



**NISHAT
CHUNIAN**
L T D

Notice of Extra-Ordinary General Meeting

In the matter of:

Company Original No. 42288 of 2024

Nishat (Chunian) Limited, Registered Office at 31-Q, Gulberg II, Lahore

And

Nishat Chunian Power Limited, Registered Office at 59-Shadman Colony-II, Shadman, Lahore

In the matter of the sanctioning of scheme of arrangement (in terms of section 279 - 282 of the Companies Act, 2017) between (1) Nishat (Chunian) Limited (2) Nishat Chunian Power Limited and (3) their two shareholders, namely, Mr. Shahzad Saleem and Nishat Mills Limited.

The Honourable Lahore High Court, Lahore vide order dated 03 July 2024, in Company Original No. 42288 of 2024 has directed to hold Extra-Ordinary General Meetings of members/ shareholders of above said companies to consider and, if thought fit, approve, adopt and agree to the sanctioning of the Scheme of arrangement ("**Scheme**") between the aforesaid companies and their shareholders.

In compliance of the above said order of the Honourable Court, this Notice is hereby given that the Extra-Ordinary General Meeting ("EoGM"), of the members/ shareholders of Nishat (Chunian) Limited will be held on Saturday, 17th August 2024 at 10:00 am at the Registered Office (31-Q, Gulberg-II, Lahore), to pass or otherwise, *inter alia*, the following special resolutions:

"RESOLVED THAT *The Scheme of Arrangement for, inter alia, compromise, arrangement and reconstruction between Nishat (Chunian) Limited and its members, Nishat Chunian Power Limited and its members, considered by this meeting and initialed by the chairman of this meeting for purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or condition(s) as may be required/ imposed by the Honourable Lahore High Court, Lahore.*

Barrister Khurram Raza, Advocate Supreme Court, 69/6 Green Villas F.C.C., Syed Maratab Ali Road, Gulberg-II, Lahore has been appointed by the Honourable Lahore High Court to convene and to act as Chairman of the meetings and to report the result thereof to the Honourable High Court.





**NISHAT
CHUNIAN
L T D**

Chairman for EoGM
Barrister Khurram Raza
Advocate Supreme Court
69/6 Green Villas F.C.C.,
Syed Maratab Ali Road,
Gulberg-II, Lahore

Muhammad Umer Qureshi
Company Secretary
Nishat (Chunian) Limited

Dated: 26-07-2024

Notes:

1. The statement under section 281 read with section 134(4) of the Companies Act 2017 ("**Statement**") setting forth, *inter alia*, the terms of the compromise, arrangement and reconstruction of the respective companies and their members, explaining its effect along with a copy of the Scheme, are being circulated along with the notice of the EoGM to the members and other person(s) entitled to receive the notice of the EoGM.
2. Copies of the Scheme, the Statement, the latest annual/ quarterly audited financial statements of the companies along with all published or otherwise required accounts of all prior periods of the above referred companies along with the copies of the memorandum and articles of association, requisite approval(s) and other related information/ documents have been kept at the Registered Office of the Company, which can be inspected during the business hours on any working day from the date of publication of this Notice till the conclusion of the EoGM, by the members and other persons entitled to attend the EoGMs.
3. Members register of the Company will remain closed from 08 August 2024 till 17 August 2024 (both days inclusive).
4. Transfers received at the Registered Office by the close of business hours on the last working day before the start of book closure, will be treated in time, for the purposes of attending and voting at the EoGM.
5. A member eligible to attend and vote at the EoGM may appoint another member as proxy to attend and vote in the EoGM. A proxy must be a member of the Company and shall produce his/her original Computerized National Identity Card ("**CNIC**") or passport at the time of the meeting. Proxies in order to be effective must be received at the share registrar office (*Hameed Majeed Associates (Pvt) Limited and HM House, 7 - Bank Square, The Mall, Lahore.*). Members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in the EoGM, in accordance with the requirements and subject to the conditions contained in the Companies (Post Ballot) Regulations 2018.
6. For convenience of the Members, ballot paper is annexed to this notice being sent through post and the same is also available on the Company's websites.





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Procedure for e-voting

- I. Details of the e-voting facility will be shared through an email with those members of the respective companies who have their valid CNIC numbers, cell numbers and email addresses available in the register of members of the companies by the close of business of 07 August 2024.
- II. The web address, login details, will be communicated to members via email. Security codes will be communicated through SMS from web portal of CDC Share Registrar Services Limited (CDCSR).
- III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-voting lines will start from 13 August 2024 09:00 am and shall close on 16 August 2024 at 05:00 pm. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently.

Procedure for voting through postal ballot

- I. Members may alternatively opt for voting through postal ballot. For convenience of the members, ballot paper will also be available for download on the website of the Company.
- II. Members shall ensure that duly filled and signed ballot papers along with copy of CNIC/Passport (in case of foreigners) should reach the Chairman of the meeting through post, one day before the EoGM during working hours, at following address:

69/6 Green Villas F.C.C., Syed Maratab Ali Road, Gulberg-II, Lahore

- III. The signature on the ballot paper should be a match with the signature on CNIC.

