operations.

The ratings are dependent on the management's ability to sustain the market position amidst fierce competition and a changing business environment. Profit generation from core/non-core business remains critical. Meanwhile, financial metrics including but not limited to working capital management and debt coverage must be upheld.

##### Disclosure

Name of Rated Entity	Brainchild Communications Pakistan (Pvt.) Limited
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	Methodology   Corporate Rating(Jul-23),Methodology   Correlation Between Long-term & Short-term Rating Scales(Jul-23),Methodology   Rating Modifiers(Apr-23)
Related Research	Sector Study   Media(Mar-23)
Rating Analysts	Kanwal Ejaz   kanwal.ejaz@pacra.com   +92-42-35869504

## The Pakistan Credit Rating Agency Limited

### Profile

**Legal Structure** Brainchild Communications Pakistan (Pvt.) Limited (herein referred to as "Brainchild" or "the company") is a Private Limited Company incorporated, as a majority owned subsidiary of Bee Squared (Pte.) Limited, in 2010.

**Background** The company was incorporated under the Companies Ordinance, 1984 (now "Companies Act, 2017"), as a full-service agency operating in the space of communication & media. In the year of its inception, i.e., 2010, the company entered into a franchising agreement (non-ownership) with Publicis Groupe, one of the largest media houses in the world. It is based in France. The company uses the trademark of the divisions of the Publicis Group; Starcom and Mediavest.

**Operations** Brainchild's principal activity is to carry out media buying and planning for its clients. Moreover, it specializes in media consulting and other related activities including media research and creative services, with respect to digital marketing. The company has three offices in the country i.e. in Karachi, Lahore and Islamabad.

### Ownership

**Ownership Structure** Brainchild is majority owned by Bee Squared PTE (52%), a company based in Singapore. The rest of the shareholding belongs to Mr Raihan Merchant, the chairman of Brainchild (38%) and Merchant Holdings (Pvt.) Ltd (10%), a fully owned company of Mr. Raihan Merchant.

**Stability** The ownership of the company has not changed since its inception. There is a formal succession plan in place.

**Business Acumen** Mr. Raihan Merchant, the founding chairman of Brainchild, is considered a pioneer in the field of media and advertising. He introduced the concept of media buying in the country. In 2011, the Government of Pakistan awarded him the Tamgha-e-Imtiaz (Medal of Excellence), recognizing his contributions to the advertising industry of Pakistan. Making use of its affiliation with a world recognized marketing group, the company has demonstrated sanguine performance indicators and growth on a consistent basis, depicting strong business acumen.

**Financial Strength** Financial strength of the sponsors is considered adequate. Total turnover of the group is 21bln in FY23.

### Governance

**Board Structure** Board of Directors consists of five members, including the chairman Mr. Raihan Ali Merchant, Mr. Syed Taqui Abbas Rizvi, along with two independent directors and one director representing Bee Squared PTE Mr. Mike Readman.

**Members' Profile** The board members have a strong professional background with experience of over 30 years which brings vast expertise and knowledge to the table.

**Board Effectiveness** The board, having a blend of seasoned entrepreneurs and financial experts, supports the management in terms of strategic guidance. In line with the guidelines of Code of Corporate Governance, the Board has formed two sub-committees – (i) HR Committee and (ii) Audit Committee

**Financial Transparency** Company has changed its Auditors in current FY23 and BDO Ebrahim & Co. Chartered Accountants has been appointed for the audit of FY23, audit report for FY23 has yet not been issued by them. Previous auditors of the company, KPMG Taseer Hadi & Co, expressed an unqualified opinion on the financial statements for FY22.

### Management

**Organizational Structure** The organizational structure of the company is divided into thirteen functional departments headed by able professionals, who report directly to the Chairman and the CEO depending upon their department. The management consists of professionals having long association with Brainchild. The company rotates its employees within different departments, enabling them to gather varied expertise; hence providing a succession line for the senior management.

**Management Team** Mr. Farhan Khan, the CEO of the company, has over 15 years of diversified professional experience in middle east and Pakistan, driving media accounts for major global advertisers such as Samsung, Pfizer, General Motors, Emirates, Telenor, P&G, GSK, Unilever and Reckitt Benckiser.

