



**NISHAT
CHUNIAN**
POWER LTD.

NCPL/PSX/2017-5375

Dated: September 29, 2017

The General Manager,
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
KARACHI

PUCAR/Courier

Subject: **Notice of Annual General Meeting**

Dear Sir,

Please find enclosed herewith Notice of Annual General Meeting to be held on 23 October 2017 (Monday) at 10.00AM at registered office of the Company 31, Q, Gulberg-II, Lahore for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

For Nishat Chunian Power Limited


Muhammad Bilal
Company Secretary





**NISHAT
CHUNIAN**
POWER LTD.

**NISHAT CHUNIAN POWER LIMITED
NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 10th Annual General Meeting of the Shareholders of Nishat Chunian Power Limited (the "Company") will be held on 23rd October, 2017 at 10:00 AM at Registered Office, 31-Q, Gulberg – II, Lahore to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 9th Annual General Meeting held on October 31, 2016.
2. To receive, consider and adopt audited financial statements of the Company for the year ended 30 June 2017 together with Directors' and Auditors' reports thereon.
3. To approve the payment of final cash dividend of Rs. 1.00 per share i.e 10% as recommended by the Board of Directors in their meeting held on September 22, 2017. This is in addition to an interim dividend of Rs 1.5 per share.
3. To elect eight directors of the Company as fixed by the Board of Directors, for next term of three years, in accordance with the provision of section 159 of the Companies Act, 2017, in place of following retiring directors who are also eligible to offer themselves for reelection:

Mrs. Farhat Saleem	Mr. Aftab Ahmad Khan
Mr. Shahzad Saleem	Mr. Kamran Rasool
Mr. Zain Shahzad	Mr. Syed Tariq Ali
Mr. Muhammad Ali Zeb	
4. To appoint auditors for the year ending June 30, 2017 and to fix their remuneration. The present Auditors M/s A.F Ferguson & Company, Chartered Accountants, retire and being eligible offer themselves for reappointment.
5. To transact any other business with the permission of the Chair.

Lahore

Dated: September 29, 2017

By order of the Board


Muhammad Bilal
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 16, 2017 to October 23, 2017 (both days inclusive). Transfers received in order at the office of Share Registrar, M/s. Hameed Majeed



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Associates (Pvt) Ltd., H.M. House 7-Bank Square, The Mall, Lahore by the close of business on October 15, 2017 will be considered in time to determine the above mentioned entitlement and to attend and vote at the Meeting.

2. Eligibility of Candidates to Contest Election:

Any person seeking to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company at its registered office not later than fourteen (14) days before the date of the Meeting a letter of intention to offer himself / herself for election as a director in terms of Section 159(3) of the Companies Act, 2017, along with the following documents and Information:

- (i) His / Her Folio No. / CDC Investor Account No. / CDC Participant A/C No. / Sub-Account No. He/ She must be a member of the company at the time of filling of his/her consent for contesting election of directors;
- (ii) A notice of his / her intention to offer himself / herself for election of director in term of section 159(3) of the Companies Act 2017;
- (iii) Consent to act as director in prescribed Form 28;
- (iv) A detailed profile along with his / her office address as required under SECP's SRO 634(1)2015 dated July 10, 2014;
- (v) An attested valid copy of the Computerized National Identity Card;
- (vi) A declaration confirming that:
 1. He / She is aware of duties and power under the relevant laws, Memorandum & Articles of Association of the Company and Rule Book of Pakistan Stock Exchange Limited;
 2. He / She and his / her spouse does not engage in business of stock brokerage;
 3. He / She is not serving as a director in more than seven (7) listed companies including this company excluding the listed subsidiaries of listed holding companies;
 4. He / She is no ineligible to become a director of a listed company under any applicable law and regulation.

3. Participation in the Annual General Meeting

A member eligible to attend and vote at this meeting may appoint any other member as proxy to attend and vote in the meeting. Proxy must be received at the Registered Office of the Company duly stamped and signed not later than 48 hours before the time for holding the meeting.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 issued 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/her 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 signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies:



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- (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 Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his / her 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 signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

4. Payment of Cash Dividend through Electronic Mode

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

5. Circulation of Annual reports through Digital Storage

Pursuant to the SECP's notification S.R.O 471(I)/2016 dated 31st May, 2016, the shareholders of Nishat Chunian Power Limited in its 9th AGM of the Company had accorded their consent for transmission of annual reports including audited annual accounts, notices of AGM and other information contained therein of the Company through a 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 provided in the annual report and is also 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. The shareholders who also intend to receive the annual report including the notice of meetings via email are requested to provide their written consent on the standard request form provided in the annual report and also available on the Company's website.

6. Unclaimed Dividend

Unclaimed dividends of the shareholders, who by any reason, could not claim their dividend, if any, are advised to contact our Share Registrar M/s. Hameed Majeed Associates (Pvt) Ltd., H.M. House 7-Bank Square, The Mall, Lahore, to collect/enquire about their unclaimed dividend, if any.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government.

7. Video Conference Facility

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city other than Lahore, 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 7 days prior to the date of the meeting on the Standard Form provided in the annual report and also available on the company's website.



8. E-Voting

The Company is in the process of setting up the e-voting facility in accordance with the requirements of the Companies (E-Voting) Regulations, 2016 and in this connection, a special resolution for alteration of the Articles of Association to allow e-voting facility was passed by the members. However, the e-voting facility cannot be made available to the members for this meeting as other mandatory conditions prescribed under the aforesaid Regulations including the availability of accredited intermediary could not be satisfied.

9. Change of Address

Members are requested to notify any change in their addresses immediately. Shareholders are requested to provide above mentioned information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Share Registrar of the Company.

10. The Company has placed the audited financial statements for the year ended June 30, 2017 along with Auditors and Directors Reports thereon on its website: www.nishat.net