The Pakistan Credit Rating Agency Limited

Rating Report

K-Electric Limited - PPSTS-29 - PKR 6.0bln - Sep-24

Report Contents

Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
07-Nov-2024	AA	A1+	Stable	Initial	-
18-Sep-2024	AA	A1+	Stable	Preliminary	-

Rating Rationale and Key Rating Drivers

The ratings incorporate the strategic importance of K-Electric Limited (the “KE” or “the Company”) as the only vertically integrated power utility company in Pakistan which means it is responsible for generation, transmission, as well as distribution of electricity in Karachi and other adjoining areas of Sindh and Balochistan. KE’s Investment Plan of PKR 392bln has been approved for FY 2024-2030, which is aimed for 30% growth in customers, 20% increase in KE’s share of renewables and another 30% reduction in power outages. KE's Power Acquisition Programme(PAP) for the period FY 2024-2028 has been approved by NEPRA on May 20, 2024 to develop a long-term capacity expansion plan to meet the energy demand in a reliable, sustainable and cost-effective manner as the Supplier of Last Resort (SoLR) for its licensed service territory. However, KE's Multi Year Tariff (MYT), which expired in June’23, has been filed and the KE management is actively pursuing NEPRA for timely conclusion of its petitions for award of MYT post June'23. Drawing from previous MYT experiences, KE has filed separate tariff petitions for its business segments (Generation, Transmission, Distribution and Supply). The Generation Tariff has been approved for the period post-June 2023, the MYT for Transmission, Distribution, and Supply (FY 2024–2030) is still under review. As a result, the financial statements for FY24 and 1QFY25 are unavailable until the MYT is finalized. It may be further noted that the Company has already apprised its apex regulators that is NEPRA, SECP and PSX on the subject matter. Moreover, KE is actively diversifying its fuel mix by investing in renewable energy projects. The company has received 15 bids for its 150 MW solar projects in Winder and Bela, Balochistan, and seven bids for Pakistan’s first 220 MW hybrid wind/solar project in Dhabeji, Sindh. These initiatives, along with the planned 270 MW GOS Solar Renewable Project, aim to achieve 30% renewable energy in KE’s generation mix by 2030. This strategy will reduce reliance on expensive energy sources, lower production costs, and support the country’s economic growth.

The outcome of the MYT and its subsequent impact on KE remains pivotal in determining and maintaining the validity of the assigned ratings. Timely completion of the process is imperative for ratings as well as assessment of KE's financial stability and operational performance.

Disclosure	
Name of Rated Entity	K-Electric Limited - PPSTS-29 - PKR 6.0bln - Sep-24
Type of Relationship	Solicited
Purpose of the Rating	Debt Instrument Rating
Applicable Criteria	Methodology | Rating Modifiers(Apr-24),Methodology | Correlation Between Long-term & Short-term Rating Scales(Jul-24),Methodology | Independent Power Producer Rating(Jul-24),Methodology | Debt Instrument Rating(Oct-24)
Related Research	Sector Study | Power(Jan-24)
Rating Analysts	Ali Arslan Malik | Ali.Arslan@pacra.com | +92-42-35869504

Issuer Profile

Profile K-Electric Limited (the "KE" or the "Company") was incorporated in 1913 under the Companies Act, 2017 and its shares are listed on the Pakistan Stock Exchange. KE's current power generation capacity is 2,817MW. In addition to its own generation capacity, KE has arrangements with several IPPs & CPPA-G of 1,600+ MW. KE's transmission network is interconnected with NTDC and comprises 220kV, 132kV, and 66kV transmission lines, 72 grid stations, and 181 power transformers. KE is principally engaged in the generation, transmission and distribution of electric energy under the Electricity Act, 1910 and the Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997 (XL of 1997) (the "NEPRA Act") read with the NEPRA (Electric Power Supplier) Regulations, 2022 and the NEPRA (Electric Power Procurement) Regulations, 2022.

