

## ADVICE FOR INVESTORS

**INVESTORS ARE STRONGLY ADVISED IN THEIR OWN INTEREST TO CAREFULLY READ THE CONTENTS OF THIS PROSPECTUS ESPECIALLY THE RISK FACTORS AT PART 6 OF THIS PROSPECTUS BEFORE MAKING ANY INVESTMENT DECISION**

**SUBMISSION OF FALSE AND FICTITIOUS APPLICATIONS IS PROHIBITED AND SUCH APPLICANT'S MONEY MAY BE FOREFEITED UNDER SECTION 87(8) OF THE SECURITIES ACT, 2015**

### DISCLAIMER

THE COMPANY EARNED SUBSTANTIAL PROFITS IN THE FINANCIAL YEARS 2021 AND 2022. HOWEVER, IN FINANCIAL YEAR 2023, IT INCURRED A LOSS DUE TO SOCIO-POLITICAL AND MACROECONOMIC FACTORS. THE RISKS ASSOCIATED WITH COMPANIES WHO HAVE INCURRED A RECENT LOSS ARE COMPARATIVELY MUCH HIGHER THAN PROFITABLE COMPANIES. 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 DUE DILIGENCE. IT IS ADVISABLE TO CONSULT ANY INDEPENDENT INVESTMENT ADVISOR BEFORE MAKING ANY INVESTMENT.



### K-Electric Limited

(formerly known as KESC)

Date of Incorporation: September 13, 1913, Karachi, Incorporation Number: 0000002, Registered and Corporate Office: KE House, 39-B, Sunset Boulevard, Phase II, Defence Housing Authority, Karachi, Contact Person: Ms. Syeda Sharmeen Ahmed, Contact Number: 92-21-3870 9132 (Ext: 2709), Website: [www.ke.com.pk](http://www.ke.com.pk),

Email: [retail.sukuk@ke.com.pk](mailto:retail.sukuk@ke.com.pk)

### Abridged Prospectus

The Issue Size of Rated, Unsecured and Retail Listed, **Shirkat-ul-Aqd Sukuk** (KE Retail Sukuk) is upto PKR 3,000 million with a tenor of 1 year and a Green Shoe Option of PKR 1,000 million, out of which Sukuk Certificates of PKR 1,000 million (33.33% of Issue Size) are issued to the Pre-IPO investors and PKR 2,000 million (66.67% of Issue Size) are being offered to the general public by way of an Initial Public Offering through this Prospectus.

**Rate of Return:** 3-Months floating rate instrument @ 3-month KIBOR (Ask Side) plus 0.20% per annum

**Instrument Rating:** AA/A1+ by Pakistan Credit Rating Agency (PACRA)

**Long-Term Entity Rating:** AA (Double A) by Pakistan Credit Rating Agency (PACRA)

**Short-Term Entity Rating:** A1+ (A One Plus) by Pakistan Credit Rating Agency (PACRA)

As per PSX's Listing of Companies and Securities Regulations, the Draft Prospectus was placed on PSX's website for seeking public comments starting from June 17, 2025 to June 24, 2025. The comments received have been duly incorporated/responded to by the Consultant to the Issue.

**Date of Public Subscription:** from August 4, 2025 to September 3, 2025 (both days inclusive) from: 9:00 am to 5:00 pm

From 04/08/2025 to 17/08/2025 only individual investors can apply

From 18/08/2025 to 03/09/2025 all investors i.e. individuals and institutions can apply

(For further details please refer to Part 5 of the prospectus)

<b>EXCLUSIVE MANDATED LEAD ADVISOR AND ARRANGER &amp; CONSULTANT TO THE ISSUE</b>	<b>SHARIAH STRUCTURING BANK</b>

### Bankers for the Retail Portion of the Issue:

Allied Bank Limited	Bank Al Habib Limited	Bank Alfalah Limited	Bank Islami Pakistan Limited	Bank of Punjab	Dubai Islamic Bank Pakistan Limited
Faysal Bank Limited	Habib Bank Limited	Habib Metropolitan Bank	MCB Bank Limited	Meezan Bank Limited	United Bank Limited

For Retail portion, investors can submit application(s) through both electronic and physical mode. Electronic/online applications can be submitted through PSX's e-IPO system (PES) and CDC's Centralized E-IPO system (CES).

PES can be accessed via weblink <https://eipo.psx.com.pk/EIPO/home/index> and

CES can be accessed via weblink <https://www.cdc-pakistan.com/businesses/others/eipo/>. For details, please refer to Section 14 of the Prospectus.

Tutorial of PSX's e-IPO system can be viewed: [https://www.youtube.com/watch?v=E0CILM6gXvA&ab\\_channel=PakistanStockExchangeLimited](https://www.youtube.com/watch?v=E0CILM6gXvA&ab_channel=PakistanStockExchangeLimited)

User manual guide can be accessed: <https://eipo.psx.com.pk/EIPO/user/userguide>

### Shariah Advisor – I – HBL Islamic Banking Shariah Board



Dr. Mufti Muhammad Zubair Usmani  
Dr. Mufti Ejaz Ahmad Samadani  
Mufti Muhammad Yahya Asim

### Shariah Advisor – II – ASAS Shariah Advisory Services (Pvt.) Ltd.



Mufti Syed Zahid Siraj  
Mufti Waseem Akhtar  
Mufti Muhammad Nadeem Siddiqui

### Shariah Advisor – III

Mufti Ali Asghar

**Date of Publication of this Abridged Prospectus: July 28, 2025** The Issue is proposed to be listed at the Pakistan Stock Exchange Limited

Prospectus and Subscription Form can be downloaded from the following websites: [www.ke.com.pk](http://www.ke.com.pk), [www.hbl.com](http://www.hbl.com), [www.psx.com.pk](http://www.psx.com.pk), and [www.cdceipo.com](http://www.cdceipo.com)

