

LALPIR POWER LIMITED



SECY/Stock Exch/33

March 25, 2022

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

PUCARS / TCS

SUB: NOTICE ANNUAL GENERAL MEETING

Dear Sir,

Further to our Letter No. SECY/Stock Exch/40 dated February 25, 2022, enclosed please find a copy of the Notice of Annual General Meeting of the Members of **Lalpir Power Limited** to be held on April 26, 2022 (Tuesday) at 11:30 a.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

HEAD OFFICE

: 1-B, AZIZ AVENUE, CANAL BANK, GULBERG V, LAHORE. TEL: +92-42-35717090-88, 35717159-63, FAX: +92-42-35717238, WEBSITE: www.lalpir.com, E-MAIL: lalpir@lalpir.com

REGISTERED OFFICE

: NISHAT HOUSE, 53/A, LAWRENCE ROAD, LAHORE. TEL: 111-113-333 FAX: +92-42-36387414

POWER STATIONS

: LALPIR THERMAL POWER STATIONS, P.O. BOX NO. 88, MUZAFFARGARH. PC-34200, PAKISTAN. TEL: +92-86-2300030 FAX: +92-86-2300280, www.lalpir.com

LALPIR POWER LIMITED



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Lalpir Power Limited (the "Company") will be held on April 26, 2022 (Tuesday) at 11:30 A.M. at The Nishat Hotel (Emporium Mall), Trade and Finance Centre, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2021 together with the Chairman Review, Directors' and Auditors' reports.
2. To approve 10% 1st Interim and 10% 2nd Interim Cash Dividends already paid.
3. To appoint statutory Auditors of the Company for the year ending 2022 and fix their remuneration. The Board and Audit Committee have recommended the name of M/s Riaz Ahmad & Co., Chartered Accountants, the retiring auditors, for appointment as Auditors of the Company.
4. **Special Business:-**

To consider and if deemed fit, to pass the following resolutions as Special Resolutions under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors with or without modification, addition(s) or deletion(s).

RESOLVED that approval of the members of Lalpir Power Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for renewal of investment up to PKR 500,000,000/- (Rupees Five Hundred Million Only) in the form of working capital loan extended to Nishat Hotels and Properties Limited ("NHPL"), an associated company, for a period of one year from the date of approval by the members, subject to availability of funds provided that the return on any outstanding amount of loan shall be 1 Month KIBOR plus 1% (which shall not be less than the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period or the average borrowing cost of the Company) and as per other terms and conditions disclosed to the members.

FURTHER RESOLVED 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 including signing of agreement and other documents and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

A Statement of Material facts covering the above-mentioned Special Business as required under Section 134(3) of the Companies Act, 2017 is annexed to the notice of meeting circulated to the members of the Company.

LALPIR POWER LIMITED



By order of the Board

(KHALID MAHMOOD CHOHAN)
COMPANY SECRETARY

Lahore
February 25, 2022

NOTES:

1. BOOK CLOSURE NOTICE:

The Share Transfer Books of Ordinary Shares of the Company will remain closed from 19-04-2022 to 26-04-2022 (both days inclusive) for attending of Annual General Meeting. Physical transfers / CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 18-04-2022 at CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, will be considered in time for attending of meeting

2. ATTENDANCE AT MEETING

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is originally signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. The proxy form is available on the Company's website: <http://www.lalpir.com/>.

Members, who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC"), are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.

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 under Circular No.1 of 2000:

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose 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.

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B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose 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.

Members are requested to timely notify any change in their addresses.

3. DEDUCTION OF WITHHOLDING TAX ON DIVIDEND

Pursuant to the provisions of under Rule 1 of Tenth Schedule of the Income Tax Ordinance, 2001 (Ordinance) the rates of deduction of income tax from dividend payments have been revised as follows:

- Filer 7.5%
- Non-Filer 15%

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 Office, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, latest by April 19, 2022, otherwise each joint holder shall be assumed to have an equal number of shares.

