

**NOTICE OF
EXTRA ORDINARY GENERAL MEETING**



NISHAT MILLS LIMITED

NISHAT MILLS LIMITED
NOTICE OF EXTRA ORDINARY GENERAL
MEETING OF SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting (EOGM) of the members of Nishat Mills Limited (the "Company") will be held on March 31, 2017 (Friday) at 11:00 a.m. at Nishat Hotel, 9-A, Gulberg III, Mian Mahmood Ali Kasuri Road, Lahore, to transact the following business:

1. To elect Seven (7) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 178 of the Companies Ordinance, 1984, in place of following retiring Directors who are eligible to offer themselves for re-election:

- | | |
|--------------------------------|--------------------------------|
| 1. Mian Umer Mansha | 2. Mian Hassan Mansha |
| 3. Mr. Syed Zahid Hussain | 4. Mr. Khalid Qadeer Qureshi |
| 5. Mr. Ghazanfar Hussain Mirza | 6. Ms. Nabiha Shahnawaz Cheema |
| 7. Mr. Maqsood Ahmed | |

2. SPECIAL BUSINESS:-

- A. **To consider and if deemed fit, to pass the following resolutions as special resolutions under Section 208 of the Companies Ordinance, 1984, with or without modification, addition(s) or deletion(s), as recommended by the directors:**

RESOLVED that pursuant to the requirements of Section 208 of the Companies Ordinance, 1984, Nishat Mills Limited (the "Company") be and is hereby authorized to make long term equity investment of up to PKR 1.213 Billion (Rupees One Billion Two Hundred and Thirteen Million Only) by way of purchase of maximum 3,731,078 ordinary shares of MCB Bank Limited, an associated company, from time to time from the stock market at the prevailing market price but not exceeding Rs. 325 per share.

FURTHER RESOLVED that the above said resolution shall be valid for 3 years starting from the date of approval by members and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said investment of shares as and when deemed appropriate and necessary in the best interest of the Company and its shareholders and to take all steps and actions necessary, incidental and ancillary for the acquisition of shares of MCB Bank Limited including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the special resolution for making investment from time to time.

FURTHER RESOLVED that subsequent to the above said equity investments, Chief Executive Officer and/or Company Secretary of the Company be and are hereby authorized singly to dispose of, through any mode, a part or all of equity investments made by the Company from time to time as and when deemed appropriate and necessary in the best interest of the Company.

B. To consider and if deemed fit, to pass the following resolutions as special resolutions under Section 208 of the Companies Ordinance, 1984, with or without modification, addition(s) or deletion(s), as recommended by the directors:

RESOLVED that approval of the members of Nishat Mills Limited (the "Company") be and is hereby accorded in terms of Section 208 of the Companies Ordinance, 1984 for the renewal of investment up to PKR 1,500,000,000/- (Rupees One Billion Five Hundred Million Only) in Nishat Power Limited ("NPL"), a subsidiary company, in the form of working capital loan for a period of one year starting from the date of approval by the members, provided that the return on any outstanding amount of loan shall be 3 Month KIBOR plus 200 bps (which shall not be less than the average borrowing cost of the Company) and as per other terms and conditions of the agreement in writing as disclosed to the members.

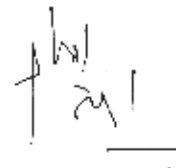
FURTHER RESOLVED that said resolution shall be valid for one year starting from the date of approval by the members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things and take any or all necessary steps and actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

C. To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without modification, addition(s) or deletion(s), as recommended by the Directors:

RESOLVED Unanimously that approval of the members of Nishat Mills Limited (the "Company") be and is hereby accorded for transmission of Annual Audited Accounts of the Company to its members through CD/DVD/USB at their registered addresses instead of transmitting the said accounts in hard copies as allowed by Securities and Exchange Commission of Pakistan vide its S.R.O.470(I)/2016 dated May 31, 2016.

FURTHER RESOLVED that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to complete all legal requirements and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of giving effect to the spirit and intent of above special resolutions.