### For further queries, you may contact:

**K-Electric Limited:** Mr. Danyaal Jamal (Head of Treasury and Corporate Finance), Phone: +92-21-3870 9132 (Ext: [1337]); Email: [danyaal.jamal@ke.com.pk](mailto:danyaal.jamal@ke.com.pk), Ms. Syeda Sharmeen Ahmed (DGM Lead Project Financing), Phone: 92-21-3870 9132 (Ext: 2709); Email: [sharmeen.ahmed@ke.com.pk](mailto:sharmeen.ahmed@ke.com.pk), Mr. Kelash Kumar (DM Short Term Borrowings),

Phone: 92-21-3870 9312 (Ext: 7073); Email: [kumar.kelash@ke.com.pk](mailto:kumar.kelash@ke.com.pk)

**Habib Bank Limited:** Mr. Burhan Nasir (Head Advisory, M&A and Capital Markets), Phone: +92 21 33116504; E-mail: [burhan.nasir@hbl.com](mailto:burhan.nasir@hbl.com); Mr. Badr Un Naeem Siddiqui (Unit Head Advisory and Equity Capital Markets), Phone: +92 21 33116535; Email: [badr.siddiqui@hbl.com](mailto:badr.siddiqui@hbl.com); Ms. Sana Hidayatullah (Senior Associate) Phone: +92 21 33116537; Email: [sana.hidayatullah@hbl.com](mailto:sana.hidayatullah@hbl.com)

## PART III

## 1 OVERVIEW, HISTORY AND PROSPECTS

## 1.1 COMPANY HISTORY AND OVERVIEW

K-Electric Limited (“the Company” or “KE” or “K-Electric”) was incorporated as a limited liability company on September 13, 1913, under the repealed Indian Companies Act, 1882 (now the Companies Act, 2017), and listed in 1949, with its shares currently quoted on the Pakistan Stock Exchange Limited (“PSX”). The registered office of the Company is situated at KE House, 39-B, Sunset Boulevard, Phase II, Defence Housing Authority, Karachi and its registration number is 0000002.

KES Power Limited (the holding company) holds 66.40% (2023: 66.40%) shares in the Company. KE is the only vertically integrated power utility in Pakistan. In addition to its own generation fleet comprising of six generation plants with an installed capacity of 2,397 MW, KE has arrangements for over 1,600+ MW from external sources including the National Grid. Besides this, as of March 2025, the Company’s transmission system comprises of 1,394 km of transmission lines, 74 grid stations, and 184 power transformers. Moreover, KE has a distribution network of 2,112 feeders, 31,422 PMTs, distribution capacity of 8,964 MVAs supplemented by 11,298 km of HT lines<sup>1</sup>.

Historically, the Company was a state-owned entity. In 2005, a consortium including Al Jomaih Group (a conglomerate based in Saudi Arabia) and National Industries Group (a business group based in Kuwait) acquired a majority shareholding in KE from the Government of Pakistan through an SPV named KES Power Limited (“KESP”). In 2009, Abraaj Capital (“Abraaj”), a private equity firm based in Dubai, acquired majority equity stake in KES Power and accordingly assumed management control of KE via Infrastructure and Growth Capital Fund who joined the consortium as one of the investors. In 2017-18, Abraaj went into liquidation.

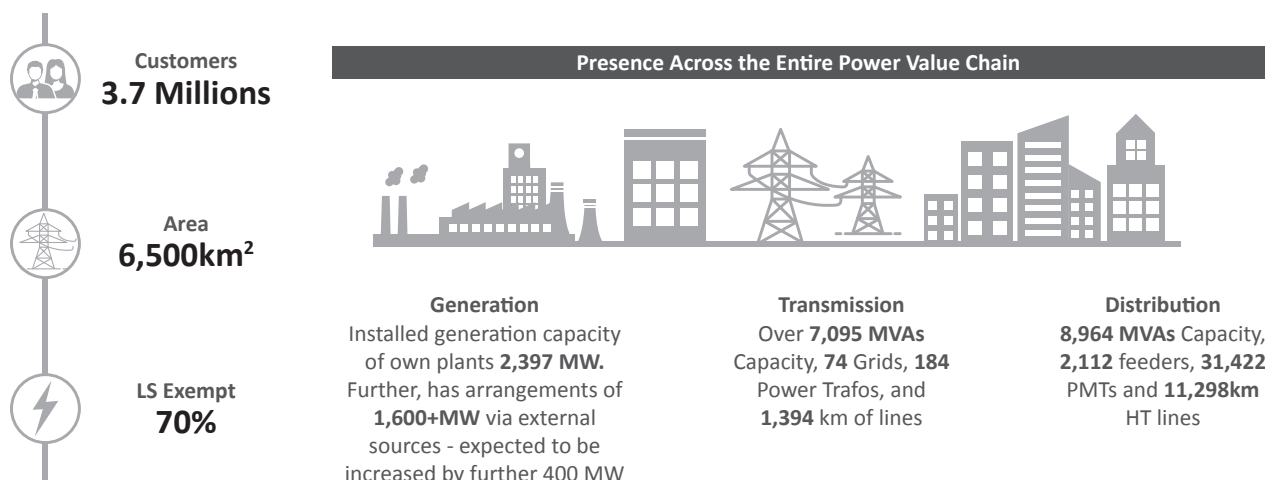
In October 2022, controlling interests in IGCF General Partner Limited (“IGCF GP”) and certain limited partnership interests in the Infrastructure and Growth Capital Fund L.P. (“the Fund”) were acquired by Sage Venture Group Limited (“SVGL”), a British Virgin Islands-registered special purpose company wholly owned by AsiaPak Investments Limited (“APIL”). The Ultimate Beneficial Owner (“UBO”) of APIL is Shaheryar Chishty.

In March 2024, the Fund made a distribution in kind to its limited partners, of all the shares held by it in K Power Holdings Limited (“KPH”) (Formerly: IGCF SPV 26 Limited), the former portfolio company of the Fund and an indirect shareholder of K-Electric. As a consequence of the above distribution, IGCF GP or the Fund now have no direct or indirect interest in KE.

In March 2025, IGCF SPV 21 Limited, the direct shareholder of KESP changed its name to KE Holdings Limited.

