

NISHAT MILLS LIMITED



NML-PSX/

October 29, 2019

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange road,
Karachi.

PUCARS / TCS

Subject: Filling of Certified Copy of Resolutions Passed by the Members in Compliance with the requirements of Regulation 5.6.4 (C) of the Rule Book

Dear Sir,

In accordance with the requirements of Regulation No. 5.6.4 (c) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith Certified Copy of the Special Resolutions under Section 199 of the Companies Act, 2017, Passed by the Members of Nishat Mills Limited in their Annual General Meeting held on 28th October, 2019.

Yours' sincerely,


Khalid Mahmood Chohan
Company Secretary

Encl: as above

CC:

The Director / HOD,
Surveillance, Supervision and Enforcement Department,
Securities & Exchange Commission of Pakistan,
NIC Building, 63 Jinnah Avenue,
Blue Area, +
ISLAMABAD.

NISHAT MILLS LIMITED



CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS IN THEIR ANNUAL GENERAL MEETING HELD ON OCTOBER 28, 2019 AT 3:30 P.M. AT GRAND BALL ROOM-D, THE NISHAT HOTEL TRADE AND FINANCE CENTRE BLOCK, NEAR EXPO CENTER, ABDUL HAQ ROAD, JOHAR TOWN, LAHORE.

- A) **Resolved that** approval of the members of Nishat Mills Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017, for investment up to PKR 1,000,000,000/- (Rupees One Billion Only) in Nishat Hotels and Properties Limited ("NHPL"), an associated company, in the form of working capital loan for a period of one year starting from the date of approval by the members, 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 average borrowing cost of the Company) and as per other terms and conditions of the loan agreement to be approved by the members.

Resolved Further that the said resolution shall be valid for one year starting from the date of approval by the 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 undertake the decision of said investment as and when required by NHPL and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution.

- 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, to increase the amount of equity investment by Rs. 307,680,000 in in Hyundai Nishat Motor (Pvt) Limited (HNMPL), an associated company, in the already approved amount of equity investment of Rs.960,000,000, for subscribing, 96,000,000 ordinary shares approved by the members under Section 199 of the Companies Act, 2017 in their Extraordinary General Meeting held on March 28, 2018 thus making a total equity investment of Rs. 1,267,680,000 (Rupees One Billion Two Hundred Sixty Seven Million Six Hundred Eighty Thousand Only) for subscribing, at Par, fully paid up to 126,768,000 ordinary shares of PKR 10 each of HNMPL as may be offered to the Company from time to time by HNMPL.

Resolved Further that approval of the Members of the Company be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, to increase in the amount of guarantee / continuing Stand by Letter(s) of Credit (SBLC) by an amount of Rs. 332,544,000 (Rupees Three Hundred Thirty Two Million Five Hundred Forty Four Thousands Only) to provide sponsors support to HNMPL, for a tenure of 7.5 years starting from date of issue of guarantee / SBLC in the already approved amount of guarantee / continuing Stand by Letter(s) of Credit (SBLC) of PKR 1,200,000,000 (Rupees One Billion Two Hundred Million Only) approved by the Members under Section 199 of the Companies Act, 2017 in their Extraordinary General Meeting held on March 28, 2018 thus making a total amount of investment by way of guarantee / continuing Stand by Letter(s) of Credit (SBLC) upto Rs 1,532,544,000 (Rupees One Billion Five Hundred Thirty Two Million Five Hundred Forty Four Thousands Only), for a tenure of 7.5 years starting from the date of issue of guarantee/SBLC, to be issued by the Company's Bank(s) in favor of financial institutions/lenders of HNMPL to secure financial assistance to be extended to HNMPL and to provide securities / corporate guarantees / collaterals to the Company's Bank(s) for the purpose of issuance of SBLC, provided that the commission to be charged by the Company to HNMPL on any outstanding amount of SBLC shall be 0.05% per quarter over and above the quarterly commission charged by the Company's Bank(s) from the Company on the outstanding amount of guarantee / SBLC, as per terms and conditions disclosed to the members.



Handwritten signature
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HEAD OFFICE

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(2)

Resolved Further that in the event the Company is called upon by the lenders of HNMPL for repayment of money provided to HNMPL as a result of enforcement of SBLC, the Company shall recover the full amount paid by it from HNMPL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from HNMPL, as may be mutually agreed.

Resolved Further that these resolutions 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 including filing of applications for no objection certificate/permission from any authority / Commission as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions.

C) **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 make equity investment up to PKR 950 Million (Rupees Nine Hundred and Fifty Million Only) from time to time in Nishat Sutas Dairy Limited ("NSDL"), an associated company, for subscribing at Par, fully paid up 95,000,000 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 three (3) 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 resolutions.

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.

Certified True Copy issued on 28th day of October 2019.

KHALID MAHMOOD CHOHAN
COMPANY SECRETARY

