



**REPORT FOR MONITORING COMPLIANCE WITH  
COMPANIES (POSTAL BALLOT) REGULATIONS,  
2018, AS AMENDED THROUGH SRO 2192  
(I)/2022, DATED DECEMBER 05, 2022.  
(THE REGULATIONS")  
FOR THE HUB POWER COMPANY LIMITED**



Annexure-III  
Report of Scrutinizer  
[Regulation 11(A)]

To,

Mr. M. Habibullah Khan

Chairman of the meeting - The Hub Power Company Limited

The 33<sup>rd</sup> Annual General Meeting of The Hub Power Company Limited.

Held on Monday, September 30<sup>th</sup>, 2024 at 10:00 AM (PST) at Marriott Hotel, Abdullah Haroon Road, Karachi.

Dear Sir,

We, BDO Ebrahim & Co. Chartered Accountants, appointed as Scrutinizer by the Board of Directors of The Hub Power Company Limited ("the Company") under the Postal Ballot Regulations, 2018 ("the Regulations"), for the purpose of monitoring and validating the voting undertaken on the below-mentioned resolution(s), as per the requirements of the Regulations, at the Annual General Meeting of the Company, held on Monday, September 30<sup>th</sup>, 2024 at 10:00 AM (PST) at Marriott Hotel, Abdullah Haroon Road, Karachi. The following report is submitted as required under the Regulations as under:

1. Details of voting taken place during the meeting are as following:

Vote casted in person or through proxy:

Particulars			Result of Resolution			
No. of Members present in Person	No. of Members Present through Proxy	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution No. 1	
					Favour	Against
62	21	519,408,653	519,408,653	Nil	519,408,653	NIL
Total	21	519,408,653	519,408,653	Nil	519,408,653	NIL



**Vote casted through e-voting:**

Particulars				Result of Resolution	
No. of Members Casting the vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution No.1	
				Favour	Against
394	7,871,076	7,871,076	Nil	7,838,602	32,474
<b>Total</b>	<b>7,871,076</b>	<b>7,871,076</b>	<b>Nil</b>	<b>7,838,602</b>	<b>32,474</b>

**Vote casted through postal ballot:**

Particulars				Result of Resolution	
No. of Members Casting the vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution No.1	
				Favour	Against
24	294,111,623	294,111,623	Nil	282,320,014	11,791,609
<b>Total</b>	<b>294,111,623</b>	<b>294,111,623</b>	<b>Nil</b>		

**Consolidated Report of Voting:**

S. No.	Resolutions	Total No. of Shares/ Votes Held	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted in Favour	Number of Votes Casted Against	Percentage of Votes Casted in Favour	Resolution on Passed/ Not Passed	Remarks
1.	Resolution-1	821,391,352	821,391,352	Nil	809,567,269	11,824,083	98.5604%	Passed	Adopted

\* rounded to two decimals.

1. That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018 except for the matters disclosed below (if any): Nil
2. Any other necessary information that the Scrutinizer would like to disclose for the information of members of the Company: Nil

**Other Details:**

Date and Time of un-blocking of e-voting results by the Chairman.	September 30, 2024.
Last date and time of receiving postal ballot by the Company.	September 29, 2024, 5:00 PM



Resolutions:

Resolution

RESOLUTION NO 1:

*Various Investments in Sindh Engro Coal Mining Company Limited.*

*"RESOLVED THAT further to the resolutions passed in the meetings of the Board of Directors of the Company held on January 16, 2024 and February 14, 2024, in terms of which, the Company was authorized to make various investments in Sindh Engro Coal Mining Company Limited ("SECMC"), approval of the Shareholders is accorded and the Company is authorized in terms of Section 199 of the Companies Act, 2017 (the "Companies Act"), to make additional investment of the funds of the Company, by acquiring (directly or through its nominees) up to approximately 152,992,331 (one hundred fifty two million nine hundred ninety two thousand three hundred thirty one) ordinary shares of SECMC or part thereof, its associated company (as defined in the Companies Act), equivalent to up to approximately 9.5% of the issued and paid up ordinary share capital of SECMC, from Habib Bank Limited (the "Proposed Seller") at a price per share of approximately PKR 35.3, subject to a maximum investment amount of PKR 5,400,629,249/- (the "Proposed Investment"). The approval for the Proposed Investment shall be valid for the Term as defined in the 608 Implementation Agreement dated November 19, 2015, pertaining to SECMC.*

*FURTHER RESOLVED THAT, approval of the Shareholders is accorded and the Company is authorized in terms of Section 199 of the Companies Act, in addition to the Proposed Investment, to take on the obligations of the Proposed Seller and such other obligations as may be required by lenders of SECMC ("Lenders Sponsor Support"), including:*

*(a) making authorized investments in SECMC, from time to time, not exceeding approximately USD 2.2 million (in equivalent Pakistan rupees, in respect of the various phases) by way of subscription of shares at the rate of PKR 14.82 per share, (the "Assumed Seller Equity Obligation");*

