



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of **Lalpir Power Limited** (the "Company") will be held on April 30, 2019 (Tuesday) at 11:00 A.M. at The Nishat Hotel (Emporium Mall), Trade and Finance Centre, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2018 together with the Directors' and Auditors' reports.
2. To approve Final Cash Dividend @ 10% [i.e. Re. 1/- (Rupee One Only) per Ordinary Share as recommended by the Board of Directors.
3. To appoint statutory Auditors for the year ending 2019 and fix their remuneration.
4. **Special Business:-**

To consider and if deemed fit, to pass the following resolutions as Special Resolutions under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors with or without modification, addition(s) or deletion(s).

- A) RESOLVED that approval of the members of Lalpir Power Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for investment upto PKR 1,000,000,000/- (Rupees One Billion Only) in the form of loan / advance to Pakgen Power Limited ("Pakgen"), an associated company, for a period of one year starting from the date of approval by the members, at the mark up rate of 1 Month KIBOR plus 0.50% (which shall not be less than the average borrowing cost of the Company) and as per other terms and conditions of loan agreement in writing and as disclosed to the members.

FURTHER RESOLVED the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts,

matters, deeds and things and take any or all necessary steps and actions to complete all legal formalities including signing of agreement and other documents and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

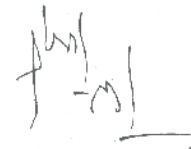
- B) “Resolved that approval of the members of Lalpir Power Limited (the “Company”) be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, and the Company be and is hereby authorized to invest up to PKR 200 Million (Rupees Two Hundred Million Only) from time to time in Nishat Hotels and Properties Limited (“NHPL”), an associated company, for subscribing at Par, fully paid up 20,000,000 ordinary shares of PKR 10 each of NHPL, subject to all other regulatory approvals, as applicable.

“Resolved Further that this resolution shall be valid for a period of three (3) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions.”

“Resolved Further that subsequent to the above said equity investment, Chief Executive and/or Company Secretary be and are hereby authorized singly 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.”

Statement under Section 134(3) of the Companies Act, 2017 concerning special business is annexed to the notice of meeting circulated to the members of the Company.

By order of the Board



(KHALID MAHMOOD CHOHAN)
COMPANY SECRETARY

LAHORE
March 22, 2019

NOTES:

1. BOOK CLOSURE NOTICE:-

The Ordinary Shares Transfer Books of the Company will remain closed from 22-04-2019 to 30-04-2019 (both days inclusive) for entitlement of 10% Final Cash Dividend [i.e Re. 1/- (Rupee 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 April 19, 2019 at Share Registrar, Central Depository Company of Pakistan, Limited CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, will be considered in time for entitlement of 10% Final Cash Dividend and attending of meeting.

2. ATTENDANCE AT MEETING

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the Company. The proxy form is available on the Company's website: <http://www.lalpir.com/>.

Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.

Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No.1 of 2000:

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

Members are requested to timely notify any change in their addresses.

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 07 days prior to the date of the meeting on the Standard Form which can be downloaded from the Company's website: www.lalpir.com

3. EXEMPTION OF WITHHOLDING TAX:

Withholding tax exemption from dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar Office, Central Depository Company of Pakistan, Limited CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, up to April 19, 2019.

4. SUBMISSION OF COPY OF CNIC (MANDATORY):

Individuals including all joint holders holding physical share certificates are requested to submit a copy of their valid CNIC to the Company or the Company's Share Registrar. All shareholders are once again requested to send a copy of their valid CNIC to our Share Registrar, Central Depository Company of Pakistan, Limited CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. The Shareholders while sending CNIC must quote their respective folio numbers and name of the Company.

5. ZAKAT DECLARATION (CZ-50):

Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period with the relevant authority.

In case you want to claim exemption from compulsory deduction of Zakat, please submit your Zakat declarations under Zakat and Usher Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 CZ-50 Form with Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. The Shareholders while sending the Zakat Declarations, as the case may be, must quote company name and their respective Folio numbers/CDC Account numbers.s.

