



The Pakistan Credit Rating Agency Limited

# ENGRO POWERGEN THAR (PRIVATE) LIMITED

	<b>INITIAL [DEC-16]</b>
Long-Term	A
Short-Term	A1
Outlook	Stable

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<p><b>Profile &amp; Ownership</b></p> <ul style="list-style-type: none"> <li>A first (2 X 330 MW) Thar coal based power plant under the Power Policy 2002.</li> <li>Engro Powergen Thar Limited (EPTL) is planned to be commissioned in Oct-2019.</li> <li>Total estimated project cost is \$1,108mln with a Debt to Equity ratio of 75:25.</li> <li>EPTL's majority ordinary shares are owned by Engro Powergen Limited (EPL) (50.1%) and China Machinery Engineering Company (CMEC) (35%), while the remaining stake is owned by Habib Bank Limited (HBL) (9.5%) and Liberty Mills Limited (LML) (5.4%). In addition to ordinary shares, \$85mln preference shares are all subscribed by CMEC.</li> <li>The Power Purchase Agreement is with National Transmission &amp; Despatch Company, and has a tenure of 30 years.</li> </ul> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>BoD comprises nine members including the CEO; five represent EPL, three CMEC and one HBL.</li> <li>Mr. Ghias Khan, President of Engro, is Chairman of the Board.</li> <li>Diverse experience of the Board Members over different industries is a comforting factor.</li> </ul> <p><b>Management</b></p> <ul style="list-style-type: none"> <li>Mr. Shamsuddin A. Shaikh, CEO of EPTL, has more than 25 years of experience specializing in manufacturing and project management.</li> <li>Mr. Ahsan Zafar Syed is the COO. He has ample experience in engineering, procurement &amp; construction management, and project management.</li> </ul> <p><b>Completion Risk</b></p> <ul style="list-style-type: none"> <li>EPTL has signed an Onshore EPC agreement with China East Resource Import &amp; Export Co. (CERIECO) and an offshore agreement with CMEC.</li> <li>CERIECO, established in 1993 is a Chinese state-owned company. It specializes in EPC contracts and engineering consulting services</li> <li>CMEC, since 1978, provides engineering consulting, project design, financing solutions, and plant logistic services locally and internationally.</li> <li>The RCOD of the Complex is June-2019 while contracted COD is Oct-2019. The Delay LDs charged to EPTL are to be paid by the sponsors.</li> <li>Coal Supply Agreement has been signed with Sindh Engro Coal Mining Company (SECMC) and the mine's contracted COD is Oct-2019.</li> <li>The successful commissioning and operations of the Complex, in addition to its own completion, is dependent on mine's COD and other affiliated infrastructure projects.</li> <li>Other affiliated infrastructure projects are; Water Supply System, Effluent Disposal Scheme, Transmission Line, Road Network, &amp; Airport. These projects are to be completed by Government of Sindh &amp; Government of Pakistan. Expected completion of these projects is end-2018.</li> <li>Currently, the Project is ahead of schedule. EPC at 5% vs 4% targeted as on end-Sep16.</li> <li>EPTL has attained reasonable insurance cover for material damage, third party liability, and delay in startup affecting the profits. Additionally, Marine, Terrorism, and Excess Third Party Liability Insurances are also held.</li> </ul> <p><b>Performance Risk</b></p> <ul style="list-style-type: none"> <li>The O&amp;M contractor for EPTL is a JV between EPL &amp; CMEC. The contract is over a 10 year term.</li> <li>Contracted availability and efficiency is 85% and 37% respectively.</li> <li>The ROE provided to EPTL on use of Thar coal is 30.65% &amp; 24.5% on imported coal.</li> </ul> <p><b>Financial Risk</b></p> <ul style="list-style-type: none"> <li>Debt financing constitutes 75% of the project cost; \$831mln</li> <li>USD facility of \$621mln and local facility of \$210mln have a 14 year door to door tenure, and are to be paid in 20 semi-annual payments over a period of 10 years after COD. The USD facility is at LIBOR + 4.2% and local at KIBOR + 3.5%.</li> <li>The yearly debt and mine capacity payments can be made at 67% availability (8 months of operations)</li> </ul>	<p style="text-align: center;"><b>RATING RATIONALE</b></p> <p>Engro Powergen Limited (EPL) along with China Machinery &amp; Engineering Company (CMEC) is setting up a first Thar coal based (2 x 330 MW) power plant (Complex) - Engro Powergen Thar (Pvt.) Limited (EPTL). The project achieved financial close (FC) in Apr-16 and contracted COD is Oct-19. The management is expecting CoD on Jun-19 – RCOD date. Nevertheless, in case of any delays, the sponsors have agreed to pay first four months' delay LDs. The primary fuel is Thar Coal; however, the plant can also accommodate imported coal. A 30 year coal supply agreement is signed with Sindh Engro Coal Mining Company (SECMC), which is constructing a coal mine in Thar Block-II. The mine's contracted COD is Oct-19, though the management is targeting COD by June-19. As of Nov-16, the project is ahead of schedule, leaving the initial contingency amount intact; thus a higher proportion of the contingency fund for the remaining work. The financial strength and experience in energy chain of the sponsoring companies – EPL and CMEC – is positive to the ratings. The onshore EPC contract is with CERIECO and offshore EPC contract is with CMEC. Comfort is drawn from the experience of these contractors and the involvement of Pakistan and Chinese governments, as this project comes under CPEC. The ratings also incorporate the project's exposure to the completion risks of multiple affiliated infrastructure projects needed for the successful commissioning of the Complex. Once completed, the Company's main challenge would be to keep the plant operational. Off-take agreement is with NTDC, who will, upon plant's availability as per contract, provide capacity payments even if no purchase order is placed. The Government of Pakistan has given payment guarantee against dues from NTDC. The business risk is also exposed to the specifications of Thar Coal, which is being used for the first time. However, use of CFB Boiler by the Company largely covers the risk of varying lignite quality.</p> <p style="text-align: center;"><b>KEY RATING DRIVERS</b></p> <p>The management's ability to effectively manage the EPC risks provides comfort. Ensuring timely commissioning of the project would remain critical, which, once achieved, would be ratings positive. Moreover, timely completion of the affiliated infrastructure projects needed to make the plant operational and the viability of Thar Coal is critical. Furthermore, external factors such as any adverse changes in the regulatory framework or material delay in achieving CoD may impact the ratings.</p>
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**Engro Powergen Thar (Pvt.) Limited**
**BALANCE SHEET**

