

Member



NOON PAKISTAN LIMITED

HEAD OFFICE: 1st Floor Mustafa Centre, 45 F, Main Market, Gulberg Lahore.
PABX : +92-42-35788472-73 Fax: +92-42-35752535 Email : info@nurpurfoods.com

27 March, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building Stock Exchange Road,
Karachi - 74000

Fax Nos. 021-3241 0825
021-3241 5136

The General Manager
Lahore Stock Exchange Limited
19, Khayaban-e-Aiwan-e-Iqbal, Lahore-54000

Fax No. 042-111-441-441

The General Manager
Islamabad Stock Exchange Limited
ISE Towers, 55-B, Jinnah Avenue,
Islamabad-44000

Fax No. 051-111-573-329

Director / HOD (Enforcement Department)
Securities and Exchange Commission of Pakistan
National Insurance Corporation Building, Jinnah Avenue,
Islamabad-44000

Re: **Material Information**

Dear Sirs,

Pursuant to section 9(3) and 9(4) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance, 2002 read with Regulation 6(2) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations 2008, BMA Capital Management Limited has reported to the stock exchanges / Securities and Exchange Commission of Pakistan as the Manager to the Offer, the public announcement of intention to acquire approximately 5,998,212 voting shares of Rs.10/- each constituting 51% of the issued, subscribed and fully paid up voting shares of Noon Pakistan Limited by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, out of which Fauji Fertilizer Bin Qasim Limited will acquire approximately 4,498,659 voting shares (constituting 38.25% of the issued and paid up voting shares) and Fauji Foundation will acquire approximately 1,499,553 voting shares (constituting 12.75% of the issued and paid up voting shares).

By way of abundant caution, we may also circulate this information to the public. Disclosure in the format prescribed by the Securities and Exchange Commission of Pakistan through SRO 1431/ (1)/2012 dated 5 December 2012, is also enclosed herewith as Exhibit A.

Yours Sincerely,

SYED ANWAR ALI
Company Secretary

Encl: As above.

nurpur
www.nurpurfoods.com

MILK PLANT
Bhalwal Sargodha Road,
Bhalwal District Sargodha.
PABX: +92-48-6645013
Fax: +92-48-6642413
Email: noonbhl@nurpurfoods.com



Exhibit A

Disclosure Form

In terms of Section 15D of the Securities and Exchange Ordinance 1969

27 March, 2015

Name of the Company	Noon Pakistan Limited
Date of Report	27 March, 2015
Contact Information	Syed Anwar Ali Company Secretary Noon Pakistan Limited 66 Garden Block, New Garden Town, Lahore. Telephone: 92-42-35831462-63 Fax: 92-42-35831462 Email: noonshr@brain.net.pk

Please mark the appropriate box below:

Disclosure of inside information by listed company in terms of Section 15D(1)

Pursuant to section 9(3) and 9(4) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance, 2002 read with Regulation 6(2) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations 2008, BMA Capital Management Limited has reported to the stock exchanges / Securities and Exchange Commission of Pakistan as the Manager to the Offer, the public announcement of intention to acquire approximately 5,998,212 voting shares of Rs.10/- each constituting 51% of the issued, subscribed and fully paid up voting shares of Noon Pakistan Limited by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, out of which Fauji Fertilizer Bin Qasim Limited will acquire approximately 4,498,659 voting shares (constituting 38.25% of the issued and paid up voting shares) and Fauji Foundation will acquire approximately 1,499,553 voting shares (constituting 12.75% of the issued and paid up voting shares).

This information has already been disclosed by BMA Capital Management Limited by its letter dated 26 March, 2015 to the SECP, all the Stock Exchanges and CEO of Noon Pakistan Limited and Noon Pakistan Limited is only disclosing this out of abundant caution.

Intimation decision of the listed company to delay disclosure of inside information in terms of Section 15D (2)

NIL

Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of Section 15D (3)

NIL

Disclosure of Transaction conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of Section 15D (5)

NIL

SIGNATURE

In case of company, pursuant to the requirements of the Securities and Exchange Commission Ordinance 1969, the company has duly caused this form/ statement to be signed on its behalf by the undersigned hereunto duly authorized.



