The Pakistan Credit Rating Agency Limited

Rating Report

Metro Wind Power Limited

Report Contents

Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
20-Feb-2020	BBB-	A3	Stable	Initial	-

Rating Rationale and Key Rating Drivers

Mr. Iqbal Alimohamed & Family is setting up a 60MW wind power plant – Metro Wind Power Limited. The ratings incorporate the Group's previous experience in successfully commissioning and operating a 50MW Wind Energy Power Plant (Metro Power Company Limited) and another 50MW Wind Energy Power Plant (Gul Ahmed Wind Power Limited). MWPL is awarded a cost plus tariff, with the payments to be received from CPPA-G backed by the sovereign guarantee. Currently, project is exposed to completion risk because construction is due to start in May 2020; Hydrochina International Engineering Company Limited & Hangzhou Huachen Electric Power Control Company are the EPC contractors, comfort is drawn that they have ~40 years of worldwide experience in the wind power technology. The performance bond is yet to be procured. In case of delay in achieving the COD, the EPC contractors will be liable to pay the liquidated damages of $ 31,000 per day backed by irrevocable bank guarantee of 15% of EPC cost. The construction contractor will be the O&M operator for two years after COD; it will provide the warranty bond (10% of EPC cost) in the form of irrevocable bank guarantee for 24 months after COD. These bank guarantees provide additional cushion for the sustainable financial risk profile. They intend to mobilize the local resources for achieving timely completion despite travel advisories. Further, the company will maintain the Debt Service Reserve Account (DSRA), which will be backed by 6 months SBLCs, in total providing coverage of six months on its financial obligations till maturity. Further, the project revenues and cash flows are exposed to wind risk, there is seasonal variation in the wind speed which effect the electricity generation, and ultimately cash flows may face seasonality. However, historical wind speeds provide comfort that MWPL would be able to generate enough cash flows to keep its financial risk manageable. Comfort is drawn from the group association, having strong financial backing and relevant experience as well.

The Company has signed Energy Purchase Agreement ("EPA") with CPPA-G, as per the EPA, in case of non-project missed volumes the power purchaser shall be liable to pay the missed volumes calculated using applicable tariff rates. The Government of Pakistan has given payment guarantee against dues from CPPA-G. The Company does not have project insurance as of now but the management is in the process of finalization of the Project Insurance and they are confident it will be procured before the Construction of the Project begins in May, 2020 which remains important at the moment. Furthermore, external factors such as any adverse changes in the regulatory framework or prolonged delay in achieving COD may impact the ratings. Upholding financial discipline is also a consideration.

Disclosure

Name of Rated Entity	Metro Wind Power Limited
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	Methodology | IPP(Jun-19),Methodology | Correlation Between Long-Term And Short-Term Rating Scale(Jun-19),Criteria | Rating Modifier(Jun-19)
Related Research	Sector Study | Power(Jan-20)
Rating Analysts	Arsalan Ahmed | arsalan.ahmed@pacra.com | +92-42-35869504

Profile

Plant Metro Wind Power Limited (MWPL) is a Renewable Energy Independent Power Producer (RE IPP) operating under the Renewable Energy Policy 2006. The company is setting up 60MW wind power plant located in Jhimpir, District Thatta, Sindh.

Tariff MWPL is awarded cost-plus tariff for wind power projects by NEPRA. On Nov'18, NEPRA determined the tariff, the company has a generation tariff PKR 7.0983 per Kilowatt hour (kWh) for years 1-10, and generation tariff of PKR 2.3469 per Kilowatt hour (kWh) for years 11-25. The levelized tariff for the project is US¢ 4.6360/kWh at the time of the financial close.

Return On Project The ROE of the project, as agreed with NEPRA, is 14%.

Ownership

Ownership Structure Mr. Iqbal Alimohamed & Family are the Sponsors of MWPL with 100% shareholding The shareholding structure of the company is owned by the family in the following manner; Mr. Danish Iqbal (33.33%), Mr. Saad Iqbal (24.33%), Ms. Natasha Iqbal (24.33%) and Mr. Iqbal Alimohamed (18.01%).

Stability Mr. Iqbal Alimohamed & Family have established businesses in Pakistan and represents one of Pakistan’s leading business groups with a diversified portfolio in power generation, trade and manufacturing, investments, real estate and information technology. The group has over 20 years of experience in building, owning and operating power generation facilities. MWPL is the third wind power project being set up by Mr. Iqbal Alimohamed & Family after successful completion of their two 50 MW wind power projects i.e. Metro Power Company Limited (MPCL) and Gul Ahmed Wind Power Limited (GAWPL).