KE was granted a distribution license on July 21, 2003, for distribution and supply of electric power services in its territory for a period of twenty years till July 2023. NEPRA vide determination dated January 19, 2024, granted a Distribution and Electric Power Supplier License to K-Electric for a period of 20 years, effective from 19th January 2024.

Since privatization, investments of PKR 598 Billion (USD 4.6 Billion)<sup>2</sup> have been made up to FY24 in power infrastructure resulting in significant improvements across the power value chain. KE’s business model is summarized as follows<sup>3</sup>:



Note: information as at March 2025

<sup>1, 2 & 3</sup> K-Electric Corporate Briefing dated June 02, 2025

KE is the only vertically integrated power utility in Pakistan, managing all key areas — Generation, Transmission, Distribution and Supply — ensuring energy delivery to all its customers. K-Solar (Private) Limited (“K-Solar”) is a wholly owned subsidiary of KE Venture Company (Private) Limited, (“KEVCL”) which is wholly owned by K-Electric Limited. K-Solar offers products or services dealing in all forms of renewable energy and promotes the conservation and efficient use of electricity with a market presence across Pakistan

KE with distribution rights for Karachi and its adjoining areas including Dhabeji and Gharo in Sindh and Hub, Uthal, Vindar and Bela in Balochistan is serving a population base of over 22 million people. The Company has a diversified consumer base of over 3.7 million including industrial, commercial, agriculture and residential consumers. The breakup of consumers as at June 2024 is as follows:

Breakup of Consumers		
Consumer Type	Number of Consumers	% age
Residential	3,125,561	84.38%
Commercial	553,317	14.94%
Industrial	23,636	0.64%
Agricultural	1,655	0.04%
Public Sector	181	0.00%
<b>Total</b>	<b>3,704,350</b>	<b>100.0%</b>

As the largest electricity provider in Karachi, K-Electric holds strategic importance for both the city and the country. Over the years, Karachi has experienced increasing power demand. However, capacity expansions, loss reduction initiatives, and process improvements have enabled KE to exempt over 70% of the service territory from load shedding (“LS”).

### 1.1.1 GENERATION

KE currently has a total installed capacity of 2,397 MW (own plants). Since 2009, significant investments have been made on augmenting KE’s generation assets in order to increase Company’s power generation capacity and operational efficiency. The Company has added 1,957 MW to the existing installed generation capacity since privatization. In addition to its own generation capacity, KE has arrangements with several IPPs and CPPA-G for 1,600+MW as well. The majority of the Company’s generation assets are relatively new which has subsequently led to an overall improvement of fleet efficiency from ~30% in 2009 to ~46% in 2024.

Overview of KE’s generation capacity as of March 2025 is as below:

KE’s Generation Capacity		
Power Plants	Installed MW <sup>1</sup>	Gross Dependable MW
Bin Qasim Power Station-I (BQPS-I) <sup>2</sup>	420	379
Bin Qasim Power Station II (BQPS-II)	573	526
Korangi Combined Cycle Power Plant (KCCPP)	248	227
SITE Gas Turbine Power Station (SGTPS-II)	107	96
Korangi Gas Turbine Power Station (KGTPS-II)	107	96
Bin Qasim Power Station III (BQPS-III)	942	918
<b>Total Capacity</b>	<b>2,397</b>	<b>2,252</b>

Notes:

1. Gross installed capacity at ISO conditions

2. Units 1, 2, 3 & 4 decommissioned

### 1.1.2 TRANSMISSION

As a vertically integrated electric utility KE owns, operates, and maintains the Transmission system of its service territory as per its license. KE's transmission system as of March 2025 comprises of:

- 1,394 km of 220kV, 132kV and 66kV lines
- 74 grid stations
- 24 Auto transformers of 220/132kV and 132/66kV with transformation capacity of 5,600 MVA
- 184 Power transformers of 132/11kV and 66/11kV with transformation capacity of 7,095 MVA

Since privatization, significant investments have been made for the upkeep and improvement of system reliability as well as to enhance capacity to meet the incremental power demand.

### 1.1.3 DISTRIBUTION

K-Electric has distribution rights in Karachi and adjoining areas of Sindh and Baluchistan. This service territory is divided into five (5) regions, and further sub-divided into thirty (30) distribution centers. Residential consumers constitute the largest proportion of consumers and account for almost 50% of total revenue from sale of energy. Break-up of consumers with respect to revenue generated in percentage terms during FY22-FY23, is as follows:

Revenue Generated from Consumer Segments (% Terms)		
Consumer Segment	FY22	FY23
Residential	38.87%	40.91%
Commercial	18.13%	17.95%
Industrial	43.00%	41.13%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>

#### Digital Payments and Partnerships

K-Electric has positioned itself as a digital pioneer in Pakistan's utility sector. Their focus on digital transformation has significantly enhanced customer experience, streamlined operations, and promoted sustainability. A key component of this transformation is the expanded digital payment network. Through strategic partnerships with banks and fintech, KE has introduced innovative digital payment solutions to simplify bill payments for the ease of the customers.

### 1.1.4 PATTERN OF SHAREHOLDING

Major shareholders of issuer are KES Power Limited ("KESP") and Government of Pakistan ("GoP"). As of 30th June 2023, the shareholding structure of the Company is as follows:

Shareholding Pattern		
Shareholder	Number of Shares Held	Shareholding
KES Power Limited (KESP)	18,335,542,678	66.4%
Government of Pakistan (GOP)	6,726,912,278	24.36%
Mutual Funds & Modarabas	167,701,279	0.61%
Directors, CEO & their Spouse and Minor Children	60	0.0%
Executives	102	0.0%
Public Sector Companies and Corporations	46,870	0.0%
Banks, Development Finance Institutions, Non-Banking Finance Companies	234,144,253	0.85%
Insurance Companies	7,783,840	0.03%
General Public – Local	1,724,853,769	6.25%
General Public - Foreign	23,644,539	0.09%
Foreign Companies	309,870	0.00%
Other Shareholders	394,254,708	1.43%
<b>Total</b>	<b>27,615,194,246</b>	<b>100.0%</b>

