



# **Burj Clean Energy Modaraba Information Memorandum**

**Growth Enterprise Market Board**

Head Office  
Office 202, 11 C, Al Murtaza Commercial,  
Lane 2, Phase VIII, DHA Karachi, Pakistan

**August 2024**



# Table of Contents

---

## The Transaction

Page 4 - 7

## About Burj Clean Energy Modaraba

Page 8 - 18

---

## Capital Raising & Investment Plan

Page 19 - 26

## Pipeline Projects & Key Investment Considerations

Page 27 - 30

---

## Key Partnerships, Suppliers Material Contracts, Financial Facilities, & Creditors

Page 31 - 34

## Industry Overview

Page 35 - 39

---

## Business Risk & Mitigants

Page 40 - 44

## Financial Projections

Page 45 - 51

---

## Regulatory Disclosure

Page 52 - 55

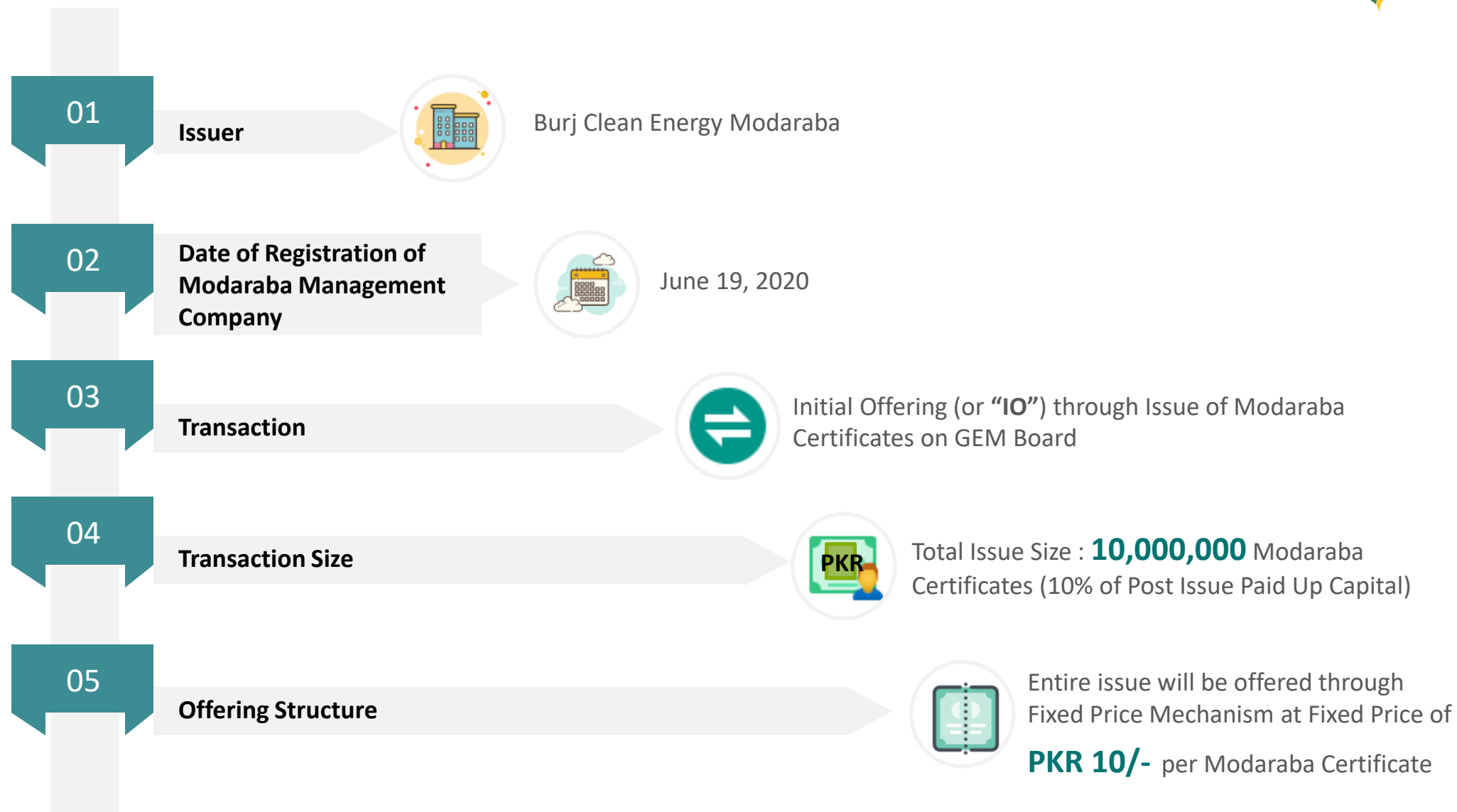
- This is not a Prospectus for issue of shares to the general public, but a document prepared for the purpose of offering shares only to Accredited Investors. This Information Memorandum (“**IM**”) has not been approved by the Securities & Exchange Commission of Pakistan (the Commission) or the Pakistan Stock Exchange Limited (the Exchange).
- The Growth Enterprise Market (GEM) Board at the Pakistan Stock Exchange (PSX) is designed primarily for Growth Companies. Growth Companies are comparatively exposed to higher investment risk including liquidity risk as compared to the companies listed at the Main Board. The prospective investor should, therefore, be aware of the risk of investing in such companies and should make the decision to invest only after careful diligence of the issue and consideration. It is advisable to consult an independent investment advisor before making investment in equity of the Issuer.
- The Board of Directors of Burj Modaraba Management Company Pvt. Limited (“**Modaraba Company**”) accepts responsibility for accuracy of the information contained in this document. This Information Memorandum describes and summarizes the key highlights of Burj Clean Energy Modaraba (“**Burj Modaraba**”) and it is being provided to the prospective investors who may be interested in participating in the Initial Offering (“**Transaction**”) by Burj Clean Energy Modaraba
- Arif Habib Limited (“**Advisor to the Issue**”) has been authorized by Management Company to provide this IM to Accredited Investors, as stipulated by Chapter 5A of the PSX Rule Book with associated guidance, wishing to participate in this Transaction, and to assist them in assessing the proposed Transaction. Prospective investors should conduct their own independent investigation, due diligence and analysis, including legal and tax advice, if required, before taking any decision with regard to this Transaction.
- All information pertaining to this Transaction and contained in this Information Memorandum has been obtained from Modaraba Company and other publicly available sources. The information contained in this IM has been reviewed and agreed upon by the Modaraba Company. Advisor to the Issue believes that the information stated herein is accurate and complete. However, nothing contained in this IM should be considered a promise, confirmation, or representation by the Advisors to the Issue as to the future, or an indication that there has been no change in the state of affairs of the Modaraba Company since the date of this IM.
- This IM does not constitute a Prospectus or an offer to the public by the Advisor to the Issue, and is being provided on a strictly and permanently confidential basis, solely for the purpose stated above and for no other purpose. It must not be copied, reproduced, or distributed in any shape or form to others without prior approval of the Advisor to the Issue.”