BY ORDER OF THE BOARD



February 20, 2017
Lahore

KHALID MAHMOOD CHOCHAN
Company Secretary

NOTES:

BOOK CLOSURE NOTICE FOR ATTENDING OF MEETING:-

The Ordinary Shares Transfer Books of the Company will remain closed from **17-03-2017 to 31-03-2017 (both days inclusive)** for attending and voting at Extraordinary General Meeting. Physical transfers / CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 16-03-2017 at Share Registrar, THK Associates (Pvt) Ltd, **Karachi Office**, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400, **Lahore Office**, 2nd Floor, DYL Motorcycles Ltd, Plot No. 346, Block No. G-III, Khokhar Chowk, Main Boulevard, Johar Town, Lahore, will be considered in time for attending of meeting.

A member eligible to attend and vote at this meeting may appoint another member his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution / power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.

Shareholders are requested to immediately notify the change in address, if any.

SUBMISSION OF COPY OF CNIC (MANDATORY):

Individuals including all joint holders holding physical share certificates are requested to submit a copy of their valid CNIC to the Company or its Share Registrar, if not already provided and Corporate shareholders are requested to provide a copy of their NTN Certificate.

STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE, 1984.

This statement sets out the material facts pertaining to the special business to be transacted at the Extra Ordinary General Meeting of the Company to be held on March 31, 2017.

A. Investment in MCB Bank Limited

MCB Bank Limited ("the Bank"), with more than 60 years of experience as one of the leading Banks in Pakistan, was incorporated on July 9, 1947. Government of Pakistan privatized the Bank to Nishat Group lead consortium in 1991.

Since privatization, MCB's growth has been phenomenal. Domestically in Pakistan, the Bank is serving through a domestic network of over 1,257 branches and 1,073 ATMs across the country with a customer base of more than 4 million customers. It is 4th largest Bank of Pakistan. It is Pakistan's first Bank to launch Global Depository Receipts (GDR) in 2006. It has strategic foreign partnership with Maybank of Malaysia which holds 20% shares in MCB through its wholly owned subsidiary Maybank International Trust (Labuan) Berhad since 2008. It has regional presence in Dubai (UAE), Bahrain, Azerbaijan, Hong Kong and Sri Lanka.

MCB is reputed as one of the sound financial institutions and one of the leading Banks in Pakistan with a deposit base of PKR. 708 billion approximately and total assets of PKR 1,017 billion approximately. The Bank is versed as one of the oldest and most responsible Banks in Pakistan and has played a pivotal role in representing the country on global platforms while being one of the few institutions that are recognized and traded in the international markets. The Bank has also been acknowledged through prestigious recognitions and awards by Euromoney, MMT, Asia Money and The Asian Banker.

As of 13 February 2017, Nishat Mills Limited holds 85,645,291 shares in MCB Bank Limited with a shareholding percentage of 7.69. The cost of investment of the Company is Rs.113.32 per share as compared to market value of Rs. 226.02 per share which means an unrealized capital gain of approximately Rs. 9.652 billion on this investment. This unrealized gain is also reflected in balance sheet of the Company for the half year ended 31 December 2016. In addition to the unrealized capital gains, Nishat Mills Limited has received healthy dividend income from MCB Bank Limited over the past five year which is shown as under:

	Dividend Received (Rs. in Thousands)	No of Shares
Half Year ended 2017	680,337	85,356,091
Financial Year ended 2016	1,344,739	84,913,391
Financial Year ended 2015	1,226,494	83,043,591
Financial Year ended 2014	1,011,534	80,790,591
Financial Year ended 2013	922,569	73,272,629
Financial Year ended 2012	735,750	66,611,481

The Company has also obtained approval from State Bank of Pakistan for investment in the shares of MCB Bank Limited up to a shareholding of 8.03 % which allows the Company to purchase further 3,731,078 shares of the Bank at the present paid up share capital of the Bank.

Considering the marvelous growth of the Bank, prospective appreciation of its shares and regular dividend income, the management of the Company has proposed to make a further equity investment in MCB Bank Limited by purchasing up to a maximum of 3,731,078 shares in the next three years from time to time from the stock market at the prevailing market price but not exceeding Rs. 325 per share.

