

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, 2015 (Friday) 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, 2015 together with the Directors' and Auditors' reports thereon.
2. To approve Final Cash Dividend @ 17.50% [i.e. Rs. 1.75 Only (Rupee One and Paisas Seventy Five Only) Per Ordinary Share] as recommended by the Board of Directors, in addition to the 42.50% interim dividends already paid.
3. To appoint statutory Auditors for the year ending June 30, 2016 and fix their remuneration.

4. Special Business:

To consider and if deemed fit, to recommend the following resolutions as special resolutions under Section 208 of the Companies Ordinance, 1984, with or without modification, addition(s) or deletion(s), for approval of the shareholders:

RESOLVED, "pursuant to the requirements of Section 208 of the Companies Ordinance, 1984, and subject to the shareholders' approval and subject to the compliance with all statutory and legal requirements, Nishat Power Limited ("the Company") be and is hereby authorized to invest up to Rs. 278,460,000 (Rupees Two Hundred Seventy Eight Million Four Hundred Sixty Thousand Only) by way of acquisition, from time to time, of 27,846,000 ordinary shares of the face value of PKR 10 of Lalpir Solar Power (Private) Limited (Proposed)."

FURTHER RESOLVED that the above said resolution of investment shall be valid for 3 years and any two of Mian Hassan Mansha, Chief Executive/Director and/or Mr. Tanvir Khalid, Chief Financial Officer and/or Mr. Khalid Mahmood Chohan, Company Secretary of the Company be and are hereby jointly empowered and authorized to undertake the decision of said investment of shares as and when deemed appropriate and necessary in the best interest of the Company and its shareholders.

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



(2)

FURTHER RESOLVED that Mian Hassan Mansha, Chief Executive/Director and/or Mr. Tanvir Khalid, Chief Financial Officer and/or Mr. Khalid Mahmood Chohan, Company Secretary of the Company be and are hereby singly authorized to take all steps and actions necessary, incidental and ancillary for the acquisition of shares of Lalpir Solar Power (Private) Limited (Proposed) 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 giving effect to the spirit and intent of the special resolution for making investment from time to time.

FURTHER RESOLVED that any two of Mian Hassan Mansha, Chief Executive/Director and/or Mr. Tanvir Khalid, Chief Financial Officer and/or Mr. Khalid Mahmood Chohan, Company Secretary of the Company be and are hereby authorized jointly to dispose off through any mode, a part or all of equity investments made by the Company from time to time as and when deemed appropriate and necessary in the best interest of the Company and its shareholders.

ALSO RESOLVED, “ a certified true copy of these resolutions duly signed by the Chief Executive Officer or any of the Director or the Company Secretary be issued to whom it may concern and shall remain enforced until notice in writing to the contrary duly signed by the Chief Executive Officer or any of the Directors or Company Secretary”.

Lahore
September 14, 2015

By order of the Board

(KHALID MAHMOOD CHOCHAN)
COMPANY SECRETARY

NOTES:

1. BOOK CLOSURE NOTICE:-

The Share Transfer Books of the Company shall remain closed for entitlement of Final Cash Dividend @ Rs.1.75 (Rupee One and Paisas Seventy Five Only) per share i.e. 17.50% and attending of AGM from 23-10-2015 to 30-10-2015 (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 22-10-2015 will be considered in time for the entitlement of said 17.50 % Final Cash Dividend and attending of AGM.

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



(3)

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.

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.

NISHAT POWER LIMITED



(4)

Bank Account Details of Shareholder	
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	
Notes:	
(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.	

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 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.

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



(5)

STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984.

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 30, 2015.

Lalpir Solar Power (Pvt.) Limited ("Lalpir Solar") (Proposed) will be incorporated to set up or invest in a solar power project as an Independent Power Producer (IPP) under the Punjab Power Generation Policy 2006 (Revised 2009) (the "Provincial Policy"), promulgated by Government of Punjab (GoPb) in line with the stipulations of Federal Policy for Development of Renewable Energy for Power Generation 2006, (the "Federal Policies") and (collectively the "Policies") and Alternate Energy Development Board (AEDB) and the prevailing NEPRA Act and Rules and NEPRA Upfront Tariff with review determination dated May 25, 2015.

The principal activity of Lalpir Solar will be to build, own, operate and maintain or invest in a solar power project having gross capacity upto 20 MWp with net estimated generation capacity of approx 19 MWp with photovoltaic technology which uses PV Modules, Inverters, Combiner Boxes, Switchgear Cabinets, Transformer(s), High Voltage Switchyard, Cables, Metering, Cable Trays, Communication System, Earthing System, Lighting System, Protection Relays, Fire Protection/Prevention System, Monitoring and Control System and civil infrastructure etc. The project site is located at Mehmood Kot, Dist. Muzaffar Garh.

Nishat Group Companies & Associates (Nishat) has submitted Expression of Interest (EOI) to Punjab Power Development Board (PPDB)/ AEDB to conduct feasibility study and then develop, construct, own, operate and maintain Solar Power Project ("the Project") for grid-connected photovoltaic (PV) modules solar power plant for project site at Mehmood Kot, Dist. Muzaffar Garh, Province of Punjab, Pakistan (the "Site").

