The Pakistan Credit Rating Agency Limited

Rating Report

ThalNova Power Thar (Pvt.) Limited

Report Contents

Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
17-Aug-2022	A-	A2	Stable	Maintain	Yes
02-Sep-2021	A-	A2	Stable	Initial	-

Rating Rationale and Key Rating Drivers

ThalNova Power Thar (Pvt) Limited ("the Company") is setting up a 1x330 (gross) mine mouth Thar coal-based power plant located at Block – II, Thar Coalfield, District Tharparkar, Sindh. ThalNova was awarded an upfront tariff, with the payments to be received from CPPA-G backed by the sovereign guarantee. China East Resource Import & Export Corporation and China Machinery Engineering Corporation are the EPC contractors; comfort is drawn that they have ~30 years of worldwide experience. Under the Power Purchase Agreement (PPA), the Company's Required Commercial Operations Date (RCOD) was March 31, 2021, however, due to lockdown owing to COVID-19, the revised RCOD approved by CPPA-G is Jun'22, while the management expects it to come online till the end of this year. The power purchaser may charge LDs to the Company due to delay in achieving COD, which may not be further charged to the contractor by the management as contractor is also the shareholder and has supported the Company throughout the construction phase, The EPC contractors have provided bank guarantees in the form of performance bond and warranty bond. These bank guarantees provide additional cushion for the sustainable financial risk profile. Further, the company will maintain the Debt Service Reserve Account, which will be filled by 6 months SBLCs, providing coverage of six months on its financial obligations till maturity. The Company's coal-supplier, SECMC, is one of the largest public-private partnership in the energy sector and has an annual production capacity of 3.8mln tons. Currently, the second phase of the SECMC mine is under development which will increase its production to 7.6mln tons per annum with a cumulative power generation of 1320MWs.

The Company signed Power Purchase Agreement (PPA) with CPPA-G and as per the PPA, in case of no demand from the power purchaser, CPPA-G shall be liable to pay the capacity payments at applicable tariff rates. The Government of Pakistan has given payment guarantee against dues from CPPA-G. The Company has adequate insurance coverage to cover the risk of business interruptions, marine & erection, startup-delay etc. Rating Watch incorporates prolonged delay in achieving COD and LDs that may be charged to the company by the power purchaser. Going forward, timely repayments of the debts will also remain imperative for the ratings.

Disclosure	
Name of Rated Entity	ThalNova Power Thar (Pvt.) Limited
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	Methodology | Correlation Between Long-term & Short-term Rating Scales(Jun-22),Methodology | Rating Modifiers(Jun-22),Methodology | Independent Power Producer Rating(Jun-22)
Related Research	Sector Study | Power(Jan-22)
Rating Analysts	Anam Waqas Ghayour | anam.waqas@pacra.com | +92-42-35869504

Profile

Plant ThalNova Power Thar (Pvt) Ltd (ThalNova) was duly organized and incorporated on 18th April 2016, ThalNova is being developed on a Build-Own-Operate (BOO) basis and is an Independent Power Producer (IPP).

Tariff ThalNova is awarded an upfront tariff for coal power projects by NEPRA of US¢8.5015/KWh. Tariff control period is 30 Years from the COD. The tariff is indexed to the Pakistan Rupee-US Dollar exchange rate and US and Pakistan CPI inflation. Principal and interest repayments, ROE, Insurance, Fixed and Variable O&M costs are part of the escalable (adjustable) component. Fuel price and all the taxes/levies are completely pass through to power purchaser.

Return On Project The return on equity (ROE) as per the tariff determination of the project is at 30.65%.

Ownership

Ownership Structure HUBCO is one of the major sponsors of ThalNova and invested through The Hub Power Holdings Limited while other Sponsors are Thal Ltd who has invested through Thal Power (pvt) ltd, Novatex Ltd who has invested through Nova Powergen Ltd and China Everbest Development International Ltd invested through CMEC ThalNova Power Investments Ltd. Hub Power Holdings Ltd. has a major ownership of 38.3%, Thal Power (pvt) Ltd. have 26%, Nova Powergen Ltd. have 24.7%%, CMEC Thalnova Power Instruments Ltd. have 10% whereas Descon Engineering holds 1%.

Stability Comfort is drawn from the association of company with HUBCO group.

Business Acumen Sponsor groups have significant experience of development and operation of power projects, including coal-fired, natural gas, and various of renewable energies such as thermal, LNG, wind, solar, waste-to-energy, mine-mouth coal project (with integrated production of coal and power) and so on.

Financial Strength HUBCO and Other Sponsors have strong financial position. Hence, the financial strength of the sponsors is considered strong.

Governance

Board Structure ThalNova's Board of Directors (BoD) comprises seven members. Hub Power Holdings Ltd., NovaPowergen Ltd. and Thal Power Ltd. each have represtenatations in board with two members while one member represents CMEC. There is no independent director on the board.

Members' Profile Mr. Kamran Kamal is currently the Chairman of the board and has been associated with the Group for over eight years.

Board Effectiveness The experiences of board will help guiding the management in developing effective operational and financial policies.