The Board of Directors of the Company in their meeting held on February 20, 2017 has approved the above proposal of the management and has recommended to shareholders for their approval.

The directors have carried out their due diligence for the proposed investment and due diligence report shall be available for inspection of members in the general meeting along with latest audited accounts of associated company.

Information under Clause (a) of sub-regulation (1) of regulation 3 of (Investment in Associated Companies or Associated Undertakings) Companies Regulations, 2012.

Ref. No.	Requirement	Information
i	Name of associated company	MCB Bank Limited
	Criteria of associated relationship	Common Directorship
ii	Purpose	To earn dividend income as well as prospective capital gains
	Benefits	To earn dividend income as well as prospective capital gains
	Period of investment	Long term investment
iii	Maximum amount of investment	Rs 1,213,000,000 (Rupees One billion two hundred and thirteen million only)
iv	Maximum price / share	Rs 325 / share.
v	Maximum number of shares to be acquired	3,731,078 ordinary shares
vi	Number of securities held before proposed investment	85,645,291 ordinary shares
	%age of shareholding before the proposed investment	7.69%
	Number of securities held after proposed investment	89,376,369 ordinary shares
	%age of shareholding after the proposed investment	8.03%
vii	Average of the preceding twelve weekly average price of the security intended to be acquired	Rs. 236.15 per share
viii	Requirement in case of investment in unlisted company, fair market value of such securities	Not Applicable
ix	Break-up value of shares on the basis of latest audited financial statements	Rs. 105.97 per share according to Financial Statements for the year ended 31 December 2016
x	Earnings per share for the last three years	Financial year 2016: Rs. 19.67 per share Financial year 2015: Rs. 22.96 per share Financial year 2014: Rs. 21.85 per share
xi	Sources of fund from which shares will be acquired	Surplus funds of the Company
xii	Requirements if shares are intended to be acquired using borrowed funds	Not Applicable
xiii	Salient features of agreement(s) entered into with the associated company	Shares will be purchased from open market therefore not applicable

Ref. No.	Requirement	Information																
xiv	Direct/Indirect interest of directors in the associated Company	<p>Two directors of Nishat Mills Limited, Mian Umer Mansha and Mian Hassan Mansha currently hold 2.87% and 3.87 % shares respectively in MCB Bank Limited. The brother of Mian Umer Mansha and Mian Hassan Mansha, Mian Raza Mansha also holds 1.14% in MCB Bank Limited. The father of Mian Umer Mansha, Muhammad Mansha holds 0.00% shares Mian (7,834 shares) in MCB Bank Limited. The mother of Mian Umer Mansha, Mrs Naz Mansha holds 0.58% shares in the Bank. The directors of the associated company are interested in the investing company to the extent of their shareholding as under:-</p> <table border="0"> <thead> <tr> <th>Name</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Mian Umer Mansha</td> <td>12.60</td> </tr> </tbody> </table> <p>The companies holding shares of Nishat Mills Limited are interested in MCB Bank Limited to the extent of their shareholding as follows:</p> <table border="0"> <thead> <tr> <th></th> <th>%</th> </tr> </thead> <tbody> <tr> <td>D. G. Khan Cement Co. Ltd.</td> <td>9.19</td> </tr> <tr> <td>Adamjee Insurance Co. Ltd.</td> <td>3.86</td> </tr> </tbody> </table> <p>The Companies holding shares of MCB Bank Limited are interested in Nishat Mills Limited to the extent of their shareholding as follows:</p> <table border="0"> <thead> <tr> <th></th> <th>%</th> </tr> </thead> <tbody> <tr> <td>D.G. Khan Cement Co. Ltd.</td> <td>8.61</td> </tr> <tr> <td>Adamjee Insurance Co. Ltd.</td> <td>0.39</td> </tr> </tbody> </table>	Name	% of Shareholding	Mian Umer Mansha	12.60		%	D. G. Khan Cement Co. Ltd.	9.19	Adamjee Insurance Co. Ltd.	3.86		%	D.G. Khan Cement Co. Ltd.	8.61	Adamjee Insurance Co. Ltd.	0.39
Name	% of Shareholding																	
Mian Umer Mansha	12.60																	
	%																	
D. G. Khan Cement Co. Ltd.	9.19																	
Adamjee Insurance Co. Ltd.	3.86																	
	%																	
D.G. Khan Cement Co. Ltd.	8.61																	
Adamjee Insurance Co. Ltd.	0.39																	
xv	Any other important detail	None																
xvi	In the case of the project that has not started its operation, then description of the project	Not Applicable																
	Starting date of work	Not Applicable																
	Completion of work	Not Applicable																
	Commercial operations date	Not Applicable																
	Expected time by which the project shall start paying return on investment	Not Applicable																

