

# NISHAT MILLS LIMITED



NML-PSX/ 478

May 17, 2024

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

PUCARS / TCS

**SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

Further to our Letter Nos. NML-PSX-400 dated April 29, 2024 and NML-PSX-448 dated May 09, 2024, enclosed please find a copy of the Notice of Extraordinary General Meeting of the Members of Nishat Mills Limited to be held on June 11, 2024 (Tuesday) at 12:30 p.m.

Please circulate amongst the TRE certificate holders.

Thanking you,

Yours sincerely,

  
**KHALID MAHMOOD CHOCHAN**  
**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**

: 7-MAIN GULBERG, LAHORE PAKISTAN.UAN:111 33 22 00 TEL: 92-42-35716351-9 FAX:92-42-35716350 E-MAIL: nishat@nishatmills.com

**REGISTERED OFFICE & SHARES DEPTT** : NISHAT HOUSE, 53-A, LAWRENCE ROAD, LAHORE - PAKISTAN PH : (042) 36367812-15 TLX : 47523 NISHAT PK, FAX : (042) 36367414

# NISHAT MILLS LIMITED



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Nishat Mills Limited (the "Company") will be held on June 11, 2024 (Tuesday) at 12:30 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 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).**
  - a) **RESOLVED THAT** approval of the Members of Nishat Mills Limited ("the Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, to increase the amount of equity investment by Rs. 2,000,000,000 in Nishat Sutas Dairy Limited (NSDL), an associated company, in the already approved amount of equity investment of up to Rs.3,000,000,000, for subscribing 300,000,000 ordinary shares approved by the members under Section 199 of the Companies Act, 2017 in their Extraordinary General Meeting held on June 19, 2023 thus making a total equity investment of Rs. 5,000,000,000 (Rupees Five Billion Only) for subscribing, at Par, fully paid up to 500,000,000 ordinary shares of PKR 10 each of NSDL as may be offered to the Company from time to time by NSDL.

**RESOLVED FURTHER THAT** this resolution shall be valid for a period of Four (4) years starting from the date of approval by 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, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolution.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to dispose of through any mode, a part or all of equity investments made by the Company from time to time and to dispose of and / or decline a part or all of its entitlement of right shares as and when offered by the investee companies in which the Company has made equity investment and the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby authorized singly to take the decision of divestment and / or declining of right shares entitlement as and when they deemed it appropriate and necessary in the best interest of the Company and its Members.

- b) **RESOLVED THAT** approval of the Members of Nishat Mills Limited ("the Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017 and subject to the sanctioning of the scheme of arrangements ("the Scheme") amongst Nishat (Chunian) Limited ("NCL") and Nishat Chunian Power Limited ("NCPL") and their two shareholders namely Mr. Shahzad Saleem and the Company by the Lahore High Court (the "Court"), to receive the further shares in addition to the existing shares of NCPL in exchange of shares of NCL held by the Company in accordance with the Share Swap ratio to be approved by the Court.

**RESOLVED FURTHER 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 do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolution.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to dispose of through any mode, a part or all of equity investments made by the Company from time to time and to dispose of and / or decline a

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part of all of its entitlement of right shares as and when offered by the investee companies in which the Company has made equity investment and the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby authorized singly to take the decision of divestment and / or declining of right shares entitlement as and when they deemed it appropriate and necessary in the best interest of the Company and its Members.

Statements under Section 134(3) of the Companies Act, 2017 concerning special business are annexed to the notice of meeting circulated to the members of the Company.

By order of the Board

( KHALID MAHMOOD CHOHAN )  
COMPANY SECRETARY

Lahore  
May 09, 2024

## NOTES:

### BOOK CLOSURE NOTICE: -

The Ordinary Shares Transfer Books of the Company will remain closed from 05 June 2024 to 11 June 2024 (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 04 June 2024 at Share Registrar, THK Associates (Private) Limited, **Karachi Office:** 32-C, Jami Commercial Street No.2, DHA Phase VII, Karachi, **Lahore Office:** Office No. 309, 3rd Floor, North Tower, LSE building, 19-Sharah-e-Aiwan-e-Iqbal Lahore, will be considered in time, for attending of meeting.

