

# NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on **Monday, October 16, 2023 at 10:00 am** at Marriott Hotel, Abdullah Haroon Road, Karachi to transact the following business:

## A. ORDINARY BUSINESS

1. To receive and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Directors' and Auditor's Reports thereon.
2. To approve and declare the final dividend of PKR 6.00 (60%) per share as recommended by the Board of Directors for the year ended June 30, 2023.
3. To appoint A.F Ferguson & Co., Chartered Accountants as Auditors of the Company and to fix their remuneration for the year ending June 30, 2024.

## B. SPECIAL BUSINESS

To consider and if thought appropriate, to pass with or without modification, the following resolution as special resolutions:

1. **To consider and approve circulation/dissemination of Annual Audited Financial Statements through QR enabled code and weblink and to pass the following Special Resolution(s) with or without modification(s):**

**“RESOLVED THAT** QR enabled code and web link of the annual audited financial statements of the company be circulated to members, subject to the requirements of Notification No. S.R.O. 389(1)12023 of Securities & Exchange Commission of Pakistan dated 21st March 2023 instead of CD/DVD/ USB.

**FURTHER RESOLVED THAT**, the Company shall be considered compliant with the relevant requirements of section 223(6) of the Companies Act, 2017 by sending the Audited Financial Statements through e-mail and/or sending a notice of meeting containing a QR code and the weblink address. In case a hard copy of Audited Financial Statements and/or Notice of AGM of the Company is desired, a specific request for the same will be made.

**FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution.

2. **Availing finance facilities to meet Sponsor obligation under Sponsor Support Agreement in relation to Thar Energy Limited (“TEL”):**

**“RESOLVED THAT** further to the resolutions passed by the members of the Company on October 24, 2019 to provide sponsor support in relation to the Put Option / Commercial Risk Guarantee (the “TEL Put Option / CRG”) provided by local banks and financial institutions (including Habib Bank Limited) (“TEL Put Option / CRG Financiers”) to the foreign lenders of TEL to the extent of USD 10,000,000 (United States Dollars Ten Million), the approval of the members of the Company is hereby accorded in terms of Section 199 of the Companies Act, 2017 and the regulations made thereunder, for the Company to provide additional sponsor support, by way of cash or a standby letter of credit, up to the extent of USD 25,000,000 (United States Dollars Twenty Five Million) (or PKR equivalent) (the “TEL

Put Option / CRG Support Amount”) for various exposures being assumed by the TEL Put Option / CRG Financiers (including any foreign exchange risk and mark-up / interest), and such sponsor support shall be called to cover any shortfall that TEL is unable to cover / provide to the TEL Put Option / CRG Financiers. Such sponsor obligation shall be valid till June 30, 2035 or such period until the liabilities / obligations of the Company remain undischarged, whichever is later.

**FURTHER RESOLVED THAT** the Company is authorized to provide security in form and substance acceptable to the TEL Put Option / CRG Financiers or such alternate / additional security as the TEL Put Option / CRG Financiers may require from time to time up to the TEL Put Option / CRG Support Amount with such margin and on such terms as may be deemed appropriate by the Authorized Persons (defined below).

**FURTHER RESOLVED THAT** the CEO, CFO and the Company Secretary of the Company (the “Authorized Persons”) are jointly and/or severally authorized to negotiate, finalize and execute all necessary documents and agreements including any amendments thereto in relation to the foregoing resolutions including but not limited to the security, sponsor support and other related documents and do all other matters incidental thereto, and carry out any other act or step which may be ancillary and / or incidental to do the above and necessary to fully achieve the object the foregoing resolutions.”

3. **Availing finance facilities to meet Sponsor obligation under Sponsor Support Agreement in relation to ThalNova Power Thar (Private) Limited (“TN”):**

**“RESOLVED THAT** further to the resolutions passed by the members of the Company on April 16, 2019 to provide sponsor support in relation to the Put Option / Commercial Risk Guarantee (the “TN Put Option / CRG”) provided by local banks and financial institutions (including Habib Bank Limited) (“TN Put Option / CRG Financiers”) to the foreign lenders of TN to the extent of USD 7,000,000 (United States Dollars Seven Million), the approval of the members of the Company is hereby accorded in terms of Section 199 of the Companies Act, 2017 and the regulations made thereunder, for the Company to provide additional sponsor support, by way of cash or a standby letter of credit, up to the extent of USD 20,000,000 (United States Dollars Twenty Million (or PKR equivalent) (the “TN Put Option / CRG Support Amount”) for various exposures being assumed by the TN Put Option / CRG Financiers (including any foreign exchange risk and mark-up / interest), and such sponsor support shall be called to cover any shortfall that TN is unable to cover / provide to the TN Put Option / CRG Financiers. Such sponsor obligation shall be valid till July 30, 2034 or such period until the liabilities / obligations of the Company remain undischarged, whichever is later.

**FURTHER RESOLVED THAT** the Company is authorized to provide security in form and substance acceptable to the TN Put Option / CRG Financiers or such alternate / additional security as the TN Put Option / CRG Financiers may require from time to time up to the TN Put Option / CRG Support Amount with such margin and on such terms as may be deemed appropriate by the Authorized Persons (defined below).

**FURTHER RESOLVED THAT** the CEO, CFO and the Company Secretary of the Company (the “Authorized Persons”) are jointly and/or severally authorized to negotiate, finalize and execute all necessary documents and agreements including any amendments thereto in relation to the foregoing resolutions including but not limited to the security, sponsor support and other related documents and do all other matters incidental thereto, and carry out any other act or step which may be ancillary and / or incidental to do the above and necessary to fully achieve the object the foregoing resolutions.”

**4. Providing Security for the Standby Letter of Credit issued for and on behalf of Thar Energy Limited (“TEL”) under its Power Purchase Agreement executed with the Central Power Purchasing Agency (Guarantee) Limited (“CPPA-G”)**

“RESOLVED THAT the approval of the members of the Company be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 and the regulations made thereunder, to create a charge on assets of the Company, of up to an amount of USD 7,500,000/- (United States Dollars Seven Million Five Hundred Thousand) (or PKR equivalent), or to provide such security as may be required by lenders / banks / financial institutions up to the aforementioned amount, for the purpose of securing the obligations of TEL under a letter of credit issued for and on behalf of TEL in favour of the Central Power Purchasing Agency (Guarantee) Limited under its Power Purchase Agreement with TEL. Such obligation shall be valid for a period of 10 (ten) years, or such period until the liabilities / obligations of the Sponsors remain undischarged, whichever is later.

**FURTHER RESOLVED THAT** the CEO, CFO and the Company Secretary (“Authorized Persons”), acting jointly and/or severally are authorized to negotiate and finalize the terms of such agreements and security documents and to execute all necessary documents and agreements in relation to the creation and perfection of same including but not limited to the security, and other related documents, and filings, and do all other matters incidental thereto, and carry out any other act or step which may be ancillary and / or incidental to do the above and necessary, including any amendments, restatements, extensions, addenda or supplementals to such documents as may be required from time to time, to fully achieve the object of the aforesaid resolutions.”