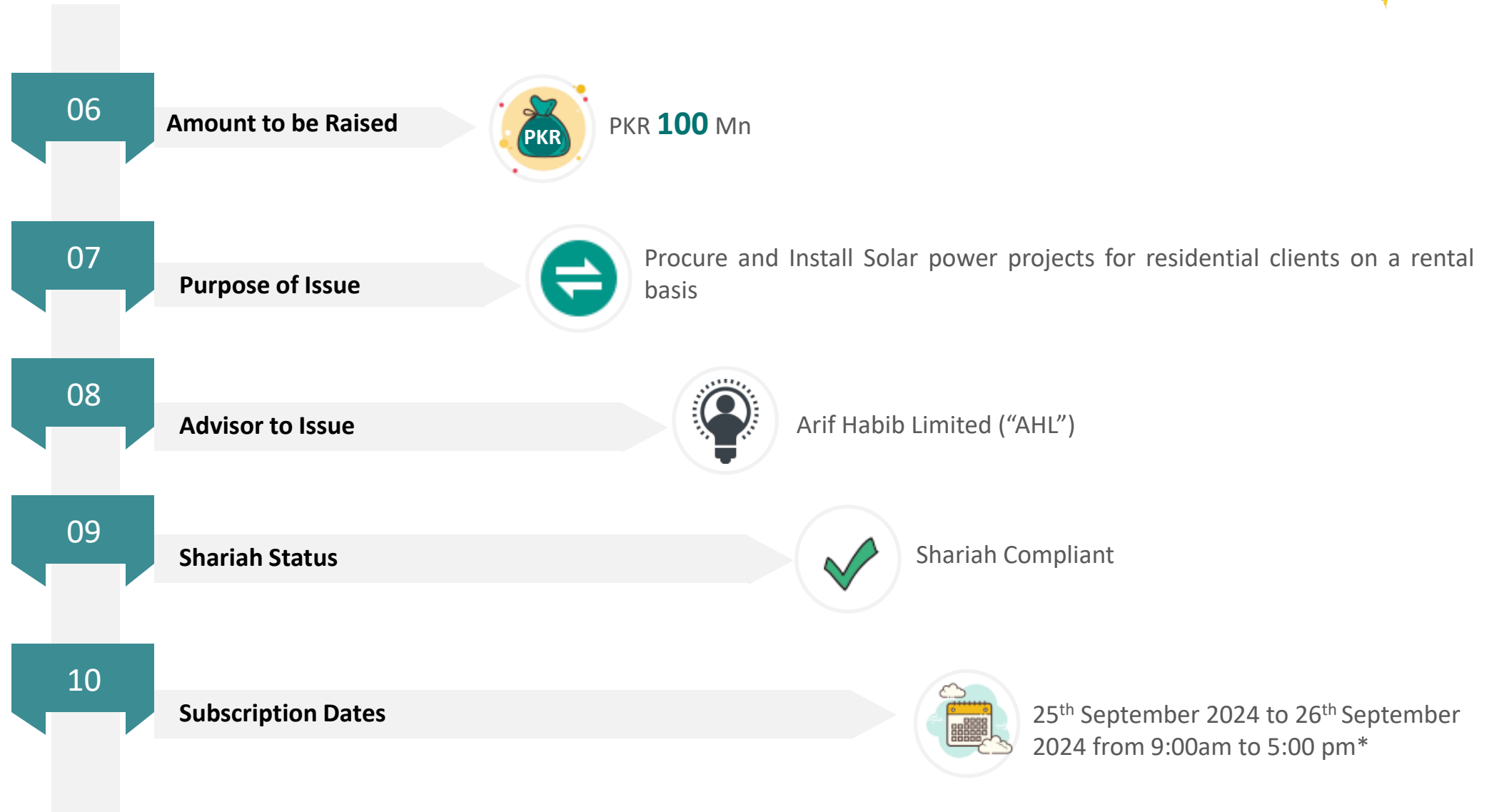
01

# The Transaction

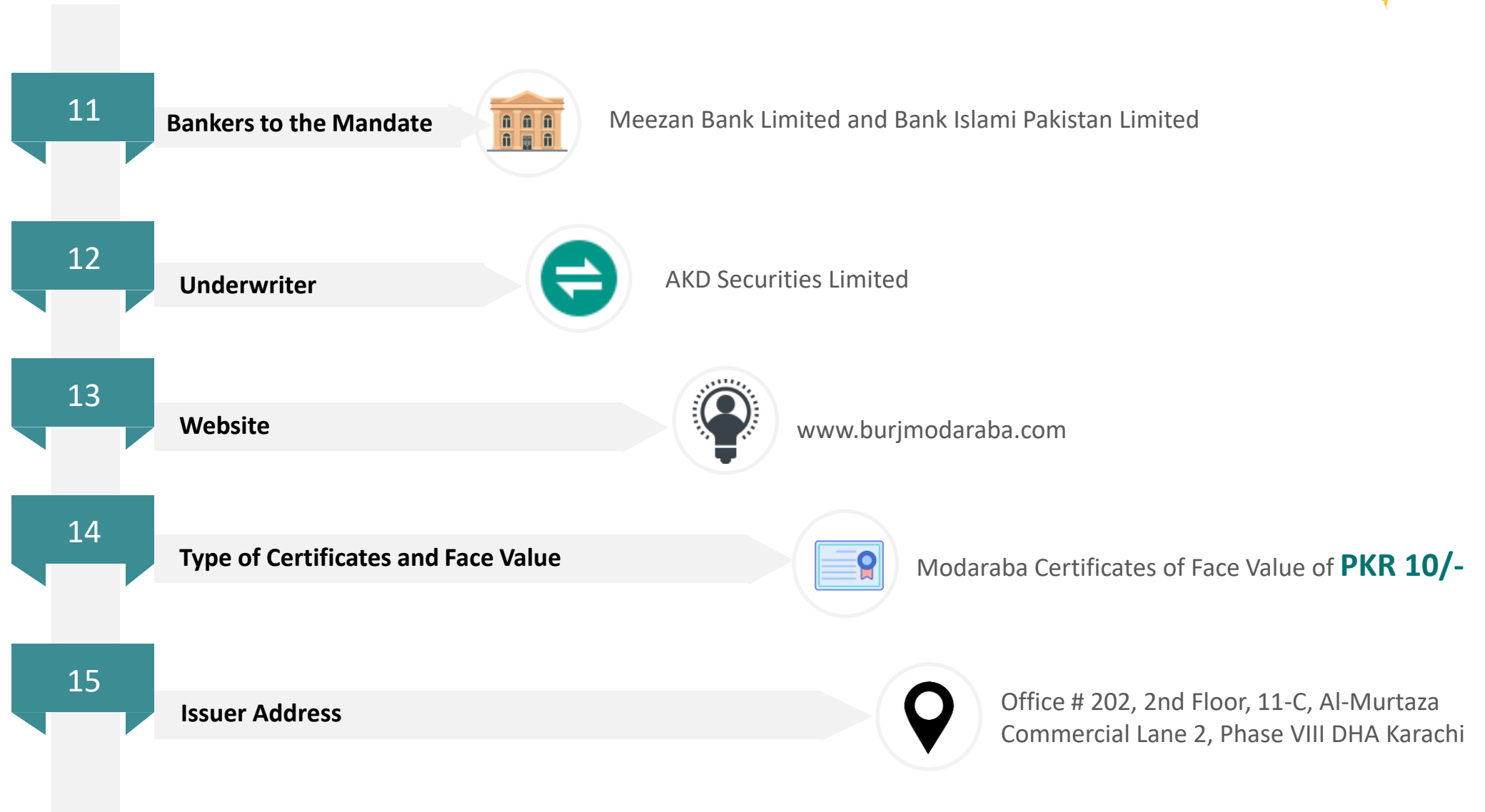
# The Transaction



# The Transaction (cont'd)



# The Transaction (cont'd)





02

## About Burj Clean Energy Modaraba





## About Management Company

- 1 Burj Modaraba Management Company (Private) Limited (“**the Modaraba Company**”) is a private limited company incorporated in the province of Sindh under the Companies Act, 2017
- 2 It was registered and licensed to act as a Modaraba management company by the Registrar Modaraba, Securities & Exchange Commission of Pakistan.
- 3 The Modaraba Company is launching its Modaraba under the name Burj Clean Energy Modaraba (“**BCEM**”).

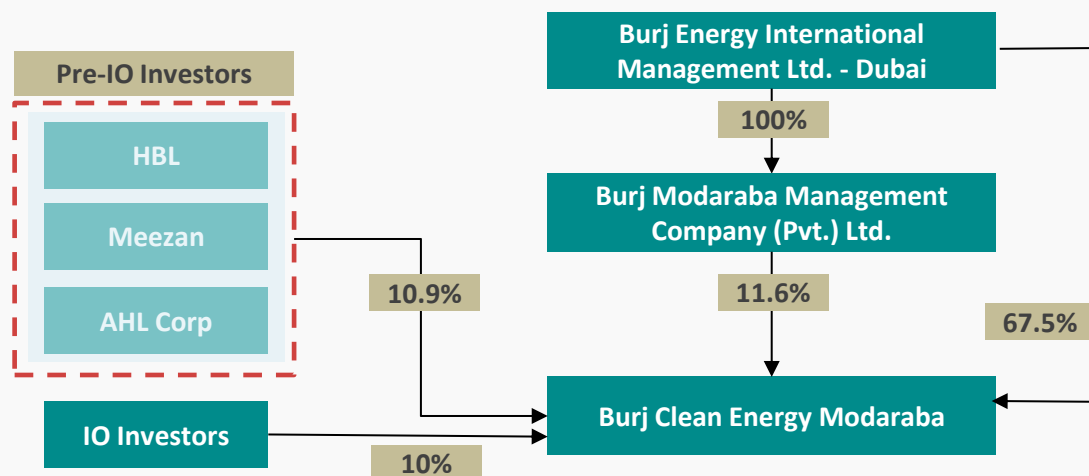


## About BCEM’s Business

- 1 BCEM will invest and deal in renewable energy, energy storage, E-mobility, and Energy efficiency projects and products respectively
- 2 It will provide financing solutions through a Power Purchase Agreement and/or Equipment Rental Agreement on a Build-Own-Operate-Transfer mode
- 3 It will offer these solutions to commercial & industrial clients, utility companies, government bodies, and residential consumers in Pakistan



## Shareholding Structure of BCEM



# Strategic Objectives of Modaraba

Build, own, operate and transfer the renewable energy project for selling electricity to commercial and industrial Clients, utility companies, and residential clients in Pakistan under a Power Purchase Agreement.

01

Own and lease renewable energy power equipment to commercial and industrial clients, utility companies, government bodies, and residential clients in Pakistan under equipment rental agreements

02

Invest in equity, stock, and shares of renewable energy projects and companies / SPVs and any other mode(s) of investment / financing to companies engaged in the clean energy business.

03

Offer energy storage and E-mobility solutions and provide LED/smart LED lighting to commercial, industrial, institutions, utility companies, government bodies and residential customers.

04

05

Engage in trading, buying, selling, manufacturing, importing, and exporting of alternative energy products, equipment, solution, and technologies

06

Engage in research, development, and implementation of technologies related to alternative energy production and utilization, and to invest in or acquire technologies that contribute to sustainable energy solutions.

07

Provide consultancy, advisory, and technical services in the field of alternative energy to government, businesses, and individuals

08

Deal in trading, buying, selling of carbon credits, international renewable energy certificates and any other similar instrument on account of renewable energy generated by projects owned by Modaraba and on behalf of renewable energy projects owned by other developers as facilitator, market operator, or trader.

## Business Origination



The Modaraba will invest and deal in renewable energy, energy storage, E-mobility, and Energy efficiency projects and products respectively. It will offer these solutions to commercial & industrial clients, Utility companies, government bodies, and residential consumers in Pakistan.

## Target



The Modaraba will work on the development of up to 1.5 MW solar rental solutions for residential clients in the first year of its commencement. In addition to it, Modaraba will also develop solar and wind projects for Commercial and industrial clients.

## Offering



The Modaraba will give one window solution to customers by offering and financing renewable energy, energy storage, energy efficiency, and E-mobility products/projects.

## Execution



Modaraba will use its own marketing staff and channel partners to secure business. Appointment of channel partners will be non-exclusive to maximize the availability of marketing resources. Modaraba staff shall be responsible for the execution of all the transactions/projects as per its deployment strategy.

# Board of Directors



**Muneer Kamal**

– Chairman

Professional experience of 40+ years, has led leadership positions in organizations like Citi Bank, Faysal Bank, KASB Bank, and Union Bank



**Razi Ur Rehman**

– Independent Director

Professional experience of 40+ years, has worked in organizations like ANZ Merchant Bank Group, Hub Power, JP Morgan Chase, Dewan Group of Companies, Faysal Asset Management, and SECP



**Rabiya Javeri**

– Independent Director

Professional experience of 35+ years in civil service and has served as President of the Pakistan Administration Service Association



**Hassan Reza**

– Independent Director

Professional experience of 40+ years in financial and corporate markets. He currently serves as a Board Member on several listed entities, including Mirpurkhas Sugar Mills Ltd and Atlas Insurance Ltd



**Farrukh Zaman**

– Non-Executive Director

Professional experience of 37+ years in corporate banking and has served at prominent institutions such as International Bank of Qatar, Mashreq Bank, and Bank of America



**Saad Uz Zaman**

– Executive Director

Professional experience of 25+ years and has held leadership positions in organizations like Citibank, Dubai Islamic Bank, Etisalat International, and DP World Group



**Saleem Uz Zaman**

– Executive Director

Professional experience of 25+ years in corporate affairs, legal advisory and has in depth knowledge of Power Sector in Pakistan



**Aamer Chisti**

– Executive Director

Professional Experience of 30+ years, have previously been associated with ABN AMRO, WorldCall & ASCON

# Associate Companies of BCEM's Board by Virtue of Common Directorship

Sr No.	Name	Particulars	Nature of Relation	Associate Companies by Virtue of Common Directorship
1	Muneer Kamal	Chairman / Independent Director	Common Directorship	GlaxoSmithKline Pakistan Limited, Infrazamin (PAK) Ltd, Jubilee Life Insurance Company Limited, KT Bank Pakistan Limited, National School of Public Policy, National University of Medical Sciences, Karachi Education Initiative
2	Razi Ur Rehman Khan	Independent Director	Common Directorship	Gas & Oil Pakistan Ltd
3	Hasan Reza Ur Rahim	Independent Director	Common Directorship	Atlas Insurance Limited, Mirpurkhas Sugar Mills Limited, Stratum Strategies Fz LLE
4	Rabiya Javeri Agha	Independent Director	Common Directorship	Sindh Infrastructure Development Company Ltd., JS Global
5	Farrukh Zaman	Non-Executive Director	NA	NA
6	Saad Uz Zaman	Executive Director	Common Directorship/ Shareholding	Burj Wind Energy Pvt. Ltd., Burj Solar Energy Pvt. Ltd., Burj Green SEZ Developers Pvt. Ltd., Aerem Energy Pvt. Ltd., JPL Holding Pte. Ltd., Burj Energy International Management Ltd.
7	Saleem Uz Zaman	Executive Director	Common Directorship/ Shareholding	Burj Wind Energy Pvt. Ltd., Burj Solar Energy Pvt. Ltd., Burj Green SEZ Developers Pvt. Ltd., Aerem Energy Pvt. Ltd., Burj Energy International Management Ltd.
8	Aamer Nasim Chishti	Executive Director / Chief Executive Officer	Common Directorship	Burj Energy International Management Ltd.