Name of the Company		Lalpir Power 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 _____

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4. EXEMPTION OF WITHOLDING TAX:

Withholding tax exemption from dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar Office, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, up to April 18, 2022

5. 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 the Company's Share Registrar. All shareholders are once again requested to send a copy of their valid CNIC to our Share Registrar, CDC Share Registrar Services Limited, of Pakistan, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. The Shareholders while sending CNIC must quote their respective folio numbers and name of the Company.

6. ZAKAT DECLARATION (CZ-50):

Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period with the relevant authority.

In case you want to claim exemption from compulsory deduction of Zakat, please submit your Zakat declarations (CZ-50 Form)/Solemn Affirmation, in case of Non Muslim, under Zakat and Usher Ordinance, 1980 & Zakat (Deduction & Refund) Rules, 1981, with Share Registrar, CDC Share Registrar Services Ltd, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. The Shareholders while sending the Zakat Declarations, as the case may be, must quote company name and their respective Folio numbers/CDC Account numbers.

7. MANDATORY PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE:

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the following information to the Company's Share Registrar at the address given herein above. In the case of shares held in CDC, the same information should be provided directly to the CDS participants for updating and forwarding to the Company.

Folio No. / Investor Account Number / CDC Sub Account No.															
Title of Account															
IBAN Number															
Bank Name															

LALPIR POWER LIMITED



Branch	
Branch Address	
Mobile Number	
Name of Network (if ported)	
Email Address	

Signature of Shareholder

8. TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH EMAIL:

In terms of the provisions of the Companies Act, 2017, the Company can send financial statements electronically to its members. In this regard, the members may send their email information on a standard form which is available at the Company's website i.e. www.lalpir.com and send the form, duly signed, along with copy of his/her CNIC to the Company's Share Registrar, CDC Share Registrar Services Limited.

9. CIRCULATION OF ANNUAL REPORTS THROUGH DIGITAL STORAGE

Pursuant to the SECP's notification SRO 470(I) / 2016 dated 31st May, 2016 the Members of Lalpir Power Limited in AGM held on April 26, 2017 had accorded their consent for transmission of annual reports including audited annual financial statements and other information contained therein of the Company through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send to the Company Secretary / Share registrar, the standard request form available on the Company's website and the Company will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

10. UNCLAIMED DIVIDEND / SHARES

Shareholders who have not collected their dividend/ physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

11. CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM:

As per Section 72 of the Companies Act, 2017 all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of the Companies Act, 2017.

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LALPIR POWER LIMITED



The Securities & Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form.

We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also suggested to contact the Central Depository Company of Pakistan Limited or any active member / stock broker of the Pakistan Stock Exchange to open an account in the Central Depository System and to facilitate conversion of physical shares into book-entry form. Members are informed that holding shares in book-entry form has several benefits including but not limited to secure and convenient custody of shares, conveniently tradeable and transferable, No risk of the loss, damage or theft, No stamp duty on transfer of shares in book-entry form and hassle-free credit of bonus or right shares.

We once again strongly advise members of the Company, in their best interest, to convert their physical shares into book-entry form at earliest

12. VIDEO CONFERENCE FACILITY:

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at their address at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

13. E-VOTING AND POSTAL BALLOT FACILITY.

The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to provision of Section 142 and 143 of the Companies Act, 2017 and Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.

VIDEO-LINK FACILITIES FOR THE MEETING:-

In light of COVID-19 situation, the Securities and Exchange Commission of Pakistan (“SECP”) has advised vide Circular No. 4 of 2021 dated 15 February, 2021 to provide participation of the members through electronic means. The members can attend the AGM via video link using smart phones/tablets/. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at kchohan@lalpir.com or smahmood@dgcement.com by April 20, 2022.

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Name of Member/Proxyholder	CNIC No.	Folio No. / CDC Account No.	Cell No. Whatsapp No.	Email ID

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.

This Statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on April 26, 2022.