**Effectiveness** Board has formed a Management Committee in FY23 with aligned and approved TOR's. Management committee must have to meet and deliberate once in a month on specific agenda items or as when required with prior one week notice to members.

**MIS** The company has both in-house as well as globally-sourced tools (both licensed and proprietary) which allow it to provide high level of insight, optimization and value to its clients. Brainchild uses "ODOO ERP V14 Enterprise."

**Control Environment** The departments are layered into various cadres of management to define clear lines of responsibilities and authorization, accompanied by a technological infrastructure for all its manufacturing and support functions. Management meetings take place frequently, to discuss the company's financial position and future strategy.

### Business Risk

**Industry Dynamics** The media industry earns majority of its revenue from advertisements. Other revenue streams include production revenue, subscription revenue and revenue earned by selling user data. Pakistan's media industry, particularly television and radio, bloomed in the last two decades after the broadcasting sector was opened up to private players in 2002. In FY23, the size of the media industry in terms of advertisement revenue stood at PKR~81.9bln, a decrease of ~8% from the previous year when advertising revenue stood at PKR~89bln.

**Relative Position** The company holds a prominent position in the market. Total media players in industry is above 79 with major players; Group M and Brainchild. With respect to the advertising expenditure on TV, during FY23 Group M market share is 37% while Bee Squared Group is on second with 32% Market share. Brainchild has on boarded many new clientele which will improve performance of the Company in future.

**Revenues** The revenue of the company, consists of both service income and discounts, as a result of effective cash management. As at FY23 topline recorded at ~1,159mln and in FY22, the topline clocked in at PKR~965mln (FY21: PKR~802mln) showcasing an increase of 20% on a YOY basis.

**Margins** The Company's gross profit margins slightly increased in FY23 and stood at ~22% and for FY22 it was clocked in at ~18% (FY21: ~21%), while the net profit margin decreased to ~1.8% in FY23 and for FY22 ~5.9% (FY21: ~5.7%).

**Sustainability** Application for licenses of 40 new TV channels have been submitted to PEMRA. Regardless of the economic conditions, the clients are expected to continue spending on advertising as it is a necessity for the entities to reach the end consumer. Major renowned customers' name including government contracts are added recently in the portfolio with a good advertising budget.

### Financial Risk

**Working Capital** Due to the nature of the business, the total billings (which are to be subsequently paid to the media suppliers) form part of the trade receivables and payables. The working capital cycle is calculated with reference to the total billings as opposed to the revenue of the company. During FY23, the trade receivable days reached to ~87days and at FY22, the trade receivable days reached to 85 days (FY21: 80 days). On the other hand, the trade payable days as at FY23 stood at ~69 days and at FY22 ~67 days (FY21: ~54 days). Consequently, net working capital cycle is impacted i.e. 17 days as at FY23 and in FY22 ~18days as compared to 26 days in FY21.

**Coverages** The free cash flows (FCFO) of the Company as at FY23 remained at ~315mln and during FY22 amounted to PKR ~150mln (FY21: PKR ~271mln). The increase is largely attributable to a rise in revenue of the company leading to a higher EBITDA. FCFO coverage to debt obligations (finance cost, CMLTD and uncovered short term borrowing) clocked in at 1.1x.

**Capitalization** Leveraging mix majorly comprises of short-term borrowings amounting to PKR~1,147mln as at FY23 (FY22: PKR~1,299mln), which are secured against the receivables of the company. As a result, the leveraging has remained in the bracket of 78% to 73% in the last three years. The devaluation of the PKR has also played a role in this regard.