# Senior Management



**Aamer Chisti** – CEO  
BE | MBA (LUMS)

Professional Experience of 30+ years, have previously been associated with ABN AMRO, Wordcall & ASCON



**Talha Ameer** – Deputy CEO  
CFA | MBA (NUS & LBS)

Professional Experience of 11+ years, have previously been associated with Meezan, HBL & MCB



**Ali Akbar** – CFO & Company Secretary  
FCA

Professional Experience of 25+ years, have previously been associated with Orient Energy, Assirience Consulting & Orix leasing



**Wahab Ali** – Technical Head  
BE | ME

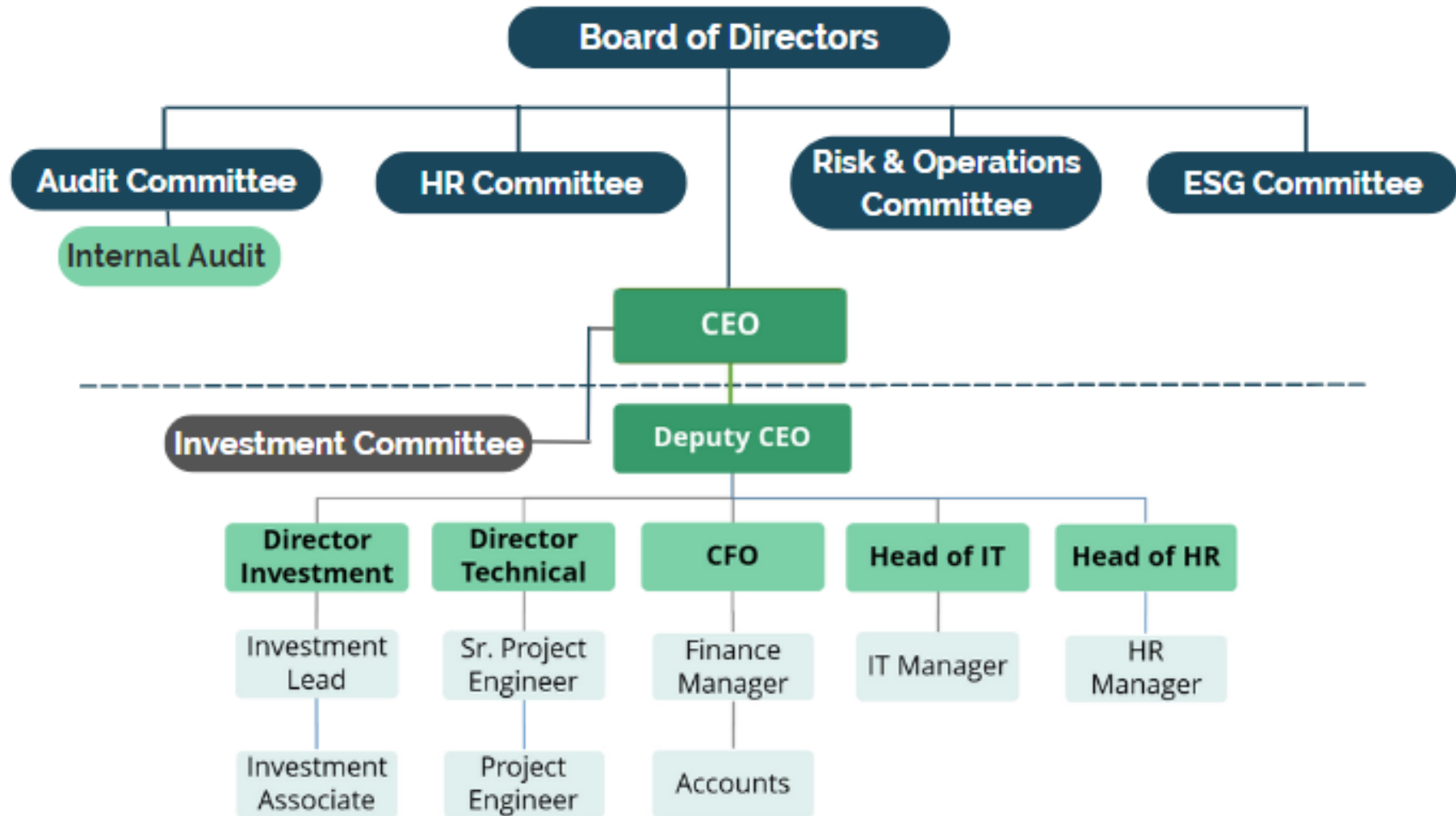
Professional Experience of 9+ years, have previously been associated with ACT, REON, G Solar, & Pak Oasis



**Ali Shehryar** – Commercial Lead  
BE | ME

Professional Experience of 9+ years, have previously been associated with Orient Energy & Saddiqsons Power

# Organization Chart



# About the Burj Modaraba Management Company

- Burj Modaraba Management Company Private Limited was incorporated in Pakistan on August 30, 2018, as a private limited company.
- The Principal activity of the company is to invest in the floatation and management of Modarabas and functions of Modaraba Management company under the Modaraba Companies and Modaraba (floatation and control) Ordinance 1980 and rules made thereunder.

Balance Sheet – Audited (PKR ‘000’)	June 30 2023	June 30 2022	June 30 2021
Assets			
Property, Plant & equipment	2,752	4,022	5,292
Modaraba Pre commencement expenditure	20,133	11,614	-
Investment in subsidiary	101,000	55,800	-
<b>Fixed Assets</b>	<b>123,885</b>	<b>71,436</b>	<b>5,292</b>
Due from related parties	991	-	1,348
Advance, deposits and pre-payments	1,305	2,018	304
Cash and Bank Balance	88	2,928	146
<b>Current Assets</b>	<b>2,384</b>	<b>4,946</b>	<b>1,798</b>
<b>Total</b>	<b>126,269</b>	<b>76,382</b>	<b>7,090</b>
Liabilities			
<b>Non-current liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>
Due to related parties	95,441	73,411	44
Trade and Other payables	2,465	135	140
<b>Current Liabilities</b>	<b>97,906</b>	<b>73,546</b>	<b>184</b>
<b>Total</b>	<b>97,906</b>	<b>73,546</b>	<b>184</b>
<b>Net Asset Value</b>	<b>28,363</b>	<b>2,836</b>	<b>6,906</b>
<b>Book Value per Share (In Rs.)</b>	<b>6.11</b>	<b>(42.07)</b>	<b>(21.05)</b>

Income Statement for the year ending - Audited (PKR ‘000’)	June 30 2023	June 30 2022	June 30 2021
<b>Income</b>	-	-	-
<b>Expenditure</b>			
Administrative Expenses	(5,015)	(5,256)	(6,690)
Foreign Exchange Gain	2	1	(378)
<b>Net Loss for the Year</b>	<b>(5,013)</b>	<b>(5,255)</b>	<b>(7,068)</b>
<b>Earning per Share (In Rs.)</b>	<b>(1.08)</b>	<b>(21.02)</b>	<b>(28.27)</b>

Statement of Cashflow for year ending – Audited (PKR ‘000’)	June 30 2023	June 30 2022	June 30 2021
Net Cash From/(Used in) Operating Activities	20,339	69,011	5,386
Net Cash From/(Used in) Investing Activities	(53,719)	(67,414)	(5,292)
Net Cash From/(Used in) Financing Activities	30,540	1,186	94
<b>Net Cash Generated / Used</b>	<b>(2,840)</b>	<b>2,783</b>	<b>94</b>
Cash and Cash Equivalents at the Beginning of the Year	2,928	146	52
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>88</b>	<b>2,929</b>	<b>146</b>



# About the Sponsors of Burj Clean Energy Modaraba



## BEIML

- Burj Energy International Management Limited (“BEIML”) is the sponsor of the Burj Clean Energy Modaraba. BEIML, a Dubai-based company, is engaged in investment management, development, construction, and operations of renewable energy and energy storage projects internationally.

## Wind Portfolio

- The procurement and installation of a 50 MW wind power plant in Jhimpir, Pakistan in the name of Jhimpir Power (Private) Limited. The project cost was financed by US International Development Finance Corporation (DFC) formerly Overseas Private Investment Corporation). FMO (Dutch Entrepreneurial Development Bank), IFU (Investment fund for Developing Countries), and JCM Power Europe were the equity partners with BEIML.

