

# NISHAT POWER LIMITED



NPL-Exchanges-2010/152

September 22, 2014

- 1) The General Manager,  
Karachi Stock Exchange Ltd.  
Stock Exchange Building  
Stock Exchange Road, KARACHI. **Fax No. (021) 111 573 329**
- 2) The Secretary,  
Lahore Stock Exchange Ltd.  
19-Khyaban-e-Aiwan-e-Iqbal, LAHORE. **Fax No. (042) 36368485**
- 3) The Executive Director,  
Monitoring & Enforcement Division  
Securities & Exchange Commission of Pakistan  
8<sup>th</sup> Floor, NIC Building, Jinnah Avenue,  
Blue Area, ISLAMABAD. **Fax No. (051) 9218592, 9204915**

## **SUB: FINANCIAL RESULTS FOR THE YEAR ENDED JUNE 30, 2014**

Dear Sir,

We have to inform you that the Board of Directors of **Nishat Power Limited** in their meeting held on September 22, 2014 (Monday), at 10:30 a.m. at 1-B, Aziz Avenue, Canal Bank, Gulberg V, Lahore, recommended the followings:-

**i) CASH DIVIDEND**

Final cash dividend @ 10% [i.e. Rs.1/- (Rupees One Only)] per share for the year ended June 30, 2014.

**ii) BONUS SHARES  
NIL**

**iii) RIGHT SHARES  
NIL**

**iv) ANY OTHER ENTITLEMENT  
NIL**

**v) ANY OTHER PRICE-SENSITIVE INFORMATION  
NIL**

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(2)

THE FINANCIAL RESULTS OF THE COMPANY ARE AS UNDER: -

The profit and loss account of the Company for the year ended June 30, 2014 are as follows: -

	2014 Rupees	2013 Rupees
Sales	27,479,285,915	25,055,257,303
Cost of sales	<u>(22,822,609,015)</u>	<u>(20,031,221,647)</u>
<b>Gross profit</b>	4,656,676,900	5,024,035,656
Administrative expenses	(124,079,999)	(91,805,116)
Other expenses	(33,514,161)	(38,035,164)
Other income	29,932,504	48,687,410
Finance cost	<u>(1,611,685,278)</u>	<u>(2,240,582,282)</u>
<b>Profit before taxation</b>	2,917,329,966	2,702,300,504
Taxation	-	37,166,826
<b>Profit for the year</b>	<u>2,917,329,966</u>	<u>2,739,467,330</u>
Earnings per share-basic and diluted	<u>8.239</u>	<u>7.737</u>

The external auditors has reported the following in their report:

“(c) We draw attention to note 15.2 to the annexed financial statements, which describes the matter regarding recoverability of certain trade debts. Our Opinion is not qualified in respect of this matter.”

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( 3 )

## Note 15.2 to the financial statements for the year ended June 30, 2014.

“Included in trade debts is an amount of Rs 816.041 million relating to capacity purchase price not acknowledged by NTDC as the plant was not fully available for power generation. However, the sole reason of this under-utilization of plant capacity was non-availability of fuel owing to non-payment by NTDC.

Since management considers that the primary reason for claiming these payments is that plant was available, however, could not generate electricity due to non-payment by NTDC, therefore, management believes that company cannot be penalized in the form of payment deductions due to NTDC’s default of making timely payments under the PPA. Hence, the company had taken up this issue at appropriate forums. On June 28, 2013, the company entered into a Memorandum of Understanding ('MoU') for cooperation on extension of credit terms with NTDC whereby it was agreed that the constitutional petition filed by the company before the Supreme Court of Pakistan on the abovementioned issue would be withdrawn unconditionally and it would be resolved through the dispute resolution mechanism under the PPA. Accordingly, as per terms of the MoU, the company applied for withdrawal of the aforesaid petition which is pending adjudication before Supreme Court of Pakistan. During the current year, the company in consultation with NTDC, appointed an Expert for dispute resolution under the PPA. The proceedings before the Expert are under process. Based on the advice of the company’s legal counsel, management feels that there are meritorious grounds to support the company’s stance and such amounts are likely to be recovered. Consequently, no provision for the above mentioned amount has been made in these financial statements.”

## BOOK CLOSURE NOTICE FOR ENTITLEMENT OF FINAL CASH DIVIDEND @ 10% AND ATTENDING OF ANNUAL GENERAL MEETING (AGM):-

The Share Transfer Books of the Company shall remain closed for entitlement of Final Cash Dividend @ Rs. 1/- (Rupees One Only) per share i.e. 10% and attending of AGM from 22-10-2014 to 30-10-2014 (both days inclusive). Physical transfers/CDS transactions/IDs, received in order at Share Registrar, Hameed Majeed Associates (Pvt) Ltd, HM House, 7-Bank Square, Lahore upto 1:00 p.m. on 21-10-2014 will be considered in time for the entitlement of said 10% Final Cash Dividend and attending of AGM.

## ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held on October 30, 2014 (Thursday) at 11:00 A.M. at Nishat Hotel, 9-A, Gulberg III, Mian Mahmood Ali Kasuri Road, Lahore. The notice of Annual General Meeting of the Shareholders is attached herewith for circulation.

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( 4 )

Disclosure form in terms of Section 15-D of the Securities and Exchange Ordinance, 1969, is attached for information and circulation amongst the members of the Exchange.

We will send you requisite copies of printed accounts of the Company for the year ended June 30, 2014 for distribution amongst the members of the Exchange in due course of time.

Thanking you,

Yours truly,



**KHALID MAHMOOD CHOHAN**  
**(COMPANY SECRETARY)**

# NISHAT POWER LIMITED



N I S H A T

## DISCLOSURE FORM

IN TERMS OF SECTION 15D OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969

Name of the Company : Nishat Power Limited

Date of Report (Date of earliest event reported if applicable) : N/A

Address of Registered Office : Nishat House, 53-A, Lawrence Road, Lahore.

Contact Information : Company Secretary, Nishat House, 53-A Lawrence Road, Lahore.

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

The Board of Directors of **Nishat Power Limited** in their meeting held on Monday the 22<sup>nd</sup> of September, 2014, at 10:30 a.m. at 7-Main Gulberg, Lahore, recommended the followings: -

### CASH DIVIDEND:-

10% Final Cash Dividend i.e. Rs. 1/- (Rupee One Only) per share.

### THE FINANCIAL RESULTS OF THE COMPANY ARE AS UNDER: -

The profit and loss account of the Company for the year ended June 30, 2014 are as follows: -

	2014 Rupees	2013 Rupees
Sales	27,479,285,915	25,055,257,303
Cost of sales	(22,822,609,015)	(20,031,221,647)
<b>Gross profit</b>	<u>4,656,676,900</u>	<u>5,024,035,656</u>
Administrative expenses	(124,079,999)	(91,805,116)
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<b>Profit before taxation</b>	<u>2,917,329,966</u>	<u>2,702,300,504</u>
Taxation	-	37,166,826
<b>Profit for the year</b>	<u>2,917,329,966</u>	<u>2,739,467,330</u>
Earnings per share-basic and diluted	<u>8.239</u>	<u>7.737</u>

Contd.P/2

# NISHAT POWER LIMITED



( 2 )

The external auditors has reported the following in their report:

- “(c) We draw attention to note 15.2 to the annexed financial statements, which describes the matter regarding recoverability of certain trade debts. Our Opinion is not qualified in respect of this matter.”

## **Note 15.2 to the financial statements for the year ended June 30, 2014.**

“Included in trade debts is an amount of Rs 816.041 million relating to capacity purchase price not acknowledged by NTDC as the plant was not fully available for power generation. However, the sole reason of this under-utilization of plant capacity was non-availability of fuel owing to non-payment by NTDC.

Since management considers that the primary reason for claiming these payments is that plant was available, however, could not generate electricity due to non-payment by NTDC, therefore, management believes that company cannot be penalized in the form of payment deductions due to NTDC’s default of making timely payments under the PPA. Hence, the company had taken up this issue at appropriate forums. On June 28, 2013, the company entered into a Memorandum of Understanding ('MoU') for cooperation on extension of credit terms with NTDC whereby it was agreed that the constitutional petition filed by the company before the Supreme Court of Pakistan on the abovementioned issue would be withdrawn unconditionally and it would be resolved through the dispute resolution mechanism under the PPA. Accordingly, as per terms of the MoU, the company applied for withdrawal of the aforesaid petition which is pending adjudication before Supreme Court of Pakistan. During the current year, the company in consultation with NTDC, appointed an Expert for dispute resolution under the PPA. The proceedings before the Expert are under process. Based on the advice of the company’s legal counsel, management feels that there are meritorious grounds to support the company’s stance and such amounts are likely to be recovered. Consequently, no provision for the above mentioned amount has been made in these financial statements.”

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

N/A

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

N/A

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(3)

[ ] Disclosure of transaction conducted by person discharging managerial responsibilities within a listed company or person closely associated with them in terms of Section 15D(5).