Video Conference Facility

- i. Pursuant to the provisions of section 132 of the Companies Act, 2017, the shareholders residing in other cities and holding at least 10% of the total paid up capital may demand the respective companies to provide the facility of video link/or participation in the meeting. The demand for video-link facility shall be received at the shares registrar address given hereinabove at least seven (7) days prior to the date of the EoGM. The Company will arrange video conference facility in that city subject to availability of such facility in that city.
- ii. In compliance with the guidelines issued by the Securities & Exchange Commission of Pakistan vide circulars No. 6 of 2021 issued on March 03, 2021 the Company has arranged a video link facility for shareholders to participate in the meeting through their smartphones or computer devices from their homes or any convenient location after completing meeting attendance formalities. Shareholders interested in attending the meeting through video link are requested to register by submitting their following particulars at the Company Secretary's email (umerqureshi@nishat.net) not later than 48 hours before the time for holding the meeting. The link to participate in the meeting will be sent to the shareholders on the email address provided by them. Shareholders are requested to fill the particulars as per the below table:





NISHAT CHUNIAN L T D .

Name of Shareholder	CNIC No.	Folio / CDC Account No.	No. of Share held	Cell No.	Email address

The login facility will be opened at 10:00 AM on 17 August 2024 enabling the participants to join the proceedings.

Statement to the Members of the Companies under sections 281(1) and 134 (3) of the Companies Act 2017

This statement set out the material facts concerning the special business to be transacted at the EOGMs and the terms of the Scheme of Compromises, Arrangements and Reconstruction (hereinafter the 'Scheme') and explains its effect including the interests of the Directors / Chief Executive of the Company and the effect of the Scheme on those interests in so far as it is different from the effect on the like interest of other persons and other ancillary information.

In Company Original No. 42288 of 2024, the Honourable Lahore High Court, Lahore has been petitioned under sections 279 to 283 of the Companies Act 2017. The Honourable Court has directed, *inter alia*, holding of the extraordinary meetings of the members of the Nishat (Chunian) Limited and Nishat Chunian Power Limited, be convened for presenting the proposed scheme to the shareholders of the companies for approval of the same or otherwise under the supervision of the Chairman appointed by the Honourable Court.

A copy of Scheme has been enclosed with the Notice of EoGM circulated to the members. A copy of the same can be obtained from the Registered Office of the Company, free of charge during usual business hours. The notice issued and published in the newspapers is for convening the special meeting of the members as directed by the Honourable Court for the purpose of presenting the proposed Scheme to the members and passing *inter alia* of the resolution approving or otherwise the scheme by a majority representing three-fourth in value of the issued ordinary shares held by the members as are present in person or by proxy and voting at the EOGM.

The Scheme

The principal objective of this Scheme is to provide for the re-arrangement and re-construction of Nishat (Chunian) Limited and Nishat Chunian Power Limited by way of exchange of shares amongst the shareholders (namely Mr. Shahzad Saleem and Nishat Mills Limited), as envisaged under the Scheme.

Approval of the Scheme

The Board of Directors of the Company has approved the Scheme. The resolution specified in the notice of the EOGM has to be passed by majority representing three-fourth in value of the issued shares held by the shareholders present in person or by proxy and voting at the EOGM. Notice of EOGM along with Statement under 281(1)(a) read with section 134(3) of the Companies Act 2017, is being presented to members of the companies for considering, agreeing and approving the Scheme. The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Honourable Court after the members have approved the Scheme. The Court may, at the time making an order or any time thereafter, give such directions in regard to any matter or make such modifications in the compromise or arrangement as it may consider necessary for the proper working of the arrangement.





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Proposed Terms of the Scheme

Following Directors / Chief Executive are interested to the extent of their respective shareholdings that are held by them in Nishat (Chunian) Limited and Nishat Chunian Power Limited.

Sr.	Nishat (Chunian) Limited	
	Name of Director	Shareholding
1.	Mr. Shahzad Saleem (Chief Executive Officer)	22.95%

Effective date

The Scheme shall take effect from the effective date as defined in Article 3 of the Scheme.

Benefits of the Scheme

The benefits of the Scheme, inter alia, include but are not limited to the following:

- I. Shareholding of the companies will be streamlined allowing the respective investors, shareholders and stakeholders to focus on the business, including, expansion of the business, of respective companies.
- II. Respective shareholders will have more control over their respective companies, allowing them to steer the growth of the business as well as reducing costs, including administrative cost, of their respective companies.
- III. Boards of respective companies will be streamlined allowing further strengthening of relationships amongst the Boards and key employees of respective companies.



NISHAT (CHUNIAN) LIMITED

BALLOT PAPER FOR VOTING THROUGH POST

For voting through post for the Special Business at the Extra Ordinary General Meeting of NISHAT (CHUNIAN) LIMITED to be held on (Saturday) 17th August 2024 at 10:00 AM (PST) at 31-Q, Gulberg-II, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: khurram@ckrzia.com

Name of shareholder/joint shareholder(s):	
Registered Address:	
Folio No. / CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (In case of foreigner)(Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporates, corporations and Federal Government)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by giving my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below:

Special Resolutions
<p>Agenda Item To approve the scheme of arrangement (in terms of section 279 - 282 of the Companies Act, 2017) between (1) Nishat (Chunian) Limited (2) Nishat Chunian Power Limited and (3) their two shareholders, namely, Mr. Shahzad Saleem and Nishat Mills Limited.</p> <p>“RESOLVED THAT The Scheme of Arrangement for, inter alia, compromise, arrangement and reconstruction between Nishat (Chunian) Limited and its members, Nishat Chunian Power Limited and its members, considered by this meeting and initialed by the chairman of this meeting for purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or condition(s) as may be required/ imposed by the Honourable Lahore High Court, Lahore.</p>