B. Investment in Nishat Power Limited

Nishat Power Limited (NPL) is a public limited company incorporated in February 2007, formed under the Power Policy 2002 as an Independent Power Producer (IPP). It is a subsidiary of Nishat Mills Limited (“the Company”). It is currently listed on the Pakistan Stock Exchange Limited.

The principal activity of the Company is to build, own, operate and maintain a fuel fired power plant based on Reciprocating Engine Technology having gross capacity of 200MW ISO in Jamber Kalan, Tehsil Pattoki, District Kasur, Punjab, Pakistan.

Following is the snapshot of financial performance of the Nishat Power Limited:

	2016	2015
	(Rs. in Millions)	
Turnover	13,896	22,314
Net Profit	2,851	3,117
Total non-current assets	11,660	12,321
Issued, subscribed and paid-up capital	3,541	3,541
Long term financing	8,377	9,683
Short term financing	-	932
Generation (MW)	1,272,157	1,409,785
Earnings per share (Rs.)	8.052	8.802
Share price (Market value rupees per share)	50.51	58.54

NPL has a chronic problem with its trade debt balances which fluctuate routinely due to delay in payments from the NTDC. This creates liquidity problems for NPL due to which it has to borrow funds from Banks and Financial Institutions to meet its working capital requirements.

The Company feels that it can benefit itself from this opportunity by lending surplus funds to NPL at a rate higher than the interest payable by the Company on its borrowing. The average interest rate of the Company is very low due to optimal mix of borrowings, availability of subsidized loans and good credit rating of the Company. The average borrowing rate of the Company was 3.17% per annum for the half year ended December 31, 2016.

In 2009, the Company provided similar working capital loan of Rs. 1.5 billion to NPL at the interest rate of 3 month KIBOR + 200 bps for five years. NPL made all payments of interest and principal against this loan in a timely manner.

After the expiry of five years, the Company obtained approval from its shareholders on 31 March 2014 to make an investment up to Rs. 1.5 billion in NPL in the form of working capital loan at the interest rate of 3 month KIBOR + 200 bps as and when required by NPL. The loan was repayable within the period of 3 years starting from the date of approval by shareholders. However, the Company did not make the investment in NPL against the said approval during the 3 years' period since the funds were not required by NPL.

Since the approval of shareholders for investment in NPL in the form of working capital loan has lapsed and considering the present average borrowing cost of the Company and the return offered to the Company by Banks on term deposits, the management of the Company has again proposed to seek the approval of shareholders for the renewal of the working capital loan of Rs 1.5 billion to NPL for a further period of one year on the same interest rate as approved by the shareholders in their meeting held on 31 March 2014. Repayment of the principle amount of loan shall be made within one year from the date of approval by the members while payment of interest due shall be made on monthly basis. The management expects the transaction to be beneficial for the Company as this will enhance the return on surplus funds available with the Company.

The Board of Directors of the Company in their meeting held on February 20, 2017 has approved the above proposal of the management and has recommended to the shareholders for their approval.

The directors have carried out necessary due diligence for the proposed investment and the due diligence report shall be available to the members for inspection in the general meeting alongwith the latest annual audited financial statements of the associated company.

Information under Clause (b) of sub-regulation (1) of regulation 3 of (Investment in Associated Companies or Associated Undertakings) Companies Regulations, 2012.