	30-Jun-16	31-Dec-15	30-Jun-15	31-Dec-14
	HY	Annual	HY	Annual
<b>Non-Current Assets</b>	<b>24,914</b>	<b>1,576</b>	<b>300</b>	<b>91</b>
<b>Investments (Others)</b>	-	-	-	-
Equity	-	-	-	-
Debt	-	-	-	-
<b>Current Assets</b>	<b>377</b>	<b>294</b>	<b>100</b>	<b>124</b>
Inventory	-	-	-	-
Trade Receivables	-	-	-	-
Other Current Assets	39	6	2	7
Cash & Bank Balances	338	288	99	117
<b>TOTAL ASSETS</b>	<b>25,290</b>	<b>1,870</b>	<b>401</b>	<b>214</b>
<b>Debt</b>	<b>10,505</b>	-	-	-
Short-term	-	-	-	-
Long-term (Incl. Current Maturity of long-term debt)	10,505	-	-	-
Other Short term liabilities (inclusive of trade payables)	1,277	91	105	19
Other Long term Liabilities	-	-	-	-
<b>Shareholder's Equity</b>	<b>13,508</b>	<b>1,778</b>	<b>296</b>	<b>196</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>25,290</b>	<b>1,870</b>	<b>401</b>	<b>214</b>