Ownership KES Power Limited, a company incorporated in Cayman Islands and owned in parts by Al-Jomaih Group of KSA, NIG of Kuwait and IGCF of Cayman Islands respectively, presently holds 66.40% shareholding in K-Electric Limited while the GoP maintains a 24.36% stake.

Governance The overall control of K-Electric Limited ("KE" or "the Company") vests in 13-member Board of Directors (BoD), including the CEO, where majority is nominated by KES Power Limited (KESP), KE's holding company. In addition to KESP's nominees, the Board also comprises of the directors nominated by Government of Pakistan (GoP) and an independent director. However, in October 2022, resignation of 3 directors nominated by KESP resulted in casual vacancies on the Board which cannot be filled by the Company as it is restricted from making change in its current Board composition in view of the following: i)An ad-interim order of the High Court of Sindh was passed on 21 October 2022, in the suit filed by Al Jomaih Power Limited & Denham Investments Limited against IGCF SPV 21 Limited and others whereby no change shall be affected in the present Board of the Company. ii) A directive under section 125 of the Securities Act, 2017 was issued by Securities and Exchange Commission of Pakistan on 08 November 2022 according to which the composition of the current BoD of KE shall not be changed, till further orders of the Commission. Further, Mark Gerard Skelton was appointed by the BOD as its Chairman in August 2022. Mark Skelton is a Managing Director with Alvarez & Marsal's (A&M's) Advisory practice in London. He has more than 20 years of experience in corporate finance and advisory. His primary areas of concentration are cross border assignments across different legal jurisdictions and waterfall classes. At present, there are four committees at the board level namely, (i) Audit; (ii) Finance; (iii) Human Resource & Remuneration; and (iv) Board Strategy & Project for ensuring the smooth flow of the Board's functions. Presence of GoP's nominee directors and an independent director on the Board and its committees brings depth and perspectives to the Board's conduct and bodes well for the governance. A. F. Ferguson & Company, Chartered Accountants, are the external auditors of the Company.

Management KE's core business operations are divided into three business segments namely Generation, Transmission & Distribution. These are managed through a well-defined hierarchal structure of qualified and experienced professionals. Mr. Moonis Alvi has been spearheading the Company since he took charge as CEO in June 2018 and Mr. Muhammad Aamir Ghaziani has been leading as the CFO of the Company. The Company is guided by four core pillars: i) Thought Leadership, ii) Knowledge-based Learning, iii) Values, and iv) Social Responsibility. KE's leadership upholds values of integrity, accountability, and continuous improvement, striving to balance economic growth with environmental sustainability. This commitment to its CARES values drives KE's journey toward becoming a growth-oriented, sustainable organization. The Company is also in the process of making its transition towards SAP S4HANA. Keeping customer centricity at the heart of everything, these tech solutions have been deployed to keep all business processes efficient and transparent.

Business Risk Pakistan's power generation in FY-2024 dropped by 1.9% to 127,160 GWh, marking the second consecutive annual decline, driven by higher electricity costs, rising inflation, and reduced economic activity. Hydropower remained the largest contributor, making up 31% of total generation, followed by RLNG and nuclear power, each accounting for 19%. Local coal-based power plants contributed 12%, with the rest supplied by other thermal sources, including imported coal. A small portion comes from renewable resources like wind and solar. KE is the only vertically integrated power utility company responsible for the generation, transmission, and distribution of electricity in Karachi and adjacent areas of Sindh and Balochistan. KE has a registered customer base of ~3.7mln at end-June'24, of which 84.4% constitute residential consumers, 14.9% commercial, Industrial 0.6%, and the remaining comprises of agricultural and public consumers. KE reduced its Transmission and Distribution (T&D) loss to15.3% in FY23 and is actively working to reduce these losses, moving forward. Drawing from previous MYT experiences, KE has filed separate tariff petitions for its business segments (Generation, Transmission, Distribution and Supply). The Generation Tariff has now been approved by NEPRA for all its power plants for the period post June 2023. The Multi Year Tariffs for Transmission, Distribution and Supply businesses for the period FY 2024 to 2030 are currently under determination of NEPRA and are fundamental for preparation of Financial Statements for the period post June 30, 2023.

