



The Pakistan Credit Rating Agency Limited

Rating Report

Zahir Khan & Brothers

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Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
30-Aug-2019	A	A2	Stable	Maintain	-
01-Mar-2019	A	A2	Stable	Initial	-

Rating Rationale and Key Rating Drivers

The ratings reflect the strength of the Zahir Khan & Brothers' (ZKB) business model. ZKB embarks upon large infrastructure projects in collaboration with different JV partners, which in their own right are established institutions, hailing from different countries. Over the years, ZKB has undertaken huge projects, of which the completion spanned a number of years. Some of the projects are in process - providing projected revenues in the coming years as well. The pipeline is getting dry due to slowdown in the infrastructure related projects though ZKB is hopeful of getting some new projects. The company booked high profits in FY18; the recent profitability, on a comparative scale is on the lower side, yet remains healthy.

ZKB is led by Zahir Khan and family - a name well known in the construction industry. They have built expertise in the business and worked out oversight mechanism to manage various risks prevalent in this business. The business has funding needs. This is primarily met by non-funded lines of banks and supplier credit. Equity base is strong and is mostly represented by a portfolio of investment property.

The ratings are dependent on the sustainability of the business and financial structure of ZKB. Governance and corporate structure requires upgradation and improvement and so does the financial transparency. Financial metrics need to be upheld as well. Any prolonged downturn in subdued business volume can have a detrimental effect on the rating. The management has an express mandate to corporatise its structure, while improving the reporting of its financial performance on quarterly and annual basis.

Disclosure

Name of Rated Entity	Zahir Khan & Brothers
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	PACRA_Methodology_Corporate_FY19(Jun-19),PACRA_Criteria_LT ST Relationship_FY19(Jun-19)
Related Research	Sector Study Construction(Mar-19)
Rating Analysts	Muhammad Noor ul Haq muhammad.noorulhaq@pacra.com +92-42-35869504

Profile

Legal Structure Zahir Khan & Brothers (hereinafter referred to as "ZKB") is a Partnership Firm established in 1970.

Background ZKB, as an industry leader in construction, currently nurtures projects that span across such diverse segments as transportation, power, road mapping, oil and gas pipeline constructions, irrigation and water supply, utilities and urban infrastructure, all of which impact the nation of Pakistan. With over 152 projects, ZKB's portfolio has covered the entire spectrum of construction work in every corner of the country. The firm's head office is based in Quetta Cantt.

Operations ZKB is registered with the Pakistan Engineering Council (PEC) and holds the 'CA' class with NO LIMIT, license. It has a huge range of construction equipment such as pavers, power curber, asphalt plants, bitumen distributor, transit mixers, rotary drilling machines, gantry cranes, straddle carrier, milling machines, etc. The firm has permanent staff employees and additional labour is temporarily hired according to the requirement of projects.

Ownership

Ownership Structure ZKB is registered as a Partnership firm and owned by 4 Partners. Mr Zahir Khan owns 51%, Mr Mohabbat Khan owns 41%, Mr Suleman and Mr Samiullah hold 4% each respectively.

Stability ZKB is majority owned by Mr Zahir Khan but it needs to have a formal succession planning in order to ensure that future prospects are taken care of in the hour of need.

Business Acumen The key founder CEO of ZKB, Mr Zahir Khan with deep hands-on knowledge has extensive construction industry experience of over 36 years.

Financial Strength ZKB is entirely equity financed and if in the future need arises, the sponsors stand by to support as they have never applied for any funded facility from the banks. They have a sound financial profile.

Governance

Board Structure The overall control of the firm vests in the 04 partners. Apart from the CEO, three partners have executive roles. The governance structure has room for improvement as currently, ZKB is still a partnership concern.

Members' Profile All of the partners are experienced individuals. Three of them carry six years' experience in the construction industry. Mr Zahir Khan, CEO, and the founding member of ZKB has over three decades of experience in the construction sector. He is the person behind the success of the firm leading with his visionary leadership.

Board Effectiveness There is as such no board committee. All partners also have management positions in the company which inhabits the room for impartial oversight and strong governance.

Financial Transparency Presence of an independent director is important to ensure effective, transparent and independent oversight. The company has its own internal audit function as well. M/s. RSM Avais Hyder Liaquat Nauman Chartered Accountants is the external auditor of the firm.

Management

Organizational Structure A simplified organizational structure exists in ZKB. Operations are segregated into six broad departments, (i) Mechanical Engineering, (ii) Information Technology, (iii) Contract Management, (iv) Project Management, (v) Business Development, and (vi) Finance. Clear lines of responsibility are defined for each department.

Management Team Mr Zahir Khan (CEO) is involved in key decisions of the firm specifically pertaining to bidding for the contracts from the government. Execution is being carried out by project managers under the supervision of the Director (Technical Services), Mr Mohabbat Khan, who is a businessman and has 10 years of experience in the construction sector. He is supported by an able core management team having ample experience.