**5. Providing Security for the Standby Letter of Credit issued for and on behalf of ThalNova Power Thar (Private) Limited (“TN”) under its Power Purchase Agreement executed with CPPA-G**

“RESOLVED THAT the approval of the members of the Company be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 and the regulations made thereunder, to create a charge on assets of the Company, of up to an amount of USD 5,250,000/- (United States Dollars Five Million Two Hundred Fifty Thousand) (or PKR equivalent), or to provide such security as may be required by lenders / banks / financial institutions up to the aforementioned amount, for the purpose of securing the obligations of TN under a letter of credit issued for and on behalf of TN in favour of the Central Power Purchasing Agency (Guarantee) Limited under its Power Purchase Agreement with TN. Such obligation shall be valid for a period of 10 (ten) years, or such period until the liabilities / obligations of the Sponsors remain undischarged, whichever is later.

**FURTHER RESOLVED THAT** the CEO, CFO and the Company Secretary (“Authorized Persons”), acting jointly and/or severally are authorized to negotiate and finalize the terms of such agreements and security documents and to execute all necessary documents and agreements in relation to the creation and perfection of same including but not limited to the security, and other related documents, and filings, and do all other matters incidental thereto, and carry out any other act or step which may be ancillary and / or incidental to do the above and necessary, including any amendments, restatements, extensions, addenda or supplementals to such documents as may be required from time to time, to fully achieve the object of the aforesaid resolutions.”

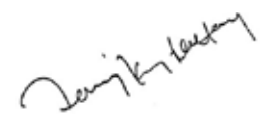
**6. Initial Debt Service Reserve Account (“DSRA”) Shortfall and Subsequent DSRA Letter of Credit in respect of ThalNova Power Thar (Private) Limited (“TN”)**

“RESOLVED THAT the approval of the members of the Company be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 and the regulations made thereunder, to authorize the Company, as a sponsor of TN, to procure issuance of a sponsor standby letter of credit to cover for the Initial Debt Service Reserve Account Shortfall, of an amount estimated not to exceed USD 20,000,000 (United States Dollars Twenty Million) (or PKR equivalent). Such SBLC shall be valid for the tenure of the project loan of TN.

**FURTHER RESOLVED** that the Company is hereby authorized to issue a sponsor standby letter of credit to cover for the Debt Service Reserve Account, of an amount estimated not to exceed USD 20,000,000 (United States Dollars Twenty Million) (or PKR equivalent). Such sponsor obligation shall be valid for the tenure of the project loan of TN or such other date as may be prescribed under the Sponsor Support Agreement dated July 22, 2019 entered into between the Sponsors of TN (including HUBCO), the Shareholders of TN, TN and Habib Bank Limited as the intercreditor agent.

**FURTHER RESOLVED** that the CEO, CFO and the Company Secretary, acting jointly and/or severally are authorized to negotiate and procure the Standby Letter of Credit from banks/ financial institution(s); provide security as required by lenders on such terms and conditions as may be deemed appropriate for the issuance of Standby Letter of Credit and for the said purpose negotiate and execute agreements, security documents, confirmations, notices, filings and certificates as may be agreed with the lenders including any amendments, extensions, restatements, addenda or supplementals thereto, or required by law.”

By Order of the Board



Faiza Kapadia Raffay  
Company Secretary

Date: September 12, 2023  
Place: Karachi

**NOTES:**

- i. All members are entitled to attend and vote at Meeting.
- ii. The Share Transfer Books of the Company will remain closed from Tuesday, October 10, 2023 to Monday, October 16, 2023 (both days included) and the final dividend will be paid to the shareholders whose names appear in the Register of Members on Monday, October 9, 2023.
- iii. A member entitled to attend and vote at the meeting may appoint a proxy in writing to attend the meeting and vote on the member’s behalf. A Proxy need not be a member of the Company.
- iv. Duly completed forms of proxy must be submitted with the Company Secretary at the Head Office of the Company no later than 48 hours before the time appointed for the meeting.
- v. Shareholders (Non-CDC) are requested to promptly notify the Company’s Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company M/s. Famco Associates (Pvt.) Ltd, 8F, Next to Hotel Faran, Nursery, Block 6, PECHS, Shakra-e-Faisal, Karachi. All the Shareholders holding their shares through the CDC are requested to please update their addresses and Zakat status with their Participants. This will assist in the prompt receipt of Dividend.

## STATEMENT PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2017

### A. For Attending the Meeting

- i In case of individuals, the Account Holders of Sub-account Holders and / or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate their identity by showing original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii In case of a corporate entity, the Board of Directors resolution / Power of Attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of attending the Meeting.

### B. For Appointing Proxies

- i In case of individuals, the Account Holders of Sub-account Holders and / or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit their proxy forms as per the above mentioned requirements.
- ii The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be stated on the form.
- iii Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
- iv In case of a corporate entity, the Board of Directors resolution / Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

### C. Consent for Video Conference Facility

In compliance with Section 134(1)(b) of the Companies Act, 2017, if the Company receive consent from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video link facility at least 10 days prior to the date of general meeting, the Company will arrange video link facility in that city. To avail this facility, please provide following information and submit to registered address of the Company.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access the facility

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of The Hub Power Company Limited, holder of \_\_\_\_\_ Ordinary Shares as per Register Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_

Signature of member

**Pursuant to Section 134(3) of the Companies Act, 2017, this Statement sets forth the material facts concerning the special business listed hereinabove, to be transacted at the AGM of the Company to be held on 16 October 2023.**

### Section B2: Availing finance facilities to meet Sponsor obligation under the Sponsor Support Agreement in relation to Thar Energy Limited (“TEL”)

TEL was incorporated in Pakistan on May 17, 2016 as a wholly owned subsidiary of the Company under the repealed Companies Ordinance, 1984. The principal activities of TEL are to develop, own, operate and maintain a 330 MW mine-mouth coal fired power plant established at Thar Block II, Thar Coal Mine, Sindh (“Project”).

TEL is a subsidiary of the Company. The Company presently holds 60% shares in TEL, and has appointed (1) Mr. Aly Khan, (2) Mr. Muhammad Kamran Kamal, (3) Mr. Saleemullah Memon, and (4) Mr. Amjad Ali Raja as directors on the Board of Directors of TEL.

The Company, along with Fauji Fertilizer Company Limited and China Everbest Development International Limited (collectively, the “Sponsors”), and Habib Bank Limited (the “Purchaser”) have entered into a Sponsor Support Agreement with TEL dated December 20, 2018 (the “Put Option SSA”). Pursuant to the Put Option SSA, the Company is obligated to inter alia cover any exchange risk shortfall by giving cash / issuing a Standby Letter of Credit to the Purchaser for the put option facility, in proportion to its shareholding, up to the extent of USD 25,000,000 (United States Dollars Twenty Five Million) or PKR equivalent. Such sponsor obligation shall be valid till June 30, 2035 or such period until the liabilities / obligations of the Company remain undischarged, whichever is later.

Information pursuant to the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 (the “Regulations”).