LOAN / ADVANCE TO NISHAT HOTELS AND PROPERTIES LIMITED

Nishat Hotels and Properties Limited (NHPL) was incorporated on 04 October 2007 as a public company limited by shares. Its authorized share capital is Rs. 12,908,890,270/- (Rupees Twelve Billion Nine Hundred Eight Million Eight Hundred Ninety Thousand Two Hundred Seventy) divided into 1,290,889,027 (One Billion Two Hundred Ninety Million Eight Hundred Eighty-Nine Thousand Twenty-Seven) ordinary shares of PKR 10 each. Its main object is to carry on retail and hospitality business in Pakistan. For the intended purpose, NHPL has acquired site of 119 Kanals, 6 Marlas and 73 SFT of Commercial Land situated at Trade and Finance Block, Johar Town, Lahore, from Lahore Development Authority (LDA) – Urban Development Wing and constructed Emporium Mall which is fully operational from September 2016. Hotel has been opened from 20th May 2017 and 198 rooms are fully operational. The Building has a covered area of 2.742 Million Square Feet comprising the following building components (3 basements, ground floor and 11 floors):

- 4 star Hotel with 198 rooms
- Banquet halls
- Carrefour
- Shopping Mall with following features:
 - Retail outlets
 - Food courts
 - Cineplex
 - Fun Factory
 - Health and Leisure Zones
 - Two basements with 2,815 parking bays for cars and motorcycles.

In addition to the above, NHPL also operates in the business of development and sale of real estate, under the name of 'Nishat Residences', that comprise a total of 77 residential apartments. These apartments are located at 75-FCC, Gulberg, Lahore.

In line with the above-mentioned commercial operations, short term finance is needed by NHPL for meeting expense of staff salary, power generation, maintenance of HVAC and other working capital requirements.

LALPIR POWER LIMITED



Considering the average borrowing rate of the Company and the return offered by Banks on term deposits, the Directors of the Company in their meeting held on February 25, 2022 have recommended renewal of above said working capital loan upto PKR 500 million extended to NHPL at the interest rate of 1 Month KIBOR plus 1% (which shall not be less than the Karachi Inter Bank Offered Rate (KIBOR) or borrowing cost of the Company whichever is higher) for a further period of one year starting from the date of this AGM i.e. April 26, 2022 on the terms and conditions of loan agreement in writing and as disclosed to the members

Repayment of the principle amount of loan will be made within one year with payment of interest due on monthly basis. The management expects significant financial gains for the Company through higher interest rates charged to NHPL which will eventually enhance the return on investment to the shareholders of the Company.

Prospective Benefits of the Proposed Investment

Following are the prospective benefits and projected financial gain of the proposed investment:

- a. Earnings of Rs.56.95 million interest income on proposed investment for 365 days i.e. upto the date of next Annual General Meeting of the Company. It is linked with the interest rate of KIBOR plus 1% (i.e. 1M KIBOR +1%).
- b. Opportunity for short term investment to earn more than average borrowing cost of the Company.

Other Relevant Information to the Satisfaction of Minority Shareholders

The following other relevant information to the satisfaction of minority shareholders is being provided:

- All business decisions being made by the board of directors of the Company are aimed at securing the best interests of the Company and its shareholders.
- The investment decisions implemented by the board of directors of the Company are a direct manifestation of the will of the majority shareholders through resolutions passed at the general meetings which the board of directors is duty bound to comply with as per the law.
- The Company is interested in maximizing returns for all its stakeholders and bases its business decisions on this principle of maximization of returns. Some business decisions are more fruitful than others, however, we assure you that none are motivated by ill-intent.

The directors of the Company certify / undertake that the investment is being made after due diligence and financial health of the borrowing company is such that it has the ability to repay the loan as per agreement. The duly signed recommendation of the due diligence report and directors undertaking/certificate shall be made available to the members for inspection at the meeting.