Business Acumen Sponsor group has significant experience in power generation, trade and manufacturing, investments, real estate and information technology.

Financial Strength The financial strength of the sponsors is considered strong as they have well diversified profitable businesses.

Governance

Board Structure Metro Wind Power Limited Board of Directors (BoD) comprises of three members. The BoD is dominated by Mr. Iqbal Alimohamed & Family.

Members' Profile Mr. Danish Iqbal is the Director and has been associated with MWPL since its inception. He is a graduate of American University of Sharjah and has more than 23 years of experience as a Businessman and Industrialist. Mr. Iqbal Alimohamed is serving as a Director on the BoD of MWPL and has accumulated more than 50 years of experience. While, Mr. Saad Iqbal having majored in Business Communication from Curry College, USA and having 11 years of experience is also a Director.

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

Financial Transparency Deloitte Yousuf Adil, one of the Big 4 Audit Firm, is the current external auditor of the company. Riaz Ahmad, Saqib, Gohar & Co. were the external auditor for the FY'19, who gave an unqualified opinion.

Management

Organizational Structure Metro Wind Power Limited has a lean organizational structure. The company has a well-defined lean organizational structure with a professional management team in place to monitor the operations and assure control mechanisms.

Management Team Mr. Danish Iqbal is the CEO of the company. He graduated from American University of Sharjah in Sciences and has more than 23 years of experience in the industry.

Effectiveness MWPL's management effectiveness plays a significant role in empowering the organization through positive results, which has made decision making process systematic.

Control Environment MWPL has in place an efficient MIS reporting system for its operations, enabling efficient monitoring and timely decision making.

Completion Risk

Engineering And Procurement MWPL has signed an Onshore Contract with HydroChina International Engineering Company Limited and Offshore supply contract with Hangzhou Huachen Electric Power Control Company of ~USD 13.811mln and ~USD 53.56mln respectively. Wind power projects’ cost is mainly comprised of wind turbines and other instruments, hence cost of offshore EPC contract is major component of total EPC cost. HydroChina is responsible for the overall management, coordination, and implementation of the project. The company evaluated various WTG technologies available in Pakistan and opted for Gamesa G114 2.0 MW turbines. The payments to EPC for equipment supply will be made in USD and the funding (100% Foreign debt) will also be received in USD.

Power Purchase Agreement Metro Wind Power Limited operates under the Renewable Energy Policy 2006. Energy Purchase Agreement is with CPPA-G, and has tenure of 25 years.

Pre-Commissioning Progress HydroChina International Engineering Company Limited has extensive expertise in Engineering and Design of Renewable Energy projects both within and outside of China. Subject Company is already involved in other wind power projects in Pakistan.

Performance Default Risk Project Insurance has not been attained by the MWPL’s management as of now. But the management is in the process of finalization of the Project Insurance and they are confident it will be procured before the Construction of the Project begins in May, 2020. The plant will be constructed in 15 months but there might be delay in actual COD on account of unavailability of transmission infrastructure. EPC contractors will be liable to pay Liquidated Damages (LDs) as per the contract if benchmark performance ratio is not met or in the event that plant is not functional by the COD.

Performance Risk

Industry Dynamics The government has devised a plan to enhance share of renewable energy in existing energy mix by 30% till 2030. According to NEPRA, the wind power potential of Pakistan is 50,000MW with current installed capacity at 825MW and further wind energy IPPs of 1,014MW, which have achieved financial close.

Operation And Maintenance The long term O&M contract is yet to be finalized.

Fuel Supply Agreement The main source required for a Wind Power Project is Wind Speed. Since, the project is located in Jhimpir wind corridor, the risk is considered low. Tariff is based on a conservative energy estimate and it is highly likely that energy generation will be in excess of the estimate.

Performance Benchmark The required capacity factor is 38%.

Financial Risk

Financing Structure Analysis The total project cost is ~USD 73.932mln, consisting of 80% of debt (~USD 59.15mln) and 20% of equity (~USD 14.79mln). The debt financing constitutes of 2 foreign loans of ~USD 48,330mln (3MLIBOR+4.00%) and a 2nd loan of ~USD 11,670mln (3MLIBOR+4.00%). Both the loans have maturity of 13 years and are repayable in quarterly installments, and these payments shall be made in USD, which leads to exchange risk. Since, the natural hedge for repayment is there, though it remains dependent on smooth exchange convertibility. The tariff is indexed with USD. The equity will be injected by the sponsors directly.

Liquidity Profile As circular debt continues to be an issue for companies operating in power sector, IPPs have to manage their liquidity requirements from short-term borrowings.