### (a) Disclosures required under Regulation 3(a):

Information Required	Information Provided						
Name of the “associated company”	Thar Energy Limited						
Basis of relationship;	TEL is a subsidiary of the Company. The Company presently holds 60% shares in TEL, and has appointed (1) Mr. Aly Khan, (2) Mr. Muhammad Kamran Kamal, (3) Mr. Saleemullah Memon, and (4) Mr. Amjad Ali Raja as directors on the Board of Directors of TEL.						
Earnings per share for the last three years;	<table border="1"> <tbody> <tr> <td>2023</td> <td>3.78</td> </tr> <tr> <td>2022</td> <td>(0.04)</td> </tr> <tr> <td>2021</td> <td>(0.05)</td> </tr> </tbody> </table>	2023	3.78	2022	(0.04)	2021	(0.05)
2023	3.78						
2022	(0.04)						
2021	(0.05)						

Break-up value per share, based on latest audited financial statements;	Rs 14.04 per share as of June 2023														
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<table border="1"> <thead> <tr> <th></th> <th>Rs in '000</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>141,803,408</td> </tr> <tr> <td>Equity</td> <td>26,956,562</td> </tr> <tr> <td>Long term loan</td> <td>82,815,782</td> </tr> <tr> <td>Current Liabilities</td> <td>32,031,064</td> </tr> <tr> <td>Turnover</td> <td>37,868,759</td> </tr> <tr> <td>Profit for the year</td> <td>7,251,822</td> </tr> </tbody> </table>		Rs in '000	Total Assets	141,803,408	Equity	26,956,562	Long term loan	82,815,782	Current Liabilities	32,031,064	Turnover	37,868,759	Profit for the year	7,251,822
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Profit for the year	7,251,822														
In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-  (i) Description of the project and its history since conceptualization;  (ii) Starting date and expected date of completion of work;  (iii) Time by which such project shall become commercially operational;  (iv) Expected time by which the project shall start paying return on investment; and  (v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	N/A														
Maximum amount of investment to be made;	USD 25,000,000/- (United States Dollars Twenty Five Million) or PKR equivalent														

Purpose and benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The Company is required to provide the aforementioned additional sponsor support pursuant to its obligations under the Put Option SSA, as detailed in the preamble above.</p> <p>With respect to benefits likely to accrue to the Company in respect of the additional sponsor support, it may be noted that TEL achieved Commercial Operations Date on October 1, 2022 and is anticipated to offer an internal rate of return of up to 20% in USD.</p>
Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-  (i) justification for investment through borrowings;  (ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and  (iii) cost benefit analysis;	<p>(I) The cost of funds if provided through borrowings would be much less than 20% IRR in USD. Further, where the Company takes long term debt to fund such investments, the Company is able to share the risk of loss with the lenders.</p> <p>(ii) Ranking charge to be upgraded to pari-passu charge on fixed and / or current assets of the Company;</p> <p>(iii) Project is anticipated to offer an IRR of up to 20% in USD.</p>
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>The salient features of the Put Option SSA are as follows:</p> <ul style="list-style-type: none"> <li>• The parties to the Put Option SSA are the Sponsors, the Purchaser and TEL; and</li> <li>• Under the Put Option SSA, each of the Sponsors (including HUBCO) are required to contribute proportionately for their respective obligations.</li> </ul>
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>Mr. Muhammad Kamran Kamal is a CEO of the Company and also holds directorship in TEL.</p> <p>Mr. Aly Khan is a director of the Company and also holds directorship in TEL.</p> <p>Mr. Saleemullah Memon is an employee of the Company and also holds directorship in TEL. He has been seconded as the CEO of TEL.</p>

<p>In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;</p>	<p>This additional support intended to be provided is part of the investment made by the Company in TEL, as a sponsor and shareholder of TEL.</p> <p>The initial approval of the shareholders of the Company to provide sponsor support was accorded on October 24, 2019, in relation to the Put Option / Commercial Risk Guarantee (the <b>“TEL Put Option / CRG”</b>) provided by local banks and financial institutions (including the Purchaser) (the <b>“TEL Put Option / CRG Financiers”</b>) to the foreign lenders of TEL to the extent of USD 15,000,000/- (United States Dollars Fifteen Million) or PKR equivalent, as primary obligor. Furthermore, approval for additional sponsor support, by way of cash or a standby letter of credit, up to the extent of USD 10,000,000 (United States Dollars Ten Million) was also provided for various exposures being assumed by TEL Put Option / CRG Financiers (including any foreign exchange risk and mark-up / interest), and such sponsor support shall be called to cover any shortfall that TEL is unable to cover / provide to the TEL Put Option / CRG Financiers.</p> <p>The above-mentioned USD 10,000,000 (United States Dollars Ten Million) is now required to be enhanced to USD 25,000,000 (United States Dollars Twenty Five Million) or PKR equivalent for the above-mentioned exposures being assumed by TEL Put Option / CRG Financiers (including any foreign exchange risk and mark-up / interest).</p> <p>With respect to the investment made in TEL, it may be noted that the Company has invested approximately USD 79,000,000 (United States Dollars Seventy Nine Million) or PKR equivalent to date. TEL achieved financial close on January 30, 2020 and Commercial Operations Date on October 1, 2022.</p> <p>In terms of the benefits to the Company, the Company was set up under the 2015 Power Policy. TEL is expected to offer an IRR of up to 20% in USD to the Company.</p> <p>No impairment conditions exist on the investment; accordingly, no charge/write offs have been made till date.</p>
<p>Any other important details necessary for the members to understand the transaction;</p>	<p>N/A</p>

**(b) Disclosures required under Regulation 3(b):**

**(c) Disclosures required under Regulation 3(c):**

<p>Category-wise amount of investment;</p>	<p>The additional support is intended to be provided through cash or a standby letter of credit issued to the Purchaser, up to the extent of USD 25,000,000 (United States Dollars Twenty Five Million) or PKR equivalent.</p>
<p>Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products</p>	<p>In the event the SBLC is called and not settled by the Company in cash, the same will convert into a funded facility, carrying a profit rate of 3month KIBOR +3%, till such time that the same is settled.</p>
<p>Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company</p>	<p>N/A</p>
<p>Particulars of collateral or security to be obtained in relation to the proposed investment</p>	<p>No specific collateral / security is intended to be obtained from TEL, as this is part of the obligations of the Company under the Put Option SSA.</p>
<p>If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;</p>	<p>N/A</p>
<p>Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking</p>	<p>No repayment schedule has been determined with TEL in respect of this additional sponsor support. The terms of release of the additional sponsor support are covered under the Put Option SSA, as more particularly detailed above.</p>

**Section B3: Availing finance facilities to meet Sponsor obligation under the Sponsor Support Agreement in relation to ThalNova Power Thar (Private) Limited (“TN”)**

TN was incorporated in Pakistan on April 18, 2016 as a private limited company under the repealed Companies Ordinance, 1984. The principal activities of TN are to develop, own, operate and maintain a 330 MW mine-mouth coal fired power plant established at Thar Block II, Thar Coal Mine, Sindh (the “**Project**”).

TN is an associated company of the Company. The Company, through its wholly owned subsidiary, Hub Power Holdings Limited, presently holds 38.30% shares in TN, and has appointed Mr. Muhammad Kamran Kamal and Mr. Aly Khan as directors on the Board of Directors of TN.

The Company, along with Thal Limited, Novatex Limited and China Everbest Development International Limited (collectively, the “**Sponsors**”), and Habib Bank Limited (the “**Purchaser**”) have entered into a Sponsor Support Agreement with TN dated July 22, 2019 (the “**Put Option SSA**”). Pursuant to Put Option SSA, the Company is obligated to cover any exchange risk shortfall by giving cash / SBLC to the Purchaser for the put option facility, in proportion to its shareholding, up to the extent of USD 20,000,000 (United States Dollars Twenty Million) or PKR equivalent. Such sponsor obligation shall be valid till July 30, 2034 or such period until the liabilities / obligations of the Company remain undischarged, whichever is later.