N/A

## Signatures

In case of company, pursuant to the requirements of the Securities & Exchange Ordinance of 1969 (XVII of 1969), the Company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized



September 22, 2014

Khalid Mahmood Chohan  
Company Secretary

# NISHAT POWER LIMITED



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the Shareholders of Nishat Power Limited ("the Company") will be held on October 30, 2014 (Thursday) at 11:00 A.M. at Nishat Hotel, 9-A, Gulberg III, Mian Mahmood Ali Kasuri Road, Lahore to transact the following business:

1. To receive and adopt the Audited Financial Statements of the Company for the year ended June 30, 2014 together with the Directors' and Auditors' reports thereon.
2. To approve Final Cash Dividend @ 10% [i.e. Rs. 1/- Only (Rupee One Only) Per Ordinary Share] as recommended by the Board of Directors.
3. To appoint statutory Auditors for the year ending June 30, 2015 and fix their remuneration.

By order of the Board

( KHALID MAHMOOD CHOHAN )  
COMPANY SECRETARY

Lahore  
September 22, 2014

### NOTES:

#### 1. BOOK CLOSURE NOTICE:-

The Ordinary Shares Transfer Books of the Company will remain closed from **22-10-2014 to 30-10-2014 (both days inclusive)** for entitlement of **10% Final Cash Dividend [ i.e. Rs. 1/- (Rupees One Only) Per Ordinary Share]** and attending and voting at Annual General Meeting. Physical transfers/ CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 21-10-2014 at Share Registrar, Hameed Majeed Associates (Pvt) Limited, 7-Bank Square, Lahore, will be considered in time for entitlement of 10% Final Cash Dividend and attending of meeting.

2. A member eligible to attend and vote at this meeting may appoint another member his / her proxy to attend and vote instead of him/her. Proxies in order to be effective must reach the Company's Registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholder through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.
3. Shareholders are requested to immediately notify the change in address, if any.

#### HEAD OFFICE

: 1.B, AZIZ AVENUE, CANAL BANK, GULBERG V, LAHORE. TEL: +92-42-35717090-96, 35717159-63, FAX: 92-42-35717239 Email: nishat@nishatpower.com, Website: www.nishatpower.com

#### REGISTERED OFFICE

: NISHAT HOUSE, 53/A, LAWRENCE ROAD, LAHORE. TEL: 111-113-333 FAX: +92-42-36367414

# NISHAT POWER LIMITED



#### 4. Submission of copy of CNIC (Mandatory):

The Securities and Exchange Commission of Pakistan (SECP) vide their S.R.O. 779 (i) 2011 dated August 18, 2011 has directed the company to print your Computerized National Identity Card (CNIC) number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued / dispatched to you. In order to comply with this regulatory requirement, you are requested to kindly send photocopy of your CNIC to your Participant / Investor Account Services or to us (in case of physical shareholding) immediately to Company's Share Registrar, Hameed Majeed Associates (Pvt) Limited, 7-Bank Square, Lahore.

#### 5. Dividend Mandate (Optional):

Under Section 250 of the Companies Ordinance, 1984 a shareholder may, if so desires, direct the Company to pay dividend through his/ her/its bank account. In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide Circular Number 18 of 2012 dated June 05, 2012, kindly authorize the company for direct credit of your cash dividend in your bank account (please note that giving bank mandate for dividend payments is optional, in case you do not wish to avail this facility please ignore this notice, dividend will be paid to you through dividend warrant at your registered address). If you want to avail the facility of direct credit of dividend amount in your bank account, please provide following information to Company's Share Registrar, Hameed Majeed Associates (Pvt) Limited, 7-Bank Square, Lahore.

<b>Bank Account Details of Shareholder</b>	
Title of Bank Account	
Bank Account Number	
Bank's name	
Branch name and address	
Cell number of shareholder	
Landline number of shareholder, if any	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate to the company and the concerned share registrar.	
Name, signature, folio # and CNIC number of shareholder	
<b>Notes:</b>	
(1) Those shareholders, who hold shares in book entry form in their CDS accounts, will provide the above dividend mandate information directly to their respective Participant / CDC Investor Account Services Department.	
(2) If dividend mandate information has already been provided by you, ignore this request.	

# NISHAT POWER LIMITED



## 6. Transmission of Annual Financial Statements Through Email:

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. [www.nishatpower.com](http://www.nishatpower.com) and send the said form duly signed by the shareholder along with copy of his CNIC to the Company's Share Registrar, M/s Hameed Majeed Associates, 7-Bank Square, Lahore. Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice, Financial Statements will be sent to you at your registered address.

## Statement Under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

Name of Investee Company	: Nishat Energy Limited
Total Investment Approved	: PKR 4,875 Million
Amount of Investment Made to date	: PKR 488,795/-
Reason for not having made complete Investment so far where resolution Required to be implemented in Specified time.	: The NPL investment in Nishat Energy is based on certain milestones which are not achieved yet, and the first of such is conducting Feasibility Study. We have sought proposals from various European consultants and its evaluation is underway.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	: There is no material change since August 22, 2014.