

LALPIR POWER LIMITED



SECY/Stock Exch/

October 02, 2019

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

PUCAR / TCS

SUB: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Further to our Letter No. SECY/Stock Exch/ dated September 20, 2019, enclosed please find a copy of the Notice of Extra Ordinary General Meeting of the Members of Lalpir Power Limited to be held on October 24, 2019 (Thursday) at 11:00 a. m for circulation 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

LALPIR POWER LIMITED



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting (EOGM) of the Members of Lalpir Power Limited (the "Company") will be held on October 24, 2019 (Thursday) at 11:00 A.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:

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, to the date of forthcoming Annual General Meeting 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 100 bps (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 of the agreement in writing and as 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.

By order of the Board

(KHALID MAHMOOD CHOHAN)
COMPANY SECRETARY

Lahore
September 20, 2019

NOTES:

1. BOOK CLOSURE NOTICE:-

The Share Transfer Books of the Company shall remain closed from 18-10-2019 to 24-10-2019 (both days inclusive) for attending and voting at EOGM. Physical transfers/CDS transactions/IDs, received in order at Share Registrar, Central Depository Company of Pakistan, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, up to 1:00 p.m. on 17-10-2019 will be considered in time for attending of EOGM.

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2. 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 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.
3. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
4. 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 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.

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

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 07 days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: www.lalpirpower.com

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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 October 24, 2019.

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. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 1,200,000,000 (One Billion Two Hundred Million) 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
- Carre Four
- Shopping Mall with following features:
 - Retail
 - Food courts
 - Cineplex
 - Fun Factory
 - Health and Leisure Zones
 - Two basements with 2,815 parking bays for cars and motorcycles.

Since NHPL has recently achieved commercial operation of hotel, short term finance is needed by NHPL for meeting expense of staff salary, power generation, maintenance of HVAC and other working capital requirements.

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 September 20, 2019 has recommended renewal of above said working capital loan upto PKR 500 million extended to NHPL at the interest rate of 1 Month KIBOR plus 100 bps (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 to the date of forthcoming Annual General Meeting from the date of this EOGM i.e. October 24, 2019 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 to the date of forthcoming Annual General Meeting 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 members of the Company.

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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.

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.	2019
2.	2018	(0.30)	
3.	2017	(0.23)	
(iv)	Break-up value per Share, based on last audited financial statements	PKR 18.09 per share as at 30 June 2019.	
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest (an-audited) financial statements as on 30 Jun, 2019.	Audited financial statements as at 30 th June 2019:	
		Rs. in millions	
		Balance Sheet:	
		Assets	
		Non-current assets	34,902
		Current assets	2,170
		Total assets	37,072
Liabilities			
Borrowings	9,127		

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		Other liabilities	9,857
			<u>18,984</u>
		Equity	18,088
		Profit & loss:	
		Sales	4,233
		Gross Profit	1,740
		Gross Profit Ratio	41.11%
		Net Profit after tax	1,376
		Net Profit after tax Ratio	32.50%
		EPS	1.42
(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	

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(B) General Disclosures:		
(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 members 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	NA
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA
	(III) Cost of benefit analysis	NA
(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>All payments under the loan agreement shall be made through crossed cheque.</p>