Information pursuant to the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 (the “**Regulations**”)

**(a) Disclosures required under Regulation 3(a):**

Information Required	Information Provided						
Name of the “associated company”	ThalNova Power Thar Limited						
Basis of relationship;	TN is an associated company of the Company. The Company, through its wholly owned subsidiary, Hub Power Holdings Limited, presently holds 38.30% shares in TN, and has appointed Mr. Muhammad Kamran Kamal and Mr. Aly Khan as directors on the Board of Directors of TN.						
Earnings per share for the last three years;	<table border="1"> <tbody> <tr> <td>2023</td> <td>2.71</td> </tr> <tr> <td>2022</td> <td>(0.013)</td> </tr> <tr> <td>2021</td> <td>(0.07)</td> </tr> </tbody> </table>	2023	2.71	2022	(0.013)	2021	(0.07)
2023	2.71						
2022	(0.013)						
2021	(0.07)						

Break-up value per share, based on latest audited financial statements;	Rs. 15.79 per share as of June 2023														
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<table border="1"> <thead> <tr> <th></th> <th>Rs in ‘000</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>139,451,791</td> </tr> <tr> <td>Equity</td> <td>227,878,829</td> </tr> <tr> <td>Long term loan</td> <td>72,911,740</td> </tr> <tr> <td>Current Liabilities</td> <td>38,661,222</td> </tr> <tr> <td>Turnover</td> <td>22,522,972</td> </tr> <tr> <td>Profit for the year</td> <td>4,793,581</td> </tr> </tbody> </table>		Rs in ‘000	Total Assets	139,451,791	Equity	227,878,829	Long term loan	72,911,740	Current Liabilities	38,661,222	Turnover	22,522,972	Profit for the year	4,793,581
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In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-	N/A														
(i) Description of the project and its history since conceptualization;															
(ii) Starting date and expected date of completion of work;															
(iii) Time by which such project shall become commercially operational;															
(iv) Expected time by which the project shall start paying return on investment; and															
(v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts; distinguishing between cash and non-cash amounts;															

Maximum amount of investment to be made;	USD 20,000,000/- (United States Dollars Twenty Million) or PKR equivalent.
Purpose and benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The Company is required to provide the aforementioned additional sponsor support pursuant to its obligations under the Put Option SSA.</p> <p>With respect to benefits likely to accrue to the Company in respect of the additional sponsor support, it may be noted that TN achieved Commercial Operations Date on February 17, 2023 and is anticipated to offer an internal rate of return of up to 20% in USD.</p>
<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-</p> <p>(i) justification for investment through borrowings;</p> <p>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis;</p>	<p>(I) The cost of funds if provided through borrowings would be much less than 20% IRR in USD. Further where the Company takes long term debt to fund such investments, the Company is able to share the risk of loss with the lenders;</p> <p>(II) Ranking charge to be upgraded to pari-passu charge on fixed and / or current assets of the Company;</p> <p>(III) Project is anticipated to offer an IRR of up to 20% in USD.</p>
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>The salient features of the Put Option SSA are as follows:</p> <ul style="list-style-type: none"> <li>• The parties to the Put Option SSA are the Sponsors, the Purchaser and TN; and</li> <li>• Under the Put Option SSA, each of the Sponsors (including HUBCO) are required to contribute proportionately for their respective obligations.</li> </ul>
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>The Company through HPHL currently owns 38.30% shares in TN.</p> <p>Mr. Muhammad Kamran Kamal is a CEO of the Company and holds directorship in TN. Mr. Muhammad Kamran Kamal is also CEO and director in HPHL.</p> <p>Mr. Aly Khan is the common director in both HUBCO, HPHL and TN's Board.</p>

In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	<p>This additional support intended to be provided is part of the investment made by the Company in TN, as a sponsor of TN.</p> <p>The initial approval of the shareholders of the Company to provide sponsor support was accorded on April 16, 2019, in relation to the Put Option / Commercial Risk Guarantee (the "TN Put Option / CRG") provided by local banks and financial institutions (including the Purchaser) (the "TN Put Option / CRG Financiers") to the foreign lenders of TN to the extent of USD 10,000,000/- (United States Dollars Ten Million) or PKR equivalent, as primary obligor. Furthermore, approval for additional sponsor support, by way of cash or a standby letter of credit, up to the extent of USD 7,000,000 (United States Dollars Seven Million) was also provided for various exposures being assumed by TN Put Option / CRG Financiers (including any foreign exchange risk and mark-up / interest), and such sponsor support shall be called to cover any shortfall that TN is unable to cover / provide to the TN Put Option / CRG Financiers.</p> <p>The above-mentioned USD 7,000,000 (United States Dollars Seven Million) is now required to be enhanced to USD 20,000,000 (United States Dollars Twenty Million) or PKR equivalent for the above-mentioned exposures being assumed by TN Put Option / CRG Financiers (including any foreign exchange risk and mark-up / interest).</p> <p>With respect to the investment made to date in the TN, it may be noted that the Company has, through HPHL, invested approximately USD 52,000,000 (United States Dollars Fifty Two Million) or PKR equivalent to date. TN achieved financial close on September 30, 2020 and Commercial Operations Date on February 17, 2023.</p> <p>In terms of the benefits to the Company, the Company has been set up under the 2015 Power Policy. TN is expected to offer an IRR of up to 20% in USD to the Company.</p> <p>No impairment conditions exist on the investment; accordingly, no charge/write offs have been made till date.</p>
Any other important details necessary for the members to understand the transaction;	N/A

**(b) Disclosures required under Regulation 3(b): N/A****(c) Disclosures required under Regulation 3(c):**

Category-wise amount of investment;	The additional support is intended to be provided through cash or a standby letter of credit issued to the Purchaser, to the extent of USD 20,000,000 (United States Dollars Twenty Million) or PKR equivalent.
Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products	In the event the SBLC is called and not settled by the Company in cash, the same will convert into a funded facility, carrying a profit rate of 3month KIBOR +3%, till such time that the same is settled.
Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	N/A
Particulars of collateral or security to be obtained in relation to the proposed investment	No specific collateral / security is intended to be obtained from TN, as this is part of the obligations of the Company under the Put Option SSA.
If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	N/A
Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking	No repayment schedule has been determined with TN in respect of this additional sponsor support. The terms of release of the additional sponsor support are covered under the Put Option SSA, as more particularly detailed above.

**Section B4: Providing Security for the Standby Letter of Credit issued by Thar Energy Limited (“TEL”) under its Power Purchase Agreement executed with the Central Power Purchasing Agency (Guarantee) Limited (“CPPA-G”)**

Under the terms of the Power Purchase Agreement dated July 27, 2017 entered into between TEL and the CPPA-G, as amended from time to time, TEL is required to provide a letter of credit in favor of CPPA-G to secure certain obligations under the PPA (“PPA SBLC”).

As TEL does not have adequate security to fully secure its the obligations under such letter of credit, the Company, along with the other Sponsors of TEL, is required to provide replacement security, by way of a ranking charge to be upgraded to first pari passu charge on the fixed and / or current assets of the Company, up to an amount of USD 7,500,000 (United States Dollars Seven Million Five Hundred Thousand) or PKR equivalent as may be required by the relevant banks / financial institutions.