6. MANDATORY PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE:

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the following information to the Company's Share Registrar at the address given herein above. In the case of shares held in CDC, the same information should be provided directly to the CDS participants for updating and forwarding to the Company.

Folio No. / Investor Account Number / CDC Sub Account No.
Title of Account
CNIC
IBAN Number
Bank Name
Branch
Branch Address _____
Mobile Number
Name of Network (if ported)
Email Address

Signature of shareholder

7. TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH EMAIL:

In terms of the provisions of the Companies Act, 2017, the Company can send financial statements electronically to its members. In this regard, the members may send their email information on a standard form which is available at the Company's website i.e. www.lalpir.com and send the form, duly signed, along with copy of his/her CNIC to the Company's Share Registrar M/s Central Depository Company of Pakistan Limited.

8. Circulation of Annual Reports through Digital Storage

Pursuant to the SECP's notification SRO 470(I) / 2016 dated 31st May, 2016 the Members of Lalpir Power Limited in AGM held on April 26, 2017 had accorded their consent for transmission of annual reports including audited annual financial statements and other information contained therein of the Company through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send to the Company Secretary / Share registrar, the standard request form available on the Company's website and the Company will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

9. Unclaimed Dividend / Shares

Shareholders who could not collect their dividend/ physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

10. Video Conference Facility

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at their address at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.

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 April 30, 2019.

A) LOAN / ADVANCE TO PAKGEN POWER LIMITED

Pakgen Power Limited ("Pakgen") is a Public Limited Company incorporated on 22 June 1995 under the Companies Ordinance, 1984. The registered office of Pakgen is situated at 53-A, Lawrence Road, Lahore. The principal activities of the Company are to own, operate and maintain an oil fired power station having gross capacity of 365 MW in Mehmood Kot, Muzaffargarh, Punjab, Pakistan. It is currently listed on the Pakistan Stock Exchange Limited.

Pakgen has a persistent problem with its trade debt balances which fluctuate routinely due to delay in payments from CPPA-G. This creates liquidity problems for Pakgen due to which it has to borrow funds from Banks and Financial Institutions to meet its working capital requirements.

Considering the average borrowing rate of the Company and the return offered by Banks on term deposits, the Directors of the Company has recommended loan / advance in the form of working capital loan up to Rs. 1 billion to Pakgen at the interest rate of 1 Month KIBOR plus 0.5% which shall not be less than borrowing cost of the Company. Repayment of the principle amount of loan/advance shall be made within one year from the date of approval by the members while payment of interest due shall be made on monthly basis. The Management expects the transaction to be beneficial for the Company and its shareholders as this will enhance the return on surplus funds available with the Company.

The Directors have certified that they have carried out necessary due diligence for the proposed investment before making recommendation for approval of the members and duly signed recommendation of the due diligence report shall be made available for inspection of members in the general meeting along with latest financial statements of Pakgen.

Pakgen is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Hassan Mansha	6.84
Mr. Aurangzeb Firoz	0.00