The Pakistan Credit Rating Agency Limited

Financial Summary

PKR mln

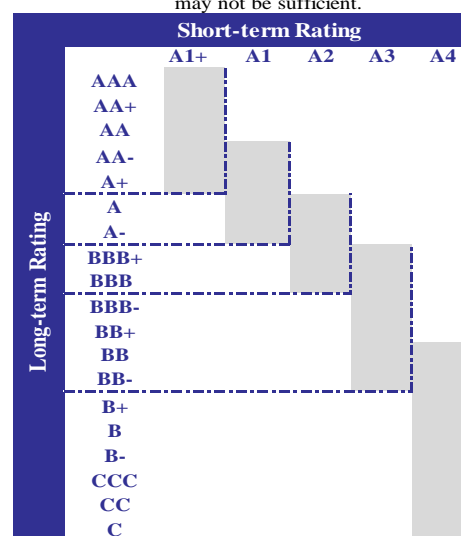
Brainchild Communications Pakistan Pvt. Ltd. Media Marketing	Jun-23 12M	Jun-22 12M	Jun-21 12M	Jun-20 12M
<b>A BALANCE SHEET</b>				
1 Non-Current Assets	329	252	240	323
2 Investments	-	-	-	20
3 Related Party Exposure	1,088	739	409	153
4 Current Assets	6,676	3,882	3,196	2,420
a Inventories	-	-	-	-
b Trade Receivables	6,527	3,057	2,958	2,288
5 Total Assets	8,093	4,873	3,845	2,916
6 Current Liabilities	5,555	2,927	2,128	1,460
a Trade Payables	5,013	2,654	2,105	1,452
7 Borrowings	1,224	1,393	1,247	1,028
8 Related Party Exposure	766	25	-	3
9 Non-Current Liabilities	-	1	-	0
10 Net Assets	548	527	471	425
11 Shareholders' Equity	548	527	471	425
<b>B INCOME STATEMENT</b>				
1 Sales	1,159	965	802	780
a Cost of Good Sold	(903)	(791)	(630)	(580)
2 Gross Profit	256	174	172	200
a Operating Expenses	-	-	-	-
3 Operating Profit	256	174	172	200
a Non Operating Income or (Expense)	61	58	31	1
4 Profit or (Loss) before Interest and Tax	318	232	202	202
a Total Finance Cost	(252)	(157)	(130)	(144)
b Taxation	(45)	(19)	(26)	(21)
6 Net Income Or (Loss)	21	57	46	37
<b>C CASH FLOW STATEMENT</b>				
a Free Cash Flows from Operations (FCFO)	315	150	271	304
b Net Cash from Operating Activities before Working Capital Changes	80	150	150	132
c Changes in Working Capital	226	(303)	(285)	(157)
1 Net Cash provided by Operating Activities	306	(153)	(135)	(25)
2 Net Cash (Used in) or Available From Investing Activities	(88)	(12)	24	(100)
3 Net Cash (Used in) or Available From Financing Activities	(17)	(70)	(809)	92
4 Net Cash generated or (Used) during the period	202	(234)	(919)	(33)
<b>D RATIO ANALYSIS</b>				
1 Performance				
a Sales Growth (for the period)	20.1%	20.3%	2.8%	6.8%
b Gross Profit Margin	22.1%	18.0%	21.4%	25.7%
c Net Profit Margin	1.8%	5.9%	5.7%	4.7%
d Cash Conversion Efficiency (FCFO adjusted for Working Capital/Sales)	46.7%	-15.8%	-1.8%	18.8%
e Return on Equity [ Net Profit Margin * Asset Turnover * (Total Assets/Shareholders' Equity) ]	4.7%	12.0%	11.1%	8.4%
2 Working Capital Management				
a Gross Working Capital (Average Days)	87	85	80	118
b Net Working Capital (Average Days)	17	18	26	37
c Current Ratio (Current Assets / Current Liabilities)	1.2	1.3	1.5	1.7
3 Coverages				
a EBITDA / Finance Cost	1.4	1.9	2.3	2.3
b FCFO / Finance Cost+CMLTB+Excess STB	1.1	0.3	1.0	1.8
c Debt Payback (Total Borrowings+Excess STB) / (FCFO-Finance Cost)	1.6	-79.7	1.3	0.4
4 Capital Structure				
a Total Borrowings / (Total Borrowings+Shareholders' Equity)	69.1%	72.5%	72.6%	70.8%
b Interest or Markup Payable (Days)	64.1	65.2	39.0	0.0
c Entity Average Borrowing Rate	19.2%	11.6%	10.9%	15.3%