SYED ANWAR ALI
Company Secretary
Noon Pakistan Limited



March 26, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road Karachi - 74000, Pakistan

Mr. Tahir Mahmood
Commissioner (CLD/SSD/LLGCD)
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Islamabad, Pakistan

The General Manager
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
P.O. Box: 1315, Lahore - 54000, Pakistan

Mr. Zafar Abdullah
Commissioner (Securities Market Division)
Securities and Exchange Commission of Pakistan
NIC Building, Blue Area, Islamabad, Pakistan

Mr. Salman Hayat Noon
Chief Executive
Noon Pakistan Limited
66 - Garden Block, New Garden Town,
Lahore, Pakistan

Dear Sirs,

Subject: Public Announcement of Intention to Acquire 51% Voting Shares of Noon Pakistan Limited by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation

Pursuant to Sections 9(3) and 9(4) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance, 2002 read with Regulation 6(2) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008 (the "Regulations"), we, BMA Capital Management Limited, as the Manager to the Offer, hereby submit to you, on behalf of Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, a copy of the public announcement of Fauji Fertilizer Bin Qasim Limited and Fauji Foundation's intention to acquire approximately 5,998,212 voting shares of Rs. 10/- each, constituting 51% of the issued, subscribed and fully paid up voting shares of Noon Pakistan Limited, out of which Fauji Fertilizer Bin Qasim Limited will acquire approximately 4,498,659 voting shares (constituting 38.25% of the issued and paid up voting shares) and Fauji Foundation will acquire approximately 1,499,553 voting shares (constituting 12.75% of the issued and paid up voting shares) (the "Public Announcement of Intention").

The Public Announcement of Intention, which has been prepared in accordance with Regulation 6 of the Regulations, is enclosed herewith as **Annex A**.

The Public Announcement of Intention is intended to be published on March 28, 2015 in one issue each of a daily newspaper in English language and a daily newspaper in Urdu language having circulation in the provinces in which the stock exchanges on which Noon Pakistan Limited is listed are situated.

Yours faithfully,

Moazzam M. Malik
Chairman & Chief Executive Officer

Stamp: BMA CAPITAL MANAGEMENT
CORPORATE ANNOUNCEMENT
Date: 26/3/15
Received at: 3:41
Time: 3:42

BMA Capital Management Ltd. (Lead Office)

Stock Exchange Building, 100, Market Street, Karachi - 74000, Pakistan
NIC Building, Blue Area, Islamabad - 75000, Pakistan
[info@bmacapital.com]

Stock Exchange Branch:

Plot No. 100, Market Street, Karachi
Karachi - 74000, Pakistan
Tel: +92 21 324 1111
Fax: +92 21 324 1111

Rahadri Branch:

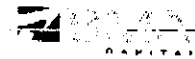
Office No. 100, Market Street
Karachi - 74000, Pakistan
Tel: +92 21 324 1111
Fax: +92 21 324 1111

Islamabad Branch:

Office No. 100, Market Street
Karachi - 74000, Pakistan
Tel: +92 21 324 1111
Fax: +92 21 324 1111

Faisalabad Branch:

Office No. 100, Market Street
Karachi - 74000, Pakistan
Tel: +92 21 324 1111
Fax: +92 21 324 1111



Annexure- A

PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE

Public announcement¹ of intention to acquire 51% voting shares of Noon Pakistan Limited, by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation under the Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Ordinance, 2002

1. Information about the Acquirers

a) Name(s) and Address(es) of acquirers along with persons acting in concert, if any.

- i. Fauji Fertilizer Bin Qasim Limited, 73 Harley Street, Rawalpindi, Pakistan
- ii. Fauji Foundation, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

b) The Name(s) and Address(es) of financial advisors of the acquirers, if any.
N/A

c) In Case the Acquirer is a Company:

i. Names of the Chief Executives and Directors of the company(s); and

Fauji Fertilizer Bin Qasim Limited	Fauji Foundation
<ul style="list-style-type: none"> • Lt. Gen. Muhammad Haroon Aslam, HI(M), S.Bt. (Retd) Managing Director/Chief Executive Officer <p>Directors :</p> <ul style="list-style-type: none"> • Lt. Gen. Khalid Nawaz Khan, HI(M), Sitara-i-Esar (Retd), (Chairman) • Lt. Gen. Shafqat Ahmed, HI(M), (Retd) • Mr. Qaiser Javed • Dr. Nadeem Inayat • Maj. Gen. Syed Jamal Shahid, HI(M) (Retd) • Maj. Gen. Nasir Mahmood, HI(M) (Retd) • Maj. Gen. Muhammad Farooq Iqbal, HI(M) (Retd) • Brig. Muhammad Saeed Khan (Retd) • Mr. Naved A. Khan • Mr. Nasir A. Sheikh • Mr. Rashid Bajwa 	<ul style="list-style-type: none"> • Lt Gen Khalid Nawaz Khan, HI(M), Sitara-i-Esar (Retd) Managing Director <p>Directors</p> <ul style="list-style-type: none"> • Lt Gen Muhammad Alam Khattak, HI(M), T.Bt. (Retd), (Chairman) • Mr. Qaiser Javed • Dr. Nadeem Inayat • Maj. Gen. Nasir Mahmood, HI(M) (Retd) • Maj. Gen. Syed Jamal Shahid, HI(M) (Retd) • Maj. Gen. Muhammad Farooq Iqbal, HI(M) (Retd) • Maj. Gen. Mumtaz Ahmad Bajwa, HI(M) (Retd) • Brig. Dr. Gulfam Alam, SI(M) (Retd) • Brig. Muhammad Saeed Khan (Retd)

ii. Names of major shareholders of the company

Fauji Fertilizer Bin Qasim Limited	Fauji Foundation
<ul style="list-style-type: none"> • Fauji Fertilizer Company Limited; and • Fauji Foundation 	<ul style="list-style-type: none"> • Fauji Foundation is a charitable organization established under the Charitable Endowments Act, 1890 and does not have shareholders.

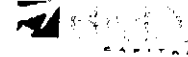
2. Information about the target company

(a) Name of the target company, its directors and major shareholders

- Noon Pakistan Limited

Directors of Noon Pakistan Limited:

¹This announcement is made on the directions of the Securities and Exchange Commission of Pakistan to Fauji Fertilizer Bin Qasim Limited through its letter No. EMD/TO/114/2015-1123 dated 2 March 2015.



<ul style="list-style-type: none"> • Mr. Salman Hayat Noon (Chief Executive Officer) • Mr. Malik Adnan Hayat Noon • Mr. K. Iqbal Talib • Mr. Zaheer Ahmad Khan 	<ul style="list-style-type: none"> • Mr. Mirza Shoaib Baig • Mr. Asif Hussain Bukhari • Lt. Col. (R) Abdul Khaliq Khan
Major Shareholders of Noon Pakistan Limited:	
<ul style="list-style-type: none"> • Malik Adnan Hayat Noon 	<ul style="list-style-type: none"> • Mr. Salman Hayat Noon

(b) Total number of issued shares of the company

- 31,363,200 shares of Rs. 10/- each comprising 11,761,200 voting shares and 19,602,000 non-voting shares.

3. Number of shares held by the acquirers, if any.

- The acquirers do not hold any shares in the target company.

4. Number of shares along with the percentage intended to be acquired by the acquirers through public offer or agreement.

- The acquirers intend to acquire a total of approximately 5,998,212 voting shares of Rs. 10/- each, constituting 51% of the voting shares of Noon Pakistan Limited, through agreement, subject to requisite approvals. Fauji Fertilizer Bin Qasim Limited will acquire approximately 4,498,659 voting shares (constituting 38.25% of the voting shares of Noon Pakistan Limited) and Fauji Foundation will acquire approximately 1,499,553 voting shares (constituting 12.75% of the total voting shares of Noon Pakistan Limited).

For and on behalf of

Sd/-

Brig. Muhammad Azam, SI(M), (R)
Company Secretary
Fauji Fertilizer Bin Qasim Limited

Sd/-

Brig. Tanwir Ali Kausar, SI(M) (R)
Secretary Central Board of Directors
Fauji Foundation

Sd/-

Moazzam M. Malik
Chairman & Chief Executive Officer
BMA Capital Management Limited