Ref. No.	Requirement	Information
i	Name of associated company	Nishat Power Limited
	Criteria of associated relationship	Common directorship and Nishat Mills Limited holds shareholding of 51.01% in the associated company
ii	Amount of loans and advances	Rs. 1,500,000,000/- (Rupees One Billion Five Hundred Million Only)
iii	Purpose	Working capital needs of the subsidiary company
	Benefits	The Company will earn better return from the investment.
iv	Details of existing loans	Nil
v	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Audited Financial Statements for the year ended June 30, 2016 showed:
		Rs. in million
		Balance Sheet:
		Assets
		Property, plant & equipment 11,655
		Inventories 703
		Trade debts 6,384
		Other assets 2,333
		21,075

Ref. No.	Requirement	Information																						
		<p>Liabilities</p> <table> <tr> <td>Borrowings</td> <td>8,377</td> </tr> <tr> <td>Trade and Other payables</td> <td>251</td> </tr> <tr> <td>Other liabilities</td> <td>196</td> </tr> <tr> <td></td> <td><u>8,824</u></td> </tr> <tr> <td></td> <td>12,251</td> </tr> </table> <p>Equity</p> <p>Profit & loss:</p> <table> <tr> <td>Sales</td> <td>13,896</td> </tr> <tr> <td>Gross Profit</td> <td>3,887</td> </tr> <tr> <td>Gross Profit Ratio</td> <td>27.97%</td> </tr> <tr> <td>Net Profit after tax</td> <td>2,851</td> </tr> <tr> <td>Net Profit after tax Ratio</td> <td>20.52%</td> </tr> <tr> <td>EPS</td> <td>8.052</td> </tr> </table>	Borrowings	8,377	Trade and Other payables	251	Other liabilities	196		<u>8,824</u>		12,251	Sales	13,896	Gross Profit	3,887	Gross Profit Ratio	27.97%	Net Profit after tax	2,851	Net Profit after tax Ratio	20.52%	EPS	8.052
Borrowings	8,377																							
Trade and Other payables	251																							
Other liabilities	196																							
	<u>8,824</u>																							
	12,251																							
Sales	13,896																							
Gross Profit	3,887																							
Gross Profit Ratio	27.97%																							
Net Profit after tax	2,851																							
Net Profit after tax Ratio	20.52%																							
EPS	8.052																							
vi	Average borrowing cost of the investing company	3.17% for the half year ended 31 December 2016																						
vii	Rate of interest, mark up, profit, fees or commission etc. to be charged	3 Month KIBOR + 200 bps. 3 month KIBOR as on 06 February 2017 is 6.10%. The return shall not be less than the average borrowing cost of the Company.																						
viii	Sources of funds from where loans or advances will be given	Surplus funds of the Company																						
ix	Where loans or advances are being granted using borrowed funds; justification for granting loan or advance out of borrowed funds; detail of guarantees/assets pledged for obtaining such funds, if any; and repayment schedules of borrowing of the investing company.	No																						
x	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any.	Undertaking of the subsidiary company																						
xi	If the loans or advances carry conversion feature:	Not applicable																						
xii	Repayment schedule and terms of loans or advances to be given to the investee company.	Repayment of principal will be made within one year with payment of interest due on monthly basis.																						
xiii	Salient feature of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	<p>Agreement will be signed after approval by the members. Other significant terms and conditions are as under:</p> <p>1. Interest due on outstanding amount of loan shall be paid by the subsidiary company on monthly basis on 20th of</p>																						