**(a) Disclosures required under Regulation 3(a):**

Information Required	Information Provided														
Name of the “associated company”	Thar Energy Limited														
Basis of relationship;	TEL is a subsidiary of the Company. The Company presently holds 60% shares in TEL, and has appointed (1) Mr. Aly Khan, (2) Mr. Muhammad Kamran Kamal, (3) Mr. Saleemullah Memon, and (4) Mr. Amjad Ali Raja as directors on the Board of Directors of TEL.														
Earnings per share for the last three years;	<table border="1"> <tr> <td>2023</td> <td>3.78</td> </tr> <tr> <td>2022</td> <td>(0.04)</td> </tr> <tr> <td>2021</td> <td>(0.05)</td> </tr> </table>	2023	3.78	2022	(0.04)	2021	(0.05)								
2023	3.78														
2022	(0.04)														
2021	(0.05)														
Break-up value per share, based on latest audited financial statements;	Rs 14.04 per share as of June 2023														
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<table border="1"> <thead> <tr> <th></th> <th>Rs in ‘000</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>141,803,408</td> </tr> <tr> <td>Equity</td> <td>26,956,562</td> </tr> <tr> <td>Long term loan</td> <td>82,815,782</td> </tr> <tr> <td>Current Liabilities</td> <td>32,031,064</td> </tr> <tr> <td>Turnover</td> <td>37,868,759</td> </tr> <tr> <td>Profit for the year</td> <td>7,251,822</td> </tr> </tbody> </table>		Rs in ‘000	Total Assets	141,803,408	Equity	26,956,562	Long term loan	82,815,782	Current Liabilities	32,031,064	Turnover	37,868,759	Profit for the year	7,251,822
	Rs in ‘000														
Total Assets	141,803,408														
Equity	26,956,562														
Long term loan	82,815,782														
Current Liabilities	32,031,064														
Turnover	37,868,759														
Profit for the year	7,251,822														



In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-  (i) Description of the project and its history since conceptualization;  (ii) Starting date and expected date of completion of work;  (iii) Time by which such project shall become commercially operational;  (iv) Expected time by which the project shall start paying return on investment; and  (v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	N/A
Maximum amount of investment to be made;	A ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company is proposed to be created, or such other security as may be required by the relevant banks / financial institution is to be provided, up to an amount of USD 7,500,000 (United States Dollars Seven Million Five Hundred Thousand) or PKR equivalent as per the arrangement detailed below.
Purpose and benefits likely to accrue to the investing company and its members from such investment and period of investment	The purpose of the investment is as more fully detailed in the preamble above.  With respect to benefits likely to accrue to the Company in respect of the additional sponsor support, it may be noted that TEL achieved Commercial Operations Date on October 1, 2022 and is anticipated to offer an internal rate of return of up to 20% in USD.

Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-  (i) justification for investment through borrowings;  (ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and  (iii) cost benefit analysis;	No additional funds are intended to be utilized for this purpose. However, a ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company, up to an amount of USD 7,500,000 (United States Dollars Seven Million Five Hundred Thousand) or PKR equivalent is proposed to be created in accordance with the arrangement detailed above.
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment.	The Company has entered into a Shareholders agreement for TEL (as may be amended from time to time) which contemplates investment in equity of TEL by each of the shareholders such that the shares are distributed as follows; The Company holds 60% of the total shareholding of TEL, Fauji Fertilizer Company Limited holds 30% and CMEC TEL Power Investments Limited holds 10%.
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Mr. Muhammad Kamran Kamal is a CEO of the Company and also holds directorship in TEL.  Mr. Aly Khan is a director of the Company and also holds directorship in TEL.  Mr. Saleemullah Memon is an employee of the Company and also holds directorship in TEL. He has been seconded as the CEO of TEL.
In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	This additional support intended to be provided is part of the investment made by the Company in TEL, as a sponsor and shareholder of TEL.  With respect to the investment made in TEL, it may be noted that the Company has invested approximately USD 79,000,000 (United States Dollars Seventy Nine Million) or PKR equivalent to date. TEL achieved financial close on January 30, 2020 and Commercial Operations Date on October 1, 2022.  In terms of the benefits to the Company, the Company has been set up under the 2015 Power Policy. TEL is expected to offer an IRR of up to 20% in USD to the Company.  No impairment conditions exist on the investment; accordingly, no charge/write offs have been made till date.
Any other important details necessary for the members to understand the transaction;	N/A

**(b) Disclosures required under Regulation 3(b): N/A****(c) Disclosures required under Regulation 3(c):**

Category-wise amount of investment;	A ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company is proposed to be created, or such other security as may be required by the relevant banks / financial institution is to be provided, up to an amount of USD 7,500,000 (United States Dollars Seven Million Five Hundred Thousand) or PKR equivalent as per the arrangement detailed below.
Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products.	N/A
Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	N/A
Particulars of collateral or security to be obtained in relation to the proposed investment.	No specific collateral / security is intended to be obtained from TEL. This additional charge over assets is intended to be provided by the Company in its capacity as a Sponsor of TEL.
If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	N/A
Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The security provided is intended to be released approximately in 10 years.

**Section B5: Providing Security for the Standby Letter of Credit issued by ThalNova Power Thar (Private) Limited (“TN”) under its Power Purchase Agreement executed with the Central Power Purchasing Agency (Guarantee) Limited (“CPPA-G”)**

Under the terms of the Power Purchase Agreement dated July 21, 2017 entered into between TN and the Central Power Purchasing Agency (Guarantee) Limited (“CPPA-G”), as amended from time to time, TN is required to provide a letter of credit in favor of CPPA-G to secure certain obligations under the PPA (“PPA SBLC”).

As TN does not have adequate security to fully secure its the obligations under such letter of credit, the Company, along with the other Sponsors of TN, is required to provide replacement security, by way of a ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company, up to an amount of USD 5,250,000 (United States Dollars Five Million Two Hundred Fifty Thousand) or PKR equivalent as may be required by the relevant banks / financial institutions.

Information pursuant to the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 (the “Regulations”)

**Disclosures required under Regulation 3(a):**

Information Required	Information Provided														
Name of the “associated company”	ThalNova Power Thar (Private) Limited														
Basis of relationship;	TN is an associated company of the Company. The Company, through its wholly owned subsidiary, Hub Power Holdings Limited, presently holds 38.30% shares in TN, and has appointed Mr. Muhammad Kamran Kamal and Mr. Aly Khan as directors on the Board of Directors of TN.														
Earnings per share for the last three years;	<table border="1"> <tr> <td>2023</td> <td>2.71</td> </tr> <tr> <td>2022</td> <td>(0.013)</td> </tr> <tr> <td>2021</td> <td>(0.07)</td> </tr> </table>	2023	2.71	2022	(0.013)	2021	(0.07)								
2023	2.71														
2022	(0.013)														
2021	(0.07)														
Break-up value per share, based on latest audited financial statements;	Rs. 15.79 per share as of June 2023														
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<table border="1"> <thead> <tr> <th></th> <th>Rs in ‘000</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>139,451,791</td> </tr> <tr> <td>Equity</td> <td>27,878,829</td> </tr> <tr> <td>Long term loan</td> <td>72,911,740</td> </tr> <tr> <td>Current Liabilities</td> <td>38,661,222</td> </tr> <tr> <td>Turnover</td> <td>22,522,972</td> </tr> <tr> <td>Profit for the year</td> <td>4,793,581</td> </tr> </tbody> </table>		Rs in ‘000	Total Assets	139,451,791	Equity	27,878,829	Long term loan	72,911,740	Current Liabilities	38,661,222	Turnover	22,522,972	Profit for the year	4,793,581
	Rs in ‘000														
Total Assets	139,451,791														
Equity	27,878,829														
Long term loan	72,911,740														
Current Liabilities	38,661,222														
Turnover	22,522,972														
Profit for the year	4,793,581														

In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-	N/A
(i) Description of the project and its history since conceptualization;	
(ii) Starting date and expected date of completion of work;	
(iii) Time by which such project shall become commercially operational;	
(iv) Expected time by which the project shall start paying return on investment; and	
(v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	
Maximum amount of investment to be made;	A ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company is proposed to be created, or such other security as may be required by the relevant banks / financial institution is to be provided, up to an amount of USD 5,250,000 (United States Dollars Five Million Two Hundred Fifty Thousand) or PKR equivalent as per the arrangement detailed below.
Purpose and benefits likely to accrue to the investing company and its members from such investment and period of investment	The purpose of the investment is as more fully detailed in the preamble above.  With respect to benefits likely to accrue to the Company in respect of the additional sponsor support, it may be noted that TN achieved Commercial Operations Date on February 17, 2023 and is anticipated to offer an internal rate of return of up to 20% in USD.

Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-	No additional funds are intended to be utilized for this purpose. However, a ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company, up to an amount of USD 5,250,000 (United States Dollars Five Million Two Hundred Fifty Thousand) or PKR equivalent as may be required by the relevant banks / financial institutions is proposed to be created, as per the arrangement detailed above.
(i) justification for investment through borrowings;	
(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	
(iii) cost benefit analysis;	
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	Hub Power Holdings Limited, the wholly owned subsidiary of the Company, has entered into Shareholders Agreement for TN (as may be amended from time to time) which contemplates investment in equity of TN by each of the shareholders such that the shares of TN are distributed as follows: The Company (through HPHL) holds 38.3% of the total shareholding of TN, 26% is held by Thal Power (Private) Limited, 24.7% is held by Nova Powergen Limited, 10% is held by CMEC ThalNova Power Investments Limited and 1% is held by Descon Engineering Limited.
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	The Company through HPHL currently owns 38.30% shares in TN.  Mr. Muhammad Kamran Kamal is a CEO of the Company and holds directorship in TN. Mr. Muhammad Kamran Kamal is also CEO and director in HPHL.  Mr. Aly Khan is the common director in both HUBCO, HPHL and TN's Board.
In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	This additional support intended to be provided is part of the investment made by the Company in TN, as a sponsor of TN.  With respect to the investment made to date in the TN, it may be noted that the Company has, through HPHL, invested approximately USD 52,000,000 (United States Dollars Fifty Two Million) or PKR equivalent to date. TN achieved financial close on September 30, 2020 and Commercial Operations Date on February 17, 2023.  In terms of the benefits to the Company, the Company has been set up under the 2015 Power Policy. TN is expected to offer an IRR of up to 20% in USD to the Company.  No impairment conditions exist on the investment; accordingly, no charge/write offs have been made till date.
Any other important details necessary for the members to understand the transaction;	N/A

**(b) Disclosures required under Regulation 3(b): N/A****(c) Disclosures required under Regulation 3(c):**

Category-wise amount of investment;	A ranking charge to be upgraded to a first pari passu charge on the fixed and / or current assets of the Company is proposed to be created, or such other security as may be required by the relevant banks / financial institution is to be provided, up to an amount of USD 5,250,000 (United States Dollars Five Million Two Hundred Fifty Thousand) or PKR equivalent as per the arrangement detailed below.
Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products	N/A
Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	N/A
Particulars of collateral or security to be obtained in relation to the proposed investment.	No specific collateral / security is intended to be obtained from TN. This additional charge over assets is intended to be provided by the Company in its capacity as a Sponsor of TN.
If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	N/A
Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking	The security provided is intended to be released approximately in 10 (ten) years.

**B6: Initial Debt Service Reserve Account (“DSRA”) Support and Subsequent DSRA Letter of Credit in respect of ThalNova Power Thar (Private) Limited (“TN”)**

Support from the Sponsors is required in the form of Standby Letter of Credit (“SBLC”) for an amount not exceeding the PKR equivalent of USD 20,000,000 (United States Dollars Twenty Million) in TN either in the form of investment in equity or by way of debt/loan if there is a shortfall in DSRA or the project completion date of TN has not been achieved for the purpose of repaying outstanding obligations owed by TN to its lenders, including any financing costs (the “Initial DSRA Support”), and to create security on the assets of the Company as may be required by the relevant lenders that will issue the requisite letter(s) of credit.

After the project completion date of the Project, the lenders of TN have allowed Sponsors to withdraw the cash from the DSRA account provided Sponsors procure the issuance of a subsequent DSRA LC (the “DSRA LC”) for the amount of the current DSRA. After the final maturity date of project loan, the TN lenders will issue instructions to the Facility Agent to release the DSRA LC. That amount can also vary depending on the then prevailing LIBOR/KIBOR rate so the estimation is that HUBCO’s share will not exceed USD 20,000,000 (United States Dollars Twenty Million) (or PKR equivalent) although it can be slightly higher or lower. Upon a demand being made for payment under the DSRA LC and receiving such payment, the said amount may be treated as equity or at the option of the Sponsors collectively, subordinated debt advanced in favor of TN in an amount equal to such portion of the DSRA LC that is called upon.

It is clarified that initial approval from the shareholders for the Initial DSRA Support and the DSRA LC was obtained on April 16, 2019, however, due to fluctuation in USD / PKR exchange rates and prevailing LIBOR/KIBOR rates, both amounts are required to be revised from USD 14,000,000 (United States Dollars Fourteen Million) (or PKR equivalent) each to USD 20,000,000 (United States Dollars Twenty Million) (or PKR equivalent) each.

**(i) Investment in the form of equity****(a) Disclosures required under Regulation 3(a):**

Information Required	Information Provided						
Name of the “associated company”	ThalNova Power Thar (Private) Limited						
Basis of relationship;	TN is an associated company of the Company. The Company, through its wholly owned subsidiary, Hub Power Holdings Limited, presently holds 38.30% shares in TN, and has appointed Mr. Muhammad Kamran Kamal and Mr. Aly Khan as directors on the Board of Directors of TN.						
Earnings per share for the last three years;	<table border="1"> <tr> <td>2023</td> <td>2.71</td> </tr> <tr> <td>2022</td> <td>(0.013)</td> </tr> <tr> <td>2021</td> <td>(0.07)</td> </tr> </table>	2023	2.71	2022	(0.013)	2021	(0.07)
2023	2.71						
2022	(0.013)						
2021	(0.07)						

Break-up value per share, based on latest audited financial statements;	Rs. 15.79 per share as of June 2023														
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<table border="1"> <thead> <tr> <th></th> <th>Rs in '000</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>139,451,791</td> </tr> <tr> <td>Equity</td> <td>227,878,829</td> </tr> <tr> <td>Long term loan</td> <td>72,911,740</td> </tr> <tr> <td>Current Liabilities</td> <td>38,661,222</td> </tr> <tr> <td>Turnover</td> <td>22,522,972</td> </tr> <tr> <td>Profit for the year</td> <td>4,793,581</td> </tr> </tbody> </table>		Rs in '000	Total Assets	139,451,791	Equity	227,878,829	Long term loan	72,911,740	Current Liabilities	38,661,222	Turnover	22,522,972	Profit for the year	4,793,581
	Rs in '000														
Total Assets	139,451,791														
Equity	227,878,829														
Long term loan	72,911,740														
Current Liabilities	38,661,222														
Turnover	22,522,972														
Profit for the year	4,793,581														
In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-	N/A														
<p>(i) Description of the project and its history since conceptualization;</p> <p>(ii) Starting date and expected date of completion of work;</p> <p>(iii) Time by which such project shall become commercially operational;</p> <p>(iv) Expected time by which the project shall start paying return on investment; and</p> <p>(v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;</p>															