### 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.

### 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.

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### HEAD OFFICE

: 7-MAIN GULBERG, LAHORE PAKISTAN.UAN:111 33 22 00 TEL: 92-42-35716351-9 FAX:92-42-35716350 E-MAIL: nishat@nishatmills.com

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- 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.

## Unclaimed Dividend / Shares:

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

## 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 Extraordinary 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.

## Video Link Facility for Meeting: -

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 EOGM 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@nishatmills.com](mailto:kchohan@nishatmills.com) or [smahmood@dqcement.com](mailto:smahmood@dqcement.com) by June 04, 2024.

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

## E-voting / Postal Ballot Facility

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Members of the Company have right to vote through electronic voting facility and voting by post for all businesses classified as special business under the Companies Act, 2017, ("the Act") in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulation, 2018, ("the Regulations").

## Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on June 05, 2024.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. Members shall cast vote online at any time from June 06, 2024, 9:00 a.m. to June 10, 2024, 5:00 p.m. Voting shall close on June 10, 2024, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

## Procedure for Voting through Postal Ballot:

The members shall ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach to the Chairman through post at the Company's registered address, Nishat House 53-A, Lawrence Road, Lahore, Pakistan or email at [chairman@nishatmills.com](mailto:chairman@nishatmills.com) on or before June 10, 2024 upto 5:00 p.m., during working hours. The signature on the Ballot Paper shall match with signature on the CNIC.

This postal Poll paper is also available for download from the website of the Company at [www.nishatmills.com](http://www.nishatmills.com) or use the same as attached to this Notice and published in newspapers.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

### **Scrutinizer:**

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Riaz Ahmed & Co., Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

### **E-voting Service Provider:**

M/s CDC Share Registrar Services Limited

### **Conversion of Physical Shares into Book Entry Form**

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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.

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.

## 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 Extraordinary General Meeting of the Company to be held on June 11, 2024.

### 1. Equity Investment in Nishat Sutas Dairy Limited

Nishat Sutas Dairy Limited ("NSDL") is a public limited company incorporated in Pakistan for setting up a green field project to manufacture, market, and sell various dairy products in Pakistan. NSDL aims to introduce innovative dairy products thereby creating a sustainable business for its stakeholders. Members of Nishat Mills Limited ("NML") approved equity investment of Rs. 950 million by subscribing 95 million ordinary shares in their Annual General Meeting held on October 28, 2019. Members further enhanced limit of equity investment by Rs. 1 billion in their meeting held on March 03, 2022 and further enhanced by Rs. 1,050 Million in their EOGM held on June 19, 2023, thus making a total equity investment of Rs. 3,000,000,000 (Rupees Three Billion Only) for subscribing, at Par, fully paid up to 300,000,000 ordinary shares of PKR 10 each of NSDL. NML has invested in 292,500,000 shares in NSDL by way of equity investment and, currently, its stake is 48.75%.

NSDL started its commercial operations in September 2021 by arranging processing of milk through toll manufacturing from other various milk processing unit. However, NSDL business plan includes setting up its own factory at Plot No. 159, M-3 Industrial City, Sahianwala Interchange, Motorway M-3, Faisalabad.

As a result of massive inflation and depreciation of PKR against USD since the approval of further equity investment on 19 June 2023, cost of project has escalated; therefore, NSDL needs further funds for the completion of the project.

Considering the potential of Pakistan Dairy Market and expected dividends from equity investment in NSDL which will eventually enhance the return on investment of shareholders, the Company intends to further increase the amount of equity investment by Rs. 2,000,000,000 in NSDL, in the already approved amount of equity investment of up to Rs. 3,000,000,000, for subscribing, 300,000,000 ordinary shares approved by the members under Section 199 of the Companies Act, 2017 in their Extraordinary General

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Meeting held on June 19, 2023, thus making a total equity investment of up to Rs. 5,000,000,000 (Rupees Five Billion Only) for subscribing, at Par, fully paid up to 500,000,000 ordinary shares of PKR 10 each of NSDL as may be offered to the Company from time to time by NSDL.