(b) for making the equity investment in SECMC, the Company is hereby authorized to arrange and provide standby letter of credit to cover the equity investment of the Assumed Seller Equity Obligation (in respect of the various phases) in its capacity as a project sponsor to the satisfaction of the lenders of the SECMC;

(c) providing sponsor support for provision of standby letter of credit to cover Subsequent PSRA LC for an amount up to, and not exceeding approximately USD 7.2 million (or a higher amount, if necessary in respect of the various phases) either by way of subscription for shares at the rate of Rs. 14.82 per share or by treating such amount as subordinated debt, on terms and conditions to be agreed in writing between the Company and the other Shareholders / Shareholder Affiliates (as the case may be) of SECMC (in accordance with the Amended and Restated Sponsor Support Agreement pertaining to SECMC), and the lenders;

(d) for providing sponsor support to cover cost overruns and funding shortfall of upto USD 1.1 million (in respect of the various phases) as may be requested by SECMC or the lenders and provide funding either by way of subscription of SECMC shares at the rate of Rs. 14.82 per share or by way of subordinated loan, on terms and conditions to be agreed in writing between the Company, SECMC and the lenders;

(e) to provide such standby letters of credit (SBLC) and/or guarantees to cover for equity investment, cost overruns, funding shortfalls, cash calls and payment service reserve shortfall, including but not limited to providing such supports to the Proposed Seller in relation to its obligations to the lenders of SECMC, on such terms and conditions as may be deemed fit and appropriate by the Authorized Representatives (or any of them) but in any event in compliance with the provisions of the applicable laws not exceeding approximately USD 10.5 million (or a higher amount, if necessary in respect of the various phases) either by way of subscription at the rate of Rs. 14.82 per share or by treating such amount as subordinated debt, on terms and condition as agreed between the Company, SECMC and the lenders.



The approval for the Lenders Sponsor Support shall be valid until the Senior Discharge Date as defined in the Intercreditor Agreement dated December 21, 2015, as amended from time to time, relating to SECMC.

**FURTHER RESOLVED THAT** for the purposes of the Proposed Investment and the Lenders Sponsor Support, the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company (each, an "Authorized Representative") or any of their delegates, be and are hereby singly and / or jointly authorized to negotiate and finalize the terms of the Proposed Investment and the Lender Sponsor Support with the Proposed Seller (including through its authorized representatives) or the lenders of SECMC or any other persons / authorities necessary, and to negotiate, finalize, issue and execute, for and on behalf of the Company, share transfer deeds, and amendments to the shareholders agreement of SECMC, and any other agreements, documents, amendments, restatements, novations or supplementals to any instruments / agreements (as may be deemed expedient, incidental, necessary or appropriate by the Authorized Representatives, or any of them) with SECMC and / or its shareholders / sponsors and / or its lenders on such terms as may be deemed fit and appropriate by the relevant Authorized Representative and from time to time execute or issue (as the case may be) any and all amendments or variations, communications, certificates, notices, acknowledgements or other documents pertaining or pursuant to such agreements.

**FURTHER RESOLVED THAT** the Authorized Representatives, jointly and / or severally are authorized to take all necessary actions for the purposes of the Proposed Investment and the Lenders Sponsor Support, and to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities as may be expedient, necessary, incidental or appropriate for the purpose of implementing the aforesaid resolutions and Proposed Investment and the Lenders Sponsor Support including but not limited to executing the aforesaid instruments, filing the necessary forms, and making, issuing and finalizing the necessary applications, requisitions and liaise with the

relevant competent and regulatory authorities for the purposes of implementing the Proposed Investment and the Lenders Sponsor Support and any incidental and necessary matter thereto.”

**FURTHER RESOLVED THAT** further to the resolutions passed by the Board of Directors of the Company on October 3, 2019 and the resolutions passed by the Shareholders of the Company on October 24, 2019 for making equity investment in SECMC and arranging and providing a standby letter of credit (“SBLC”) to cover for the equity investment of USD 20 million (in respect of the various phases) in its capacity as a project sponsor to the satisfaction of the lenders of SECMC, following approval of the Board of Directors of the Company on February 14, 2024, approval of the Shareholders is accorded and the Company is authorised under Section 199 of the Companies Act, and the regulations made thereunder, to (i) reduce the amount of the SBLC to approximately (up to) USD 4 Million; and (ii) extend the tenor of the SBLC and the corresponding Facility under which the said SBLC has been obtained till the earlier of Project Completion Date of SECMC, or June, 2026, or such period until the liabilities / obligations of the Sponsors remain undischarged, whichever is later.

**FURTHER RESOLVED THAT** the Company be and is hereby authorized to enter into, execute and deliver any amendments, supplements, novations and modifications (by whatsoever name called) to the Original Facility Agreement to be entered into between the Company and the banks/financial institutions (set out in the Original SBLC Facility Agreement) for the purposes of the aforementioned resolution.”

  
Name & Signature of Scrutinizer:

BDO Ebrahim & Co.

Chartered Accountants

Place: 2nd Floor, Block C, Lakson Square  
Building No. 1, Sarwar Shaheed Road,  
Karachi-74200.

Email info@bdo.com.pk

Date: September 30, 2024.