I/we hereby exercise my/our vote in respect of above-mentioned special resolutions through postal ballot by conveying my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution as per the Agenda Item (as given above)		

Shareholder / Proxy holder Signature/Authorized Signatory

(In case of corporate entity, please affix company stamp)

Place: _____

Date: _____

NOTES:

- Duly filled postal ballots should be sent to the Chairman at 69/6 Green Villas F.C.C., Syed Maratab Ali Road, Gulberg-II, Lahore or through email at: khurram@ckrzia.com
- Copy of CNIC, NICOP/Passport (In case of foreigner) should be enclosed with the postal ballot form.

NISHAT (CHUNIAN) LIMITED

3. Postal Ballot form should reach the Chairman of the Meeting on or before 16-08-2024 up to 5:00 p.m. Any Postal Ballot received after this time/date, will not be considered for voting.
4. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
5. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Form of Proxy

I/We _____

of _____

holding Computerized National Identity Card (CNIC)/Passport No. _____

and being a member of Nishat (Chunian) Limited, hereby appoint _____

of _____, a member of Nishat (Chunian) Limited,

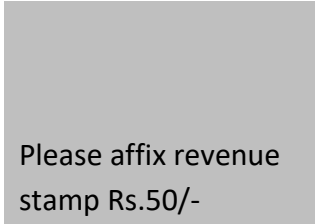
holding CNIC/Passport No. _____

as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on August 17, 2024 (Saturday) at 10:00 A.M. at 31-Q, Gulberg-II, Lahore and at any adjournment thereof.

as witness my/our hand/seal this _____ day of _____, 2024

Signed by the said member _____

In presence of _____



Signature(s) of Member(s)

Signature of witness.....

Signature of witness.....

Name

Name

.....

.....

CNIC#.....

CNIC#.....

Please quote:

Folio#	Shares held	CDC A/C No.

Notes:

1. This instrument appointing a proxy, duly completed, must be received at the share registrar office of the Company, i.e., **Hameed Majeed Associates (Pvt) Limited and HM House, 7 - Bank Square, The Mall, Lahore** not later than 48 hours before the time of holding the general meeting.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC/Passport numbers shall be mentioned on the form.
3. Attested copies of CNIC/Passport(s) of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity, the Proxy Form shall be signed by the authorized representative authorized through a valid Board Resolution. The Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.

ORDER SHEET
IN THE LAHORE HIGH COURT, LAHORE
JUDICIAL DEPARTMENT

CO No. 42288 of 2024

Nishat (Chunian) Limited **Versus** Joint Registrar of Companies
and another

Sr. No. of Order/ Proceeding	Date of Order/ Proceeding	Order with Signature of Judge, and that of parties or counsel, where necessary
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03.07.2024 Mr. Salman Aslam Butt, learned counsel for the
petitioners.

This is a joint application seeking to sanction scheme of arrangement (appended as Annexure-C of this petition) under sections 279 to 282 of the Companies Act, 2017 (the '*Act*') read with other provisions of law. The application proposes reconstruction of the group of companies, by way of exchanging shares amongst the shareholders.

2. Under section 279(1) of the *Act* read with Rules 55 and 61 of the Companies (Court) Rules, 1997, the petitioners are directed to hold Extra Ordinary Meetings within the month of July / August, 2024.

3. Barrister Khurram Raza (Cell No. 03218416562) is appointed as Chairman for the aforesaid meetings. The petitioners are directed to issue notices of the said meetings through public advertisement in two national newspapers namely "Daily Jang" and "Dawn" besides fulfilling other statutory formalities for holding extra ordinary general meetings under the law. The Chairman shall submit his report to the Court within seven days of holding the meetings.



4. Office is directed that once report of the Chairman is filed, notices in the main petition be issued through proclamation in the newspapers namely "Daily The Nation", "Business Recorder" and "Daily The Express" under Rule 61 of the Companies (Court) Rules, 1997, at the expenses of the petitioners regarding the hearing of the petition for 03.10.2024.

5. In addition to the above proclamations, notices shall also be issued for 03.10.2024 to the Securities & Exchange Commission of Pakistan, Competition Commission of Pakistan, Islamabad and the creditors of the petitioners.

6. With the consent of the learned counsel for the petitioners, the Chairman / Commission shall be paid a fee in the sum of Rs. 600,000/- for conducting the above meeting(s) and filing of the reports before this Court.