### Credit Rating

Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Scale	Long-term Rating Definition
AAA	<b>Highest credit quality.</b> Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
AA+	
AA	<b>Very high credit quality.</b> Very low expectation of credit risk. Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.
AA-	
A+	
A	<b>High credit quality.</b> Low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be vulnerable to changes in circumstances or in economic conditions.
A-	
BBB+	
BBB	<b>Good credit quality.</b> Currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity.
BBB-	
BB+	
BB	<b>Moderate risk.</b> Possibility of credit risk developing. There is a possibility of credit risk developing, particularly as a result of adverse economic or business changes over time; however, business or financial alternatives may be available to allow financial commitments to be met.
BB-	
B+	
B	<b>High credit risk.</b> A limited margin of safety remains against credit risk. Financial commitments are currently being met; however, capacity for continued payment is contingent upon a sustained, favorable business and economic environment.
B-	
CCC	
CC	<b>Very high credit risk.</b> Substantial credit risk "CCC" Default is a real possibility. Capacity for meeting financial commitments is solely reliant upon sustained, favorable business or economic developments. "CC" Rating indicates that default of some kind appears probable. "C" Ratings signal imminent default.
C	
D	Obligations are currently in default.

Scale	Short-term Rating Definition
A1+	The highest capacity for timely repayment.
A1	A strong capacity for timely repayment.
A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.
A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.
A4	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions. Liquidity may not be sufficient.



\*The correlation shown is indicative and, in certain cases, may not hold.

**Outlook (Stable, Positive, Negative, Developing)** Indicates the potential and direction of a rating over the intermediate term in response to trends in economic and/or fundamental business/financial conditions. It is not necessarily a precursor to a rating change. 'Stable' outlook means a rating is not likely to change. 'Positive' means it may be raised. 'Negative' means it may be lowered. Where the trends have conflicting elements, the outlook may be described as 'Developing'.

**Rating Watch** Alerts to the possibility of a rating change subsequent to, or, in anticipation of some material identifiable event with indeterminable rating implications. But it does not mean that a rating change is inevitable. A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled. Rating watch may accompany rating outlook of the respective opinion.

**Suspension** It is not possible to update an opinion due to lack of requisite information. Opinion should be resumed in foreseeable future. However, if this does not happen within six (6) months, the rating should be considered withdrawn.

**Withdrawn** A rating is withdrawn on a) termination of rating mandate, b) the debt instrument is redeemed, c) the rating remains suspended for six months, d) the entity/issuer defaults, or/and e) PACRA finds it impractical to surveil the opinion due to lack of requisite information.

**Harmonization** A change in rating due to revision in applicable methodology or underlying scale.

**Surveillance.** Surveillance on a publicly disseminated rating opinion is carried out on an ongoing basis till it is formally suspended or withdrawn. A comprehensive surveillance of rating opinion is carried out at least once every six months. However, a rating opinion may be reviewed in the intervening period if it is necessitated by any material happening.

**Note.** This scale is applicable to the following methodology(s):

a) Broker Entity Rating	e) Holding Company Rating
b) Corporate Rating	f) Independent Power Producer Rating
c) Debt Instrument Rating	g) Microfinance Institution Rating
d) Financial Institution Rating	h) Non-Banking Finance Companies Rating

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(1) Rating is just an opinion about the creditworthiness of the entity and does not constitute recommendation to buy, hold or sell any security of the entity rated or to buy, hold or sell the security rated, as the case may be | Chapter III; 14-3-(x)

### **2) Conflict of Interest**

- i. The Rating Team or any of their family members have no interest in this rating | Chapter III; 12-2-(j)
- ii. PACRA, the analysts involved in the rating process and members of its rating committee, and their family members, do not have any conflict of interest relating to the rating done by them | Chapter III; 12-2-(e) & (k)
- iii. The analyst is not a substantial shareholder of the customer being rated by PACRA [Annexure F; d-(ii)] Explanation: for the purpose of above clause, the term “family members” shall include only those family members who are dependent on the analyst and members of the rating committee

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- (3) No director, officer or employee of PACRA communicates the information, acquired by him for use for rating purposes, to any other person except where required under law to do so. | Chapter III; 10-(5)
- (4) PACRA does not disclose or discuss with outside parties or make improper use of the non-public information which has come to its knowledge during business relationship with the customer | Chapter III; 10-7-(d)
- (5) PACRA does not make proposals or recommendations regarding the activities of rated entities that could impact a credit rating of entity subject to rating | Chapter III; 10-7-(k)