Effectiveness With the support of a qualified and experienced team of professionals, ZKB is building up the business strengths in all the relevant facts of the construction industry. Functions of the management are clear and well-defined to effectively achieve its underlying goals and objectives. The system of internal control is in place and has been effectively implemented.

MIS ZKB is currently using SARAP (ERP/Oracle) software customized for the construction industry. The software keeps track of receivables, payables, general ledger, accounts, etc.

Control Environment ZKB follow a balanced and environment-friendly growth strategy in all their operations has adopted sustainable growth principles that emphasize diminishing the environmental harms to a minimum and creating social stakeholder values and social values.

Business Risk

Industry Dynamics Construction sector's share in GDP in FY18 was 2.82% against a share of 2.74% last year. This sector has witnessed a growth of ~9% against a growth of ~10% last year, as many CPEC related projects were ongoing during 2016-17. For FY19 the Federal Government has allocated PKR ~800 bln under PSDP spending, and considering 70% utilization history, there is a major cut in the expected construction activity which doesn't bode very well for the economy. Although if / when PMs' ambitious plan to build 5 million houses goes through it would provide a major impetus to the debilitating construction industry.

Relative Position Out of the 10,000+ firms registered with Pakistan Engineering Council as Constructors / Operators, only ~100 (1%), including ZKB, hold the prestigious CA category (no limit) license which enables them to be on the pre-qualifying list of approved constructors.

Revenues During FY18, the entity's revenues witnessed continuous growth of 45.9% in comparison to the prior year of 55.8% (FY18: PKR 40.3bln; FY17: PKR 27.6bln). This increase in revenue was due to different projects completed like Metro bus System Multan, (8 KM) and construction of Interchange at Karal Intersection on Islamabad Expressway. During 9MFY19 ZKB showed a revenue of PKR 16.7bln, this was majorly due to the 98% completion of Section-III, Lhr-Abdul Hakeem (230Km), EPC contract.

Margins During 9MFY19 gross margins remained stagnant at 20.6% (FY18: 20.8%; FY17: 19.9%). Since there was no borrowings from banks, a static finance cost of PKR 48mln during 9MFY19 (FY18: PKR 50mln; FY17: PKR 109mln) and slight support from operating margins 18.6% (FY18: 19.7%; FY17: 17.9%) positively supported the bottom line. Hence, the firm's net profit clocked at PKR 1.7bln during the period under reviewed (FY18: PKR 5bln).

Sustainability ZKB's management envisage sustainable footing in the market by planning to move to a private limited company structure instead of partnership in near future and will continue to work for a sustainable future with more efficient and successful projects with technical competency, experience, quality, speed, high technology, creativity and corporate responsibility. New projects in pipeline stand to lift the topline as the firm's eyes geographical diversity in its business stream.

Financial Risk

Working Capital The firm is totally equity based. For working capital needs, which is a function of inventory and receivables, ZKB relies on internal cash flows. ZKB's trade payable days increased to 287 (average days), therefore net working capital days showed negative value during the 9MFY19, however, it may be misleading as average inventory held days are not accounted for in these ratios. Furthermore, ZKB does not have short term borrowings, which provides a sizable cushion for future borrowings.

Coverages In 9MFY19, ZKB's operating cash flows (FCFO) marked at PKR 1.7bln (FY18: 7.3bln; FY17: PKR 2.6bln) on account of gross profit incurred PKR PKR 3.4bln. The firm has not procured long term debt so far and has been funding the business through its equity, so going forward if circumstances demand ZKB has enough room to procure debt to further fuel its already robust growth.

Capitalization During 9MFY19, the firm had an unlevered capital structure, with a debt to debt plus equity ratio of 0% (FY18: 0%). Historically, ZKB has had no reliance on long term debt for its business requirement. The firm has non funded credit facility mainly in form of bank guarantees given to project owners. These borrowings are secured against tangible collateral in form of a mortgage over residential/commercial properties in the name of sponsors.



Zahir Khan & Brothers (ZKB)

Partnership

BALANCE SHEET	Mar-19	Jun-18	Jun-17	Jun-16
	9M	12M	12M	12M
a Non-Current Assets	48,224	48,224	43,770	8,213
b Investments (Incl. Associates)	388	476	4,070	-
Equity Instruments	388	476	4,070	-
Debt Instruments	-	-	-	-
c Current Assets	24,148	27,833	28,160	13,951
Inventory	3,158	3,141	3,343	374
Trade Receivables	10,162	11,151	4,352	6,243
Others	10,828	13,541	20,465	7,334
d Total Assets	72,760	76,533	76,000	22,164
e Debt/Borrowings	-	-	-	-
Short-Term	-	-	-	-
Long-Term (Incl. Current Maturity of Long-Term Debt)	-	-	-	-
Other Short-Term Liabilities	23,005	26,663	26,338	11,235
Other Long-Term Liabilities	2,528	2,528	4,089	-
f Shareholder's Equity	47,227	47,342	45,572	10,930
g Total Liabilities & Equity	72,760	76,533	76,000	22,164