The directors have certified that they have carried out necessary due diligence for the proposed investment before making recommendation for approval of the members and duly signed recommendation of the due diligence report shall be made available for inspection of members in the general meeting along with latest financial statements of NSDL.

NSDL is not a member of the Company. Its sponsor / director is director / member of the Company and has no interest except his directorship and to the extent of his shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Umer Mansha	12.60

## Information under Regulation 3 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Disclosure for all types of Investments:					
(A) Disclosure regarding associated company					
(i)	Name of Associated Company or Associated Undertaking	Nishat Sutas Dairy Limited ("NSDL")			
(ii)	Basis of Relationship	Common Directorship			
(iii)	Earnings / (Loss) per Share for the last three years	PKR (3.48) – 2021 – Audited PKR (2.45) – 2022 – Audited PKR (2.59) – 2023 – Audited			
(iv)	Break-up value per Share, based on last audited financial statements	PKR 6.12 per share as at 31 December 2023 (audited)			
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Statement of Financial Position as on 31 December 2023 ( Audited):			
		Equity & Liabilities	Rs.	Assets	Rs.
		Equity	3,366,810,169	Non-Current Assets	5,674,896,971
		Non-Current Liabilities	3,081,021,951		
		Current Liabilities	1,007,176,618	Current Assets	1,780,111,767
		7,455,008,738		7,455,008,738	
		Profit or loss account for the year ended 31 December 2023 (Audited):			
				Rs.	

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		Revenue	1,325,979,165
		Expenses	(2,372,393,867)
		Other Income	45,611,503
		Loss before tax	(1,000,803,199)
		Loss after tax	(1,042,871,846)
(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		
	I	Description of the project and its history since conceptualization	NA
	II	Starting date and expected date of completion of work	NA
	III	Time by which such project shall become commercially operational	NA
	IV	Expected time by which the project shall start paying return on investment	NA
	V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	NA.
<b>(B) General Disclosures:</b>			
(i)	Maximum amount of investment to be made		PKR 5,000,000,000/- (Rupees Five Billion Only). This is after the enhancement of PKR 2,000,000,000/- from the already approved amount of PKR 3,000,000,000/-.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment		To benefit from dairy sector development due to consumer demand and dairy development initiatives.  The investment will help the completion of the Project and expected to result in dividend income and / or capital gains which will enhance the profitability of the Company and add to the value of the members of the investing company.  The investment in NSDL will be for long term.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:		The investment will be made from company's available funds.
	(I)	Justification for investment through borrowings	NA
	(II)	Detail of Collateral, guarantees provided and	NA