Financial Risk KE manages its working capital requirements through a mix of internally generated cash and short term borrowings. Post signing of the power purchase agreement with CPPA-G whereby KE is now authorized to procure upto 2,000 MW of electricity from NTDC, KE has also signed another agreement with GoP for Tariff Differential Subsidy whereby KE can net off the NTDC invoices with the subsidy amount and pay only the differential amount. The arrangement has been secured via a master collection account dedicated for payments to CPPA-G. As per management, the actual position of cashflows and the debt profile of the Company is in a comfortable position and it's expected that the same trend will continue going forward. The approval of the Investment Plan of PKR 392bln by NEPRA for rehabilitation of the transmission and distribution network of KE is expected to contribute to a surge in debt post finalization of MYT. However, KE has MCA structures that are already used to pay back long term lenders and they will continue to do the same in the future.

Instrument Rating Considerations

About The Instrument KE issued a rated, unsecured, privately placed, short-term, sukuk ("PPSTS-29") amounting PKR 6,000mln on 23-Sep-24, to finance the Company's working capital requirements. The tenor of PPSTS-29 will be 6 months and is carrying a profit rate of 3MK+10bps. Profit and principal will be realized at the time of maturity.

Relative Seniority/Subordination Of Instrument The sukuk is unsecured and in the hierarchy of creditors, the investors shall rank after the secured lenders/investors of the Company.

Credit Enhancement The instrument is unsecured.

The Pakistan Credit Rating Agency Limited

Financial Summary
PKR mln

K-Electric Limited	Jun-23	Jun-22	Jun-21	Jun-20
Power	12M	12M	12M	12M
A BALANCE SHEET				
1 Non-Current Assets	581,434	489,791	424,484	361,321
2 Investments	26,232	19,249	2,987	3,048
3 Related Party Exposure	429	275	182	-
4 Current Assets	416,567	550,813	408,024	339,045
a Inventories	*5,435*	*4,030*	*3,024*	*647*
b Trade Receivables	*104,283*	*136,843*	*104,714*	*99,832*
5 Total Assets	1,024,662	1,060,128	835,677	703,414
6 Current Liabilities	385,933	476,818	382,145	295,387
a Trade Payables	*288,600*	*379,069*	*297,613*	*217,625*
7 Borrowings	309,804	283,088	184,300	155,574
8 Related Party Exposure	-	-	-	-
9 Non-Current Liabilities	73,770	50,050	45,281	41,795
10 Net Assets	255,155	250,172	223,952	210,658
11 Shareholders' Equity	255,155	250,172	223,952	210,658
B INCOME STATEMENT				
1 Sales	519,471	518,777	325,049	288,807
a Cost of Good Sold	*(466,659)*	*(446,362)*	*(265,854)*	*(244,914)*
2 Gross Profit	52,812	72,416	59,195	43,893
a Operating Expenses	(27,415)	(27,598)	(25,225)	(21,523)
3 Operating Profit	25,397	44,817	33,970	22,370
a Non Operating Income or (Expense)	*(33,200)*	*(24,049)*	*(7,511)*	*(5,275)*
4 Profit or (Loss) before Interest and Tax	(7,802)	20,769	26,459	17,096
a Total Finance Cost	*(34,570)*	*(15,120)*	*(11,113)*	*(16,737)*
b Taxation	*11,476*	*2,875*	*(3,348)*	*(3,318)*
6 Net Income Or (Loss)	(30,897)	8,524	11,998	(2,959)
C CASH FLOW STATEMENT				
a Free Cash Flows from Operations (FCFO)	*64,797*	*68,380*	*59,424*	*48,785*
b Net Cash from Operating Activities before Working Capital Changes	*16,564*	*48,261*	*44,556*	*27,160*
c Changes in Working Capital	*44,245*	*(75,117)*	*(2,296)*	*(4,512)*
1 Net Cash provided by Operating Activities	60,809	(26,857)	42,259	22,648
2 Net Cash (Used in) or Available From Investing Activities	(49,646)	(63,843)	(74,465)	(49,411)
3 Net Cash (Used in) or Available From Financing Activities	(218)	84,804	22,061	26,415
4 Net Cash generated or (Used) during the period	10,946	(5,896)	(10,144)	(349)
D RATIO ANALYSIS				
1 Performance				
a Sales Growth (for the period)	0.1%	59.6%	12.5%	-0.1%
b Gross Profit Margin	10.2%	14.0%	18.2%	15.2%
c Net Profit Margin	-5.9%	1.6%	3.7%	-1.0%
d Cash Conversion Efficiency (FCFO adjusted for Working Capital/Sales)	21.0%	-1.3%	17.6%	15.3%
*e Return on Equity [Net Profit Margin * Asset Turnover * (Total Assets/Sh*	-12.2%	3.6%	5.5%	-1.4%
2 Working Capital Management				
a Gross Working Capital (Average Days)	88	87	117	134
b Net Working Capital (Average Days)	-147	-151	-172	-124
c Current Ratio (Current Assets / Current Liabilities)	1.1	1.2	1.1	1.1
3 Coverages				
a EBITDA / Finance Cost	2.1	5.9	6.6	3.7
b FCFO / Finance Cost+CMLTB+Excess STB	0.6	1.3	0.6	0.9
c Debt Payback (Total Borrowings+Excess STB) / (FCFO-Finance Cost)	6.7	3.4	3.1	3.2
4 Capital Structure				
a Total Borrowings / (Total Borrowings+Shareholders' Equity)	54.8%	53.1%	45.1%	42.5%
b Interest or Markup Payable (Days)	196.3	341.8	360.1	229.0
c Entity Average Borrowing Rate	8.8%	5.2%	5.3%	9.3%

