

# NISHAT MILLS LIMITED



NML-PSX-

September 28, 2020

The General Manager,  
Pakistan Stock Exchange Ltd  
Stock Exchange Building  
Stock Exchange Road,  
Karachi.

PUCARS / TCS

**SUB: NOTICE OF ANNUAL GENERAL MEETING**

Dear Sir,

Further to our Letter No. NML-PSX-915 dated September 18, 2020, enclosed please find a copy of the Notice of Annual General Meeting of the Members of **Nishat Mills Limited** to be held on October 28, 2020 (Wednesday) at 3:30 p.m. for circulation amongst the TRE certificate holders.

Thanking you,

Yours sincerely

  
**KHALID MAHMOOD CHOHAN**  
COMPANY SECRETARY

Copy to: -

The Director / HOD,  
Surveillance, Supervision and Enforcement Department,  
Securities & Exchange Commission of Pakistan,  
NIC Building, 63 Jinnah Avenue, Blue Area,  
Islamabad.

Fax No. (051) 9100440/TCS



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the Members of Nishat Mills Limited (the "Company") will be held on October 28, 2020 (Wednesday) at 03:30 p.m. at Emporium Mall, the Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore, to transact the following business:

1. To receive, consider and adopt the Audited Un-consolidated and Consolidated Financial Statements of the Company for the year ended June 30, 2020 together with the Chairman Review, Directors' and Auditors' reports thereon.
2. To approve Final Cash Dividend @ 40% [i.e. Rs. 4 /- (Rupees Four Only) Per Ordinary Share] as recommended by the Board of Directors.
3. To appoint statutory Auditors for the year ending June 30, 2021 and fix their remuneration.

By order of the Board

Lahore  
September 18, 2020

( KHALID MAHMOOD CHOHAN )  
COMPANY SECRETARY

### NOTES:

#### BOOK CLOSURE NOTICE: -

The Ordinary Shares Transfer Books of the Company will remain closed from **21-10-2020 to 28-10-2020 (both days inclusive)** for entitlement of **40% Final Cash Dividend [i.e. Rs.4/- (Rupees Four Only) Per Ordinary Share]** for the year ended June 30, 2020 and attending and voting at Annual General Meeting. Physical transfers / CDS Transactions IDs received in order in all respects up to 1:00 p.m. on 20-10-2020 at the office of Share Registrar, THK Associates (Private) Limited, **Karachi Office**, 1<sup>st</sup> Floor, 40-C, Block-6, PECHS, Karachi; **Lahore Office**: Siddique Trade Centre, Office No.PL-29, PL Floor, 72 Main Boulevard, Gulberg II, Lahore, shall be considered in time for entitlement of above said 40% Final Cash Dividend and attending of AGM.

#### Proxies

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.

Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

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## A. For Attending the Meeting

- a. In case of Individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

## B. For Appointing Proxies

- a. In case of individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

### Deduction of Withholding Tax on Dividend

Pursuant to the provisions of the Finance Act, 2019 the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

- Filler 15%
- Non-Filler 30%

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

### Deduction of Withholding Tax on Dividend in case of Joint Account Holders:

All shareholders who hold shares jointly are requested to provide following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar THK Associates (Private) Limited, **Karachi Office:** 1st Floor, 40-C, Block-6, PECHS, Karachi, **Lahore Office:** Siddique Trade Centre, Office No.PL-29, PL Floor, 72 Main Boulevard, Gulberg II, Lahore, latest by October 20, 2020, otherwise each joint holder shall be assumed to have an equal number of shares.

|                         |   |                      |
|-------------------------|---|----------------------|
| Name of the Company     |   | Nishat Mills Limited |
| Folio No. / CDS A/C No. |   |                      |
| No. of Shares Held      |   |                      |
| Principal Shareholder   | Name & CNIC                             |                      |
|                         | Shareholding Proportion (No. of Shares) |                      |
| Joint Shareholder(s)    | Name & CNIC                             |                      |
|                         | Shareholding Proportion (No. of Shares) |                      |