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	assets pledged for obtaining such funds																	
	(III) Cost benefit analysis	NA																
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	NA																
(v)	Direct or indirect interest of Directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>The directors of Nishat Mills Limited (NML), their relatives and associated companies holding shares of Nishat Sutas Dairy Limited (NSDL) are interested to the extent of their shareholding as under:-</p> <table border="0"> <tr> <td><b>Directors:</b></td> <td style="text-align: right;">% of Shareholding</td> </tr> <tr> <td>NIL</td> <td></td> </tr> <tr> <td><b>Relatives:</b></td> <td></td> </tr> <tr> <td>Mrs. Saadia Younas Mansha (Spouse of Mian Umer Mansha)</td> <td style="text-align: right;">0.00 (1Share)</td> </tr> <tr> <td colspan="2"><b>Associated Companies</b></td> </tr> <tr> <td>Nishat Agriculture Farming (Pvt) Ltd</td> <td style="text-align: right;">1.25%</td> </tr> </table> <p>The directors of NSDL are interested in NML to the extent of their shareholding as under: -</p> <table border="0"> <tr> <td><b>Name</b></td> <td style="text-align: right;"><b>% of Shareholding</b></td> </tr> <tr> <td>Mian Umer Mansha</td> <td style="text-align: right;">12.60</td> </tr> </table> <p>The associated Companies holding shares of NSDL are interested in NML to the extent of their shareholding as follows:</p> <p><b>Nil</b></p>	<b>Directors:</b>	% of Shareholding	NIL		<b>Relatives:</b>		Mrs. Saadia Younas Mansha (Spouse of Mian Umer Mansha)	0.00 (1Share)	<b>Associated Companies</b>		Nishat Agriculture Farming (Pvt) Ltd	1.25%	<b>Name</b>	<b>% of Shareholding</b>	Mian Umer Mansha	12.60
<b>Directors:</b>	% of Shareholding																	
NIL																		
<b>Relatives:</b>																		
Mrs. Saadia Younas Mansha (Spouse of Mian Umer Mansha)	0.00 (1Share)																	
<b>Associated Companies</b>																		
Nishat Agriculture Farming (Pvt) Ltd	1.25%																	
<b>Name</b>	<b>% of Shareholding</b>																	
Mian Umer Mansha	12.60																	
(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 for any impairment or write offs	Nishat Mills Limited has already made an equity investment of Rs. 2,925 million in the associated company as per the approval accorded by the members in their EOGM held on June 19, 2023.																
(vii)	Any other important details necessary for the members to understand the transaction	None																
<b>Additional disclosure regarding Equity Investment</b>																		
(i)	Maximum price at which securities will be acquired	Since the Project is a Greenfield Project, the shares will be acquired, at par value, of PKR 10 each.																
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in	NA																

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(iii)	Maximum number of securities to be acquired	500,000,000 Shares (Previously 300,000,000 shares, increase of 200 000 000 shares)	
(iv)	Number of securities and percentage thereof held before and after the proposed investment		
		<b>No. of Shares</b>	<b>%age</b>
		Before 292,500,000	48.75
		After 500 000 000	49.75 (approximately)
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	NA	
(vi)	Fair value determined in terms of sub-regulation (1) regulation 5 for investments in unlisted securities	PKR 10.79 per share	

## 2. Equity Investment in Nishat Chunlan Power Limited

Nishat Chunlan Power Limited, a public listed company incorporated under the laws of Islamic Republic of Pakistan (hereinafter referred to as the "NCPL", which expression shall include, where the context permits, its successor-in-interest and permitted assigns). The principal activity of the NCPL is to build, own, operate and maintain a fuel fired power station having gross capacity of 200 MW and net capacity of 195.722 MW at Jamber Kalan, Tehsil Pattoki, District Kasur, Punjab. NCPL has its registered office situated at 59-Shadman Colony-II, Lahore.

The financial performance of the NCPL has been remarkable over the years. NCPL's earning per share (EPS) was Rs. 10.77 per share in the financial year 2023 as compared to corresponding financial year of Rs. 6.82 per share. The Company currently holds 25,537,571 shares in NCPL and received dividend of Rs. 255.376 million in financial year 2022-23.

The board of directors of the Company in the meeting held on 09 May 2024 has considered and approved the Scheme of Arrangement (the "Scheme") amongst Nishat (Chunlan) Limited ("NCL"), Nishat Chunlan Power Limited ("NCPL") and their two shareholders namely Mr. Shahzad Saleem and the Company.

In accordance with the Scheme and subject to the approval of the Lahore High Court, the Company shall transfer the shares of NCL, currently owned by the Company, to Mr. Shahzad Saleem and, in exchange, Mr. Shahzad Saleem shall transfer the corresponding shares of NCPL, currently owned by Mr. Shahzad Saleem, to the Company as per the Shares Swap ratio to be approved by the Court.

Since the Directors expect that the implementation of the Scheme will have a significant impact on the shareholding of NML into NCPL, it is appropriate to seek the approval of the Members of the Company in terms of Section 199 and other applicable provisions of the Companies Act, 2017.

The directors of the Company certify / undertake that the Share Swap is being made after due diligence. 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.