Maximum amount of investment to be made;	Initial DSRA Support LC of USD 20,000,000 (United States Dollars Twenty Million) (or in equivalent Pakistan Rupees) and subsequent DSRA LC of USD 20,000,000 (United States Dollars Twenty Million) (or in equivalent Pakistan Rupees)
Purpose and benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The Initial DSRA Support LC and subsequent DSRA LC to be provided pursuant to the Sponsor Support Agreement dated July 22, 2019 entered into between the Sponsors of TN (including HUBCO), the Shareholders of TN, TN and Habib Bank Limited as the intercreditor agent (the "SSA").</p> <p>With respect to benefits likely to accrue to the Company in respect of the additional sponsor support, it may be noted that TN achieved Commercial Operations Date on February 17, 2023 and is anticipated to offer an internal rate of return of up to 20% in USD.</p> <p>With respect to the tenor of the additional investment, the Initial DSRA Support shall be valid for the tenor of the project loan and the subsequent DSRA LC shall also be valid for the tenor of the project loan, or such other timeframe as may be stipulated in the SSA.</p>
Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-	<p>(I) The cost of funds if provided through borrowings would be much less than 20% IRR in USD. Further where the Company takes long term debt to fund such investments, the Company is able to share the risk of loss with the lenders;</p> <p>(ii) justification for investment through borrowings;</p> <p>(iii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis;</p>
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>(II) Securities and collateral as required by the lenders from time to time.</p> <p>(III) Project is anticipated to offer an IRR of up to 20% in USD.</p> <p>The Parties to the SSA are the Sponsors of TN (including HUBCO), the Shareholders of TN, TN and Habib Bank Limited as the intercreditor agent. The SSA was entered into as a pre-condition to the availability of financing to TN from the lenders of TN, under the various financing agreements.</p> <p>The SSA details the sponsor support which is required to be provided by the Sponsors of TN at various times throughout the Project, such as inter alia the equity contributions of the Sponsors, the Initial DSRA Support, and subsequent DSRA LC, along with the obligations of TN towards the Sponsors.</p>

Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	The Company through HPHL currently owns 38.30% shares in TN.  Mr. Muhammad Kamran Kamal is a CEO of the Company and holds directorship in TN. Mr. Muhammad Kamran Kamal is also CEO and director in HPHL.  Mr. Aly Khan is the common director in both HUBCO, HPHL and TN's Board.
In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	This additional support intended to be provided is part of the investment made by the Company in TN, as a sponsor of TN.  With respect to the investment made to date in the TN, it may be noted that the Company has, through HPHL, invested approximately USD 52,000,000 (United States Dollars Fifty Two Million) or PKR equivalent to date. TN achieved financial close on September 30, 2020 and Commercial Operations Date on February 17, 2023.  In terms of the benefits to the Company, the Company has been set up under the 2015 Power Policy. TN is expected to offer an IRR of up to 20% in USD to the Company.  No impairment conditions exist on the investment; accordingly, no charge/write offs have been made till date.
Any other important details necessary for the members to understand the transaction;	N/A

**(b) Disclosures under Regulation 3(b):**

Maximum price at which securities will be acquired	Rs. 10 per share or such other rate as may be decided by the board of directors of TN.
In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
Maximum number of securities to be acquired	Number of securities would be determined by converting the USD investment amount into PKR on the date of subscription and dividing the same by the rate of the shares as decided by the board of directors of TN.
Number of securities and percentage thereof held before and after the proposed investment	Present holding through HPHL - 38.3%. The number of securities would be determined by the Board of TN by converting the USD investment amount into PKR.

Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	N/A
Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;	As stated above the number of securities would be determined on the date of subscription and the fair value of shares will also be determined at the time.  PKR 10 per share is the par value of the share and the latest offer price of TN's shares. The Company and other remaining shareholders shall subscribe to shares of TN at PKR 10 per share.

**(c) Disclosures under Regulation 3(c): N/A****(ii) Investment in the form of Subordinated Debt****(a) Disclosures under Regulation 3(a):**

Information Required	Information Provided						
Name of the "associated company"	ThalNova Power Thar (Private) Limited						
Basis of relationship;	TN is an associated company of the Company. The Company, through its wholly owned subsidiary Hub Power Holdings Limited presently holds 38.30% shares in TN, and has appointed Mr. Muhammad Kamran Kamal and Mr. Aly Khan as directors on the Board of Directors of TN.						
Earnings per share for the last three years;	<table border="1"> <tr> <td>2023</td> <td>2.71</td> </tr> <tr> <td>2022</td> <td>(0.013)</td> </tr> <tr> <td>2021</td> <td>(0.07)</td> </tr> </table>	2023	2.71	2022	(0.013)	2021	(0.07)
2023	2.71						
2022	(0.013)						
2021	(0.07)						
Break-up value per share, based on latest audited financial statements;	Rs. 15.79 per share as of June 2023						

Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements		<b>Rs in '000</b>
	Total Assets	139,451,791
	Equity	227,878,829
	Long term loan	72,911,740
	Current Liabilities	38,661,222
	Turnover	22,522,972
	Profit for the year	4,793,581
In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-	N/A	
(i) Description of the project and its history since conceptualization;		
(ii) Starting date and expected date of completion of work;		
(iii) Time by which such project shall become commercially operational;		
(iv) Expected time by which the project shall start paying return on investment; and		
(v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;		
Maximum amount of investment to be made	Initial DSRA Support LC of USD 20,000,000 (United States Dollars Twenty Million) (or in equivalent Pakistan Rupees) and subsequent DSRA LC of USD 20,000,000 (United States Dollars Twenty Million) (or in equivalent Pakistan Rupees)	

Purpose and benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The Initial DSRA Support LC and subsequent DSRA LC to be provided pursuant to the Sponsor Support Agreement dated July 22, 2019 entered into between the Sponsors of TN (including HUBCO), the Shareholders of TN, TN and Habib Bank Limited as the intercreditor agent (the "SSA").</p> <p>With respect to benefits likely to accrue to the Company in respect of the additional sponsor support, it may be noted that TN achieved Commercial Operations Date on February 17, 2023 and is anticipated to offer an internal rate of return of up to 20% in USD.</p> <p>With respect to the tenor of the additional investment, the Initial DSRA Support shall be valid for the tenor of the project loan and the subsequent DSRA LC shall also be valid for the tenor of the project loan, or such other timeframe as may be stipulated in the SSA.</p>
Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-	<p>(I) The cost of funds if provided through borrowings would be much less than 20% IRR in USD. Further where the Company takes long term debt to fund such investments, the Company is able to share the risk of loss with the lenders.</p> <p>(ii) justification for investment through borrowings;</p> <p>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis;</p>
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>(II) Securities and collateral as required by the lenders from time to time.</p> <p>(III) Project is anticipated to offer an IRR of up to 20% in USD.</p> <p>The Parties to the SSA are the Sponsors of TN (including HUBCO), the Shareholders of TN, TN and Habib Bank Limited as the intercreditor agent. The SSA was entered into as a pre-condition to the availability of financing to TN from the lenders of TN, under the various financing agreements.</p> <p>The SSA details the sponsor support which is required to be provided by the Sponsors of TN at various times throughout the Project, such as inter alia the equity contributions of the Sponsors, the Initial DSRA Support, and subsequent DSRA LC, along with the obligations of TN towards the Sponsors</p>
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>The Company through HPHL currently owns 38.30% shares in TN.</p> <p>Mr. Muhammad Kamran Kamal is a CEO of the Company and holds directorship in TN. Mr. Muhammad Kamran Kamal is also CEO and director in HPHL.</p> <p>Mr. Aly Khan is the common director in both HUBCO, HPHL and TN's Board.</p>