Signature of Primary Shareholder \_\_\_\_\_





# NISHAT MILLS LIMITED



## Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

| Name of Investee Company   | MCB Bank Limited  | Hyundai Nishat Motor (Private) Limited   | Nishat Hotels and Properties Limited  |  | Nishat Sutas Dairy Limited   |  |
|--|---|--|---|--|--|--|
| <b>Total Investment Approved:</b>  | Equity investment upto Rupees 2.144 billion for the period of three (3) years was approved by members in EOGM held on March 31, 2020.           | Equity investment up to Rupees 960 million was approved by members in EOGM held on March 28, 2018 which was subsequently enhanced up to Rs. 1,267.680 million for a period of four (4) years by members in AGM held on October 28, 2019. | Guarantee / continuing Stand by Letter(s) of Credit (SBLC) for an amount of up to Rupees 1,200 million was approved by members in EOGM held on March 28, 2018 which was subsequently enhanced up to Rupees 1,532.544 million for a tenure of 7.5 years by members in AGM held on October 28, 2019 | Equity investment up to Rupees 200 million was approved for the period of three (3) years by members in EOGM held on April 17, 2019.       | Investment of Rs. 1 billion by way of working capital loan was approved for the period of one year by members in AGM held on October 28, 2019. | Equity investment upto Rupees 950 million was approved for the period of three (3) years by members in AGM held on October 28, 2019.       |
| <b>Amount of Investment Made to date:</b>  | Nil   | Investment of Rupees 1,017.886 million has been made against this approval to date.  | Bank guarantees of up to Rs. 1,451 million have been issued against this approval to date.  | Investment of Rupees 29.61 million has been made against this approval to date.  | Nil  | Investment of Rupees 166.300 million has been made against this approval to date.  |
| <b>Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:</b> | No investment has been made in investee company after the approval. Investment will be made depending on market conditions at appropriate time. | Partial investment has been made in investee company. Further investment will be made depending on the financial need of investee company.   | Eight bank guarantees from different banks have been extended after the approval. Further guarantees will be arranged on requirement of investee company.   | Partial investment has been made in investee company. Further investment will be made depending on the financial need of investee company. | No loan has been extended after the approval because fund request has not yet been made by the investee company.                               | Partial investment has been made in investee company. Further investment will be made depending on the financial need of investee company. |

# NISHAT MILLS LIMITED



|   |   |  |  |  |  |   |
|---|---|--|--|--|--|---|
| <p><b>Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of Investment in such company:</b></p> | <p>At the time of approval and as per latest available audited financial statements for the year ended December 31, 2019 the basic earnings per share was Rs. 20.23 and breakup value per share was Rs. 142.54. As per latest available half yearly financial statements for the half year ended June 30, 2020 the basic earnings per share is Rs. 11.15 and breakup value per share is Rs. 156.01.</p> | <p>As per latest available audited financial statements for the year ended December 31, 2018 the basic loss per share was Rs. 1.44 and breakup value per share was Rs. 9.03. As per latest available audited financial statements for the year ended December 31, 2019 the basic loss per share is Rs. 1.13 and breakup value per share is Rs. 8.97. As per latest available half yearly financial statements for the half year ended June 30, 2020 the basic loss per share is Rs. 1.721 and breakup value per share is Rs. 7.35.</p> | <p>As per latest available audited financial statements for the year ended December 31, 2018 the basic loss per share was Rs. 1.44 and breakup value per share was Rs. 9.03. As per latest available audited financial statements for the year ended December 31, 2019 the basic loss per share is Rs. 1.13 and breakup value per share is Rs. 8.97. As per latest available half yearly financial statements for the half year ended June 30, 2020 the basic loss per share is Rs. 1.721 and breakup value per share is Rs. 7.35.</p> | <p>At the time of approval, as per latest available audited financial statements for the year ended June 30, 2018, the basic loss per share was Re.0.30 and breakup value per share was Rs. 12.65. As per latest available annual financial statements for the year ended June 30, 2020 the basic loss per share is Rs. 1.36 and breakup value per share is Rs. 18.43.</p> | <p>At the time of approval, as per latest available audited financial statements for the year ended June 30, 2019 the basic profit per share was Rs. 1.42 and breakup value per share was Rs. 18.09. As per latest available annual financial statements for the year ended June 30, 2020 the basic loss per share is Rs. 1.36 and breakup value per share is Rs. 18.43.</p> | <p>At the time of approval, the Investee company had not commenced its operations, therefore EPS and breakup value of share was not available. As per latest available audited financial statements for the year ended December 31, 2019 the basic loss per share is Rs. 2.29 and breakup-value per share is Rs. 7.71. As per latest available half yearly financial statements for the half year ended 30 June 2020, the basic loss per share is Re. 1.33 and breakup value per share is Rs. 6.38.</p> |
|---|---|--|--|--|--|---|