**INCOME STATEMENT**

<b>Turnover</b>	-	-	-	-
Gross Profit	-	-	-	-
Other Income	-	-	-	-
Financial Charges	(0)	(0)	(0)	-
<b>Net Income</b>	<b>(15)</b>	<b>(4)</b>	<b>0</b>	<b>(4)</b>

**Cashflow Statement**

Free Cashflow from Operations (FCFO)	(15)	(13)	(0)	(4)
Net Cash changes in Working Capital	1,152	77	92	12
Net Cash from Operating Activities	1,138	64	92	7
Net Cash from Investing Activities	(16,376)	(462)	(209)	(91)
Net Cash from Financing Activities	15,288	565	100	200
Net Cash generated during the period	51	171	(18)	117

**Ratio Analysis**

<b>Capital Structure</b> (Total Debt/Total Debt+Equity)	43.6%	0.0%	0.0%	0.0%
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## STANDARD RATING SCALES & 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.

<b>LONG TERM RATINGS</b>		<b>SHORT TERM RATINGS</b>
<b>AAA</b>	<p><b>Highest credit quality.</b> Lowest expectation of credit risk.</p> <p>Indicate exceptionally strong capacity for timely payment of financial commitments.</p>	<p><b>A1+:</b> The highest capacity for timely repayment.</p> <p><b>A1:</b> A strong capacity for timely repayment.</p> <p><b>A2:</b> A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.</p> <p><b>A3:</b> An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.</p> <p><b>B:</b> The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions.</p> <p><b>C:</b> An inadequate capacity to ensure timely repayment.</p>
<b>AA+</b> <b>AA</b> <b>AA-</b>	<p><b>Very high credit quality.</b> Very low expectation of credit risk.</p> <p>Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.</p>	
<b>A+</b> <b>A</b> <b>A-</b>	<p><b>High credit quality.</b> Low expectation of credit risk.</p> <p>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.</p>	
<b>BBB+</b> <b>BBB</b> <b>BBB-</b>	<p><b>Good credit quality.</b> Currently a low expectation of credit risk.</p> <p>The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances or economic conditions are more likely to impair this capacity.</p>	
<b>BB+</b> <b>BB</b> <b>BB-</b>	<p><b>Moderate risk.</b> Possibility of credit risk developing.</p> <p>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.</p>	
<b>B+</b> <b>B</b> <b>B-</b>	<p><b>High credit risk.</b></p> <p>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.</p>	
<b>CCC</b> <b>CC</b> <b>C</b>	<p><b>Very high credit risk.</b></p> <p>“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.</p>	
<b>D</b>	<p>Obligations are currently in default.</p>	

**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. Rating Watch may carry designation – Positive (rating may be raised, negative (lowered), or developing (direction is unclear). A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled.

**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’.

**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, a suspended 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, or e) the entity/issuer defaults.

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Rated Entity

Name of Rated Entity

Engro Powergen Thar (Private) Limited

Sector

IPPs

Type of Relationship

Solicited

Purpose of the Rating

Independent Risk Assessment

Methodology:

IPP Rating Methodology

Sector Research:

IPPs - Feb2016

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Rating Team Statement

**Rating Procedure**

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PACRA monitors all the outstanding ratings continuously and any potential change therein due to any event associated with the rated entity/ issuer, the security

arrangement, the industry etc, is disseminated to the market, in a timely and effective manner, after appropriate consultation with the entity/issuer

PACRA reviews all the outstanding ratings on annual basis or as and when required by any stakeholder (including creditor) or upon the occurrence of such an event which requires to do so

PACRA initiates immediate review of the outstanding rating(s) upon becoming aware of any information that may be reasonable be expected to result in any change (including downgrade) in the rating

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transition studies capture the historical performance behavior of a specific rating notch. Transition behavior of the assigned rating can be obtained from

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