Working Capital Financing Renewable IPPs do not have to pay for fuel which minimize their working capital needs.

Cash Flow Analysis The stability and sustainability of future cash flows of MWPL depends completely on continuous performance of its wind turbines. Metro Wind Power Limited has to generate adequate cash flows which will be enough to meet its debt obligations. The company would have to make quarterly principal repayments of debt. The company will maintain the Debt Service Reserve Account (DSRA), which will be equivalent to two quarterly payments (6 months). DSRA will be backed by 6 months Stand by Letter of Credit (SBLC).

Capitalization As at the end of June-19, MWPL has only a loan from a director which equates to a Debt to Equity ratio of 43.55%. The company, however, achieved financial close during November-19 and as a result, the leverage of the company is expected to increase significantly when the disbursement of the loan is made in May 2020.

The Pakistan Credit Rating Agency Limited

Renewable Energy
IPP
Financial Summary
PKR mln'

Metro Wind Power Limited

BALANCE SHEET	30-Jun-19	30-Jun-18	30-Jun-17
	FY19	FY18	FY17
Non-Current Assets	**68**	**51**	**39**
Investments (Others)			
Equity	-	-	-
Debt	-	-	-
Current Assets	**1**	**1**	**10**
Inventory	-	-	-
Trade Receivables	-	-	-
Other Current Assets	0	0	0
Cash & Bank Balances	0	0	10
Total Assets	**68**	**51**	**49**
Debt	-	-	-
Short-term	-	-	-
Long-term (Inlc. Current Maturity of long-term debt)	-	-	-
Other Short term liabilities (inclusive of trade payables)	21	3	0
Other Long term Liabilities	-	-	-
Shareholder's Equity	**48**	**48**	**49**
Total Liabilities & Equity	**68**	**51**	**49**
INCOME STATEMENT			
Turnover	-	-	-
Gross Profit	-	-	-
Operating Expense	(0)	(1)	(1)
Other Income	0	0	1
Financial Charges	(0)	(0)	(0)
Net Income	**(0)**	**(1)**	**(1)**
Cashflow Statement			
Free Cashflow from Operations (FCFO)	1	0	0
Net Cash changes in Working Capital	6	0	0
Net Cash from Operating Activities	7	0	1
Net Cash from InvestingActivities	(18)	(13)	(10)
Net Cash from Financing Activities	12	3	-
Net Cash generated during the period	0	(9)	(10)
Ratio Analysis			
Performance			
Turnover Growth	N/A	N/A	N/A
Gross Margin	N/A	N/A	N/A
Net Margin	N/A	N/A	N/A
ROE	N/A	N/A	N/A
Coverages			
Debt Service Coverage (X) (FCFO/Gross Interest+CMLTD)	-	-	-
Interest Coverage (X) (FCFO/Gross Interest)	-	-	-
FCFO Pre-WC/Gross interest+CMLTD+Uncovered STB	-	-	-
FCFO POST-WC/Gross interest+CMLTD+Uncovered STB	-	-	-
Liquidity			
Current Ratio (X)	0.0x	0.2x	201.2x
Short Term Adjusted Quick Ratio	-	-	-
Capital Structure			
Total Debt/Total Debt+Equity	0.0%	0.0%	0.0%

Credit Rating Scale & Definitions

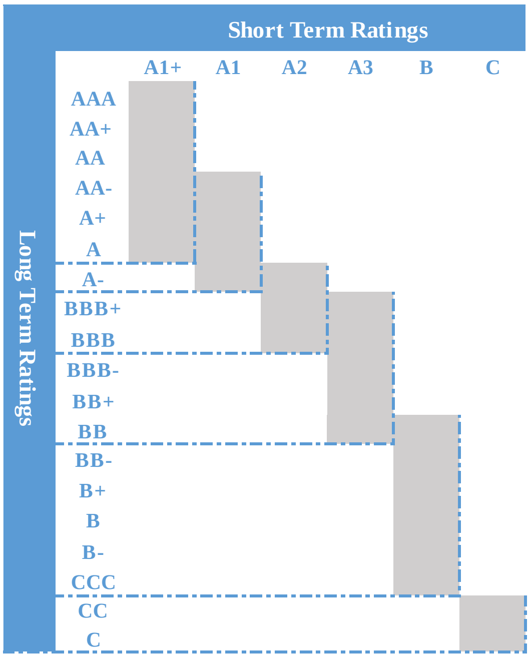
Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Long Term Ratings

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 Ratings

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.
B	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions.
C	An inadequate capacity to ensure timely repayment.



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 surveill the opinion due to lack of requisite information.

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

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.
(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 | 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)
Proprietary Information