## 1.2 FINANCIAL INFORMATION

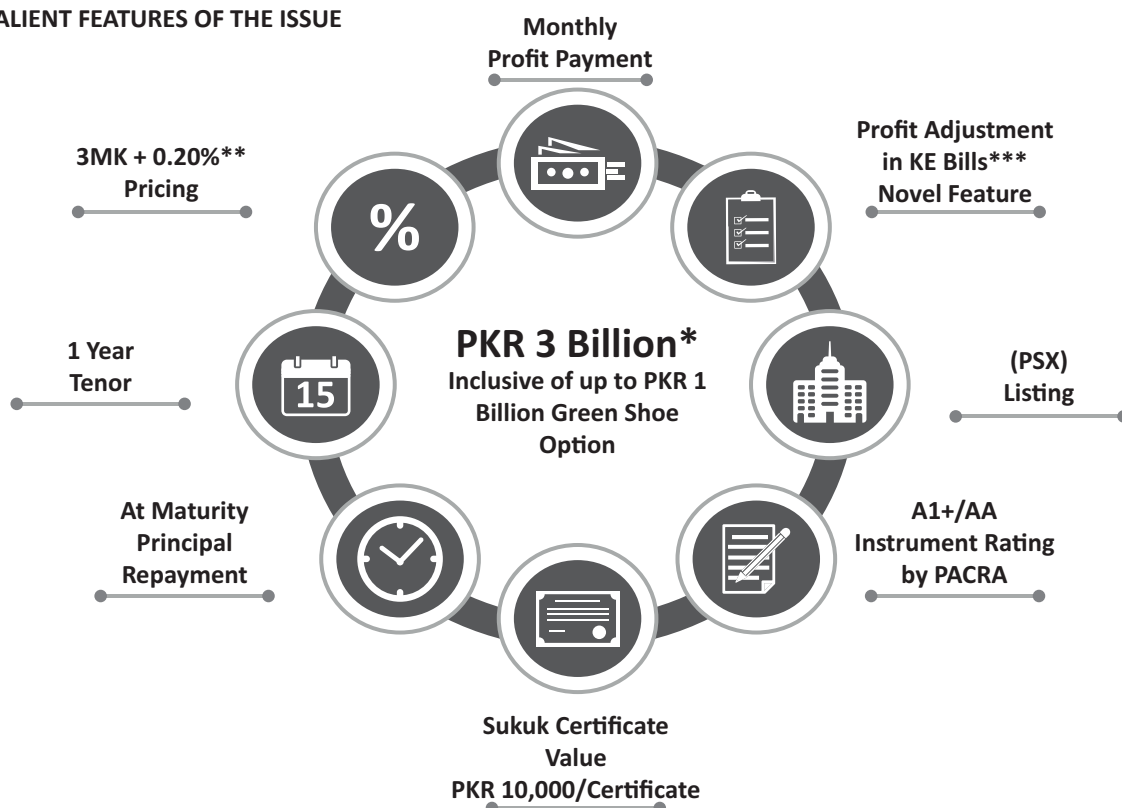
The audited financials of the Company can be downloaded from the following link: <https://www.ke.com.pk/>

Financial Information			
Audited (PKR in Thousands)	FY 21	FY 22	FY 23
Share Capital	96,261,551	96,261,551	96,261,551
Net Worth	223,951,516	250,171,718	255,154,657
Revenue	325,048,549	518,777,106	519,471,227
Gross Margin	18.2%	13.2%	10.2%
Operating Margin	8.1%	4.0%	(1.5%)
Profit After Tax	11,998,182	8,523,578	(30,896,564)
Net Profit Margin	3.69%	1.64%	(5.9%)
Earnings Per Share	0.43	0.31	(1.12)
Break-up Value Per Share	8.11	9.06	9.24
Total Borrowings <sup>4</sup>	184,167,816	282,911,982	309,645,664
Total Debt to Equity	0.82x	1.13x	1.21x
Cashflow from Operations	42,259,425	(25,746,180)	60,809,317

**Note:** Financial Information disclosed herein is based on available audited financial statements. Financial information post FY23 is not incorporated as this is not publicly available.

## 2 DETAILS OF THE ISSUE

### 2.1 SALIENT FEATURES OF THE ISSUE



\* Pre-IPO Placement of PKR 1 Billion has taken place.

\*\* Floor of 2% and Cap of 25% to comply with Shariah principles.

\*\*\* For eligible investors.

<sup>4</sup> Total Borrowing = Long Term Financing + Current Maturity of Long Term Financing + Short Term Borrowing + Long Term Diminishing Musharaka + Current Maturity of Long Term Diminishing Musharaka

### Sukuk Issue

The total Sukuk Issue is up to PKR 3,000 Mn (inclusive of a green shoe option of up to PKR 1,000 Mn). The Sukuk Certificates will be offered in denominations of PKR 10,000/- or multiples of PKR 10,000/-, with a minimum investment requirement of PKR 50,000/- (i.e. for 5 Sukuk Certificates).

The Shariah structure of the Sukuk Issue (Musharaka Shirkat-ul-Aqd) involves partnership in the Musharaka business which is detailed in Part 5.15 of the Prospectus (Shariah Structure of the Issue). The Musharaka business shall produce either a profit or a loss, in both of which the Issuer and the Sukuk Certificate Holders shall have a share as per the profit / loss sharing ratio detailed in Part 5.15 of the Prospectus.

The Sukuk is Unsecured and in the hierarchy of creditors, the Investors shall rank after the secured lenders/investors of the Company. Further, there is no need of a Special Purpose Vehicle ("SPV") as Investors are investing on a Shirkat-UI-Aqd basis to finance the working capital needs of the Company.

The Sukuk's Shariah Compliance Certificate has been issued by the SECP, bearing Certificate No. SECP/IFD/SCS/05/34.

### Provisional Profit Payments

The first provisional profit payment will fall due one month from the Issue Date and subsequently every month thereafter. As per the Shariah structure of the Sukuk Issue (Musharaka Shirkat-ul-Aqd), there are two (02) tiers of profit due to investors, i.e. Tier 1 and Tier 2 profits.