## Solar Portfolio

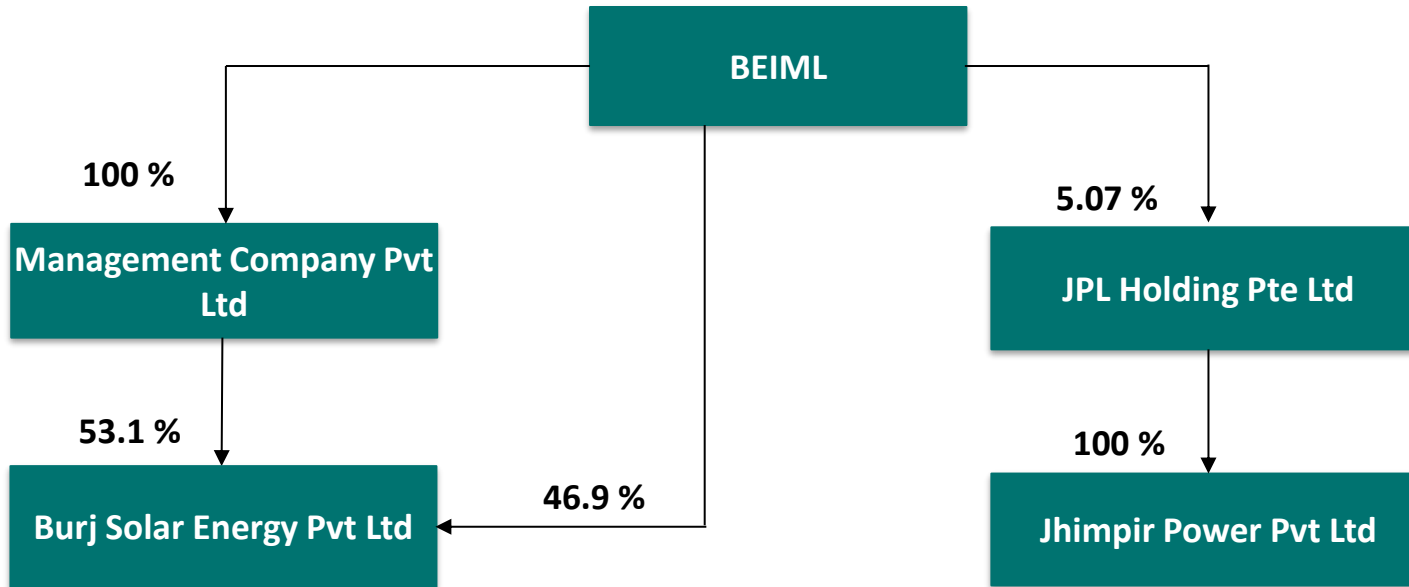
- The procurement and installation of (1) rooftop solar power plants with a total capacity of 2.8 MW for Hashoo Group and Crescent Textile Mills (Hattar), and (2) ground mount solar power project of 7MW for Power Cement Limited, which was financed by a syndicate of Meezan Bank and Pak Kuwait Investment Company.

## Chairman

- The Chairman of BEIML, Mr. Saad Uz Zaman, was the CEO of Citi Islamic Investment Bank for the Middle East and Levant and the founder CEO of DIB Pakistan. Mr. Zaman also led the establishment of DIB Sudan, and played a key role in establishing Emirates REIT, the first REIT in the UAE.

# Investments of BCEM’s Sponsors in Pakistan

- Currently, BEIML holds a portfolio of two project companies in Pakistan, including a utility scale wind power project, and a distributed generation solar power project.
- **Utility Scale Wind project:** Jhampir Power Pvt. Ltd. (or “JPPL”) is the project company of the 50 MW Wind project and BEIML owns 5.07% in the JPL Holdings Pte. Ltd., a holding company of JPPL
- **Distributed Generation Solar project:** Burj Solar Energy Pvt. Ltd. (or “BSEPL”) is the project company of the 7 MWp solar project, and BEIML and Burj Modaraba Management company jointly own 100% shares in BSEPL





03

## Capital Raising & Investment Plan

# Capital Structure of Issuer

AUTHORIZED CAPITAL OF BURJ CLEAN ENERGY MODARABA			
Number of Certificates	Description	Amount in PKR	
100,000,000	Modaraba Certificates of PKRs. 10/- each	1,000,000,000	
SUBSCRIBED AND PAID-UP OF BCEM			
Modaraba Management Company – In Kind			Percentage
11,615,000	Burj Modaraba Management Company (Private) Limited - Other than cash consideration ( <i>in lieu of 10,100,000 shares of Burj Solar Energy (Pvt.) Limited at a swap ratio of 1:1.15 as valued by independent auditors</i> )	116,150,000	11.61%
Sponsors – In Kind			
10,278,960	Burj Energy International Management Limited, UAE - Other than cash consideration ( <i>in lieu of 8,938,226 shares of Burj Solar Energy (Pvt.) Limited at a swap ratio of 1:1.15 as valued by independent auditors</i> )	102,789,600	10.28%
57,218,000	Burj Energy International Management Limited, UAE - Other than cash consideration ( <i>in lieu of 43 shares of JPL Holding Pte. Limited at a swap ratio of 1:1,330,651 as valued by independent auditors</i> )	572,180,000	57.22%
Institutional Investors – Cash			
4,900,000	Habib Bank Limited	49,000,000	4.90%
4,900,000	Meezan Bank Limited	49,000,000	4.90%
1,088,040	Arif Habib Corporation Limited	10,880,400	1.09%
<b>10,888,040</b>	<b>Institutional Investors - Total</b>	<b>108,880,400</b>	<b>10.89%</b>
90,000,000	<b>Sub Total</b>	<b>900,000,000</b>	
IO Proceeds			
10,000,000	Accredited Investors	100,000,000	10%
10,000,000	<b>Sub- Total</b>	<b>100,000,000</b>	
100,000,000	<b>GRAND TOTAL</b>	<b>1,000,000,000</b>	<b>100%</b>

# Utilization of IO Proceeds

- The IO of BCEM will generate cash proceeds of PKR 100 million, which will be used for procuring and installing Solar Power solutions for Residential clients on a Build-Own-Operate-Transfer (BOOT) basis.
- The issuer plans to procure and install Solar Power solutions for Residential clients up to a total capacity of 700 KWp within 6 months of business commencement. The average capacity per residential site is assumed to be 9.86 KWp, resulting in a total of 71 sites for the installation of the entire 700 KWp capacity.
- The 700 KWp installation will be financed entirely through the proceeds of the IO, with a total cost of PKR 100 million.

## Illustration – Single Residential Solar Site of 9.86 KWp

Item (Amounts in Rs.)	Description	Quantity/site (a)	Price/Unit (b)	Total (a x b)
Solar Panels	580 Watt Jinko Module	17 Panels	26,100	443,700
Solar Inverters	GoodWe On-grid 10 KWp	1 Inverter	450,000	450,000
Structure	MS Painted Elevated Stuctrue	1 Structure	244,751	244,751
DC cables	KUKA Tinted CU XLPO, 6 mm	200 metres	250	50,000
Other ancillaries	Earthing, Transporation, DBs, Breakers etc	NA	NA	220,000
<b>Total</b>				<b>1,408,451</b>

→  
 Converting a **single site** into **71 sites**  
 →

## Plan for 700 KWp

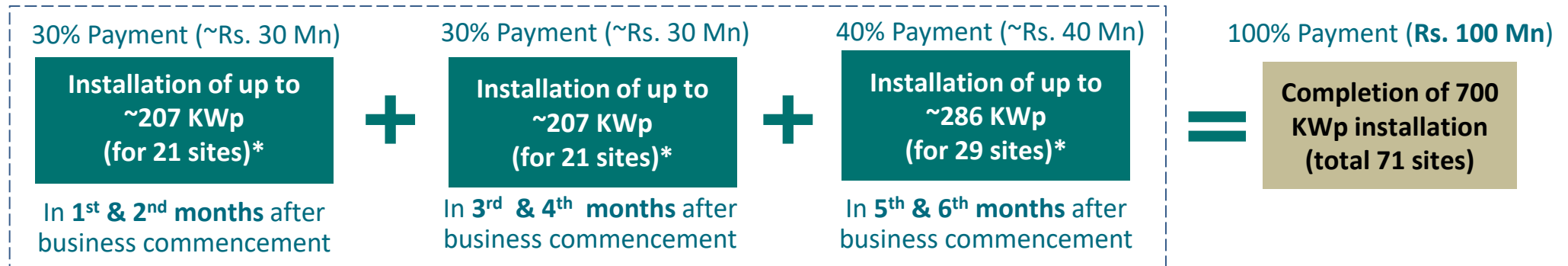
No. of Sites (c)	Total Quantity (d = b x c)	Total Amount (b x d) (Rs.)
71	1,207 Panels	31,502,700
71	71 Inverters	31,950,000
71	71 Structure	17,377,300
71	14,200 metres	3,550,000
71	NA	15,620,000
		<b>100,000,000</b>

**Utilization of IO Proceeds**

# Overview of Residential Solar Solution

- The issuer will install Residential Solar Power systems (5 KWp to 25 KWp) totaling 700 KWp on a rental basis under a BOOT arrangement. The project shall be financed by IO proceeds at an estimated cost of PKR 100 Mn.
- The project will provide economic savings through reduced energy bills and a lower carbon footprint, with rental agreements lasting up to 5 years at PKR 4,500 per KWp monthly.
- As per the project’s stipulated timelines, an installation of 220 KWp is expected to be completed within the first two months of business commencement, whereas the remaining 480 KWp of the project is stipulated to be completed within the subsequent four months.

## Project Timelines:



\*average capacity per residential site is assumed to be 9.86 KWp (21 sites x 9.86 = 207) & (29 sites x 9.86 = 286)

Note: The timelines are tentative and subject to change

## Investment Plan of BCEM – Allocation of Issue size

- The sponsors developed Renewable energy assets in Pakistan with a clear vision to aggregate these into a single and integrated platform under the structure of a Modaraba. Now with the flotation of BCEM, these assets are being rolled up into the Modaraba as part of sponsors' contribution.
- These assets include (1) a 50 MW Wind Power IPP project which is owned by JPL Holdings Pte. Ltd. and (2) a 7 MWp Solar Power project which is owned by Burj Solar Energy Pvt. Ltd. These assets are valued by EY as an independent valuator as follows:
  - **JPL Holdings Pte. Ltd:** PKR 572.2 Mn (for BEIML's 5.07% ownership)
  - **Burj Solar Energy Pvt. Ltd:** PKR 218.9 Mn (for 100% ownership jointly held by BEIML and Burj Modaraba Mgt. Company)
- Based on the above valuations, the total portfolio of Burj sponsors shall constitute 79.1% of the issue size as part of sponsors' contribution into the Modaraba in lieu of shares under a shares swap transaction

BCEM's Financial Position at the time of its Floatation	PKR Mn
<b>Assets</b>	
Investment in Burj Solar Energy Pvt. Ltd.	218.9
Investment in JPL Holdings Pte. Ltd.	572.2
Cash	208.9
<b>Total Assets</b>	<b>1,000</b>
<b>Liabilities</b>	-
<b>Equity</b>	
Modaraba Certificates in lieu of cash	208.9
Modaraba Certificates in lieu of shares swap	791.1
<b>Total Liabilities &amp; Equity</b>	<b>1,000</b>

## About Burj Solar Energy (Private) Limited

1. BSEL is incorporated in Pakistan on July 8, 2015 under the repealed Companies Ordinance, 1984 now Companies Act, 2017
2. The principal activities of the Company include designing, financing, constructing, commissioning and operating renewable energy systems for generation and supply of electricity to commercial, industrial, and residential clients under the long-term power purchase and equipment rental agreements
3. BSEL has total paid up capital of PKR 190.38 Mn divided into 19.04 Mn shares of Rs. 10/- each as on June 30, 2023.