C.M. No. 1 of 2024

7. Notice for the above said date.

C.M. No. 2 of 2024

8. Dispensation sought for is allowed, subject to all just and legal exceptions. C.M. stands disposed of.


(*Muhammad Amir Ahmad*)
Judge

J. A. Hashmi/

SCHEME OF ARRANGEMENT

UNDER SECTIONS 279 TO 282 OF THE COMPANIES ACT 2017

INVOLVING

NISHAT (CHUNIAN) LIMITED

NISHAT CHUNIAN POWER LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS

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PREAMBLE

BACKGROUND

1. **Nishat (Chunian) Limited**, a public listed company incorporated under the laws of Islamic Republic of Pakistan (hereinafter referred to as the “**NCL**”, which expression shall include, where the context permits, its successor-in-interest and permitted assigns). NCL is principally engaged in business of spinning, weaving, dyeing, printing, stitching, processing, doubling, sizing, buying, selling and otherwise dealing in yarn, fabrics and made-ups made from raw cotton, synthetic fiber and cloth and to generate, accumulate, distribute, supply and sell electricity and steam. NCL has its registered office situated at 31-Q, Gulberg II, Lahore;
2. **Nishat Chunian Power Limited**, a public listed company incorporated under the laws of Islamic Republic of Pakistan (hereinafter referred to as the “**NCPL**”, which expression shall include, where the context permits, its successor-in-interest and permitted assigns). The principal activity of the NCPL is to build, own, operate, supply electricity to the power purchaser and maintain a fuel fired power station having gross capacity of 200 MW and net capacity of 195.722 MW at Jamber Kalan, Tehsil Pattoki, District Kasur, Punjab. NCPL has its registered office situated at 59-Shadman Colony-II, Lahore;

(NCL and NCPL will hereinafter collectively be referred to as “**Nishat Chunian Group**”)

3. **Nishat Mills Limited**, a public listed company incorporated under the laws of Islamic Republic of Pakistan (hereinafter referred to as the “**NML**”, which expression shall include, where the context permits, its successor-in-interest and permitted assigns). NML is principally engaged in the business of textile manufacturing and of spinning, combing, weaving, bleaching, dyeing, printing, stitching, apparel, buying, selling and otherwise dealing in yarn, linen, cloth and other goods and fabrics made from raw cotton, synthetic fiber, cloth and to generate, accumulate, distribute, supply and sell electricity. NML has its registered office address at 53-A, Lawrence Road, Lahore. NML currently holds shares in both NCL and NCPL, as evidenced from the Schedule 1 showing the shareholding pattern of respective companies.
4. **Mr. Shahzad Saleem** s/o Muhammad Saleem, having CNIC No. 35201-5539629-9, residing at 319, West Canal Bank Road, House No. 1, Near Alfa Society, Lahore (hereinafter referred to as “**Shahzad Saleem**” which expression shall include, where the context requires, his legal heirs, successor-in-interest and permitted assigns). Shahzad Saleem currently holds shares in both NCL and NCPL, as evidenced from the Schedule 1 showing the shareholding pattern of respective companies;

(NML and Shahzad Saleem will collectively be referred to as the “**Shareholders**” and individually as the “**Shareholder**”)

OBJECTIVE AND BENEFITS

1. The principal objective of this Scheme, formulated pursuant to the provisions of Sections 279 to 282 of the Act, is to provide for the re-arrangement and re-construction of Nishat Chunian Group by way of exchanging shares amongst the Shareholders as envisaged under Article 2 hereto.
2. The benefits of the Scheme, *inter alia*, include but are not limited to the following:
 - a. By restructuring Nishat Chunian Group, shareholding of the companies will be streamlined allowing the respective investors, shareholders and stakeholders to focus on the business, including, expansion of the business, of respective companies.
 - b. By streamlining the capital structure of the respective companies of Nishat Chunian Group, respective shareholders will have more control over their respective companies, allowing them to steer the growth of the business as well as reducing costs, including administrative cost, of their respective companies.
 - c. By restructuring Nishat Chunian Group, Boards of respective companies will be streamlined allowing further strengthening of relationships amongst the Boards and key employees of respective companies.

ARTICLE 1 (DEFINITIONS)

In this Scheme (including the Preamble hereto), the following expressions shall bear the meanings against them below:

- a. “**Accounting Principles**” means IFRS, International Financial Reporting Standards promulgated by the International Accounting Standards Board (which includes standards and interpretations approved by the IASB and International Accounting Standards issued under previous constitutions, together with its pronouncements thereon from time to time) as applicable in the jurisdiction of the relevant person’s incorporation and as applied on a consistent basis;
- b. “**Act**” means the Companies Act, 2017;
- c. “**Appointed Date**” means 00:00 hours on 1st March 2024;
- d. “**Court**” means the Lahore High Court, Lahore or any other court of competent jurisdiction for the time being having jurisdiction under Sections 279 to 282 of the Act in connection with this Scheme;
- e. “**Effective Date**” has the meaning ascribed thereto in Article 3, being the day on which this Scheme becomes operative;
- f. “**NML shareholding in NCL**” means 32,689,338 shares of NCL held and owned by NML as of the date of this Scheme. Shareholding pattern of NCL has been provided in Schedule 1;
- g. “**Schedule 1**” means schedule 1 to this Scheme comprising of the Latest Form As of Nishat Chunian Group, outlining the existing shareholders and their respective shareholding in Nishat Chunian Group;
- h. “**Schedule 2**” means schedule 2 to this Scheme outlining the projected shareholding of Shahzad Saleem and NML in NCL and NCPL upon the exchange of shares under Article 2 of this Scheme;
- i. “**Schedule 3**” means schedule 3 to this Scheme containing the Shares Swap Certificate issued by Riaz Ahmad & Company Chartered Accountants dated 09 May 2024;
- j. “**Scheme**” means this Scheme of Arrangement and Reconstruction in its present form with any modification thereof, or addition made hereto, approved by the Court;
- k. “**Shahzad Saleem’s shareholding in NCPL**” means 64,811,981 shares of NCPL held and owned by Shahzad Saleem as of the date of this Scheme. Shareholding pattern of NCPL has been provided in Schedule 1;