INCOME STATEMENT

a Turnover	16,743	40,298	27,623	17,727
b Gross Profit	3,448	8,386	5,496	2,860
c Net Other Income	18	32	6	10
d Financial Charges	(74)	(50)	(109)	(26)
e Net Income	1,745	5,024	3,262	1,357

CASH FLOW STATEMENT

a Free Cash Flow from Operations (FCFO)	1,701	7,250	2,557	1,072
b Total Cashflows (TCF)	1,701	7,250	2,557	1,072
c Net Cash changes in Working Capital	(274)	(3,262)	2,077	1,155
d Net Cash from Operating Activities	1,353	3,938	4,525	2,202
e Net Cash from Investing Activities	-	(5,427)	(4,249)	(4,489)
f Net Cash from Financing Activities	(2,318)	(1,561)	3,479	3,365
g Net Cash generated during the period	(965)	(3,051)	3,754	1,078

RATIO ANALYSIS

a Performance

Turnover Growth	-100%	46%	56%	1%
Gross Margin	21%	21%	20%	16%
Net Margin	10%	12%	12%	8%
ROE	5%	11%	12%	16%

b Coverages

Debt Service Coverage (X) (FCFO/Gross Interest+CMLTD+Un	N/A	N/A	N/A	N/A
Interest Coverage (X) (FCFO/Gross Interest)	N/A	N/A	N/A	N/A
Debt Payback (Years) (Total Debt (excluding Covered Short Te	0.0	0.0	0.0	0.0

c Capital Structure (Total Debt/Total Debt+Equity)

Net Cash Cycle (Inventory Days + Receivable Days - Payable Da	-134	-86	-112	-61
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d Capital Structure (Total Debt/Total Debt+Equity)

	0%	0%	0%	0%
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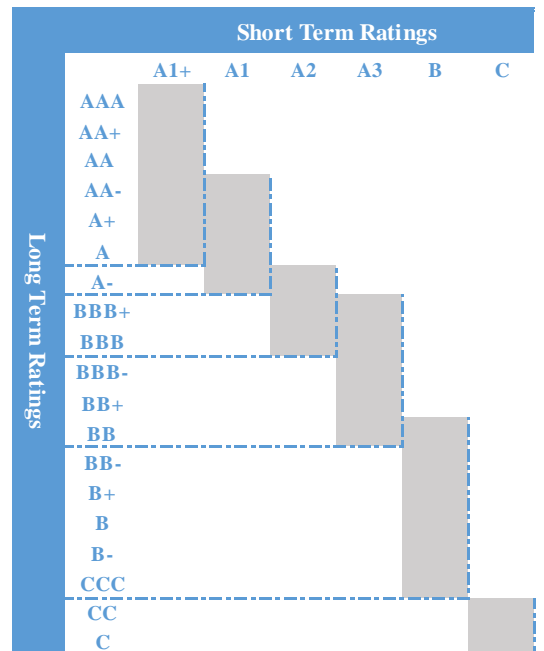
Zahir Khan & Brothers (ZKB)

Aug-19

Credit Rating Scale & Definitions

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.

Long Term Ratings		Short Term Ratings	
AAA	Highest credit quality. Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments	A1+	The highest capacity for timely repayment.
AA+ AA AA-	Very high credit quality. 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.	A1	A strong capacity for timely repayment.
A+ A A-	High credit quality. 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.	A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.
BBB+ BBB BBB-	Good credit quality. 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.	A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.
BB+ BB BB-	Moderate risk. 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.	B	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions.
B+ B B-	High credit risk. 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.	C	An inadequate capacity to ensure timely repayment.
CCC CC C	Very high credit risk. 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.		
D	Obligations are currently in default.		



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, a) some material identifiable event and/or b) deviation from expected trend. 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 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) cessation of underlying entity, c) the debt instrument is redeemed, d) the rating remains suspended for six months, e) the entity/issuer defaults, or/and f) 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.

Disclaimer: PACRA’s ratings are an assessment of the credit standing of entities/issue in Pakistan. They do not take into account the potential transfer / convertibility risk that may exist for foreign currency creditors. PACRA’s opinion is not a recommendation to purchase, sell or hold a security, in as much as it does not comment on the security’s market price or suitability for a particular investor.

Rating Team Statements

(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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- (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.
- (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)
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- (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)

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- (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 | 18-(a)
- (19) PACRA reviews all the outstanding ratings on semi-annual basis or as and when required by any creditor or upon the occurrence of such an event which requires to do so; | Chapter III | 18-(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 | 18-(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 | 18-(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-(F-VII)

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