#### Tier 1 Profit:

Provisional profit for the Sukuk Issue will be paid on a monthly basis, with the first profit payment due and payable at the end of the first (1st) month from the Issue Date, and subsequently every month thereafter.

#### Tier 2 Profit:

The Tier 2 profit amount refers to any profit due above the Tier 1 profit ceiling as detailed in Section 5.15 of the Prospectus (Shariah Structure of the Issue). To provide ease to the Issuer for payment of the nominal amounts of Tier 2 profit, under the Sukuk Transaction Documents, the Investors will allow the Issue Agent to receive the total Tier 2 profit and to make the same as charity to charitable institution(s) as approved by the Shariah Advisors.

### MODE OF PAYMENT. Tier 1 Profit payment:

#### Provisional Profit Payment:

##### A. Mode 1: Monetary payment

The payment of profit shall be credited to Sukuk Holders' bank accounts for those investors who have not opted for or are not eligible for bill adjustment, electronically on a monthly basis as recorded in the Register of Sukuk Holders maintained by the Registrar (appointed by the KEL). The Registrar will, at all times maintain a correct Register of Certificate Holders showing their respective details names and addresses, the amount of Sukuk Certificates held by each, and the date on which such Certificate Holder was registered as the holder and the date on which he/she ceased to be so registered, whether they are KE consumers or not, the chosen profit payment mechanism and the KE consumer numbers, which is fetched from the data of their respective CDS Accounts maintained/available with their participants.

##### B. Mode 2: Adjustment in the electricity bills

The payment of provisional profit shall be adjusted against their K-Electric bills for those investors who have opted for bill adjustment, on a monthly basis. The adjustment shall be reflected in the K-electric bill belonging to the KE account number provided at the time of subscription. This mechanism is further detailed in Section 5.1 of this Prospectus. The Issuer shall ensure that the Issuer or its appointed Registrar will, at all times maintain a correct Register of Certificate Holders showing their names and addresses, the amount of Sukuk Certificates held by each, and the date on which such Certificate Holder was registered as the holder and the date on which he/she ceased to be so registered, whether they are KE consumers or not, the chosen profit payment mechanism and the KE account numbers.

#### Redemption:

The redemption of the Sukuk Certificates shall be credited to Certificate Holders' bank accounts for all investors, electronically at the end of the Tenor as recorded in the Register of Certificate Holders maintained by the Registrar.

## SALIENT FEATURES OF THE ISSUE

Issuer	K-Electric Limited ("K-Electric" or "KE")						
Issue Type	Unsecured, Rated & Listed Sukuk Issue by way of Musharakah (Shirkat ul Aqd)						
Issue Size/Amount	Up to PKR 3,000 million (inclusive of a green shoe option of up to PKR 1,000 million).						
Pre-IPO Placement	Allocation of capital to the Pre-IPO investors is PKR 1,000 Mn.						
Initial Public Offering (IPO Portion)	Allocation of capital available to the General Public (excluding the Pre-IPO) up to PKR 2,000 Mn.						
Purpose	The proceeds of the Issue will be utilized to meet the working capital requirements of Company.						
Minimum Investment	The Sukuk will be offered in denominations of PKR 10,000/- or multiples thereof to the investors subject to a minimum Investment amount of PKR 50,000/-.						
Issue Date	The issue date means the last day of the subscription period, which date shall fall between the 3rd and 5th days of the calendar month, with the same being a business day.						
Tenor	Up to 12 months from the Issue Date.						
Sukuk Redemption	Sukuk will be redeemed in bullet at the expiry of Tenor.						
Denomination of Sukuk	PKR 10,000/-						
Profit Rate	3-months KIBOR plus 20 bps, subject to a floor of 2% and a cap of 25% to comply with Shariah principles						
Profit Payment Mode	<p>Profit to paid by Issuer in either one of the two following modes as selected by the respective Investor:</p> <ol style="list-style-type: none"> <li><b>Mode 1:</b> Monetary payment in the bank account as per CDC's profit register, i.e. the customary method.</li> <li><b>Mode 2:</b> Adjustment in the electricity bills issued by K-Electric against the investor's provided KE account number at the time of subscription.</li> </ol> <p><b>Note:</b> Mode 2 shall not be available to any investor who purchases the Sukuk subsequently. Those who purchase subsequently shall only have mode 1 of profit payment.</p> <p><b>Mode 2 Eligibility:</b> Only those KE consumers who fall under the below categories shall be eligible for Mode 2:</p> <table> <thead> <tr> <th>Consumer Category</th><th>Tariff</th></tr> </thead> <tbody> <tr> <td>General Supply Tariff – Residential</td><td>A1-R</td></tr> <tr> <td>General Supply Tariff – Commercial</td><td>A2-C</td></tr> </tbody> </table> <p>Provisional profit shall be calculated on a monthly basis from the Issue Date.</p> <p>For the Investors opting for monetary payment, the Provisional Profit shall be credited to accounts on the due date.</p>	Consumer Category	Tariff	General Supply Tariff – Residential	A1-R	General Supply Tariff – Commercial	A2-C
Consumer Category	Tariff						
General Supply Tariff – Residential	A1-R						
General Supply Tariff – Commercial	A2-C						