ARTICLE 2 (SCHEME OF ARRANGEMENT AND RESTRUCTURING)

This Scheme has been formulated pursuant to the provisions of sections 279 to 282 of the Act for the re-arrangement and re-construction of Nishat Chunian Group in the following manner:

NML shareholding in NCL will be transferred to, and vested in, Shahzad Saleem. In return and as consideration, corresponding part of Shahzad Saleem's shareholding in NCPL will be transferred to, and vested in, NML. Projected shareholding of Shahzad Saleem and NML in NCL and NCPL, upon the exchange of shares under this clause, has been attached herewith as Schedule 2.

Foregoing exchange of shares between NML and Shahzad Saleem has been calculated and determined on the basis of share swap ratio in relation to NCL and NCPL, as provided under Schedule 3:

NML Shareholding in NCL	Share Swap Ratio between NCL and NCPL	Shares of NCPL held by Shahzad Saleem to be exchanged
A	B	A*B
32,689,338	1.93	63,090,422

ARTICLE 3 (EFFECTIVENESS OF THE SCHEME)

1. This Scheme shall be governed by and construed in accordance with the substantive and procedural laws of Pakistan and is conditional upon and subject to the following:
 - a. the Scheme being approved by the requisite majority in number and value of the members of Nishat Chunian Group as required under applicable laws and as may be directed by the Court;
 - b. the Scheme being sanctioned by the Court under sections 279 to 282 of the Act and the necessary orders being passed in respect of the same; and
 - c. the certified copies of the order of the Court being filed with the relevant Registrar of Companies, Securities and Exchange Commission of Pakistan (the "Registrar of Companies").
2. This Scheme shall become effective on such date when certified copy of the order of the Court sanctioning this Scheme is filed with the Registrar of Companies. Such date shall be known as the "Effective Date".
3. Upon the sanction of this Scheme by the Court and upon this Scheme becoming effective, the shares swap as outlined in Article 2 of this Scheme shall be deemed to have occurred on the Appointed Date and become effective and operative on the Appointed Date.
4. As of the Effective Date, the terms of this Scheme, if approved by the shareholders of Nishat Chunian Group through a special resolution and sanctioned by the Court by an order passed in this behalf, shall be binding on Nishat Chunian Group and also on all the respective shareholders,

including NML and Shahzad Saleem or on any other person having any right or liability in relation to any company of Nishat Chunian Group.

5. Upon sanction of this Scheme by the Court and upon this Scheme becoming effective, the effect of exchange of shares, pursuant to this Scheme, shall be accounted for in the next financial statements of the respective companies in compliance with the applicable Accounting Principles.

6. On the Effective Date: (a) the outgoing shareholders of the respective companies of Nishat Chunian Group; or (b) directors ceasing to hold office consequent to change of shareholding, in pursuance of and in accordance with this Scheme, shall cease to be personally liable for any liability (if any such personal liability exists under law or contractual arrangements) of such respective company wherefrom such shareholder is exiting. In this regard, all the secured creditors of the respective companies forming part of Nishat Chunian Group i.e., banking companies and/or financial institutions have been approached and their requisite No Objection Certificates have been/will be arranged/obtained before the sanction of the Scheme by the Honorable High Court.

ARTICLE 4 (GENERAL)

1. Application to the High Court

The respective parties to this Scheme shall apply to the Court for necessary orders or directions for holding the meetings of the members of the companies forming part of the Nishat Chunian Group for carrying this Scheme into effect in accordance with the provisions of the Act.

2. Modifications/Amendments to the Scheme

This Scheme shall be subject to such modification or conditions, as the Court may deem expedient to impose. The respective parties may consent to any modifications or additions to this Scheme or to any conditions which the Court may think fit. In case of any difficulty in implementation of any aspect of this Scheme, clarifications, directions and/or approvals may be obtained from the Court.

3. Headings

Article headings are not to be considered part of this Scheme, but are solely for convenience of reference, and shall not affect the meaning or interpretation of this Scheme or any of its provisions.

4. Severability

If any of the provisions of this Scheme is found to be unlawful and unenforceable by a competent court of law, then to the fullest extent possible, all of the remaining provisions of the Scheme shall remain in full force and effect.


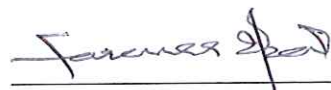
Signatures

1.



For and on behalf of
Nishat (Chunian) Limited
Name: Faryal Riaz Chatha
Designation: Chief Financial Officer

2.



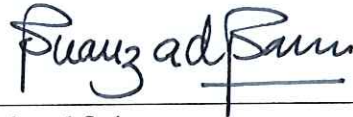
For and on behalf of
Nishat Chunian Power Limited
Name: Farrukh Ifzal
Designation: Chief Executive Officer

3.



For and on behalf of
Nishat Mills Limited
Name: Muhammad Azam
Designation: Chief Financial Officer

4.