### Financial Snapshot of BSEL:

Balance Sheet – Audited (PKR ‘000’)	June 30 2023	June 30 2022
Assets		
Fixed Assets	649,111	388,732
Current Assets	144,769	149,660
<b>Total</b>	<b>793,880</b>	<b>538,392</b>
Liabilities		
Non-current liabilities	508,702	308,969
Current Liabilities	86,948	88,942
<b>Total</b>	<b>595,650</b>	<b>397,911</b>
<b>Net Asset Value</b>	<b>198,230</b>	<b>140,481</b>
<b>Book Value per Share (In Rs.)</b>	<b>10.41</b>	<b>NA</b>

Income Statement for the year ending - Audited (PKR Mn)	June 30 2023	June 30 2022
<b>Income</b>	<b>139,859</b>	<b>-</b>
Administrative Expenses	(74,051)	(2,066)
Operating Profit	65,808	(2,066)
Financial Charges	(51,468)	-
Other Income/expenses	7,777	1,969
Profit/Loss before Tax	22,117	(97)
Taxation	(11,512)	-
<b>Net Profit for the Year</b>	<b>10,605</b>	<b>(97)</b>
<b>Earning per Share (In Rs.)</b>	<b>0.6</b>	<b>NA</b>



## About JPL Holding Pvt. Ltd

1. Jhimpir Power Limited Holdings (JPLH) is incorporated and domiciled in the Republic of Singapore on 26th November 2012 as private company limited by shares under the Company Act (Cap 50) of Singapore
2. The principal activity of the JPLH is investments in green energy projects and to act as holding company. The Paid-up capital of the JHL is \$ 32.41 Mn divided into 848 ordinary shares of \$ 38,223 each.
3. JHL has 100% shareholding of Jhimpir Power (Private) Limited (“JPL”), a company incorporated in Pakistan as private limited company on April 18, 2007 under the repealed Companies Ordinance, 1984, now the Companies Act, 2017 with the principal activity to generate and supply electricity to Central Power Purchasing Agency (Guarantee) Limited.

## Financial Snapshot of JPLH:

Balance Sheet - Audited (USD '000')	Dec 31, 2022	Dec 31 2021
Assets		
Long Term Investment	32,413	32,413
Other Receivables	59	4
Cash	83	0
<b>Total</b>	<b>32,555</b>	<b>32,417</b>
Liabilities		
Current Liabilities	102	92
<b>Total</b>	<b>102</b>	<b>92</b>
<b>Net Asset Value</b>	<b>32,453</b>	<b>32,325</b>

Income Statement for the year ending – Audited (USD '000')	Dec 31 2022	Dec 31 2021
<b>Revenue</b>	<b>3,156</b>	-
Administrative Expenses	(500)	(44)
Profit/Loss before Tax	2,656	(44)
Taxation	-	-
<b>Profit/Loss for the Year</b>	<b>2,656</b>	<b>(44)</b>

## About Jhimpir Power (Private) Limited (“JPL”)

- Jhimpir Power (Private) Limited was incorporated in Pakistan as a private limited company. The principal activity of the company is to generate and supply electricity to the Central Power Purchasing Agency (Guarantee) Limited (CPPA-G). JPL has set up a 49.735 MW wind energy project at Jhimpir, District Thatta, Sindh

### Financial Snapshot of JPL:

Balance Sheet -Audited (PKR Mn)	Dec 31, 2023	Dec 31, 2022	Dec 31, 2021
<b>Assets</b>			
Property, Plant and Equipment	18,364	16,341	14,400
Long Term Deposit	4	3	3
Trade Debts	3,614	2,802	3,080
Advances, Deposits, Prepayments	205	323	201
Cash and Bank Balances	4,128	2,983	2,270
<b>Total</b>	<b>26,315</b>	<b>22,452</b>	<b>19,954</b>
<b>Liabilities</b>			
Long Term Loans	11,391	11,266	10,340
Lease Liabilities	50	16	26
Liability in respect of Defined benefits Obligation	12	8	12
Trade and Other Payables	392	232	234
Interest Accrued	173	143	64
Taxation – net of payment	3	1	-
Current maturity of Long-Term Loan	2,674	2,047	1,535
Current maturity of Lease Liabilities	3	9	7
Dividend payable	610	14	-
<b>Total</b>	<b>15,308</b>	<b>13,736</b>	<b>12,218</b>
<b>Net Asset Value</b>	<b>11,007</b>	<b>8,716</b>	<b>7,736</b>
<b>Book Value per Share (In Rs.)</b>	<b>31.96</b>	<b>25.31</b>	<b>22.47</b>

Income Statement for the year ending - Audited (PKR Mn)	Dec 31 2023	Dec 31 2022	Dec 31 2021
<b>Income</b>	<b>6,385</b>	<b>3,815</b>	<b>3,397</b>
<b>Operating Cost</b>	<b>(2,290)</b>	<b>(1,712)</b>	<b>(1,425)</b>
<b>Gross Profit</b>	<b>4,095</b>	<b>2,103</b>	<b>1,972</b>
Administrative Expenses	(169)	(143)	(154)
Other Income	208	118	16
Net Finance Cost	(1,002)	(396)	(458)
Other Charges	(15)	(6)	(1)
Profit before Tax	3,118	1,676	1,375
Taxation	(63)	(21)	0
<b>Net Profit for the Year</b>	<b>3,055</b>	<b>1,655</b>	<b>1,375</b>
<b>Earning per Share (In Rs.)</b>	<b>8.87</b>	<b>4.80</b>	<b>3.99</b>
<b>Dividend per Share (In Rs.)</b>	<b>2.22</b>	<b>1.96</b>	<b>NA</b>



04

## Pipeline Projects & Key Investment Considerations

# Potential Clientele

- Burj is actively soliciting the following projects, and is working towards achieving the award of these projects:

Client Name	Technology	Capacity
Power Cement Limited	Solar	2 MWp
Textiles company	Wind	4.8 MW
Power Cement Limited – Unit 1	Wind	4.8 MW
Power Cement Limited – Unit 2	Wind	4.8 MW
Fauji Group company	Solar	5 MWp

1

## Market Demand & Growth Potential

The escalating demand for clean energy in our country has emerged as transformative force, shaping the trajectory of our economic and environment landscape.



With increasing awareness of the urgent need to address climate change and reduce carbon footprints, there is strong shift towards sustainable clean energy solutions

2

## Reduced Dependency on Fossil Fuels

Reduced reliance on fossil fuels not only contributes to environmental stewardship but also mitigates risks associated with fluctuations in global fuel prices.



It's noteworthy that the Clean Energy sources can act as a buffer against potential exchange rate vulnerabilities linked to the volatility of fossil fuel markets

3

## Technological Advancements

Innovations in renewable energy technologies, energy storage solutions, and smart grid systems are reshaping the landscape of sustainable energy production and consumption.



These advancements not only enhance the efficiency and reliability of clean energy infrastructure but also contribute to cost reductions, making clean energy more economically viable

4

## Financial Performance

Modaraba's investment strategy, diversified across clean energy assets, positions it strategically amid evolving market dynamics. The investments can offer competitive returns, especially as the sector matures and technology becomes more cost-effective.



Based on the business plan, Modaraba has planned to keep on developing new projects which will result in significant revenue growth and sizeable cash flows to the Modaraba.

## Track Record and Expertise

5

The parent company of Burj Modaraba, BEIML has successfully executed a 50 MWp Wind IPP in Jhimpir, Sindh. Moreover, the sponsor has executed a 7 MWp Solar Rental project at Nooriabad. Karachi.



Therefore, the Sponsor company, along with its promoters in their individual capacity, hold vast experience in successfully developing and executing large-scale projects.

## Portfolio Composition

6

The Modaraba envisages to execute a diverse mix of projects, ranging from Renewable Energy development to Energy Conservation Projects, that too across diversified geographical locations.



This shall ensure a stable flow of returns through a strategic mix of diversified assets.

## Use of Funds

7

The Modaraba shall utilize the proceeds of the IO towards profitable projects containing sound and bankable transaction structure.



Therefore, the transaction is a viable investment opportunity compared to any other investment with a similar risk profile.



05

## Key Partnerships, Suppliers, Material Contracts, Financial Facilities, & Creditors

- Currently, there are no key suppliers, as the Modaraba fund will be formed after listing with the PSX. Though for its already installed 7 MWp Solar project, Burj partnered with Orient Energy Systems for the Engineering, Procurement and Construction of the project, which ended up being a very successful partnership
- Whereas the issuer intends to partner with the following EPC contractors tabled below for its future projects:
  - Orient Energy Systems
  - Beacon Energy Limited
  - Allied Engineering & Services
  - Zero Carbon

## Equipment for Solar Project

- As per its standards, the issuer will only use Tier 1 brands for all solar projects equipment
- Solar Panels shall be procured from Jinco, Longi and Trina Solar, whereas solar Inverters shall be procured from Huawei, Sungrow and Solis
- Rest of the equipment shall be procured from top local and international players

## Equipment for Wind Project

- As per its standards, the issuer will only use Tier 1 brands for all wind projects equipment
- Turbines shall be procured from Goldwind Science & Technology Co., Ltd., a top Chinese multinational supplier



## Key Partnerships

---

- 1 Currently, there are no key partnerships as of date, because Burj Clean Energy Modaraba will be formed post listing with PSX.

## Details of the Financial Facilities Obtained by the Issuer

---

- 1 Currently, there are no financial facilities availed by the issuer at the moment because Burj Clean Energy Modaraba will be formed post-listing with PSX.

## Names of Creditors Along with Contact Details

---

- 1 Currently, there are no creditors as of date because Burj Clean Energy Modaraba will be formed post-listing with PSX.