Ref. No.	Requirement	Information								
		<p>every month starting from the next month of the disbursement of loan.</p> <p>2. In case of delay in re-payment principal and interest, an additional sum equivalent to 7.50 % per annum on the unpaid amount for the period for which the payment is delayed, shall be paid by Nishat Power Limited to Nishat Mills Limited in addition to the agreed interest amount.</p> <p>3. All payments under the loan agreement shall be made through crossed cheques.</p> <p>4. The subsidiary company shall provide an undertaking to secure the extension of loan.</p>								
xiv	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associates company or associated undertaking or the transaction under consideration:	<p>Three directors of Nishat Mills Limited, Mian Hassan Mansha, Mr. Khalid Qadeer Qureshi and Mr. Ghazanfar Husain Mirza currently holds 0.00% (1 Share), 0.00% (1 Share) and 0.00% (1,000 shares) shares respectively in Nishat Power Limited. The brother of Mian Hassan Mansha, Mian Raza Mansha also holds 0.00% shares (500 shares) in Nishat Power Limited. The directors of Nishat Power Limited, the subsidiary company, are interested in the investing company to the extent of their shareholding as under:-</p> <table data-bbox="786 1183 1229 1301"> <thead> <tr> <th data-bbox="786 1183 846 1210">Name</th> <th data-bbox="1055 1183 1229 1210">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td data-bbox="786 1210 994 1237">Mian Hassan Mansha</td> <td data-bbox="1176 1210 1229 1237">12.62</td> </tr> <tr> <td data-bbox="786 1237 1028 1264">Mr. Khalid Qadeer Qureshi</td> <td data-bbox="1081 1237 1229 1264">0.00 (725 Share)</td> </tr> <tr> <td data-bbox="786 1264 1041 1292">Mr. Ghazanfar Husain Mirza</td> <td data-bbox="1068 1264 1229 1292">0.00 (1,000 Share)</td> </tr> </tbody> </table>	Name	% of Shareholding	Mian Hassan Mansha	12.62	Mr. Khalid Qadeer Qureshi	0.00 (725 Share)	Mr. Ghazanfar Husain Mirza	0.00 (1,000 Share)
Name	% of Shareholding									
Mian Hassan Mansha	12.62									
Mr. Khalid Qadeer Qureshi	0.00 (725 Share)									
Mr. Ghazanfar Husain Mirza	0.00 (1,000 Share)									
xv	Any other important details necessary for the members to understand the transaction:	None								
xvi	In case of investment in a project of an associated company or associated undertaking that has not commenced operations:	<p>Not Applicable</p> <hr/> <p>Starting date of work</p> <p>Not Applicable</p> <hr/> <p>Completion of work</p> <p>Not Applicable</p> <hr/> <p>Commercial operations date</p> <p>Not Applicable</p> <hr/> <p>Expected time by which the project shall start paying return on investment</p> <p>Not Applicable</p>								

C. To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without modification, addition(s) or deletion(s), as recommended by the Directors:

The Securities and Exchange Commission of Pakistan vide its S.R.O.470(I)/2016 dated May 31, 2016 has allowed companies to circulate annual audited accounts to its members through CD/DVD/USB at their registered addresses.

The Board of Directors of Nishat Mills Limited (the "Company") in their meeting held on February 20, 2017 has recommended for transmission of Annual Audited Accounts of the Company to its members through CD/DVD/USB at their registered addresses instead of transmitting the said accounts in hard copies, however, hard copies of the annual audited accounts will be supplied to the shareholders, on demand, at their registered addresses, free of cost, within one week of such demand.

If a member prefers to receive hard copies for all the future annual audited accounts, then such preference of the members shall be given to the Company in writing on the Standard Request Form available on the website of the Company and the Company will provide hard copies of all the future annual audited accounts to such member.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.

Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

Name of Investee Company	Nishat Hotels and Properties Limited		Nishat Energy Limited
Total Investment Approved:	Equity investment of Rupees 1 billion was approved by members in EOGM held on March 31, 2014 for the period of three (3) years.	Investment of Rupees 1 billion by way of loans and advances was approved by members in AGM held on October 31, 2016.	Equity investment of Rs. 4.875 billion and guarantee(s) upto Rs. 1 billion to the lenders of Nishat Energy Limited were approved by members in AGM held on 31 October 2014 for a period of (3) years.
Amount of Investment Made to date:	Investment of Rupees 710.62 million has been made against this approval to date.	Nil	Investment of Rupees 2.5 million has been made against this approval to date.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	Partial investment has been made in investee company. Nishat Mills Limited will make further equity investment at a suitable time after considering the macro economic conditions of the country.	No loan has been extended after the approval because funds request has not yet been made by the investee company.	Investment in Nishat Energy Limited is based on certain milestones which have not yet been accomplished. The first such milestone is conducting of Feasibility Study. Nishat Energy Limited has submitted its partial feasibility report to Punjab Power Development Board. Remaining portion of Feasibility Report shall be submitted soon. Guarantees as approved shall be issued to the lenders of Nishat Energy Limited as and when needed.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	At the time of approval, as per then available latest financial statements for the year ended 30 June 2013, the Basic Loss per Share was Re.0.37 and Break-up Value per Share was Rs.12.26. As per latest available financial statements for the half year ended 31 December 2016, the Basic Loss per share is Rs. 0.06 and Break-up Value per Share is Rs. 9.76.	At the time of approval, as per then available latest financial statements for the year ended 30 June 2016, the Basic Loss per share is Rs. 0.11 and Break-up Value per Share is Rs. 9.83. As per latest available financial statements for the half year ended 31 December 2016, the Basic Loss per share is Rs. 0.06 and Break-up Value per Share is Rs. 9.76.	Nishat Energy Limited has issued paid-up share capital of 1 million shares of Rs. 10 each amounting to Rs. 10 million. As per latest available financial statements for the year ended 30 June 2016, the Basic Loss per share is Rs. 1.48 and Break-up Value per Share is Rs. 3.58.

Form of Proxy

I/We _____

of _____

being a member of Nishat Mills Limited, hereby appoint _____

of _____

or failing him/her _____

of _____

member(s) of the Company, as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on March 31, 2017 (Friday), at 11:00 a.m at Nishat Hotel, 9-A, Gulberg III, Main Mahmood Ali Kasuri Road, Lahore.

as witness may hand this _____ day of _____ 2017

Signed by the said member _____

in presence of _____

Please
affix
revenue
stamp
Rs. 5

Signature of witness

Signature(s) of Members(s)

Name

Address

.....

CNIC #

Please quote:

Folio No.	Shares held	CDC A/C. No.

Important: This instrument appointing a proxy, duly completed, must be received at the Registered Office of the Company at Nishat House, 53-A, Lawrence Road, Lahore not later than 48 hours before the time to holding the general meeting.

پراکسی فارم

میں / ہم / مسماة _____ ضلع _____ ساکن _____
بجیٹ ممبر کمپنی، مسماة _____ ساکن _____ کمپنی ممبر یا اسکی عدم موجودگی کی صورت میں
مسماة _____ ساکن _____ کمپنی ممبر کو بطور مختار (پراکسی) مقرر کرتا / کرتی ہوں تاکہ وہ میری / ہماری جگہ اور
میری / ہماری طرف سے کمپنی کے غیر معمولی اجلاس عام جو کہ بتاریخ ۳۱ مارچ ۲۰۱۷ء بوقت صبح 11:00 بجے نشاط ہوٹل، 9-A، گلبرگ III، میاں محمود علی قصوری روڈ لاہور میں منعقد ہو رہے ہیں بول سکے اور ووٹ ڈال
سکے۔

دستخط بتاریخ _____ دن _____ ۲۰۱۷ء

پانچ روپے کی ریونیو سٹپ
چسپاں کریں

گواہ کے کوآف

دستخط: _____

نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

فولیو نمبر: _____

سی ڈی سی کھاتا نمبر: _____

حصص کی تعداد: _____

دستخط: _____
(دستخط کمپنی میں موجود رجسٹرڈ دستخط کے مطابق ہونے چاہیں)

اہم:

پراکسی فارم، کمپنی کے رجسٹرڈ آفس، نشاط ہاؤس، 53-A، لارنس روڈ، لاہور، میں اجلاس کے انعقاد سے کم از کم ۴۸ گھنٹے قبل جمع کرانا لازمی ہے۔ بصورت دیگر وہ قابل قبول نہ ہوگا۔

BOOK POST

If undelivered please return to:



Registered Office:
Nishat House, 53-A, Lawrence Road, Lahore.
Tel: 042-36360154, 042-111 113 333
Email: nishat@nishatmills.com
www.nishatmillsltd.com