Shahzad Saleem
CNIC: 35201-5539629-9
Address: 319, West Canal Bank Road, House No. 1,
Near Alfa Society, Lahore

SCHEDULE 1
(Current Shareholding of Nishat Chunian Group)

1. Current shareholding of Nishat (Chunian) Limited

Sr. No.	Shareholders	Number of Shares	Percentage
1	Shahzad Saleem	55,110,632	22.95%
2	Nishat Mills Limited	32,689,338	13.61%
3	Others	152,319,059	63.43%
Total		240,119,029	100.00%

Latest Form A of Nishat (Chunian) Limited is attached herewith.

2. Current shareholding of Nishat Chunian Power Limited

Sr. No.	Shareholders	Number of Shares	Percentage
1	Shahzad Saleem	64,811,981	17.64%
2	Nishat Mills Limited	25,537,571	6.95%
3	Others	276,997,387	75.40%
Total		367,346,939	100%

Latest Form A of Nishat Chunian Power Limited is attached herewith.

SCHEDULE 2

(Projected Shareholding Pattern of Nishat Chunian Group Pursuant to the Scheme)

1. Projected shareholding of Nishat (Chunian) Limited

Sr. No.	Shareholders	Number of Shares	Percentage
1	Shahzad Saleem	87,799,970	36.57%
2	Nishat Mills Limited	-	-
3	Others	152,319,059	63.43%
Total		240,119,029	100%

2. Projected shareholding of Nishat Chunian Power Limited

Sr. No.	Shareholders	Number of Shares	Percentage
1	Shahzad Saleem	1,721,559	0.47%
2	Nishat Mills Limited	88,627,993	24.13%
3	Others	276,997,387	75.40%
Total		367,346,939	100%

SCHEDULE 3
(Share Swap Ratio Certificate)

Riaz Ahmad & Company

Chartered Accountants

10-B, Saint Mary Park
Main Boulevard, Gulberg-III
Lahore 54660, Pakistan

T: +92 (42) 3571 81 37-9

racolhr@racopk.com
www.racopk.com

The Board of Directors
Nishat (Chunian) Limited
31-Q, Gulberg-II
LAHORE

09 May 2024
Our ref: G-1-436

The Board of Directors
Nishat Chunian Power Limited
59 Shadman Colony-II, Shadman
LAHORE

The Board of Directors
Nishat Mills Limited
53-A, Lawrence Road
LAHORE

Ladies and Gentlemen

AUDITOR'S CERTIFICATE ON SHARE SWAP RATIO

We have been requested to certify the computation of share swap ratio as on 29 February 2024 (the "Appointed Date") upon the proposed swap of shareholding of Nishat Mills Limited ("NML") in Nishat (Chunian) Limited ("NCL") with shareholding of Mr. Shahzad Saleem [Chief Executive Officer, NCL] in Nishat Chunian Power Limited ("NCPL") under the Scheme of Arrangement and Reconstruction (under sections 279 to 282 of the Companies Act, 2017) involving Nishat (Chunian) Limited and Nishat Chunian Power Limited and their respective shareholders.

NCL, NCPL and NML are, collectively, hereinafter referred to as the Companies.

The Companies

Nishat Chunian Power Limited (NCPL)

NCPL is a public company limited by shares incorporated in Pakistan on 23 February 2007 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). NCPL's ordinary shares are listed on the Pakistan Stock Exchange Limited. The principal activity of NCPL is to build, own, operate and maintain a fuel fired power station having gross capacity of 200 MW and net capacity of 195.722 MW at Jamber Kalan, Tehsil Pattoki, District Kasur, Punjab, Pakistan. The address of the registered office of NCPL is 59 Shadman Colony-II, Shadman, Lahore. On 13 November 2007, NCPL entered into a Power Purchase Agreement (PPA) with its sole customer, National Transmission and Dispatch Company Limited (NTDC) for twenty-five years which commenced from 21 July 2010. On 11 February 2021, NCPL entered into a

per

Riaz Ahmad & Company

Chartered Accountants

Novation Agreement to the PPA with NTDC and Central Power Purchasing Agency (Guarantee) Limited (CPPA-G and also referred to as the Power Purchaser), whereby, NTDC irrevocably transferred all of its rights, obligations and liabilities under the PPA to CPPA-G and thereafter, NTDC ceased to be a party to the PPA, and CPPA-G became a party to the PPA in place of NTDC. Further, on the same day, NCPL entered into the PPA Amendment Agreement, whereby the Agreement Year that was ending on 20 July 2021 was extended by seventy five (75) days to 04 October 2021. Therefore, the existing term of the PPA Agreement has been extended by seventy five days to twenty five years and seventy five days ending on 04 October 2035.

Nishat (Chunian) Limited (NCL)

NCL is a public limited company incorporated in Pakistan under the repealed Companies Ordinance, 1984 (Now Companies Act, 2017) and listed on Pakistan Stock Exchange Limited. Its registered office is situated at 31-Q, Gulberg II, Lahore. NCL is engaged in business of spinning, weaving, dyeing, printing, stitching, processing, doubling, sizing, buying, selling and otherwise dealing in yarn, fabrics and made-ups made from raw cotton, synthetic fibre and cloth and to generate, accumulate, distribute, supply and sell electricity and steam.