NCPL is not a member of the Company. Its sponsors/directors are not directors/members of the Company.

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## Information under Regulation 3 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Disclosure for all types of investments:					
(A) Disclosure regarding associated company					
(i)	Name of Associated Company or Associated Undertaking	Nishat Chunian Power Limited ("NCPL")			
(ii)	Basis of Relationship	Shareholding			
(iii)	Earnings / (Loss) per Share for the last three years	PKR 6.83 – 2021 – Audited PKR 6.82 – 2022 – Audited PKR 10.77 – 2023 – Audited			
(iv)	Break-up value per Share, based on last audited financial statements	PKR 66.05 per share as at 30 June 2023 (audited)			
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Statement of Financial Position as on 30 June 2023 (Audited):			
		Equity & Liabilities	Rs. In Thousands	Assets	Rs. In Thousands
		Equity	24,262,057	Non-Current Assets	9,479,170
		Current Liabilities	3,525,162	Current Assets	18,308,049
			27,787,219		27,787,219
		Profit or loss account for the year ended 30 June 2023 (Audited):		Rs. In Thousands	
Revenue			18,220,811		
Expenses			(14,376,787)		
Other Income			113,139		
Profit before tax			3,957,163		
Profit after tax			3,956,563		
(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				
I	Description of the project and its history since conceptualization	NA			
II	Starting date and expected date of completion of work	NA			

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	III	Time by which such project shall become commercially operational	NA												
	IV	Expected time by which the project shall start paying return on investment	NA												
	V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	NA.												
<b>(B) General Disclosures:</b>															
(i)		Maximum amount of investment to be made	NCPL's shares will be received in exchange for NCL's shares as per the Share Swap ratio to be approved by the Lahore High Court.												
(ii)		Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To earn dividend income and / or capital gains which will enhance the profitability of Nishat Mills Limited and add to the shareholders' value of the members of the investing company.												
(iii)		Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	Further NCPL's shares will be received in exchange of NCL's shares as per the Share Swap ratio to be approved by the Lahore High Court. The Company, currently, holds 32,689,338 shares of NCL.												
	(I)	Justification for investment through borrowings	NA												
	(II)	Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA												
	(III)	Cost benefit analysis	NA												
(iv)		Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	NA												
(v)		Direct or indirect interest of Directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>The directors of Nishat Mills Limited (NML), their relatives and associated companies holding shares of Nishat Chunian Power Limited are interested to the extent of their shareholding as under: -</p> <table border="0"> <tr> <td><b>Directors:</b></td> <td style="text-align: right;"><b>% of Shareholding</b></td> </tr> <tr> <td>Mian Umer Mansha</td> <td style="text-align: right;">4.44%</td> </tr> <tr> <td>Mian Hassan Mansha</td> <td style="text-align: right;">3.86%</td> </tr> <tr> <td><b>Relatives:</b></td> <td></td> </tr> <tr> <td>Mrs. Naz Mansha</td> <td style="text-align: right;">0.03%</td> </tr> <tr> <td>(Mother of Mian Umer Mansha &amp; Mian Hassan Mansha)</td> <td></td> </tr> </table> <p><b>Associated Companies</b></p>	<b>Directors:</b>	<b>% of Shareholding</b>	Mian Umer Mansha	4.44%	Mian Hassan Mansha	3.86%	<b>Relatives:</b>		Mrs. Naz Mansha	0.03%	(Mother of Mian Umer Mansha & Mian Hassan Mansha)	
<b>Directors:</b>	<b>% of Shareholding</b>														
Mian Umer Mansha	4.44%														
Mian Hassan Mansha	3.86%														
<b>Relatives:</b>															
Mrs. Naz Mansha	0.03%														
(Mother of Mian Umer Mansha & Mian Hassan Mansha)															