In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	<p>This additional support intended to be provided is part of the investment made by the Company in TN, as a sponsor of TN.</p> <p>With respect to the investment made to date in the TN, it may be noted that the Company has, through HPHL, invested approximately USD 52,000,000 (United States Dollars Fifty Two Million) or PKR equivalent to date. TN achieved financial close on September 30, 2020 and Commercial Operations Date on February 17, 2023.</p> <p>In terms of the benefits to the Company, the Company has been set up under the 2015 Power Policy. TN is expected to offer an IRR of up to 20% in USD to the Company.</p> <p>No impairment conditions exist on the investment; accordingly, no charge/write offs have been made till date.</p>
Any other important details necessary for the members to understand the transaction;	N/A

**(b) Disclosures required under Regulation 3(b): N/A****(c) Disclosures required under Regulation 3(c):**

Category-wise amount of investment;	As mentioned above in preamble.
Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products.	Facility arrangement fees as charged by respective banks.
Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	In the event any amount is invested as a loan, the Company shall require TN to pay interest at the standard bank rates, to be mutually agreed between the parties.
Particulars of collateral or security to be obtained in relation to the proposed investment.	No security will be obtained from the borrowing company as it will be a subordinated loan from the Company to TN.

If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	N/A
Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	<p>Any amount paid as loan to TN shall be marked as subordinated debt to the TN project Lenders and shall be repayable after the repayment of amounts due to the Lenders of TN.</p> <p>Since it is a non-funded obligation, there is no repayment schedule.</p>



# PROXY FORM

The Company Secretary  
**The Hub Power Company Limited**  
9th Floor, Ocean Tower, Block 9,  
Main Clifton Road P.O. Box No. 13841,  
Karachi

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of THE HUB POWER COMPANY LIMITED and holder of \_\_\_\_\_ Ordinary Shares as per the Share Register Folio No. \_\_\_\_\_ and/or CDC Participant ID No. \_\_\_\_\_ and Account / Sub-Account No. \_\_\_\_\_ hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ as my/our proxy for me & on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Monday, October 16, 2023 at 10:00 am at Marriott Hotel, Karachi.

Witnesses:

(1) Signature _____	(2) Signature _____
Name _____	Name _____
Address _____	Address _____
_____	_____
_____	_____
CNIC / Passport No. _____	CNIC / Passport No. _____

Signature on  
Revenue Stamp  
of PKR 5/-

Signature of Shareholder  
Folio / CDC No's.

**Notes:**

- A member entitled to attend the meeting may appoint a proxy in writing to attend the meeting on the member's behalf. A Proxy need not be a member of the Company.
- If a member is unable to attend the meeting, they may complete and sign this form and send it to the Company Secretary, The Hub Power Company Limited, Head Office at 9th Floor, Ocean Tower, Block-9, Main Clifton Road, Karachi-75600 so as to reach no less than 48 hours before the time of the meeting, excluding holidays i.e Wednesday, October 11, 2023.
- **For CDC Account Holders / Corporate Entities**  
In addition to the above, the following requirements have to be met:
  - (i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be stated on the form.
  - (i) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.

In case of a corporate entity, the Board of Directors resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

## تشکیل نیابت داری

جناب کمپنی سیکریٹری  
دی حب پاور کمپنی لمیٹڈ  
9 فلور، اوشین ٹاور، بلاک 9، مین کلنٹن روڈ، کراچی

AFFIX  
CORRECT  
POSTAGE



The Company Secretary  
**The Hub Power Company Limited**  
9th Floor, Ocean Tower, Block 9,  
Main Clifton Road P.O. Box No. 13841,  
Karachi - 75600

میں / ہم \_\_\_\_\_  
ساکن \_\_\_\_\_  
عام حصص برطانیہ شیئر رجسٹرڈ فولیو نمبر \_\_\_\_\_  
اور ڈیلی کھاتا نمبر \_\_\_\_\_  
محترم / محترمہ \_\_\_\_\_  
یا ان کے دستیاب نہ ہونے کی صورت میں دیگر محترم / محترمہ \_\_\_\_\_  
ساکن \_\_\_\_\_  
کو یہاں اپنے لیے اور اپنی جانب سے مورخہ 16 اکتوبر، 2023ء بوقت 10:00 بجے صبح بروز پیر، بمقام میریٹ ہوٹل، کراچی منعقد ہونے والے 32 ویں سالانہ اجلاس عام میں رائے دہندگی کے لیے اپنا / اپنی نمائندہ مقرر کرتا / کرتی ہوں۔

گواہ:

(1) دستخط \_\_\_\_\_

نام \_\_\_\_\_

پتہ \_\_\_\_\_

سی این آئی سی یا پاسپورٹ نمبر \_\_\_\_\_

(2) دستخط \_\_\_\_\_

نام \_\_\_\_\_

پتہ \_\_\_\_\_

سی این آئی سی یا پاسپورٹ نمبر \_\_\_\_\_

نوٹس:

- ایسا رکن جو اجلاس میں شرکت کرنے کا / کی اہل ہے، وہ اجلاس میں شرکت کے لیے، تحریری طور پر اپنا / اپنی نمائندہ مقرر کر سکتا / سکتی ہے۔ نمائندے کے لیے کمپنی کا رکن ہونا ضروری نہیں۔

- اگر کوئی رکن اجلاس میں شرکت کے قابل نہیں ہے، وہ اس فارم پر دستخط کر کے کمپنی سیکریٹری، دی حب پاور کمپنی لمیٹڈ ڈوٹ کام 9 فلور، اوشین ٹاور، بلاک 9، مین کلنٹن روڈ، کراچی-75500 کو اس طرح بھیج سکتا / سکتی ہے کہ یہ اجلاس شروع ہونے سے 48 گھنٹے قبل، تعطیلات کے علاوہ یعنی بروز بدھ مورخہ 11 اکتوبر، 2023ء تک پہنچ جائے۔

سی ڈی سی کے کھاتے دار / کارپوریٹ ادارے

(i) مذکورہ بالا کے علاوہ، درج ذیل تقاضے بھی پورے ہونا چاہئیں:

(ii) نیابت داری کے فارم پر دو افراد کی جانب سے بطور گواہ تصدیق ہونا چاہیے اور ان کے نام اپنے اور سی این آئی سی نمبرز بھی فارم پر درج ہونے چاہیے۔

نیابت داری کے فارم کے ہمراہ سینٹیفیکیشن اوزر کے سی این آئی سی یا پاسپورٹ کی تصدیق شدہ نقل بھی منسلک ہونا چاہیے۔

کارپوریٹ رکن ہونے کی صورت میں، کمپنی کے پاس نیابت داری کے فارم کے ہمراہ بورڈ آف ڈائریکٹرز کی منظور کردہ قرار داد / مختار نامہ، مع نمائندے کے دستخط کا نمونہ بھی (اگر پہلے فراہم نہیں کیا گیا ہے) فراہم کرنا چاہیے۔

ریونیٹ چیک کریں۔

دستخط

(دستخط کمپنی میں پہلے سے موجود

نمونہ کے مطابق ہونے چاہیے)