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		The associated company shall provide corporate guarantee to secure extension of loan.																																								
(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 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"> <thead> <tr> <th><u>Directors:</u></th> <th><u>% of Shareholding</u></th> </tr> </thead> <tbody> <tr> <td>Mian Hassan Mansha</td> <td>21.82</td> </tr> <tr> <td>Mr. I.U. Niazi</td> <td>0.00</td> </tr> <tr> <td>Mr. Muhammad Azam</td> <td>0.00</td> </tr> </tbody> </table> <table border="0"> <thead> <tr> <th><u>Relatives:</u></th> <th><u>% of Shareholding</u></th> </tr> </thead> <tbody> <tr> <td>Mian Umer Mansha</td> <td>21.82</td> </tr> <tr> <td>Mian Raza Mansha</td> <td>21.69</td> </tr> <tr> <td>Both brothers of Mian Hassan Mansha.</td> <td></td> </tr> <tr> <td>Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)</td> <td>0.00</td> </tr> </tbody> </table> <table border="0"> <thead> <tr> <th><u>Associated Companies</u></th> <th><u>% of Shareholding</u></th> </tr> </thead> <tbody> <tr> <td>Nishat Mills Limited</td> <td>7.40</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td>7.40</td> </tr> <tr> <td>D. G. Khan Cement Company Limited</td> <td>10.42</td> </tr> </tbody> </table> <p>The directors of NHPL are interested in Lalpir to the extent of their shareholding as under:-</p> <table border="0"> <thead> <tr> <th><u>Name</u></th> <th><u>% of Shareholding</u></th> </tr> </thead> <tbody> <tr> <td>Mian Hassan Mansha</td> <td>6.84</td> </tr> <tr> <td>Mr. I.U. Niazi</td> <td>0.00</td> </tr> <tr> <td>Mr. Muhammad Azam</td> <td>0.00</td> </tr> </tbody> </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"> <thead> <tr> <th><u>Name</u></th> <th><u>% of Shareholding</u></th> </tr> </thead> <tbody> <tr> <td>Nishat Mills Limited</td> <td>28.80</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td>1.80</td> </tr> </tbody> </table>	<u>Directors:</u>	<u>% of Shareholding</u>	Mian Hassan Mansha	21.82	Mr. I.U. Niazi	0.00	Mr. Muhammad Azam	0.00	<u>Relatives:</u>	<u>% of Shareholding</u>	Mian Umer Mansha	21.82	Mian Raza Mansha	21.69	Both brothers of Mian Hassan Mansha.		Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)	0.00	<u>Associated Companies</u>	<u>% of Shareholding</u>	Nishat Mills Limited	7.40	Security General Insurance Co. Ltd.	7.40	D. G. Khan Cement Company Limited	10.42	<u>Name</u>	<u>% of Shareholding</u>	Mian Hassan Mansha	6.84	Mr. I.U. Niazi	0.00	Mr. Muhammad Azam	0.00	<u>Name</u>	<u>% of Shareholding</u>	Nishat Mills Limited	28.80	Security General Insurance Co. Ltd.	1.80
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(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 has provided NHPL a loan of Rs. 1-billion as working capital. The Company has already earned Rs. 125 million as mark-up income on said loan since such loan is provided to NHPL. The price for this loan would increase, subject to approval by members, in line with prevailing situation of financial market.
(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 Rupces 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 current average borrowing cost of the Company is 1 Month KIBOR + 0.49%. 1 Months KIBOR as on September 20, 2019 is 13.80%.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	1 Months KIBOR +100 bps. (which shall not be less than the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period or the borrowing cost of the company whichever is higher) 1 Month KIBOR as on September 20, 2019 is 13.80%.
(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.	Not applicable

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(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 to the date of forthcoming Annual General Meeting from the date of approval by the members while payment of interest due will be made 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	Pakgen Power Limited	Nishat Hotels and Properties Limited
Total Investment Approved:	Investment by way of loan/advance of Rs 1,000,000,000 (Rupees One Billion Only) was approved by members in AGM held on April 30, 2019 for the period of 1 year from the date of approval by members.	Equity investment upto Rupees 200 million was approved by members in AGM held on April 30, 2019 for the period of three (3) years.
Amount of Investment Made to date:	Investment of Rupees Nil million has been made against this approval to date.	Nil
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.	The management is evaluating appropriate time to make equity investment in NHPL.
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 December 31, 2018, the earnings per share was Rs.3.99 and breakup value per share was Rs. 44.87. As per latest available half yearly financial statements for the half year ended June 30, 2019 the earnings per share is Rs. 3.56 and breakup value per share is Rs.46.92.	At the time of approval, as per available latest audited financial statements for the year ended June 30, 2018, the basic loss per share was Rs.0.30 and breakup value per share was Rs. 12.65. As per latest available annual financial statements for the year ended June 30, 2019 the basic profit per share is Rs. 1.42 and breakup value per share is Rs. 18.09.