### **Conduct of Business**

- (6) PACRA fulfills its obligations in a fair, efficient, transparent and ethical manner and renders high standards of services in performing its functions and obligations; | Chapter III; 11-A-(a)
- (7) PACRA uses due care in preparation of this Rating Report. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. PACRA does not, in every instance, independently verifies or validates information received in the rating process or in preparing this Rating Report | Clause 11-(A)(p).
- (8) PACRA prohibits its employees and analysts from soliciting money, gifts or favors from anyone with whom PACRA conducts business | Chapter III; 11-A-(q)
- (9) PACRA ensures before commencement of the rating process that an analyst or employee has not had a recent employment or other significant business or personal relationship with the rated entity that may cause or may be perceived as causing a conflict of interest; | Chapter III; 11-A-(r)
- (10) PACRA maintains principal of integrity in seeking rating business | Chapter III; 11-A-(u)
- (11) PACRA promptly investigates, in the event of a misconduct or a breach of the policies, procedures and controls, and takes appropriate steps to rectify any weaknesses to prevent any recurrence along with suitable punitive action against the responsible employee(s) | Chapter III; 11-B-(m)

### **Independence & Conflict of interest**

- (12) PACRA receives compensation from the entity being rated or any third party for the rating services it offers. The receipt of this compensation has no influence on PACRA’s opinions or other analytical processes. In all instances, PACRA is committed to preserving the objectivity, integrity and independence of its ratings. Our relationship is governed by two distinct mandates i) rating mandate - signed with the entity being rated or issuer of the debt instrument, and fee mandate - signed with the payer, which can be different from the entity
- (13) PACRA does not provide consultancy/advisory services or other services to any of its customers or to any of its customers’ associated companies and associated undertakings that is being rated or has been rated by it during the preceding three years unless it has adequate mechanism in place ensuring that provision of such services does not lead to a conflict of interest situation with its rating activities; | Chapter III; 12-2-(d)
- (14) PACRA discloses that no shareholder directly or indirectly holding 10% or more of the share capital of PACRA also holds directly or indirectly 10% or more of the share capital of the entity which is subject to rating or the entity which issued the instrument subject to rating by PACRA; | Reference Chapter III; 12-2-(f)
- (15) PACRA ensures that the rating assigned to an entity or instrument is not be affected by the existence of a business relationship between PACRA and the entity or any other party, or the non-existence of such a relationship | Chapter III; 12-2-(i)
- (16) PACRA ensures that the analysts or any of their family members shall not buy or sell or engage in any transaction in any security which falls in the analyst’s area of primary analytical responsibility. This clause shall, however, not be applicable on investment in securities through collective investment schemes. | Chapter III; 12-2-(l)
- (17) PACRA has established policies and procedure governing investments and trading in securities by its employees and for monitoring the same to prevent insider trading, market manipulation or any other market abuse | Chapter III; 11-B-(g)

### **Monitoring and review**

- (18) PACRA monitors all the outstanding ratings continuously and any potential change therein due to any event associated with the issuer, the security arrangement, the industry etc., is disseminated to the market, immediately and in effective manner, after appropriate consultation with the entity/issuer; | Chapter III | 17-(a)
- (19) PACRA reviews all the outstanding ratings periodically, on annual basis; Provided that public dissemination of annual review and, in an instance of change in rating will be made; | Chapter III | 17-(b)
- (20) PACRA initiates immediate review of the outstanding rating upon becoming aware of any information that may reasonably be expected to result in downgrading of the rating; | Chapter III | 17-(c)
- (21) PACRA engages with the issuer and the debt securities trustee, to remain updated on all information pertaining to the rating of the entity/instrument; | Chapter III | 17-(d)

### **Probability of Default**

(22) PACRA’s Rating Scale reflects the expectation of credit risk. The highest rating has the lowest relative likelihood of default (i.e., probability). PACRA’s transition studies capture the historical performance behavior of a specific rating notch. Transition behavior of the assigned rating can be obtained from PACRA’s Transition Study available at our website. (www.pacra.com). However, actual transition of rating may not follow the pattern observed in the past; | Chapter III | 14-3(f)(vii)

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