	<p><b>Mode 2 mechanism will be as follows:</b></p> <p>For the electricity bill adjustment option, Issuer shall net off the bill being generated in the respective month by the profit (after tax) amount. The process is further detailed above in Section 5.1.</p> <p><b>For abundant clarity:</b></p> <p>KE's bills are generated between 6th to last date of each respective calendar month.</p> <p>Issue Date shall be fixed between 3rd to 5th date of a calendar month.</p> <p>Profit due dates shall be set between 3rd to 5th date of each calendar month</p> <p>Hence for bill adjustment option the consumer will get adjustment of profit in the bill being generated immediately after the profit due date.</p> <p>Minimum number of days between profit due date and bill issuing date is 1 day, whereas maximum number of days possible is 28 days.</p> <p>In case the profit being adjusted is greater than the bill amount then the remaining profit shall be credited to the Investor's bank account if the investor generates a request (within 4 days of bill issuance date) for the transfer of the excess amount via email. Otherwise the excess profit shall be credited in the next month's bill. There shall be no additional return paid on excess profit whether it is paid as per investor request or adjusted in the next month's bill.</p> <p>Each Sukuk Investor by signing the application form agrees that the KE consumer account number provided by the Sukuk Investor will be treated as profit adjustment entitlement for the Sukuk Investors.</p>
<b>Profit Payment Frequency</b>	Provisional profit will be paid via bank transfer or adjusted in the electricity bill monthly. The first profit payment will fall due and become payable at the end of the first (1st) month from the Issue Date, and subsequently every month thereafter.
<b>Listing</b>	Pakistan Stock Exchange Limited
<b>Entity Rating</b>	Long-Term Rating: AA (Double-A) Short-Term Rating: A1+ (A one plus) Rating by PACRA
<b>Instrument Rating</b>	Long term 'AA' and short-term 'A1+' by PACRA
<b>Registered Office of the Issuer</b>	KE House, 39-B, Sunset Boulevard, Phase-II, Defence Housing Authority, Karachi
<b>Exclusive Mandated Lead Advisor &amp; Arranger</b>	Habib Bank Limited ("HBL")
<b>Consultant to the Issue</b>	HBL
<b>Shariah Structuring Bank</b>	Habib Bank Limited – Islamic Banking
<b>Shariah Advisors to the Issue</b>	<p><b>Shariah Advisor I – HBL Islamic Banking Shariah Board:</b> Mufti Muhammad Yahya Asim Dr. Ejaz Ahmed Samadani Dr. Zubair Usmani</p> <p><b>Shariah Advisor II ASAS Shariah Advisory Services (Pvt.) Limited:</b> Mufti Syed Zahid Siraj Mufti Waseem Akhtar Mufti Muhammad Nadeem Siddique</p> <p><b>Shariah Advisor III:</b> Mufti Ali Asghar</p>
<b>Transaction Legal Counsel</b>	Mohsin Tayebaly & Co.
<b>Investment Agent / Issue Agent</b>	Habib Bank Limited
<b>Market Maker to the Issue</b>	Not required
<b>Transferability</b>	The Sukuk Certificates will be inducted into the CDC; transfer shall be made in accordance with the Central Depository Act, 1997 and CDC Regulations.
<b>Governing Law</b>	The Sukuk Issue shall be subject to the laws of Islamic Republic of Pakistan and non-exclusive jurisdiction of the Pakistan Courts.



## 2.2 OPENING AND CLOSING OF THE SUBSCRIPTION PERIOD

The Public Subscription Period for KE Sukuk Issue will start **from August 4, 2025, and will end on September 3, 2025**. The public subscription period for the Sukuk Issue will be split into two parts i.e.:

1. **Subscription Period for only Individual investors from August 4, 2025, to August 17, 2025**, (both days inclusive) during banking hours for investors submitting physical applications with Bankers to the Issue and 24 hours for investors using E-IPO services; and
2. **Subscription Period for Individuals, Institutional and other investors / participants from August 18, 2025, to September 3, 2025** (both days inclusive) during banking hours for investors submitting physical applications with Bankers to the Issue and 24 hours for investors opting E-IPO services.

## 2.3 BASIS OF ALLOTMENT

Allotment will take place on the basis of the 'Priority of Allocation' as defined below:

	IPO - Priority of Allocation	
1	<b>Blackout Period for Individuals:</b>	KE's consumers
2		Non - KE Consumers
3 (a)		KE's consumers (individuals)
3 (b)		KE's consumers (non-individuals)
4		Non-KE consumers

**Note:** Investors whose KE account number cannot be verified or is incorrect will be considered as a non-KE consumer and their allocation shall take place accordingly.

Further details are available in Section 14.11 of the Prospectus.

## 3 E-IPO SYSTEM

### 3.1 PSX E-IPO System (PES)

In order to facilitate investors, PSX has developed an e-IPO System ("PES") through which electronic applications can be filed for subscription of securities offered to the general public. PES can be accessed through the web link (<https://eipo.psx.com.pk>). Investors can register themselves online at any time 24/7. On behalf of an investors, registration can also be done by:

1. the TREC Holder with whom the investor has a sub-account, or
2. the Bank with whom the investor has a bank account.

An e-IPO application can be filed by an investor during the public subscription period which shall close at midnight on September 3, 2025. On behalf of investors, e-IPO applications can also be filed by:

1. the TREC Holder with whom the investor has a sub-account, or
2. the Bank with whom the investor has a bank account.

Subscription money can be paid by the investor through 1LINK. On behalf of investors, subscription money can also be paid by:

1. the TREC Holder with whom the investor has a sub-account, or
2. the Bank with whom the investor has a bank account.

In case of queries regarding PES, investors may contact Mr. Farrukh Shahzad at phone number: 111-001-122 or (021)-35274401-10, and email: [itss@psx.com.pk](mailto:itss@psx.com.pk) Tutorial for PES can be found on the weblink i.e., <https://eipo.psx.com.pk/EIPO/home/index>

### 3.2 Centralized E-IPO System (CES)

CES can be accessed through the web link ([csp.cdcaccess.com.pk](http://csp.cdcaccess.com.pk)). Payment of subscription money can be made through 1LINK's member banks available for CES.

For making application through CES, investors must be registered with CES. Registration can be done under a self-registration process by filling the CES registration form, which is available 24/7 all throughout the year.

In addition to the above, investors/sub-account holder(s) can request their respective TREC Holders who are Participants in Central Depository System (CDS) to make electronic subscription on their behalf for subscription of securities of a specific company by authorizing (adding the details of) their respective Participant(s) in CES. Consequently, authorized Participants will electronically subscribe on behalf of their sub-account holder(s) in securities offered through Initial Public Offerings and will also be able to make payment against such electronic subscriptions through all the available channels mentioned on CES only after receiving the subscription amount from the sub-account holder(s). To enable this feature, the CDS Participant may request CDC to activate his ID on the CES portal. For queries regarding CES, investors may contact CDC at phone number: 0800 – 23275 (CDCPL) and e-mail: [info@cdcpak.com](mailto:info@cdcpak.com)

#### 4 PRINCIPAL PURPOSE OF THE ISSUE AND UTILIZATION OF PROCEEDS

The primary purpose of utilization of the Sukuk Issue proceeds is to fund routine working capital requirements of the Company that primarily arise due to timing differences between outflows and the requisite inflows. Working capital requirements include fuel payments and power purchases which will be partially funded by the proceeds from the Sukuk Issue.