Financial Transparency A. F. Ferguson & Co Chartered Accountants are the external auditor of the company. The auditor has given an unqualified opinion on FY21 financial statements.

Management

Organizational Structure IPPs are generally featured by a flat organizational structure, mainly comprising finance and technical staff, while the engineering, construction and operations of the plant are outsourced.

Management Team The management team is led by Mr. Saleemullah Memon, appointed as CEO.

Effectiveness The management of ThalNova is mostly engaged in the finance and company management related activities. The main operations and maintenance of the plant have been outsourced to Hub Power Services Limited (HPSL).

Oversight Of Third-Party Service Providers Onshore Supply and Service Agreement is between ThalNova and China East Resource Import & Export Corporation and the Offshore Supply Agreement is between ThalNova and China Machinery Engineering Corporation. Both the EPC contractors are vastly experienced and have local experience.

Completion Risk

Engineering And Procurement ThalNova has signed an Onshore Contract with China East Resource Import & Export Corporation and Offshore supply contract with China Machinery Engineering Corporation of ~USD 29mln and ~USD 261 mln respectively. CMEC is responsible for the overall management, coordination, and implementation of the project.

Power Purchase Agreement ThalNova is being developed on a Build-Own-Operate (BOO) basis and is an Independent Power Producer (IPP) PPA is with CPPA-G, and has tenure of 30 years.

Pre-Commissioning Progress ThalNova's Offshore Supply Agreement is between ThalNova and China Machinery Engineering Corporation dated April 10, 2017. Onshore Supply and Service Agreement is between THalNova and China East Resource Import & Export Corporation dated April 10, 2017.

Performance Default Risk Insurance is attained for material damage, third party liability, and delay in startup affecting the profits. EPC contractors will be liable to pay Liquidated Damages (LDs) as per the contract in case of not achieving the performance benchmark.

Performance Risk

Industry Dynamics The total installed generation capacity of the country is above 41,000MW. Thermal energy mix contributes 62% to the installed power generation capacity followed by hydel electricity capacity which stands at 27%. Total generation during the nine months period of FY22 was recorded at 101,699GWh (9MFY21:92,371GWh), witnessing a 10% increase. The maximum total demand coming from residential and industrial estates stands at nearly 30,000 MW, whereas the transmission and distribution capacity is stalled at approximately 22,000 MW. The increase in generation was backed by surging electricity demand and consumption pattern. However, due to shortage of fuel, the country has been facing issues to meet the rising demand with current shortfall surging to almost 7,000MW, by the end of June-22. The increase in fuel and LNG prices also increased the electricity generation costs as well.

Operation And Maintenance The long term O&M contract of ThalNova Power Thar (Pvt.) Ltd. is with Hub Power Service Limited (subsidiary company of HUBCO).

Resource Risk ThalNova will procure fuel required for plant operation through Coal Supply Agreement (CSA) with Sindh Engro Coal Mining Company (SECMC) for 30 years uninterrupted supply of coal, which has been signed between TPTPL and SECMC on May 13, 2017.

Performance Benchmark The required availability for ThalNova Power Thar (Pvt.) Ltd. under the PPA is 85%. Meanwhile, the required efficiency of the plant is 37%.

Financial Risk

Financing Structure Analysis Debt financing constitutes 75% of the project cost i.e. USD 395mln. The Debt has been arranged with a syndicate of a foreign and local group. The First and major sponsor of Debt are Chinese lenders with the consortium of China Development Bank (CDB), China Minsheng Banking Corporation Limited and China Zeesheng Bank funding ~70% of the total debt which equates to USD 264mln and is priced at 6MLIBOR plus 4.05% per annum. The rest of project debt (30%) is financed by a consortium of local banks being led by Habib Bank Limited and is priced at 3MKIBOR plus 3.5% per annum. Principal repayment shall be made in 20 semi-annual payments.

Liquidity Profile ThalNova, in its off-take agreement with CPPA-G, will receive capacity payments given the plant meets contract availability, even if no purchase order is placed. In order to comfort the lenders, DSRA will be maintained.

Working Capital Financing Working Capital Lines will be procured once the company start its operations post Commercial Operation Date.

Cash Flow Analysis Free Cashflows from Financing Activities stood at PKR 20,445mln at end-March 22. The company would have to make semi-annual principal repayments of debt, which also includes foreign debt. The company will maintain the Debt Service Reserve Account (DSRA), which will be equivalent to one semiannual payment (6 months).

Capitalization The estimated project cost is USD ~526.75mln with 75:25 debt to equity ratio. Total project equity of ~USD 131.75mln will be injected by equity sponsors in phases. The total of USD ~278mln debt has been disbursed and USD ~102mln of equity has been injected till end-Jun22. Currently, debt to capital ratio stood at ~73% as at end-Jun22.