#	Notes
	In the absence of approved MYT, the financial statements for all the quarters of FY24 remain unavailable.

Corporate Rating Criteria

Scale

Credit Rating

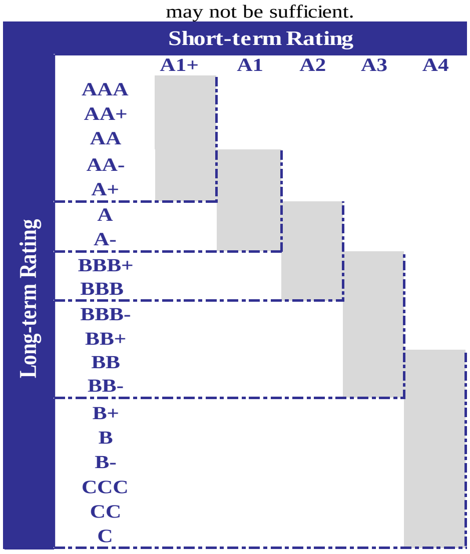
Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

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):

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

Restrictions
(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)
Proprietary Information

Regulatory and Supplementary Disclosure

Nature of Instrument	Size of Issue (PKR)	Tenor	Security	Quantum of Security	Nature of Assets	Trustee	Book Value of Assets (PKR mln)
Rated, Unsecured, Privately Placed Short Term Sukuk (PPSTS-29)	6,000 mln	6 months	Unsecured	N/A	N/A	HBL	N/A

Name of Issuer	K-Electric Limited
Issue Date	23-Sep-24
Maturity	24-Mar-25
Profit Rate	3M KIBOR + 10bps p.a.

Due Date Principal*	Opening Principal	Principal Repayment*	Due Date Markup/ Profit*	Markup/Profit rate	3M Kibor Plus upto 10bps	Markup/Profit Payment	Installment Payable	Principal Outstanding
	PKR in mln					PKR in mln		
Issuance								6,000
23-Sep-24	6,000			3M KIBOR + 0.10%	17.09%		-	6,000
24-Mar-25	6,000	6,000	24-Mar-25	3M KIBOR + 0.10%	17.09%	513	6,513	-
		6,000				**513**	**6,513**	