# NISHAT MILLS LIMITED



		D.G. Khan Cement Company Limited	1.55%								
		The directors of NCPL are interested in NML to the extent of their shareholding as under: -									
		<b>Name</b>	<b>% of Shareholding</b>								
		<b>Nil</b>									
		The associated Companies holding shares of NCPL are interested in NML to the extent of their shareholding as follows:									
		<b>Name</b>	<b>% of Shareholding</b>								
		D.G. Khan Cement Company Limited	8.61%								
(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 for any impairment or write offs	The Company's existing shareholding in NCPL is 25,537,571 shares.									
(vii)	Any other important details necessary for the members to understand the transaction	None									
<b>Additional disclosure regarding Equity Investment</b>											
(i)	Maximum price at which securities will be acquired	N.A.									
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N.A.									
(iii)	Maximum number of securities to be acquired	N.A.									
(iv)	Number of securities and percentage thereof held before and after the proposed investment	<table border="0"> <tr> <td></td> <td><u>No. of Shares</u></td> <td><u>%age</u></td> </tr> <tr> <td><b>Before</b></td> <td>25,537,571</td> <td>6.95</td> </tr> <tr> <td><b>After</b></td> <td colspan="2">As per the Share Swap ratio to be approved by the Court in exchange for the shares of NCL as per the Scheme of Arrangement (the "Scheme") amongst Nishat (Chunian) Limited ("NCL"), Nishat Chunian Power Limited ("NCPL") and their two shareholders namely Mr. Shahzad Saleem and the Company.</td> </tr> </table>		<u>No. of Shares</u>	<u>%age</u>	<b>Before</b>	25,537,571	6.95	<b>After</b>	As per the Share Swap ratio to be approved by the Court in exchange for the shares of NCL as per the Scheme of Arrangement (the "Scheme") amongst Nishat (Chunian) Limited ("NCL"), Nishat Chunian Power Limited ("NCPL") and their two shareholders namely Mr. Shahzad Saleem and the Company.	
	<u>No. of Shares</u>	<u>%age</u>									
<b>Before</b>	25,537,571	6.95									
<b>After</b>	As per the Share Swap ratio to be approved by the Court in exchange for the shares of NCL as per the Scheme of Arrangement (the "Scheme") amongst Nishat (Chunian) Limited ("NCL"), Nishat Chunian Power Limited ("NCPL") and their two shareholders namely Mr. Shahzad Saleem and the Company.										
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	Current market price was Rs. 28.88 per share as on 09 May 2024 and preceding twelve week's weighted average market price was Rs. 26.07 per share.									
(vi)	Fair value determined in terms of sub-regulation (1) regulation 5 for investments in unlisted securities	N.A.									

# NISHAT MILLS LIMITED



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

Name of Investee Company	Total Investment Approved	Amount of Investment Made to date	Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time	Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company
Hyundai Nishat Motor (Private) Limited	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.	Guarantees/ Stand by Letter(s) of Credit (SBLC) of Rs. 1,379.194 million have been issued against this approval to date.	Eight guarantees/ Stand by Letter(s) of Credit (SBLC) from different banks have been extended after the approval. Further Guarantees/ SBLC will be arranged on requirement of investee company.	At the time of Approval, 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, 2023, the basic earnings per share was Rs. 0.58 and breakup value per share was Rs. 9.86.
Nishat Sutas Dairy Limited	Equity investment up to Rupees 950 million was approved by members in AGM held on October 28, 2019 which was subsequently enhanced up to Rs. 1,950 million for a period of four (4) years by members in EOGM held on 03	Investment of Rupees 2,925 million has been made against this approval to date.	Partial investment has been made in investee company.	At the time of approval, as per latest available audited financial statements for the year ended December 31, 2022, the basic loss per share was Rs. 2.45 and breakup value per share was Rs. 6.69. As per latest available audited financial statements for the year ended December 31, 2023, the basic loss per share is Rs. 2.59 and breakup