# Material Contracts

Party	Particulars	Sanction Date	Purpose of Material Contract
AKD Securities	Under Writing Agreement	4 <sup>th</sup> June, 2024	Underwriting Agreement for the present issue of PKR 100,000,000 (Rupees One Hundred Million only) have been entered into between the Modaraba Company and AKD Securities
Burj Clean Energy Modaraba & Burj Modaraba Management Company (Pvt.) Limited	Share Purchase Agreement	4 <sup>th</sup> March, 2024	Shares Purchase Agreements is made and entered into between Burj Clean Energy Modaraba (“the Modaraba”) and Burj Modaraba Management Company (Pvt.) Limited (“the Modaraba Management Company”) whereas the Modaraba Management Company holds 10,100,000/- (53.05% stake) ordinary shares of Burj Solar Energy Pvt. Ltd. (or “BSEPL”) par value of 10/- each. Modaraba Management Company has agreed to sell 10,100,000 ordinary shares to the Modaraba in exchange for 11,615,000 Modaraba Certificates of par value of Rs. 10/- in a swap ratio* of 1 : 1.15 as valued by the independent auditors
Burj Clean Energy Modaraba & Burj Energy International Management Limited	Share Purchase Agreement	4 <sup>th</sup> March, 2024	Shares Purchase Agreements is made and entered into between Burj Clean Energy Modaraba (“the Modaraba”) and Burj Energy International Management Limited, incorporated in UAE, (“BEIML or Sponsors”) whereas the BEIML holds 8,938,226 ordinary shares (46.95% stake) of BSEPL of par value of 10/- each. BEIML has agreed to sell 8,938,226 ordinary shares to the Modaraba in exchange for 10,278,960 Modaraba Certificates of par value of Rs. 10/- in a swap ratio* of 1 : 1.15 as valued by the independent auditors.
Burj Clean Energy Modaraba & Burj Energy International Management Limited	Share Purchase Agreement	4 <sup>th</sup> March, 2024	Shares Purchase Agreements is made and entered into between Burj Clean Energy Modaraba (“the Modaraba”) and Burj Energy International Management Limited, incorporated in UAE, (“BEIML or Sponsors”) whereas the BEIML holds 43 ordinary shares (5.07% stake) of USD 38,223/- each of JPL Holding Pte. Limited, a company incorporated in Singapore, and has agreed to sell 43 ordinary shares to the Modaraba in exchange of issuance of 57,218,000 Certificates of Modaraba at par value of PKR 10/- each at a swap ratio* of 1:1,330,651 as valued by the independent auditors.

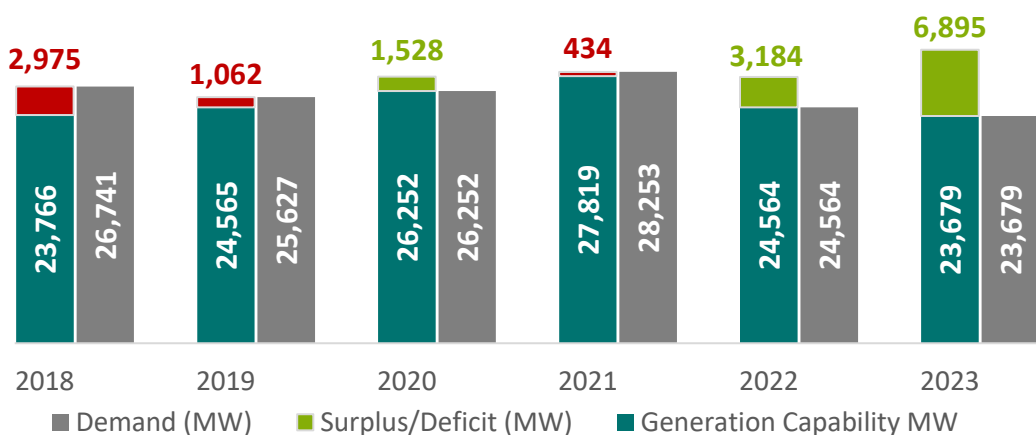


06

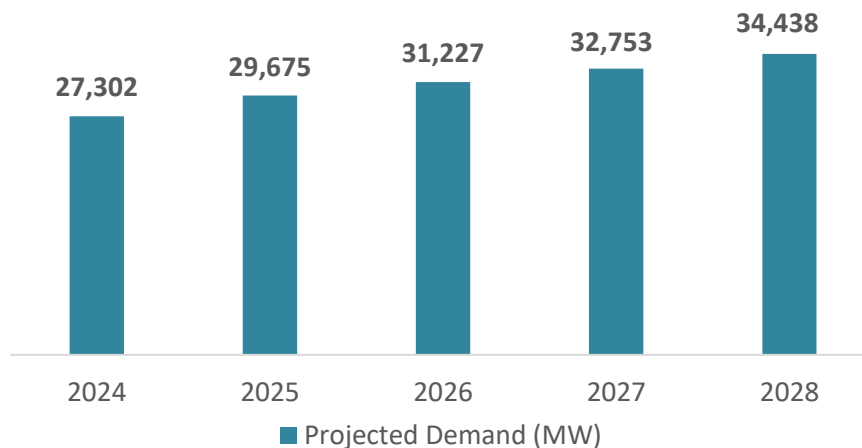
# Industry Overview

- 1 Electric Power Generation sector is the backbone of the economy of every country and plays a key role in channeling the country's progress towards the long-term sustainable development pathway
- 2 The installed electric power generation capacity does not fully contribute to demand due to various factors like auxiliary consumption, impact of site reference conditions and seasonality effects on the renewables and large hydropower plants as depicted in graphs below
- 3 BCEM shall have a market share of 9.28% post-listing\*

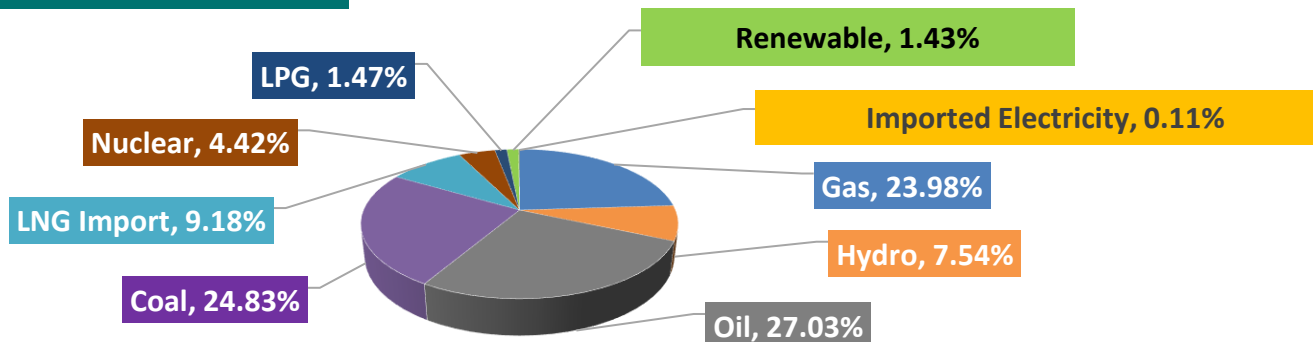
Installed Generation Capacity & Surplus/Deficit (MW)\*\*



Projected Demand (MW)\*\*



Primary Energy Suppliers in Power Generation\*\*



## Gaps in Industry

- Highest average electricity tariffs in the region, which negatively impacts the sustainable development of the country and social life of low-income groups specifically
- Additionally, people with electric connections, maintaining a continuous and reliable supply remains a challenge.



## Consumption

- Pakistan's per capita annual electricity consumption of 644 kWh, is only 18% of the world average
- A substantial portion of the country's population still does not have access to electricity.



## Current Dynamics

- 176,829 new connection applications pending
- Sustainable development of the country also requires an increased share of clean and renewable energy resources



## Grid Production

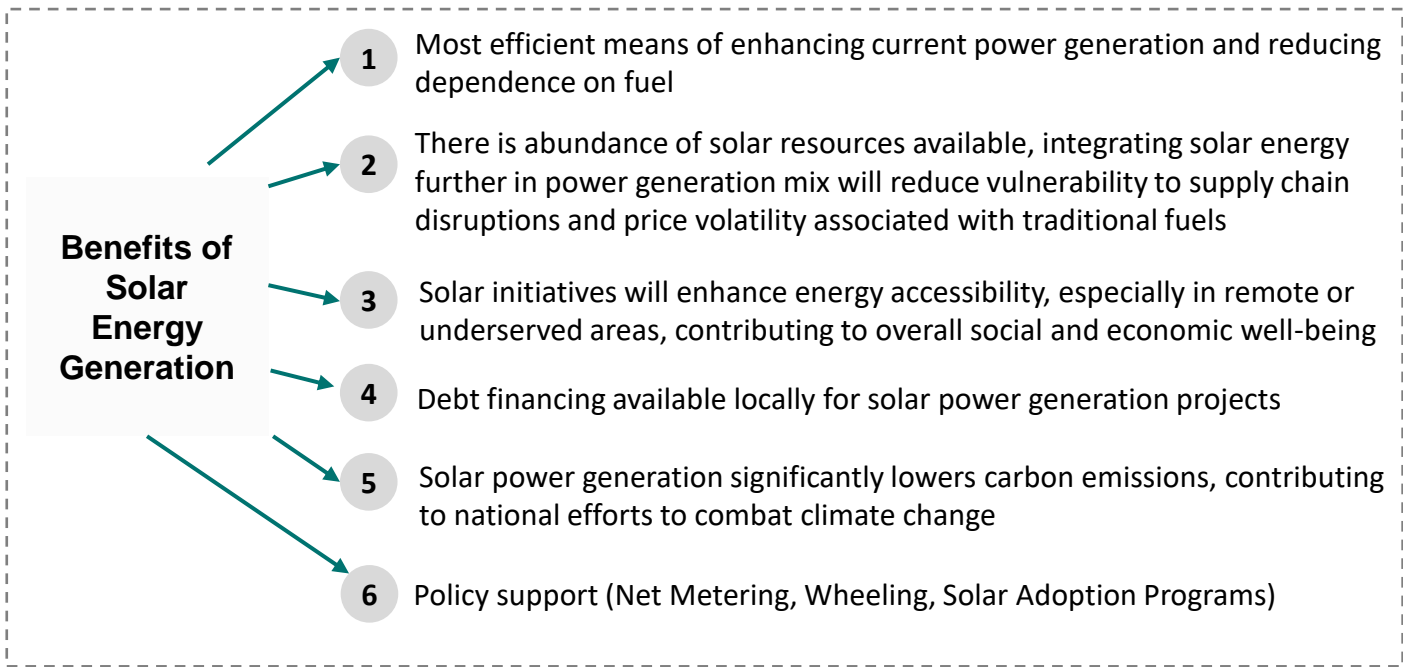
- 45,885 MW installed capacity as at 30 June 2023
- Actual generation is limited and shortage persist due to restricted fuel supply, circular debt issues, and distribution bottle necks



# Way forward to resolve power sector Issues

- 1 The challenges being faced by the power sector of the country are required to be handled through an integrated market-based approach that would entail managing the primary fuel supplies, bringing affordable, clean, and green electricity into the system to promote competition, energy independence and improving efficiencies in every segment of the electric power services
- 2 Existing dynamics of the power sector require that immediate actions should be taken in all the segments of the electric power services to transform the sector into a sustainably growing and serving the consumers to their utmost satisfaction

## Solar Energy Generation – A way Forward







## Solar Energy Generation Dynamics\*



**Solar Power Installed Capacity**  
438 MW

**17% Contribution in Renewable Energy Production in FY 2023**

# Key Players

Name	Country of Origin	Value Chain Presence	Project/Customer
* 	Pakistan	Design, construction, operation, management, and financing of solar energy projects	Nizam Energy serves off-grid, commercial, residential, and utility clients by offering EPC, PPA, and distribution services to meet diverse needs.
**  K - Solar	Pakistan	Providing clean and green energy solutions	K-Solar is the solar power solutions subsidiary of K-Electric that aims to provide energy solutions to its customers across the industrial, commercial, and residential segments in Pakistan.
***  ShamsPower	Pakistan	Offer economically priced solar power solutions	Shams Power provides premium solar power solutions for Pakistan's commercial and industrial sectors on a 20-year Build-Operate-Own-and-Transfer (BOOT) basis. It serve as a catalyst for advancing Pakistan's ambitious clean energy projects.
****  Reon Energy	Pakistan	Design, deployment, and maintenance of solar solutions for commercial and industrial entities	Reon Energy has installed numerous commercial, industrial, and telecom projects across Pakistan, with key customers including Engro Corp, Dawood Hercules, and Hubco, among others.