Subsequent to approval from Punjab Power Development Board (PPDB) and/or Alternate Energy Development Board (AEDB) Nishat will submit a performance guarantee in favour of PPDB/AEDB to show the commitment and agree to complete the feasibility study within stipulated time frame.

Based on proposed plant capacity i.e., upto 20 MWp and notional project cost i.e. US \$ 1.56 Million / MW, the total project cost is estimated around US\$ 31.20 Million. The Project financing is based on 75 % Debt and 25% Equity. The equity will be apportioned in terms of joint venture agreement executed among consortium members.

NISHAT POWER LIMITED



(6)

NPL shall be the main sponsor of the project with equity stake of 34% finally. The purposed new company may be wholly owned subsidiary of NPL for the time being during the process of incorporation of Lalpir Solar Power (Pvt.) Limited (Proposed) whereas, other Sponsors/Consortium members (Lalpir Power Limited, and Pakgen Power Limited and any other appropriate investor) can share the equity stake subsequently, subject to their applicable approvals. NPL shall hold, until the sixth (6th) anniversary of successful commissioning of the Project, not less than 20% (twenty percent) of the total issued and paid up share capital of the Lalpir Solar.

The consortium members shall collectively hold at least 51% (fifty-one percent) of the total issued and paid up share capital of Lalpir Solar, until the sixth (6th) anniversary of successful commissioning of the Project.

After issuance of LOI, Lalpir Solar will complete the feasibility study considering the validity of upfront tariff upto 31-12-2015 and forecasting the timeline of project as stated in terms and conditions of NEPRA upfront tariff, subject to any delay on the part of any Government department which would not be counted towards the delay in completion of feasibility study, since few parts of feasibility study would require proper feedback/response from Government departments, including but not limited to;

1. Environmental Impact Assessment with the help of EPA
2. Interconnection study is complete with timely feedback from NTDC.
3. Assistance from Government providing necessary information regarding load on national grid relevant to renewable projects.

The directors have carried out their due diligence for the proposed investment and duly signed recommendation of due diligence report shall be available for inspection of members in the general meeting. As Lalpir Solar Power (Pvt.) Ltd. (Proposed) will be newly incorporated Company, its audited accounts are not available.

NISHAT POWER LIMITED



(7)

Information for making equity investment in Lalpir Solar Power (Private) Limited (Proposed) as required under Clause (a) of sub-regulation (1) of regulation 3 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012.

Ref. No.	Requirement	Information
I	Name of associated company	Lalpir Solar Power (Private) Limited (Proposed)
ii	Criteria of associated relationship	Equity Share holding above 20%
	Purpose	To earn dividend income as well as prospective capital gains
	Benefits	dividend income as well as prospective capital gains
	Period of investment	Long term investment
lii	Maximum amount of investment	Rupees 278.46 Million
Iv	Maximum price/share	Rs.10/- share.
V	Maximum number of shares to be acquired.	27.8 Million ordinary shares
Vi	Shareholding before investment	Nil No. of shares:
	Shareholding after investment	Shareholding percentage: N/A
		No. of shares: 27.8 Million Shares
		Shareholding percentage: upto 34% Max
Vii	Requirement in case of investment in listed associated company	Not Applicable
Viii	Fair market value of shares	Since the project is green field project, the Par value of its share is the fair value

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



(8)

Ix	Break-up value of shares	Rs. 10 per share
X	Earnings per share for the last three years	Not Applicable
Xi	Sources of fund from which shares will be acquired	Own funds of the Company
Xii	Requirements if shares are intended to be acquired using borrowed funds	Not Applicable
Xiii	Salient features of agreement(s) entered into with the associated company	A Joint Venture Agreement will be executed to invest in associated company.
Xiv	Direct/Indirect interest of directors in the associated company	The Directors have no interest in proposed associated company.
Xv	Any other important detail	NIL
Xvi	Description of the project	As stated above Paragraph
	Starting date of work	The Letter of Interest (LoI) to be awarded and feasibility consultant yet to be appointed. The Project Company is required to conduct feasibility study as stated above and subsequently the Construction & Development Works will start based on feasibility study.
	Completion of work	Based on Project feasibility i.e 08 Months from Letter of Support (LoS) which will be awarded after approval of feasibility study.
	Commercial operations date	To be decided subsequent to approval of feasibility study and approval of upfront tariff
	Expected time by which the project shall start paying return on investment	ROI will starts right from Commercial Operation Date "COD"

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



(9)

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	: Equity investment of Rs 4,875,000,000 (Rupees Four Billion Eight Hundred Seventy Five Million Only) was approved by members in EOGM held on August 22, 2014 for the period of (3) years.
Amount of Investment Made to date	: PKR 2,500,000/-
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 have not yet been accomplished. The first such milestone is conducting Feasibility Study. Nishat Energy has submitted its partial feasibility report to Punjab Power Development Board. Remaining portion of Feasibility Report shall be submitted soon.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	: Nishat Energy Limited has issued paid-up share capital of 1,000,000 shares of Rs 10 each amounting to Rs 10,000,000 (Rupees ten million).

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