# NISHAT MILLS LIMITED



	<p>March 2022 which was further enhanced up to Rs. 3,000 million for a period of four (4) years by members in EOGM held on 19 June 2023.</p>			<p>value per share is Rs. 6.12.</p>
	<p>Corporate guarantee for an amount of up to Rupees 2,250 million was approved by members in EOGM held on December 15, 2020 for a tenure of 11 years.</p>	<p>Corporate guarantees of up to Rs. 1,777.500 million have been issued against this approval to date.</p>	<p>Three corporate guarantees from different banks have been extended after the approval. Further guarantees will be arranged on requirement of investee company.</p>	<p>At the time of approval, as per latest audited financial statements for the year ended December 31, 2019, the basic loss per share was Rs. 2.29 and breakup value per share was Rs. 7.71. As per latest available audited financial statements for the year ended December 31, 2023, the basic loss per share is Rs. 2.59 and breakup value per share is Rs. 6.12.</p>
<p><b>Pakgen Power Limited</b></p>	<p>Equity investment up to Rupees 875 million for the period of three (3) years was approved by members in EOGM held on November 28, 2022.</p>	<p>Investment of Rupees 332.834 million has been made against this approval to date.</p>	<p>Partial investment has been made in investee company.</p>	<p>At the time of approval, as per latest audited financial statements for the year ended December 31, 2021, the basic Earnings per Share was Rs. 2.82 and breakup value per share was Rs. 60.64. As per latest available audited financial statements for the year ended December 31, 2023, the basic earnings per share is Rs. 15.76 and breakup value per share is Rs. 66.35.</p>

# NISHAT MILLS LIMITED



N I S H A T

Lalpir Power Limited	Equity investment up to Rupees 300 million for the period of three (3) years was approved by members in EOGM held on November 28, 2022.	Investment of Rupees 7.924 million has been made against this approval to date	Partial investment has been made in investee company.	At the time of approval, as per latest audited financial statements for the year ended December 31, 2021, the basic Loss per Share was Rs. 2.12 and breakup value per share was Rs. 41.00. As per latest available audited financial statements for the year ended December 31, 2023, the basic earnings per share is Rs. 12.05 and breakup value per share is Rs. 41.70.
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## 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 Extraordinary General Meeting of the Company to be held June 11, 2024 (Tuesday) at 12:30 p.m. at Emporium Mall, the Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

as witness may hand this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signed by the said member \_\_\_\_\_

in presence of \_\_\_\_\_

Please  
affix  
revenue  
stamp  
Rs. 50

Signature(s) of Member(s)

Signature of witness .....

Signature of witness .....

Name .....

Name .....

Address .....

Address .....

.....

.....

CNIC # .....

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 extraordinary general meeting.

## پراکسی فارم

میں اہم کسی اسماۃ ..... ساکن ..... ضلع .....

بحیثیت ممبر کبھی، کسی اسماۃ ..... ساکن ..... کبھی ممبر یا اسکی عدم موجودگی کی صورت میں

کسی اسماۃ ..... ساکن ..... کبھی ممبر کو بطور نگران (پراکسی) مقرر کرتا کرتی ہوں تاکہ وہ میری اتھاری جگہ

میری اتھاری طرف سے کبھی کے غیر معمولی اجلاس عام جو کہ بتاریخ 11 جون 2023ء (منگل) بوقت دوپہر 12:30 بجے ایچوریم مال، نشاط ہوٹل ٹریڈ اینڈ فائیننس سنٹر بلاک، نزد کیمپوسٹنڈ،

عبداللہ روڈ، جوہر ٹاؤن، لاہور میں منعقدہ دورے میں بول کے اور ووٹ ڈال سکے۔

بجلاس روپے کی رقم منسلک  
چھاپا کریں

دستخط تاریخ ..... دن ..... 2024ء

گواہ کوائف

دستخط: .....

نام: .....

پتہ: .....

کیپٹرانز و قومی شناختی کارڈ نمبر: .....

گواہ کوائف

دستخط: .....

نام: .....

پتہ: .....

کیپٹرانز و قومی شناختی کارڈ نمبر: .....