Information under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

(a) Disclosure for all types of investments:																		
(A) Disclosure regarding associated company																		
i	Name of Associated Company or Associated Undertaking	Pakgen Power Limited (Pakgen)																
ii	Basis of Relationship	Common Directorship																
iii	Earnings / (Loss) per Share for the last three years	<table border="0"> <thead> <tr> <th>Year</th> <th>Earnings per Share (Rs.)</th> </tr> </thead> <tbody> <tr> <td>2018</td> <td>3.99</td> </tr> <tr> <td>2017</td> <td>3.53</td> </tr> <tr> <td>2016</td> <td>1.39</td> </tr> </tbody> </table>	Year	Earnings per Share (Rs.)	2018	3.99	2017	3.53	2016	1.39								
Year	Earnings per Share (Rs.)																	
2018	3.99																	
2017	3.53																	
2016	1.39																	
iv	Break-up value per Share, based on last audited financial statements	PKR 44.87 per share as at 31 December 2018.																
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<p><u>Assets as at 31 December 2018 (Rupees '000)</u></p> <table border="0"> <tr> <td>Non-current assets –</td> <td>Rs. 7,710,768</td> </tr> <tr> <td>Current assets –</td> <td>Rs. 21,101,212</td> </tr> <tr> <td>Total assets –</td> <td>Rs. 28,811,980</td> </tr> </table> <p><u>Total Current Liabilities – (Rupees '000)</u></p> <table border="0"> <tr> <td>Net equity –</td> <td>Rs. 16,693,680</td> </tr> <tr> <td>Revenue 2018 –</td> <td>Rs. 16,218,296</td> </tr> <tr> <td>Expenses (CGS+Admin) –</td> <td>Rs. 13,967,162</td> </tr> <tr> <td>Other income –</td> <td>Rs. 97,863</td> </tr> <tr> <td>Profit/(Loss) after tax-</td> <td>Rs. 1,485,141</td> </tr> </table>	Non-current assets –	Rs. 7,710,768	Current assets –	Rs. 21,101,212	Total assets –	Rs. 28,811,980	Net equity –	Rs. 16,693,680	Revenue 2018 –	Rs. 16,218,296	Expenses (CGS+Admin) –	Rs. 13,967,162	Other income –	Rs. 97,863	Profit/(Loss) after tax-	Rs. 1,485,141
Non-current assets –	Rs. 7,710,768																	
Current assets –	Rs. 21,101,212																	
Total assets –	Rs. 28,811,980																	
Net equity –	Rs. 16,693,680																	
Revenue 2018 –	Rs. 16,218,296																	
Expenses (CGS+Admin) –	Rs. 13,967,162																	
Other income –	Rs. 97,863																	
Profit/(Loss) after tax-	Rs. 1,485,141																	
vi	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely	N/A																
	I Description of the project and its history since conceptualization	N/A																
	II Starting date and expected date of completion of work	N/A																
	III Time by which such project shall become commercially operational	N/A																
	IV Expected time by which the project shall start paying return on investment	N/A																
	V Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	N/A																

(B) General Disclosures:		
(i)	Maximum amount if investment to be made	PKR 1,000,000,000/- (Rupees One Billion Only).
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	The company will earn income on its surplus funds which will add to profitability of the Company.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	Surplus funds of the Company
	(I) Justification for investment through borrowings	N/A
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	N/A
	(III) Cost of benefit analysis	N/A
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>Agreement will be signed after approval by the members. Other significant terms and conditions are as under:</p> <ol style="list-style-type: none"> 1. Interest due on outstanding amount of loan shall be paid by the associated company on monthly basis on 20th of every month starting from the next month of the disbursement of loan. 2. In case of delay in re-payment of principal and interest, an additional sum equivalent to 2% per annum on the unpaid amount for the period for which the payment is delayed, shall be paid by associated company to the Company in addition to the agreed interest amount. 3. All payments under the loan agreement shall be made through crossed cheques. 4. The associated company shall provide a corporate guarantee to secure the loan.

