



**NISHAT
CHUNIAN**
L T D

NCL/KSE-LSE/2015- 955-56-57-58

March 10, 2015

The General Manager,
Karachi Stock Exchange (G) Ltd.
Stock Exchange Building,
Stock Exchange Road,
KARACHI
Fax# 021-111-573-329

The General Manager,
Lahore Stock Exchange (G) Ltd.,
Stock Exchange Building,
Shahrah-e-Aiwann-e-Iqbal,
LAHORE
Fax#042-36368485

The Secretary
Islamabad Stock Exchange Ltd.
55-B, ISE Towers,
Jinnah Avenue
ISLAMABAD
Fax#051-111 473 329

Subject: Notice of Extra Ordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Extra Ordinary General Meeting of shareholders of Nishat (Chunian) Limited to be held on March 31, 2015 (Tuesday) at 09:30 a.m. for circulation amongst your members.

Yours truly,
For Nishat (Chunian) Limited


Saqib Riaz
Company Secretary

Enclosed: Notice of Extra Ordinary General Meeting

C.C. to: **The Executive Director**
Monitoring & enforcement Division
Securities & Exchange Commission of Pakistan,
N.I.C Building, Jinnah Avenue, **ISLAMABAD**
Fax # (051) 9218592/9204915



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Nishat (Chunian) Limited will be held at the Registered Office of the Company, 31-Q, Gulberg II, Lahore on Tuesday, March 31, 2015 at 09:30 a.m. to transact the following business:-

ORDINARY BUSINESS:

1. To confirm the minutes of last annual general meeting held.
 2. To elect seven Directors of the Company for a period of three years in accordance with provisions of the Companies Ordinance, 1984. The names of retiring Directors are as under:
 1. Mrs. Farhat Saleem
 2. Mr. Shahzad Saleem
 3. Mr. Yahya Saleem
 4. Mr. Aftab Ahmad Khan
 5. Mr. Kamran Rasool
 6. Mr. Shahid Malik
 7. Mr. Muhammad Imran Rafiq
 3. To transact any other business with the permission of the Chair.
- The Board of Directors has fixed the number of elected Directors as seven (7). All retiring Directors are eligible to offer themselves for re-election.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for authorizing sale of Company's building:

"RESOLVED that the approval of the members of the company be and is hereby accorded in terms of Section 196 of the Companies Ordinance, 1984 for sale of the Company's building located at 31-Q, Gulberg II, Lahore to Nishat Chunian Power Limited (NCPL) a subsidiary company of Nishat (Chunian) Limited, the detail whereof is contained in the statement of material fact.

FURTHER RESOLVED THAT Chief Executive Officer and Company Secretary, be and are hereby authorized and empowered to take any and all actions and sign any and all such documents including agreement(s) as may be required from time to time to give effect to the above resolution and to give effect to, implement and complete the sale of the aforesaid building of the Company and all matters connected, necessary and incidental thereto."

By Order of the Board

Saqib Riaz
Company Secretary

Lahore: March 10, 2015

Notes:

1. The Members' Register will remain closed from 25-03-2015 to 31-03-2015 (both days inclusive). Transfers received at Hameed Majeed Associate (Pvt) Limited, H.M. House, 7-Bank Square, Lahore, the Registrar and share transfer office of the Company by the close of business on 24-03-2015 will be considered in time for attending the EOGM
2. Nominations from the members for the office of Directors must be received at least 14 clear days before the time of the Extra Ordinary General Meeting at the registered office of the company during working hours.
3. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
4. Shareholders are requested to immediately notify the change in address, if any.
5. CDC account holders will further have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan:
 - a. For attending the meeting
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting
 - b. For Appointing Proxies
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.



NISHAT CHUNIAN L T D

STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING CONVENED FOR MARCH 31, 2015

Disposal of Land & Building

The Land & building of the Company located at 31-Q, Gulberg II, Lahore was built by the Company in the year 2000. A portion of the building is leased to Nishat Chunian Power Limited, a subsidiary of the Company. The Company has in the recent past expanded its capacity and now require more space for its offices. Therefore, the Company intends to build new building to cater its growing need of expanded operations. The space for new building has already been acquired.

As the Company intended to sell its existing Land & building, Nishat Chunian Power Limited has shown interest to buy the same at market value. As the Board of Directors of the two companies has common directors, therefore, this business is being placed before the shareholders for approval.

The information required under Notification No. S.R.O. 1227/2005 dated December 12, 2005 is as follows:

S. No.	Description of Information	Detail of Information
1	Detail of assets to be disposed of: <ul style="list-style-type: none">Description of assetsCost of assetsBook value of assetsRevalued amountApproximate current market price/fair valuePrice at which building is to be sold	Land, building including fixtures PKR 60 Million PKR 35 Million Being determined through independent valuer which is in progress Current market price / fair value is expected to be in line with the re-valued amount. Will be communicated to the members & stock exchange well before the date of meeting.
2	The proposed manner of disposal	The Land & building is being disposed off on the basis of latest revaluation which would be the fair market price for the building.
3	Reason for the disposal of assets	The Company intends to build its own building with more space for its expanded operations.
4	Benefits expected to accrue to the shareholders	The proceeds from the disposal of the building will be used to reduce borrowings/construction of new building.
5	Nature and extent of interest, if any, of Directors	None of the Directors or their relatives has any direct or indirect interest in the sale or disposal of the assets save and except as Shareholders of the Company. The directors or their relatives do not hold any share in Nishat Chunian Power Limited.