LALPIR POWER LIMITED



NHPL is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Hassan Mansha	6.84
Mr. I.U. Niazi	0.00
Mr. Muhammad Azam	0.00

Information Under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

(a) Disclosure for all types of investments:				
(A) Disclosure regarding associated company				
(i)	Name of Associated Company or Associated Undertaking	Nishat Hotels and Properties Limited (NHPL)		
(ii)	Basis of Relationship	Common Directorship		
(iii)	Earnings / (Loss) per Share for the last three years	Sr.	Year	Earnings / (Loss) per Share Rs.
		1.	2021	1.14
		2.	2020	(0.71)
		3.	2019	1.42
(iv)	Break-up value per Share, based on last audited financial statements	PKR 18.82 per share as at 30 th June 2021		
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest audited financial statements as on 30 Jun, 2021.	Audited financial statements as at 30 th June 2021: Rs. in millions Balance Sheet: Assets Non-current assets <u>34,836</u> Current assets <u>5,430</u> Total assets <u>40,266</u> Liabilities Borrowings <u>15,767</u> Other liabilities <u>1,568</u>		

LALPIR POWER LIMITED



		Equity 22,931 Profit & loss: Sales 6,095 Gross Profit 2,076 Gross Profit Ratio 34% Net Profit after tax 1,305 Net Profit after tax Ratio 21%
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely	N/A
	I Description of the project and its history since conceptualization	N/A
	II Starting date and expected date of completion of work	N/A
	III Time by which such project shall become commercially operational	N/A
	IV Expected time by which the project shall start paying return on investment	N/A
	V Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	N/A
(B) General Disclosures:		

LALPIR POWER LIMITED



(i)	Maximum amount if investment to be made	Upto PKR 500,000,000 (Pak Rupees Five Hundred Million only)
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>Purpose: Renewal of working capital loan.</p> <p>Benefits: The Company expects significant financial gains through higher interest rates charged to NHPL which will eventually enhance the return on investment of the shareholders of the Company.</p> <p>The investment in NHPL will be to the date of forthcoming Annual General Meeting from the date of approval by the members unless renewed by the members under Section 199 of the Companies Act, 2017.</p>
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	Company's own funds.
	(I) Justification for investment through borrowings	N/A
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	N/A
	(III) Cost of benefit analysis	N/A
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>Followings are the salient features of loan agreement already in existence:</p> <p>Interest due on outstanding amount of loan shall be paid by the associated company on monthly basis on 20th of every month starting from the next month.</p> <p>In case of delay in re-payment of 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 Hotels and Properties Limited to Lalpir Power Limited in addition to the agreed interest amount.</p> <p>The associated company shall provide corporate guarantee to secure the loan.</p>
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or	The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:

LALPIR POWER LIMITED



<p>associated undertaking or the transaction under consideration</p>	<p>The directors of Lalpir Power Limited (Lalpir), their relatives and associated companies holding shares of Nishat Hotels and Properties Limited (NHPL) are interested to the extent of their shareholding as under:-</p> <table border="0"> <tr> <td><u>Directors:</u></td> <td style="text-align: right;">% of Shareholding</td> </tr> <tr> <td>Mian Hassan Mansha</td> <td style="text-align: right;">21.97</td> </tr> <tr> <td>Mr. I.U. Niazi</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Mr. Muhammad Azam</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td><u>Relatives:</u></td> <td></td> </tr> <tr> <td>Mrs Naz Mansha (Mother of Mian Hassan Mansha)</td> <td style="text-align: right;">1.64</td> </tr> <tr> <td>Mian Umer Mansha</td> <td style="text-align: right;">21.97</td> </tr> <tr> <td>Mian Raza Mansha (Both brothers of Mian Hassan Mansha.)</td> <td style="text-align: right;">21.86</td> </tr> <tr> <td>Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td><u>Associated Companies</u></td> <td></td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">6.08</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td style="text-align: right;">17.94</td> </tr> <tr> <td>D. G. Khan Cement Company Limited</td> <td style="text-align: right;">8.55</td> </tr> </table> <p>The directors of NHPL are interested in Lalpir to the extent of their shareholding as under:-</p> <table border="0"> <tr> <td>Name</td> <td style="text-align: right;">% of Shareholding</td> </tr> <tr> <td>Mian Hassan Mansha</td> <td style="text-align: right;">6.84</td> </tr> <tr> <td>Mr. I.U. Niazi</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Mr. Muhammad Azam</td> <td style="text-align: right;">0.00</td> </tr> </table> <p>The associated Companies holding shares of NHPL are interested in Lalpir to the extent of their shareholding as follows:</p> <table border="0"> <tr> <td>Name</td> <td style="text-align: right;">% of Shareholding</td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">28.80</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td style="text-align: right;">1.80</td> </tr> </table>	<u>Directors:</u>	% of Shareholding	Mian Hassan Mansha	21.97	Mr. I.U. Niazi	0.00	Mr. Muhammad Azam	0.00	<u>Relatives:</u>		Mrs Naz Mansha (Mother of Mian Hassan Mansha)	1.64	Mian Umer Mansha	21.97	Mian Raza Mansha (Both brothers of Mian Hassan Mansha.)	21.86	Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)	0.00	<u>Associated Companies</u>		Nishat Mills Limited	6.08	Security General Insurance Co. Ltd.	17.94	D. G. Khan Cement Company Limited	8.55	Name	% of Shareholding	Mian Hassan Mansha	6.84	Mr. I.U. Niazi	0.00	Mr. Muhammad Azam	0.00	Name	% of Shareholding	Nishat Mills Limited	28.80	Security General Insurance Co. Ltd.	1.80
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<p>(vi) In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification</p>	<table border="1"> <thead> <tr> <th>S.No.</th> <th>Description</th> <th>Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Maximum loan advanced to NHPL since last approval</td> <td style="text-align: right;">350,000,000</td> </tr> <tr> <td>2</td> <td>Amount outstanding on the date of the notice of the AGM</td> <td style="text-align: right;">350,000,000</td> </tr> <tr> <td>3</td> <td>Markup accrued and recovered since inception upto 31-12-2021</td> <td style="text-align: right;">227,645,679</td> </tr> <tr> <td>4</td> <td>Mark up accrued since the last date of approval</td> <td style="text-align: right;">27,187,328</td> </tr> <tr> <td>5</td> <td>Mark-up recovered since the last date of approval</td> <td style="text-align: right;">24,468,835</td> </tr> <tr> <td>6</td> <td>Mark up outstanding at the date of notice of the AGM</td> <td style="text-align: right;">2,718,493</td> </tr> </tbody> </table>	S.No.	Description	Amount (Rs.)	1	Maximum loan advanced to NHPL since last approval	350,000,000	2	Amount outstanding on the date of the notice of the AGM	350,000,000	3	Markup accrued and recovered since inception upto 31-12-2021	227,645,679	4	Mark up accrued since the last date of approval	27,187,328	5	Mark-up recovered since the last date of approval	24,468,835	6	Mark up outstanding at the date of notice of the AGM	2,718,493																			
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LALPIR POWER LIMITED



	for any impairment or write offs	
(vii)	Any other important details necessary for the members to understand the transaction	None
Additional disclosure regarding investment in the form of Loan/Advance		
(i)	Category-wise amount of investment	Running Finance Loan upto PKR 500,000,000 (Pak Rupees Five Hundred Million Only).
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and rate of return unfunded facilities, as the case may be, for the relevant period	The average borrowing cost of the Company for the year ended 31-12-2021 was 7.80% 1 Month KIBOR as on February 25, 2022 is 10.39%
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	The Company shall charge mark up at the rate of 1 (one) Month KIBOR + 1% (which shall not be less than the average borrowing cost of the company whichever is higher).
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	Corporate Guarantee of the associated company.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	N/A
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment of principal will be made within one year with payment of mark-up due on monthly basis.

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

Name of Investee Company	Nishat Hotels and Properties Limited
Total Investment Approved:	Investment of Rs. 500,000,000 by way of working capital loan was approved by members in AGM held on April 26, 2021 up to the date of next AGM.
Amount of Investment Made to date:	Investment of Rs. 350,000,000 has been made against this approval to date.
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:	No deviation from the approved time line
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 available latest audited financial statements for the year ended June 30, 2020, the basic loss per share was Rs.0.71 and breakup value per share was Rs. 18.05. As per latest available (unaudited) financial statements for the period ended December 31, 2021 the basic earnings per share is Rs.0.29 and breakup value per share is Rs. 19.12.