Source: \*nizamenergy.com

\*\*k-solar.com.pk

\*\*\*www.shams-power.com

\*\*\*\*reonenergy.com



07

## Business Risk & Mitigants



## Credit Risk

**Modarabas will be exposed to default risks in the business of power sale and purchase and renewable energy generation equipment rental services. The Modaraba is carrying significant risks in terms of default in PPA and rental payments by the customers and other risks such as non-possession of renewable energy asset, misuse or abuse by lessee, accidents, theft, and breakdown.**

**Mitigant:** The major risk i.e., defaults by customers and inability to recover outstanding rentals and amounts due from the customers shall be guarded against by judicious selection of the customers, and assets will be owned by Modaraba. Modaraba terms will result in a reduction of energy costs for the customers therefore customers will always want the Modaraba project to continue supplying electricity and hence pay our bills on time. Modaraba will also actively manage portfolio credit risk. The concentration risk in a particular product or sector will be reduced over time through diversification of the portfolio and an increase in the number of customers.

## Shariah Risk

**Shariah non-compliance risk is the risk that arises from Modaraba's failure to comply with the Shariah rules and principles prescribed by Shariah Advisor. Shariah compliance is critical to Modaraba's operations, and such Compliance requirements must permeate throughout the organization and its activities. In this regard, Shariah compliance is considered as falling within a higher priority category in relation to other identified risks.**

**Mitigant:** Modaraba will ensure that they always comply with the Shariah rules and principles as advised by the Shariah Advisor as well as SECP, with respect to its business activities. This means that Shariah compliance considerations are considered whenever the Modaraba raises funds, provides finance and carries out investment services. Modaraba will ensure that their contract documentation complies with Shariah rules and principles, regarding formation, execution, termination and elements possibly affecting contract performance such as fraud, misrepresentation, duress or any other rights and obligations. Modaraba will also undertake a Shariah compliance review at least annually, performed either by a separate Shariah audit department or as part of the existing internal audit function by persons having the required knowledge and expertise for the purpose.

## Liquidity Risk

Investors face the possible risk of not being able to sell their certificates on the secondary market without adversely affecting the price.

Mitigant: This risk is mitigated by the fact that the Modaraba's certificates will be listed on the PSX, which will enhance the liquidity of the Modaraba's certificates by facilitating secondary market trades.

## Political Risk

The political risk remains the single largest unmitigated risk factor. Any political unrest could undermine the government's efforts to restore investors' confidence. At the same time, competition for the available business is going to put pressure on business growth, margins, and profits.

Mitigant: Pakistan at present is an energy-deficient country with major industries facing a shortfall of energy. Demand for power generation will continue to exist, which will be beneficial for the business of the Company

## Under Subscription Risk

There is a risk that the IO might be under-subscribed on account of lack of investors' interest in the Modaraba sector

Mitigant: Issue shall be fully underwritten

## Equity Funding Risk

Equity funding risk refers to the risk of sourcing equity for the project beyond the contribution of Modaraba.

Mitigant: Particularly, for the 4.8 MW wind power project, Burj is already in discussions with its existing investors and is confident in securing the necessary funding to ensure successful project development. These investors are positive and willing to contribute additional equity to the project.

## Economic Risk

The performance of Modaraba can be affected by changes in the economic conditions. Factors such as market growth, interest rates, exchanges rates and the level of rental default could affect the earnings and assets of Modaraba.

Mitigant: The Modaraba aims to diversify its revenue steam by expanding its renewable energy services as permissible by Religious Board.

## Regulatory Approvals Risk

In case the Modaraba does not get requisite regulatory approvals for any of its projects, that particular project may not get executed.

Mitigant: The Modaraba shall stay up to date with the prevalent regulatory regime and laws, and shall ensure coordination with the relevant government agencies to ensure smooth approval processes.

## Supplier Concentration Risk

Risk from operating with a few suppliers for the execution of the project which may result in high concentration in terms of supplier.

Mitigant: To mitigate supplier risks, Burj maintains non-exclusive relationships with multiple suppliers and appoints contractors on a case-by-case basis. Burj recognizes the importance of strong and reliable partnerships and takes a meticulous approach to shortlisting, selecting, and collaborating with contractors. For projects, Burj prioritizes contractors with a proven track record and technical expertise in solar and wind energy solutions.

## Potential clientele risk

Risk that projects in the project pipeline do not materialize, leading to lower cash inflows in comparison to projections

Mitigant: To mitigate this risk, Burj not only has a very diverse list of potential clientele but it also aggressively follows up on these projects to ensure its firm grip on these projects

## Power Sector Risks

### Change in Taxation Policy

**Changes in taxation policies related to the power sector may adversely affect the profitability of the Modaraba**

Mitigant: Burj structures transactions with clients such that the risk of tax changes is borne by the off-taker in the long-term off-take agreement, making it a pass-through component.

### Change in Technology Risk

**There is a potential risk of technology upgrades within the same renewable energy vertical. Currently, significant advancements are happening in the solar and wind sectors, and there is a risk that these technologies will soon be upgraded with more efficient solar panels and wind turbines.**

Mitigant: Burj ensures the installation of the latest and best available technology at the time of project execution, mitigating technology risk. If technology improves for better efficiency, Burj adopts the latest advancements for new projects. Additionally, tariffs are structured on a case-by-case basis, considering the cost of the latest available technology, so any future upgrades will not impact Burj's performance.

### Change in Power Policy Risk

**The risk of change in power sector policy by the government impacts the distributed generation space of the market.**

Mitigant: Burj predominantly operates in the distributed generation sector of the renewable energy space in Pakistan. Any changes in power policy related to distributed generation could impact profitability. To mitigate this, we structure our agreements to ensure that any future changes in power policy will have a pass-through mechanism in the tariffs. This means that if there are any financial implications for the project, it will be passed through, ensuring our profits remain intact.

### Change in Power Tariff Risk

**The risk of changes in the existing tariff structure by NEPRA.**

Mitigant: Burj operates in the distributed generation space, so any changes in tariff structures will not impact our projects. Moreover, the tariff structure we offer our clients is significantly below grid tariffs, making our business more viable and profitable for clients to seek financing from Burj, even in a high-interest-rate environment.



08

# Financial Projections

## Disclaimer

---



The financial projections contained in this section are based on certain assumptions and estimates as of the date hereof. These projections are forward-looking statements and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated.

While efforts have been made to ensure the accuracy of these projections, Burj Clean Energy Modaraba makes no representations or warranties, express or implied, as to their accuracy or completeness. Potential investors should not place undue reliance on these projections and should conduct their own due diligence and consult with their financial advisors before making any investment decisions.

## Financial Projections – Assumptions (1/2)

- Financial projections are built on the premise that Burj will install a specific number of residential sites annually, with each site representing a new addition to our pipeline.
- In parallel, we anticipate the growth of our Commercial & Industrial solar projects, which will be offered to clients on a rental basis. Each project will generate a steady revenue stream through monthly rental fees, determined by the installed capacity.
- Furthermore, our forecast of operational expenditures includes two primary components: administrative expenses and Operations & Maintenance costs. These costs are estimated as a percentage of the projected revenues, ensuring that our financial model reflects the anticipated operational scale and efficiency.

Key Assumptions of Financial Projections	Year 1	Year 2	Year 3	Year 4	Year 5
<b>Revenue Details</b>					
<b>Residential Segment:</b>					
Installed Capacity (KWp - Year-start) - [a]	0	1,000	1,500	2,000	2,500
New Capacity installed (KWp) - [b]	1,000	500	500	500	500
Installed Capacity (KWp - Year-end) - [a + b]	1,000	1,500	2,000	2,500	3,000
No. of 10 KWp Sites installed - Year end	100	150	200	250	300
New Capacity (KWp yearly average) - [c = b / 2]	500	250	250	250	250
Revenue earning capacity (KWp) - [d = a + c]	500	1,250	1,750	2,250	2,750
Monthly Rental per KWp - [e]	4,500	4,500	4,500	4,500	4,500
<b>Monthly revenue (PKR Mn) - [f = d x e]</b>	<b>2.3</b>	<b>5.6</b>	<b>7.9</b>	<b>10.1</b>	<b>12.4</b>
<b>Annual revenue (PKR Mn) – [f x 12]</b>	<b>27.0</b>	<b>67.5</b>	<b>94.5</b>	<b>121.5</b>	<b>148.5</b>

Please note that the actual financial performance of the Company may vary as a result of changing macro – economic conditions, and other factors

## Financial Projections – Assumptions (2/2)

Key Assumptions of Financial Projections	Year 1	Year 2	Year 3	Year 4	Year 5
<b>Commercial &amp; Industrial Segment:</b>					
Installed Capacity (KWp - Year-start) - [a]	0	1,000	1,999	3,775	6,934
New Capacity installed (KWp) - [b]	1,000	999	1,776	3,159	4,713
Installed Capacity (KWp - Year-end) - [a + b]	1,000	1,999	3,775	6,934	11,647
New Capacity (KWp yearly average) - [c = b / 2]	500	499	888	1,580	2,356
Revenue earning capacity (KWp) - [d = a + c]	500	1,499	2,887	5,355	9,290
Monthly Rental per KWp - [e]	3,500	3,500	3,500	3,500	3,500
<b>Monthly revenue (PKR Mn) - [f = d x e]</b>	<b>1.8</b>	<b>5.2</b>	<b>10.1</b>	<b>18.7</b>	<b>32.5</b>
<b>Annual revenue (PKR Mn) – [f x 12]</b>	<b>21</b>	<b>63</b>	<b>121.2</b>	<b>224.9</b>	<b>390.2</b>
<b>Total Annual Revenue</b>	<b>48</b>	<b>130</b>	<b>216</b>	<b>346</b>	<b>539</b>
<b>Expense Details:</b>					
Admin Expenses (% of Total Income)	16%	17%	17%	17%	17%
O&M (% of Total Income)	1.1%	2.2%	2.9%	3.6%	3.6%
KIBOR rate %	22%	20%	18%	16%	14%
Spread	2%	2%	2%	2%	2%

- The forecasted increase in revenue for years 4 and 5 is primarily attributed to the significant growth in new projects initiated in the preceding years. As our project pipeline expands and matures, we anticipate that larger ticket size projects will come online, contributing substantially to our revenue. This upward trend reflects our strategic focus on securing high-value contracts, which will drive higher revenue generation as these projects are implemented and begin to contribute to our financial performance.



