

Notice is hereby given that Annual General Meeting (AGM) of M/s Moonlite (Pak) Limited (in voluntary winding-up) will be held on Saturday, 18<sup>th</sup> day of June, 2016 at Nargis Hall Movenpick Hotel Karachi at 10:00 AM to transact the following business;

### **ORDINARY BUSINESS**

1. Briefing of Mr. Noman Mustafa Zubairi on the status of Liquidation of the Company.
2. Briefing of Mr. Noman Mustafa Zubairi on the proposed merger of company with M/s Bunny's Limited.
3. To confirm the minutes of preceding Extra Ordinary General Meeting of the Company held on September 11<sup>th</sup>, 2015.
4. To receive, consider approve and adopt Liquidator's Receipt and payment accounts and Auditors' Reports thereon for the period ended for the period from March 14, 2014 to March 31, 2015 & from April 01, 2015 to December 16, 2016.

### **SPECIAL BUSINESS**

5. To consider and if deemed fit to pass following resolutions with or without modification, addition or deletion, as special resolutions:

"RESOLVED THAT, subject to the proposed Scheme of Arrangement for Amalgamation (the "**Scheme**") between **Bunny's Limited** and its members, and **Moonlite (PAK) Limited** and its members being approved by the requisite majority of members of aforementioned companies and subsequently being sanctioned by the Honourable High Court:

- (a) the voluntary winding-up of the Company in terms of special resolution dated March 14, 2014 be revoked/cancelled with deeming effect from July 1, 2015, and Noman Mustafa Zubairi cease to be the Official Liquidator, but such cancellation and revocation of the voluntary winding up of the Company shall not affect any actions or proceedings of the Official Liquidator taken prior to July 1, 2015 in the course of such winding up;
  - (b) the name of the Company shall change to "Bunny's Limited" immediately upon dissolution of Bunny's Limited in terms of this Scheme, subject to approval of the Registrar of Companies, Securities and Exchange Commission of Pakistan.
6. The documents in support of above resolutions are being sent to the mailing address with the Company to each shareholder

### **NOTES:**

- 1) Share Transfer Books of the Bank will remain closed from 13 June, 2016 to 18 June, 2016 (both days inclusive).

2) A member entitled to attend and vote at this meeting may appoint another member as his or her proxy to attend and vote. Proxies, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the time of holding the meeting. Proxy form shall be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers shall be mentioned on the form. Proxy form is enclosed herewith.

3) The CDC account/sub account holders shall have to produce their original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting for identification purpose, along with participant's I.D Number and their Account No. in CDS.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee together with the original proxy form duly filled in must be received at the registered office of the Bank not less than 48 hours before the time of holding the meeting. The nominees shall produce their original CNIC or original passport at the time of attending the meeting for identification purpose.

4) Shareholders are requested to notify change in their addresses, if any, to our Share Registrar, M/s. F.D. Registrar Services (SMC.Pvt) Ltd having office address 1705, 17<sup>th</sup> floor, Saima Trade Tower A-11, I.I. Chundigar Road, Karachi.

5) Mandatory submission of CNIC

Those shareholders who have not yet submitted a valid copy of their CNIC, are once again requested to submit the same immediately to our Share Registrar at the address mentioned at Sr. No.4 above.

Noman Mustafa Zubairi  
Liquidator

Dated: 27-05-2016

**EXPLANATORY STATEMENT REQUIRED BY SECTION 160 (1) (b) OF THE  
COMPANIES ORDINANCE, 1984**

**AGENDA ITEM NO. 5**

In Civil Original No. 18 of 2016 and Civil Miscellaneous Application No. 1 of 2016 in Civil Original No. 18 of 2016, the Lahore High Court, Lahore has been petitioned under Sections 284-287 of the Companies Ordinance, 1984 for sanction of and for other orders facilitating implementation of the Scheme of Arrangement for amalgamation/merger by and between M/s. **Bunny's Limited** ("BPL") and its members and M/s. **Moonlite (PAK) Limited** ("Company") and its members (the "Scheme"). In the abovementioned proceedings, the Honorable Court has directed the convening of separate meetings of the members of each company for seeking their approval to the Scheme.

The aforementioned Extra-ordinary General Meeting of members pursuant to the order of the Honourable Court Company is scheduled to be held at 11 AM on June 18, 2016, where the following special resolution is being proposed:

*"RESOLVED THAT the Scheme of Arrangement for Amalgamation between **Bunny's Limited** and its members, and **Moonlite (PAK) Limited** and its members, considered by this meeting, and initialed by the Chairman of the meeting for the purposes of identification, be and is hereby approved, adopted and agreed".*

In passing the aforementioned special resolution, the members of the Company shall also be deemed to be approving the following paras of the Scheme:

7.1. *Upon and after the coming into effect of this Scheme, ipso facto:*

(a) *the name of MPL shall change to "Bunny's Limited" immediately upon dissolution of BPL in terms of this Scheme, subject to approval of the Registrar of Companies, Securities and Exchange Commission of Pakistan;*

7.3. *The shareholders of MPL on March 14, 2014 passed a special resolution for voluntary winding up of MPL, pursuant to which Noman Mustafa Zubairi was appointed as Official Liquidator on March 14, 2014. Upon coming into effect of this Scheme the voluntary winding up of MPL shall, with deeming effect from the Appointed Date, stand cancelled and revoked and Noman Zubairi shall cease to be the Official Liquidator. Provided however that, such cancellation and revocation of the voluntary winding up of MPL shall not affect any actions or proceedings of the Official Liquidator taken prior to the Appointed Date in the course of such winding up.*

However, since the Annual General Meeting of the Company is also being held at 10 AM on June 18, 2016, the special resolutions at Agenda Item No. 5 are also being proposed to be passed to give effect to the foregoing provisions of the Scheme, solely by way of additional precaution, for avoidance of doubt and without prejudice to the special resolution to be passed at the aforementioned Extra-ordinary General Meeting.