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Financial Summary
PKR mln

ThalNova Energy Power	Mar-22	Jun-21	Jun-20	Jun-19
	9M	12M	12M	12M
A BALANCE SHEET				
1 Non-Current Assets	50,997	31,807	8,283	6,019
2 Investments	-	-	-	-
3 Related Party Exposure	-	-	-	-
4 Current Assets	3,766	296	822	825
a Inventories	-	-	-	-
b Trade Receivables	-	-	-	-
5 Total Assets	54,763	32,103	9,104	6,844
6 Current Liabilities	587	1,060	86	136
a Trade Payables	*7*	-	*85*	*51*
7 Borrowings	39,846	21,634	-	-
8 Related Party Exposure	85	96	170	30
9 Non-Current Liabilities	-	-	-	-
10 Net Assets	14,245	9,312	8,849	6,678
11 Shareholders' Equity	14,245	9,312	8,849	6,678
B INCOME STATEMENT				
1 Sales	-	-	-	-
a Cost of Good Sold	-	-	-	-
2 Gross Profit	-	-	-	-
a Operating Expenses	(141)	(28)	(46)	(52)
3 Operating Profit	(141)	(28)	(46)	(52)
a Non Operating Income or (Expense)	*35*	*(10)*	*60*	*88*
4 Profit or (Loss) before Interest and Tax	(106)	(38)	14	35
a Total Finance Cost	*(0)*	*(0)*	*(1)*	*(1)*
b Taxation	*(4)*	*(4)*	*(11)*	*(14)*
6 Net Income Or (Loss)	(110)	(42)	2	20
C CASH FLOW STATEMENT				
a Free Cash Flows from Operations (FCFO)	*(127)*	*(47)*	*(38)*	*(26)*
b Net Cash from Operating Activities before Working Capital Changes	*(112)*	*(47)*	*(38)*	*(26)*
c Changes in Working Capital	*(1,926)*	*875*	*(101)*	*(15)*
1 Net Cash provided by Operating Activities	(2,037)	828	(138)	(41)
2 Net Cash (Used in) or Available From Investing Activities	(16,566)	(24,991)	(2,224)	(5,047)
3 Net Cash (Used in) or Available From Financing Activities	20,445	23,611	2,168	5,541
4 Net Cash generated or (Used) during the period	1,842	(552)	(194)	453
D RATIO ANALYSIS				
1 Performance				
a Sales Growth (for the period)	N/A	N/A	N/A	N/A
b Gross Profit Margin	N/A	N/A	N/A	N/A
c Net Profit Margin	N/A	N/A	N/A	N/A
d Cash Conversion Efficiency (FCFO adjusted for Working Capital/Sales)	N/A	N/A	N/A	N/A
*e Return on Equity [Net Profit Margin * Asset Turnover * (Total Assets/Sh*	N/A	N/A	N/A	N/A
2 Working Capital Management				
a Gross Working Capital (Average Days)	N/A	N/A	N/A	N/A
b Net Working Capital (Average Days)	N/A	N/A	N/A	N/A
c Current Ratio (Current Assets / Current Liabilities)	6.4	0.3	9.6	6.1
3 Coverages				
a EBITDA / Finance Cost	-3553.4	-1868.1	-28.0	-12.7
b FCFO / Finance Cost+CMLTB+Excess STB	-3842.4	-0.1	-46.2	-27.0
c Debt Payback (Total Borrowings+Excess STB) / (FCFO-Finance Cost)	-235.6	-480.5	0.0	0.0
4 Capital Structure				
a Total Borrowings / (Total Borrowings+Shareholders' Equity)	73.7%	69.9%	0.0%	0.0%
b Interest or Markup Payable (Days)	4266410.3	3234011.1	0.0	0.0
c Entity Average Borrowing Rate	0.0%	0.0%	--	--

#	Notes

Credit Rating

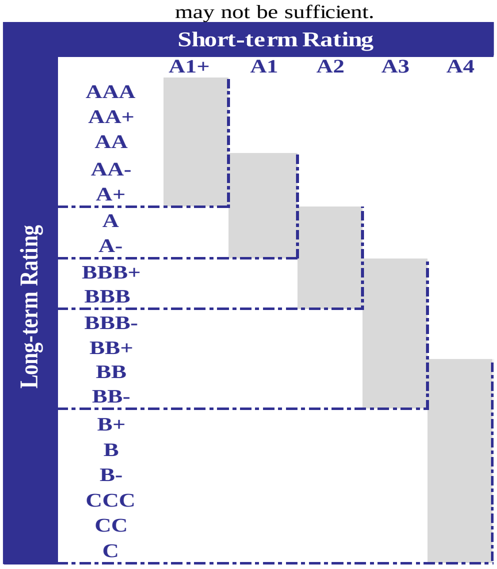
Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Long-term Rating

Scale	Definition
AAA	**Highest credit quality.** Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
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.
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.
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.
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+ 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.
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.

Short-term Rating

Scale	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
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 surveill 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):

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

Instruments
a) Basel III Compliant Debt Instrument Rating
b) Debt Instrument Rating
c) Sukuk Rating

Regulatory and Supplementary Disclosure

(Credit Rating Companies Regulations,2016)

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 | Clause 11-(A)(p).
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(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)

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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)
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(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 | 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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