A detailed breakdown of working capital requirements serviced by the Sukuk is provided below:

Utilization of Proceeds				
	Nature	Supplier	Sukuk Allocation	Average monthly billing
	<b>Pre-IPO Proceeds</b>			
1.	Power Purchases	Sindh Nooriabad Power Company (Pvt.) Limited & FFBL Power Company Limited	PKR 1,000 Mn	c. PKR 1,500 Mn*
	<b>IPO Proceeds</b>			
	Fuel payments	Pakistan LNG Limited	PKR 2,000 Mn	c. PKR 10,000 Mn**
	<b>Total</b>		<b>PKR 3,000 Mn</b>	

\* c. 150 MW of electricity is being procured on a monthly basis from SNPC and FFBL.

\*\* c. 80-90 mmcf of RLNG is being procured on a monthly basis from PLL.

The Company maintains ample alternative working capital facilities totaling approximately PKR 130 Bn. The Sukuk proceeds (PKR 3,000 Mn) represent only **2.2%** of the total working capital available, ensuring availability of funding sources for overall liquidity needs.

In case KE fails to raise PKR 2,000 Mn through the IPO during the time stipulated for Public Subscription, the Sukuk Issue shall be considered successful if the minimum amount raised through the IPO is PKR 1,000 Mn. The Sukuk Issue shall thus be considered closed at the IPO portion raised plus the Pre-IPO portion of PKR 1,000 Mn which is already raised by the Company. The Sukuk Issue and IPO shall be considered successful on the premise that, since the proceeds are to be used to fund routine working capital requirements, the Company has alternative working capital lines available from the banks to fund the gap arising from reduced IPO portion subscription.

#### 5. APPROVALS AND LISTING ON THE STOCK EXCHANGE

##### 5.1 APPROVAL OF THE SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

Approval of the Securities and Exchange Commission of Pakistan (the “**Commission**” or the “**SECP**”) as required under Section 87(2), read with Section 88(1) of the Securities Act, 2015 (the “**Act**”) has been obtained for the Issue, circulation and publication of this Prospectus vide their Letter No. SMD/PO/SA.88/04/2024/311 dated July 25, 2025.

##### Disclaimer

**IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL, SECP DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER AND ANY OF ITS SCHEMES STATED HEREIN OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED WITH REGARDS TO THEM BY THE COMPANY IN THIS PROSPECTUS**

**SECP HAS NOT EVALUATED QUALITY OF THE ISSUE AND ITS APPROVAL FOR THE ISSUE, CIRCULATION AND PUBLICATION OF THIS PROSPECTUS SHOULD NOT BE CONSTRUED AS ANY COMMITMENT OF THE SAME. THE PUBLIC/INVESTORS SHOULD CONDUCT THEIR OWN INDEPENDENT DUE DILIGENCE AND ANALYSIS REGARDING THE QUALITY OF THE ISSUE BEFORE SUBSCRIBING.**

##### 5.2 APPROVAL OF THE PROSPECTUS BY PAKISTAN STOCK EXCHANGE LIMITED

The Prospectus for the issue of Rated, Unsecured and Listed Sukuk Issue has been approved by the Pakistan Stock Exchange Limited (“**PSX**”) in accordance with the requirements of its Listing of Debt Securities Regulations vide their letter no. PSX/GEN-1393 Dated July 16, 2025.

**Disclaimer**

- PSX HAS NOT EVALUATED THE QUALITY OF THE ISSUE AND ITS APPROVAL SHOULD NOT BE CONSTRUED AS ANY COMMITMENT OF THE SAME. THE PUBLIC / INVESTORS SHOULD CONDUCT THEIR OWN INDEPENDENT INVESTIGATION AND ANALYSIS REGARDING THE QUALITY OF THE ISSUE BEFORE SUBSCRIBING.
- THE PUBLICATION OF THIS DOCUMENT DOES NOT REPRESENT SOLICITATION BY PSX.
- THE CONTENTS OF THIS DOCUMENT DO NOT CONSTITUTE AN INVITATION TO INVEST IN SUKUK OR SUBSCRIBE FOR ANY SECURITIES OR OTHER FINANCIAL INSTRUMENT BY PSX, NOR SHOULD IT OR ANY PART OF IT FORM THE BASIS OF, OR BE RELIED UPON IN ANY CONNECTION WITH ANY CONTRACT OR COMMITMENT WHATSOEVER OF PSX.
- IT IS CLARIFIED THAT INFORMATION IN THIS PROSPECTUS SHOULD NOT BE CONSTRUED AS ADVICE ON ANY PARTICULAR MATTER BY PSX AND MUST NOT BE TREATED AS A SUBSTITUTE FOR SPECIFIC ADVICE.
- PSX DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THIS DOCUMENT TO ANYONE, ARISING FROM ANY REASON, INCLUDING, BUT NOT LIMITED TO, INACCURACIES, INCOMPLETENESS, AND/OR MISTAKES, FOR DECISION AND/OR ACTIONS TAKEN BASED ON THIS DOCUMENT.
- PSX NEITHER TAKES RESPONSIBILITY FOR THE CORRECTNESS OF CONTENTS OF THIS DOCUMENT NOR THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS THEREUNDER.
- ADVICE FROM A SUITABLY QUALIFIED PROFESSIONAL SHOULD ALWAYS BE SOUGHT BY INVESTORS IN RELATION TO ANY PARTICULAR INVESTMENT.

**5.3 FILING OF PROSPECTUS AND OTHER DOCUMENTS WITH REGISTRAR OF THE COMPANIES**

The Company has delivered to the Registrar of Companies, Karachi as required under Sections 57 (1) of the Act, a copy of this Prospectus signed by all the Directors of the Company together with the expert reports and contracts mentioned in the Prospectus with the Registrar of Companies.