Nishat Mills Limited (NML)

NML is a public limited company incorporated in Pakistan under the Companies Act, 1913 (Now Companies Act, 2017) and listed on Pakistan Stock Exchange Limited. Its registered office is situated at 53-A, Lawrence Road, Lahore. NML is engaged in the business of textile manufacturing and of spinning, combing, weaving, bleaching, dyeing, printing, stitching, apparel, buying, selling and otherwise dealing in yarn, linen, cloth and other goods and fabrics made from raw cotton, synthetic fibre, cloth and to generate, accumulate, distribute, supply and sell electricity.

Relevant Shareholdings

Mr. Shahzad Saleem, Chief Executive Officer, NCL is the largest shareholder of NCPL. He holds 64,811,981 ordinary shares of NCPL (17.64% equity stake in NCPL).

NML is substantial shareholder of NCL and holds 32,689,338 ordinary shares of NCL (13.61% equity stake in NCL).

NML holds 25,537,571 ordinary shares of NCPL (6.95% equity stake in NCPL).

PROPOSED SCHEME OF ARRANGEMENT AND RECONSTRUCTION (OBJECTIVE AND BENEFIT)

The principal objective of Scheme of Arrangement and Reconstruction (under sections 279 to 282 of the Companies Act, 2017), is to swap shareholding of NML in NCL with shareholding of Mr. Shahzad Saleem [Chief Executive Officer, NCL] in NCPL.

SCOPE OF THE CERTIFICATE

The managements of NCL and NCPL and their members are in the process of filing the Scheme of Arrangement and Reconstruction (under sections 279 to 282 of the Companies Act, 2017) for swap of shareholding of NML in NCL with shareholding of Mr. Shahzad Saleem [Chief Executive Officer, NCL] in NCPL, subject to the approval of the Honorable Lahore High Court, Lahore.

MANAGEMENTS' RESPONSIBILITY

It is the responsibility of managements of NCL and NCPL to prepare the share swap ratio in accordance with the Scheme of Arrangement and Reconstruction (under sections 279 to 282 of the Companies Act, 2017). This certificate does not relieve the management of its responsibility.

AUDITOR'S RESPONSIBILITY

Our responsibility is to certify that the share swap ratio has been computed and determined on the basis of three generally accepted valuation methodologies i.e.

1. Adjusted Net Assets Valuation (NAV);
2. Share Price as quoted on Pakistan Stock Exchange Limited (PSX) (volume weighted average share price for last six months); and
3. Discounted Cash Flow (DCF).

Valuation of NCL and NCPL as at 29 February 2024 has been carried out by the management of the respective company on a standalone basis in order to calculate the share swap ratio. Audited financial statements of NCL and NCPL for the eight months period ended 29 February 2024 along with reports on fair market valuation of land, buildings and plant and machinery of NCL and NCPL by M/s Hamid Mukhtar & Co. (Private) Limited as at 29 February 2024 and financial projections along with auditor's report thereon of NCL for the years 2024 – 2028 and financial projections along with auditor's report thereon of NCPL for the years 2024 – 2035 have been used. Other related information and explanations as and when required were provided with. We have relied on the financial projections and related information as provided by the management.

Accordingly, our verification was limited to the following procedures:

1. We have audited the financial statements of NCL and NCPL for the eight months period ended 29 February 2024.
2. We have obtained information on Adjusted NAV (including reports on fair market valuation of land, buildings and plant and machinery of NCL and NCPL by M/s Hamid Mukhtar & Co. (Private) Limited), Share Price of NCL and NCPL as quoted on PSX and

DCF along with auditor's reports thereon and checked the swap ratio as computed by the management and approved by the Board of Directors of NCL and NCPL.

3. We have verified the computation of the share swap ratio as prepared by the managements of NCL and NCPL to effectuate the Scheme of Arrangement and Reconstruction (enclosed as **Annexure A**).
4. We have checked that all the financial information used in the share swap ratio regarding the assets and liabilities is based on the audited financial statements of NCL and NCPL for the eight months period ended 29 February 2024 and according to the provisions of the proposed Scheme of Arrangement and Reconstruction.

CERTIFICATE

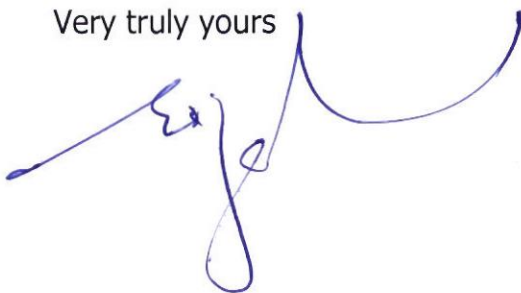
Based on the procedures mentioned above, we certify that shareholding of NML in NCL shall be swapped with shareholding of Mr. Shahzad Saleem [Chief Executive Officer, NCL] in NCPL under the Scheme of Arrangement in a swap ratio of 1:1.93 i.e. 193 ordinary shares of NCPL for every 100 ordinary shares of NCL (Please refer to **Annexure A**).

Our certificate is in accordance with the "Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan (ICAP). Our verification was limited to the information mentioned above.

Restriction on use and distribution

This certificate is being issued on the specific request of the managements of NCL and NCPL for the purpose of submission to all the concerned parties including the Honorable Lahore High Court, Lahore in connection with the Scheme of Arrangement and Reconstruction for swap of shareholding of NML in NCL with shareholding of Mr. Shahzad Saleem [Chief Executive Officer, NCL] in NCPL in terms of the provisions of sections 279 to 282 of the Companies Act, 2017 and is not to be used or distributed for any other purpose.