دستخط  
(دستخط کوئی شخص نہ ہو، دوسرا دستخط کے مطابق ہونے چاہئیں)

ذیل نمبر  
ہی ڈی سی آئی نمبر  
حصص کی تعداد

اجماعت پراکسی فارم کبھی کے ہزار 761 قسماً 53-A ایڈریس روڈ 11 جون، میں اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل جمع کرنا چاہئے ہے۔ بصورت دیگر، دستخط کوئی شخص نہ ہوگا۔



**BALLOT PAPER FOR VOTING THROUGH POST**

For voting through post for the Special Business at the Extraordinary General Meeting of Nishat Mills Limited to be held on (Tuesday) June 11, 2024 at 12:30 PM (PST) at Emporium Mall, the Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: [chairman@nishatmills.com](mailto:chairman@nishatmills.com) .

Name of shareholder/joint shareholder(s):	
Registered Address:	
Folio No. / CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (In case of foreigner) (Copy to be attached)	
<b>Additional information and enclosures</b> (In case of representative of body corporates, corporations and Federal Government)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

**Special Resolutions**

**Agenda Item 1(a)**

**RESOLVED THAT** approval of the Members of Nishat Mills Limited (“the Company”) be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, to increase the amount of equity Investment by Rs. 2,000,000,000 In Nishat Sutas Dairy Limited (NSDL), an associated company, in the already approved amount of equity investment of up to Rs.3,000,000,000, for subscribing 300,000,000 ordinary shares approved by the members under Section 199 of the Companies Act, 2017 in their Extraordinary General Meeting held on June 19, 2023 thus making a total equity investment of Rs. 5,000,000,000 (Rupees Five Billion Only) for subscribing, at Par, fully paid up to 500,000,000 ordinary shares of PKR 10 each of NSDL as may be offered to the Company from time to time by NSDL.

**RESOLVED FURTHER THAT** this resolution shall be valid for a period of Four (4) years starting from the date of approval by 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, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolution.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to dispose of through any mode, a part or all of equity Investments made by the Company from time to time and to dispose of and / or decline a part or all of its entitlement of right shares as and when offered by the investee companies in which the Company has made equity investment and the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby authorized singly to take the decision of divestment and / or declining of right shares entitlement as and when they deemed it appropriate and necessary in the best interest of the Company and its Members.

**Agenda Item 1(b)**

**RESOLVED THAT** approval of the Members of Nishat Mills Limited (“the Company”) be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017 and subject to the sanctioning of the scheme of arrangements (“the Scheme”) amongst Nishat (Chunian) Limited (“NCL”) and Nishat Chunian Power Limited (“NCPL”) and their two shareholders namely Mr. Shahzad Saleem and the Company by the Lahore High Court (the “Court”), to receive the further shares in addition to the existing shares of NCPL in exchange of shares of NCL held by the Company in accordance with the Share Swap ratio to be approved by the Court.

**RESOLVED FURTHER 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 do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolution.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to dispose of through any mode, a part or all of equity investments made by the Company from time to time and to dispose of and / or decline a part or all of its entitlement of right shares as and when offered by the investee companies in which the Company has made equity investment and the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby authorized singly to take the decision of divestment and / or declining of right shares entitlement as and when they deemed it appropriate and necessary in the best interest of the Company and its Members.



I/we hereby exercise my/our vote in respect of above mentioned special resolutions through postal ballot by conveying my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution as per the Agenda Item No. 1(a) (as given above)		
2.	Special Resolution as per the Agenda Item No. 1(b) (as given above)		

Shareholder / Proxy holder Signature/Authorized Signatory

(In case of corporate entity, please affix company stamp)

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTES:**

1. Duly filled postal ballots should be sent to the Chairman at Nishat House, 53-A, Lawrence Road, Lahore or through email at: [chairman@nishatmills.com](mailto:chairman@nishatmills.com) .
2. Copy of CNIC, NICOP/Passport (In case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot form should reach the Chairman of the Meeting on or before June 10, 2024 up to 5:00 p.m. Any Postal Ballot received after this time/date, will not be considered for voting.
4. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
5. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.