**5.4 LISTING ON THE STOCK EXCHANGE**

Application has been submitted by the Issuer to PSX for listing of the Sukuk Certificates. If for any reason the application for formal listing is not accepted by PSX or approval for formal listing is not granted by PSX before the expiration of twenty-one days' period from the date of closing of the subscription period / list or such longer period not exceeding forty two days as may, within the said twenty-one days, be notified to the applicants for permission by the securities exchange, the Issuer undertakes that a notice to that effect will immediately be published in the press and it will refund Subscription Money to the applicants without surcharge as required under the provisions of Section 69 of the Companies Act, 2017.

If any such money is not repaid within eight (08) days after the Company becomes liable to repay it, the Directors of the Company shall be jointly and severally liable to repay that money from the expiration of the eighth day together with surcharge at the rate of two per cent (2.0%) for every month or part thereof from the expiration of the eight-day period and, in addition, shall be liable to a penalty of level 3 on the standard scale in accordance with the provisions of sub-section (2) of Section 69 of the Companies Act.

The surcharge mechanism has been mentioned here in order to ensure regulatory compliance. However, from the Shariah perspective, since this surcharge is a form of interest, the applicants are advised to dispose any such received amount as charity.

**6 MISCELLANEOUS Information****6.1 Registered Office/Corporate Office**

Address: KE House, 39 B, Sunset Boulevard, Phase II, DHA, Karachi  
 Tel: 021-32637133, 111-537-211  
 Fax: 021-99205165  
 Website: [www.ke.com.pk](http://www.ke.com.pk)

**6.2 SHARIAH ADVISORS****Shariah Advisor I - HBL Islamic Banking's Shariah Board:**

1. Dr. Muhammad Zubair Usmani
2. Dr. Ejaz Ahmed Samadani
3. Mufti Muhammad Yahya Asim

**Shariah Advisor II - ASAS Shariah Advisory Services:**

1. Mufti Syed Zahid Siraj
2. Mufti Waseem Akhtar
3. Mufti Muhammad Nadeem Siddiqui

**Shariah Advisor III:**

1. Mufti Ali Asghar

**6.3 BANKERS TO THE ISSUE**

S. No.	Name of Bank	S. No.	Name of Bank
1	Allied Bank Limited	7	Faysal Bank Limited
2	Bank Al Habib Limited	8	Habib Bank Limited
3	Bank Alfalah Limited	9	Habib Metropolitan Bank
4	Bank Islami Pakistan Limited	10	MCB Bank Limited
5	Bank of Punjab	11	Meezan Bank Limited
6	Dubai Islamic Bank Pakistan Limited	12	United Bank Limited

**6.4 AUDITORS OF THE COMPANY****A.F. Ferguson & Co.**

State Life Building No. 1-C,  
I.I. Chundrigar Road, Karachi  
Tel: 32426682-6/ 32426711-5  
Fax: +92 (21) 32415007/32427938  
Website: [www.pwc.com](http://www.pwc.com)

**6.5 LEGAL COUNSEL TO THE ISSUE****Mohsin Tayebaly & Company**

1st Floor, Dime Centre, BC-4,  
Block 9, Kehkashan, Clifton, Karachi, Sindh  
Tel: (92-21) 111-682-529  
Website: <http://mtclaw.com.pk>

**6.6 INVESTMENT AGENT TO THE ISSUE****Habib Bank Limited**

HBL Tower, Plot No. G-4, Block No. 7, Clifton,  
Karachi, Pakistan  
Tel: 021-331 16504  
Email: [burhan.nasir@hbl.com](mailto:burhan.nasir@hbl.com)  
Website: [www.hbl.com](http://www.hbl.com)

**6.7 CONSULTANT TO THE ISSUE****Habib Bank Limited**

HBL Tower, Plot No. G-4, Block No. 7, Clifton,  
Karachi, Pakistan  
Tel: 021-331 16504  
Email: [burhan.nasir@hbl.com](mailto:burhan.nasir@hbl.com)  
Website: [www.hbl.com](http://www.hbl.com)

**6.8 COMPUTER BALLOTTER AND SHARES REGISTRAR****CDC Share Registrar Services Limited**

CDC House, 99-B, Block B, S.M.C.H.S.  
Main Shahrah-e-Faisal, Karachi  
Tel: 0800 23275  
Website: <http://cdcsrl.com/>  
Email: [info@cdcsrl.com](mailto:info@cdcsrl.com)

7 SIGNATORIES TO THE ABRIDGED PROSPECTUS

SIGNATORIES TO THE ABRIDGED PROSPECTUS

*Mark Skelton*

**MARK GERARD SKELTON**

Chairman/Non-Executive Director

*Syed Moonis Abdullah Alvi*

**Syed Moonis Abdullah Alvi**

Chief Executive Officer

*Mubasher H. Sheikh*

**MUBASHER H. SHEIKH**

Non-Executive Director

*Adeeb Ahmad*

**Adeeb Ahmad**

Non-Executive Director

*Shan A. Ashary*

**SHAN A. ASHARY**

Non-Executive Director

*Muhammad Kamran Kamal*

**Muhammad Kamran Kamal**

Non-Executive Director

*Saad Amanullah Khan*

**Saad Amanullah Khan**

Independent Director

*Dr. Muhammad Fakhre Alam Irfan*

**DR. MUHAMMAD FAKHRE ALAM IRFAN**

Non-Executive Director

*Javed Kureishi*

**Javed Kureishi**

Non-Executive Director

*Imdad Ullah Bosal*

**IMDAD ULLAH BOSAL**

Non-Executive Director

**WITNESSES**

*Muhammad Aamir Ghaziani*

**MUHAMMAD AAMIR GHAZIANI**

Chief Financial Officer

K-Electric Limited



**Certified by**

*Danyaal Jamal*

**DANYAAL JAMAL**

Head of Treasury

K-Electric Limited

*Rizwan Pesnani*

**RIZWAN PESNANI**

Company Secretary

K-Electric Limited

Date: MAY 20<sup>TH</sup>, 2025