# Financial Projections – Income Statement

	Year 1	Year 2	Year 3	Year 4	Year 5
Amount in PKR Mn	Projected	Projected	Projected	Projected	Projected
Revenue from Projects	48	130	216	347	539
Burj Solar - Dividend	36	35	36	40	19
JPL - Dividend	120	125	129	133	273
Mark Up Income	23	19	23	21	25
<b>Total Income</b>	<b>227</b>	<b>309</b>	<b>404</b>	<b>541</b>	<b>856</b>
<u>Operating Expenses</u>					
Administrative Expenses	(37)	(52)	(69)	(93)	(149)
O&M Expenses	(2)	(7)	(12)	(20)	(31)
Insurance Expenses	-	(1)	(2)	(4)	(6)
Finance Cost	(12)	(38)	(69)	(107)	(153)
Amortization on Floatation Charge	(8)	(8)	(8)	(8)	(8)
Depreciation	(7)	(20)	(33)	(53)	(82)
Modaraba Management Fee	(16)	(18)	(21)	(26)	(43)
Sales Tax on Fee	(2)	(2)	(3)	(3)	(6)
<b>Profit Before Tax</b>	<b>143</b>	<b>163</b>	<b>187</b>	<b>227</b>	<b>378</b>
Taxation	(25)	(31)	(38)	(49)	(85)
<b>Net Profit After Tax</b>	<b>118</b>	<b>132</b>	<b>149</b>	<b>178</b>	<b>293</b>
No of Certificates (Mn)	100	100	100	100	100

Please note that the actual financial performance of the Company may vary as a result of changing macro – economic conditions, and other factors

# Financial Projections – Balance Sheet

	Year 1	Year 2	Year 3	Year 4	Year 5
Amount in PKR Mn	Projected	Projected	Projected	Projected	Projected
Fixed Assets	280	568	864	1,251	1,640
Modaraba Floatation	32	24	16	8	-
Investments	791	791	791	791	791
<b>Total Long Term Assets</b>	<b>1,103</b>	<b>1,383</b>	<b>1,671</b>	<b>2,050</b>	<b>2,431</b>
Cash Balance	41	47	60	37	52
Accounts Receivable	8	17	21	36	52
Sales Tax Refundable	8	7	-	-	-
<b>Total Current Assets</b>	<b>57</b>	<b>71</b>	<b>81</b>	<b>73</b>	<b>104</b>
<b>Total Assets</b>	<b>1,160</b>	<b>1,454</b>	<b>1,752</b>	<b>2,123</b>	<b>2,535</b>
Long Term Debt	101	325	546	825	1,084
<b>Total Liabilities</b>	<b>101</b>	<b>325</b>	<b>546</b>	<b>825</b>	<b>1,084</b>
Ordinary Share in lieu of Shares	791	791	791	791	791
Ordinary Share in lieu of Cash	209	209	209	209	209
Retained Earnings	37	79	127	184	278
Statutory Reserves	22	50	79	114	173
<b>Total Equity</b>	<b>1,059</b>	<b>1,129</b>	<b>1,206</b>	<b>1,298</b>	<b>1,451</b>
<b>Total Liabilities &amp; Equity</b>	<b>1,160</b>	<b>1,454</b>	<b>1,752</b>	<b>2,123</b>	<b>2,535</b>

Please note that the actual financial performance of the Company may vary as a result of changing macro – economic conditions, and other factors

# Financial Performance Snapshot

	Year 1	Year 2	Year 3	Year 4	Year 5
	Projected	Projected	Projected	Projected	Projected
Projects Revenue Growth	n/a	171%	66%	61%	55%
Total Income Growth	n/a	36%	31%	34%	58%
Net Profit Growth	n/a	12%	13%	19%	65%
Net Margin (Net Profit/Total Income)	52%	43%	37%	33%	34%
Break-up Value per Share <sup>1</sup>	12.89	16.17	19.46	23.59	28.17
Break-up Value per Share <sup>2</sup>	11.60	14.55	17.51	21.23	25.35
Earnings per Share <sup>1</sup>	1.31	1.47	1.66	1.98	3.26
Earnings per Share <sup>2</sup>	1.18	1.32	1.49	1.78	2.93
Return on Equity	11.5%	12.1%	12.8%	14.2%	21.3%
Return on Asset	10.9%	10.1%	9.3%	9.2%	12.6%
Asset Turnover	0.21	0.24	0.25	0.28	0.37
Days Sales Outstanding	30	35	32	30	30
Debt to Equity	0.10	0.29	0.45	0.64	0.75
Interest Coverage	14.42	5.82	4.06	3.39	3.79

1. Based on Pre IO No of Modarabas i.e 90,000,000
2. Based on Post IO No of Modarabas i.e 100,000,000



9

## Regulatory Disclosure

## **Profit Distribution Policy**

All Modaraba Certificate holders shall be eligible for any distribution whenever declared.

Subject to sufficient profitability during the year and discretion of the Board (after taking into consideration cashflow requirements of the following year) net income from Modaraba business activities, (determined after charging the management fee of up to 10% and after setting aside the mandatory reserve as per SECP's Modaraba Regulations, 2021) shall be distributed to the Certificate holders in proportion to the number of Certificates held by them.

## **Rights of Modaraba holders**

The new modaraba holders will have the same rights as the existing modaraba holders including the right to vote, dividend etc.

None of the holders of the Issued Modaraba Certificates of the Modaraba have any special or other interest in the property or profits of the Modaraba other than their capacity as holder of Modaraba certificates except for the shareholders who are also the Directors of the Modaraba Company or have extended loans to the Modaraba Company.

Directors of the Modaraba Company have interest to the extent of receiving remuneration for their role as Directors, mark-up on loans extended over the period, covered stipulated under predetermined Long Term Loan agreements

Except to the extent otherwise specified by the Registrar Modaraba for reasons to be recorded, the new Modaraba certificates shall rank pari-passu with existing certificates in all matters including the right to such bonus and dividend as may be declared subsequent to the date of issue of such new Certificates.

## **Appendix – II (Pending Litigation & Contingent Liabilities)**

---

Since Modaraba fund will be formed post listing with PSX, there are no pending litigation & contingent liabilities at the moment

## **Appendix – III (Name of Creditor along with Contact Details)**

---

Since Modaraba fund will be formed post listing with PSX, there are no creditors at the moment

## **Appendix – IV (Financial Facilities and Other Major Covenants)**

---

Since Modaraba fund will be formed post listing with PSX, there are no Short Term & Long Term facilities at the moment

## **Accredited Investors Include:**

1. Institutional Investors; and
2. Accredited individual investors registered with NCCPL having assets of at least PKR 5 million; including but not limited to the value of securities held in respective CDC investor account or sub-account; or any other criteria or threshold as may be specified by the Exchange.

## **Subscription Mechanism**

1. A standardized Subscription Form has been prescribed by the Issuer and is available on websites of the Issuer and Advisor to the Issue
2. Those Accredited Investors who are interested to participate can submit their forms in person or through their representatives at the designated Bank(s).
3. The Subscription Form can be submitted only during the Subscription Period prescribed by the Issuer. The subscription of certificates shall remain open for two (02) working days on 25<sup>th</sup> Sep 2024 and 26<sup>th</sup> Sep 2024 between 9:00 AM to 5:00 PM.

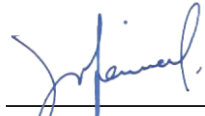
## **Minimum Application Size and Payment Instructions**

1. The amount of a single application shall not be less than 500 certificates
2. Application for certificates must be made for 500 certificates or in multiple of 500 certificates only. Applications which are neither for 500 certificates nor for multiples of 500 certificates shall be rejected.
3. Applications, which do not meet the above requirements, or applications which are incomplete will be rejected. The applicants are, therefore, required to fill in all data fields in the Application Form.
4. The Company will credit certificates in the CDS Accounts of the successful applicants.
5. The pay order/cheque shall be made in favor one of the Bankers to the Issue “Burj Clean Energy Modaraba- Subscription Account” and crossed “A/C PAYEE ONLY

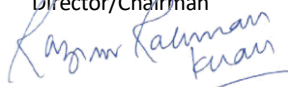
## **Close of Subscription Period and Allocation of certificates**

1. Upon close of the Subscription Period and in case of oversubscription, the allocation of certificates will be made on pro-rata basis
2. The Issuer will be required to finalize the allocation within three (03) working day of the close of Subscription Period and communicate the same to the Accredited Investors
3. Any refund (if required) will be made to the Accredited Investors within five (05) working days of the close of Subscription Period

# Signatories of the IM



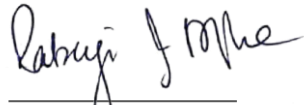
**Muneer Kamal**  
Non-Executive  
Director/Chairman



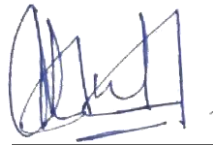
**Razi Ur Rehman**  
Independent Director




**Hasan Reza Ur Rahim**  
Independent Director



**Rabiya Javeri**  
Independent Director



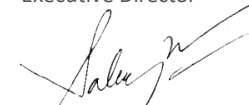
**Ali Akbar**  
Chief Financial Officer & Company  
Secretary



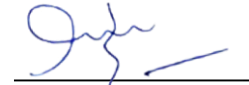
**Farrukh Zaman**  
Non Executive Director



**Saad Uz Zaman**  
Executive Director



**Saleem Uz Zaman**  
Executive Director



**Aamer Chishti**  
Director/Chief Executive Officer





### **Farhan Abbas Rizvi**

Director – Investment Banking  
[farhan.rizvi@arifhabibltd.com](mailto:farhan.rizvi@arifhabibltd.com)  
Dir: +92 21 38280272

### **Hamza Rehan**

Associate – Investment Banking  
[hamza.rehan@arifhabibltd.com](mailto:hamza.rehan@arifhabibltd.com)  
Dir: +92 21 38280273