Very truly yours



Riaz Ahmad & Company

Chartered Accountants

Annexure A

Valuation Methodology	NCL	NCPL
Adjusted Net Assets Valuation (NAV) – Rupees per share	258.81	97.78
Share Price as quoted on Pakistan Stock Exchange Limited (volume weighted average share price for last six months) – Rupees per share	26.34	23.66
Discounted Cash Flow (DCF) – Rupees per share	189.00	74.13

For the purpose of share swap ratio, Share Price as quoted on PSX (volume weighted average share price for last six months) was used as primary methodology while Adjusted NAV and DCF as secondary methodologies. Weightage of 75% was assigned to Share Price as quoted on PSX being the primary methodology and remaining weight was equally assigned to Adjusted NAV and DCF being secondary methodologies to calculate the share swap ratio which is as follows:

Shareholding of NML in NCL shall be swapped with shareholding of Mr. Shahzad Saleem [Chief Executive Officer, NCL] in NCPL under the Scheme of Arrangement in a swap ratio of 1:1.93 i.e. 193 ordinary shares of NCPL for every 100 ordinary shares of NCL.

Per

Form A
THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 130(1) and Regulation 4]
ANNUAL RETURN OF COMPANY HAVING SHARE CAPITAL



PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUILN Registration Number:

1.2 Name of the Company:

1.3 Fee payment details:

1.3.1 Challan No	<input type="text" value="E-2023-1655677"/>	1.3.2. Amount	<input type="text" value="1000.0"/>
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1.4 Form A made upto:

1.5 Date of AGM:

PART - II

Section A

2.1 Registered Office Address:

2.2 Email Address:

2.3 Office Tel. No.:

2.4 Office Fax No.:

2.5 Principle line of business:

2.6 Mobile No. of Authorized officer (Chief Executive/ Director/ Company Secretary/ Chief Financial Officer):

2.7 Authorized Share Capital

Classes and kinds of Shares	No. of Shares	Amount	Face Value
Ordinary Shares		3,700,000,000.00	

2.8 Paid up Share Capital

Classes and kinds of Shares	No. of Shares	Amount	Face Value
Ordinary Shares		2,401,190,290.00	

2.9 Particulars of the holding /subsidiary company, if any

Name of Company	Holding/Subsidiary	% Shares Held

2.10 Chief Executive

Name:

Address:

NIC No:

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2.11 Chief Financial Officer

Name:

Address:

NIC No:

2.12 Secretary

Name:

Address:

NIC No:

2.13 Legal Advisor

Name:

Address:

NIC No:

2.14 Particulars of Auditors

Name:

Address:

2.15 Particulars of Shares Registrar (if applicable)

Name:

Address:

Email:

Section-B

2.16 List of Directors on the date Annual return is made

S#	Name of Director	Residential Address	Nationality	NIC (Passport No. if foreigner)	Date of appointment /election	Name of Member/Creditors nominating/appointing
1	Mahnoor Adil	House Number 319, West Canal Bank Road, Lahore	Pakistan	3520204288188	08/06/2023	
2	Muhammad Azam Siddiqui	H. No. 74-G, Phase 6 DHA, Lahore	Pakistan	3520138430319	13/10/2022	
3	Mr. Farrukh Ifzal	31-Q, Gulberg-II, Lahore	Pakistan	3520292902567	16/04/2021	
4	Mr. Zain Shahzad	319, West Canal Bank Road, House No. 1, Near Alfa Society, Lahore	Pakistan	3520190858977	16/04/2021	
5	Ahmad Hasnain	House Number 4 E-3, Gulberg-III, Lahore	Pakistan	3520224795531	04/07/2023	
6	Mr. Shahzad Saleem	467-469-Z, Phase III, D.H.A, Lahore Cantt.	Pakistan	3520155396299	30/04/2021	
7	Ayesha Shahzad	319 West Canal Bank 1 Road, Near Alfalah Society, Lahore	Pakistan	3520014968982	13/10/2022	

2.17 List of members & debenture holders on the date upto which this Form is made



S#	Folio#	Name *	Address	Nationality	No of shares	Per	(No of shares if foreigner)
Members							
Debenture Holders							

In case the member or debenture holder is holding shares or debentures on behalf of other person(s), the name of such other person(s) shall be mentioned in parentheses along with the name of the member or debenture holder

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2.18 Transfer of shares (debentures) since last Form A was made

S#	Name of Transferor	Name of Transferee	No of Shares Transferred	Date of Register of transfer
Members				
Debenture Holders				



PART-3

3.1 Declaration:

I do hereby solemnly, and sincerely declare that the information provided in the form is:

- (i) true and correct to the best of my knowledge in consonance with the record as maintained by the Company and nothing has been concealed; and
- (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2 Name of Authorized Officer with designation/ Authorized Intermediary

DANISH FAROOQ	Secretary
---------------	-----------

3.3 Signatures

Electronically signed by DANISH FAROOQ
--

3.4 Registration No of Authorized Intermediary, if applicable

--

3.5 Date

Day	Month	Year
10	11	2023

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