(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>Two Directors of Lalpir Power Limited, Mian Hassan Mansha currently holds 3.93% shares, Mr. Aurangzeb Firoz currently holds 0.03% shares in Pakgen Power Limited.</p> <p>The associated companies holding shares of Lalpir Power Limited are interested in Pakgen Power Limited to the extent of their shareholding as follows:</p> <table border="0" data-bbox="780 688 1335 835"> <tr> <td></td> <td style="text-align: right;">%</td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">27.55</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td style="text-align: right;">1.72</td> </tr> <tr> <td>Adamjee Insurance Co. Ltd.</td> <td style="text-align: right;">6.89</td> </tr> <tr> <td>Engen (Pvt) Limited</td> <td style="text-align: right;">17.33</td> </tr> </table> <p>The associated Companies holding shares of Pakgen Power Limited are interested in Lalpir Power Limited to the extent of their shareholding as follows:</p> <table border="0" data-bbox="780 947 1335 1094"> <tr> <td></td> <td style="text-align: right;">%</td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">28.80</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td style="text-align: right;">1.80</td> </tr> <tr> <td>Adamjee Insurance Co. Ltd.</td> <td style="text-align: right;">7.20</td> </tr> <tr> <td>Engen (Pvt) Limited</td> <td style="text-align: right;">18.17</td> </tr> </table>		%	Nishat Mills Limited	27.55	Security General Insurance Co. Ltd.	1.72	Adamjee Insurance Co. Ltd.	6.89	Engen (Pvt) Limited	17.33		%	Nishat Mills Limited	28.80	Security General Insurance Co. Ltd.	1.80	Adamjee Insurance Co. Ltd.	7.20	Engen (Pvt) Limited	18.17
	%																					
Nishat Mills Limited	27.55																					
Security General Insurance Co. Ltd.	1.72																					
Adamjee Insurance Co. Ltd.	6.89																					
Engen (Pvt) Limited	17.33																					
	%																					
Nishat Mills Limited	28.80																					
Security General Insurance Co. Ltd.	1.80																					
Adamjee Insurance Co. Ltd.	7.20																					
Engen (Pvt) Limited	18.17																					
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/ justification for any impairment or write offs	NA																				
(vii)	Any other important details necessary for the members to understand the transaction	None																				
Additional disclosure regarding investment in the form of Loan / Advance																						
(i)	Category-wise amount of investment	PKR 1,000,000,000 (Rupees One Billion Only) in the form of working capital loan.																				
	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return unfunded facilities, as the case may be, for the relevant period	<p>The current average borrowing cost of the Company for the year ended 31 December, 2018 was 7.38% .</p> <p>1 Month KIBOR as on March 22, 2019 was 10.76%.</p>																				
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	The Company shall charge mark up at the rate of 1 Month KIBOR plus 0.50% (which shall not be less than the average borrowing cost of the Company).																				
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	The associated company shall provide a corporate guarantee to secure the loan.																				

(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	Not applicable
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment of principal will be made within one year with payment of interest due on monthly basis.

B) EQUITY INVESTMENT IN NISHAT HOTELS AND PROPERTIES LIMITED

Nishat Hotels and Properties Limited (NHPL) was incorporated on 04 October 2007 as a public company limited by shares. Its authorized share capital is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 (One Billion) ordinary shares of PKR 10 each. The principal activity of the company is to own, manage, establish and operate a shopping malls, hotels and banquet halls. For the intended purpose, NHPL has acquired Hotel site of 119 Kanals, 6 Marlas and 73 SFT of Commercial Land situated at Trade and Finance Block, Johar Town, Lahore, from Lahore Development Authority (LDA) – Urban Development Wing and constructed Emporium Mall which is fully operational since July 2016. Hotel has been opened since May 2017 and 198 rooms are fully operational. The Building has a covered area of 2.742 Million Square Feet comprising the following building components:

- 4 star hotel having 198 fully equipped rooms
- Banquet halls
- Shopping Mall with following features:
- Retail outlets
- Food courts
- Cineplex
- Hyper Star
- Fun Factory
- Two basements with parking bays for cars and motorcycles.

Since NHPL is now fully operational, equity investment is mainly needed by NHPL to repay the long term finances obtained from financial institutions and to meet other working capital requirements.

The directors of the Company certify / undertake that the investment is being made after due diligence. The duly signed recommendation of the due diligence report and directors undertaking/ certificate shall be made available to the members for inspection at the meeting.

Lalpir Power Limited (“the Company) expects significant dividends in future which will eventually enhance the return on investment of the shareholders of the Company, therefore the Directors of the Company have proposed to invest Rs. 200,000,000 by acquiring at Par, fully paid up 20,000,000 ordinary shares of PKR 10 each of NHPL.

NHPL is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Hassan Mansha	6.84
Mr. Muhammad Azam	0.00
Mr. I.U. Niazi	0.00

Information Under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

(a) Disclosure for all types of investments:	
(A) Disclosure regarding associated company	
i	Name of Associated Company or Associated Undertaking
ii	Basis of Relationship
iii	Earnings / (Loss) per share for the last three years
iv	Break-up value per share, based on last audited financial statements
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements
vi	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely
	<p>I. Description of the project and its history since conceptualization</p> <p>II. Starting date and expected date of completion of work</p> <p>III. Time by which such project shall become commercially operational</p> <p>IV. Expected time by which the project shall start paying return on investment</p> <p>V. Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts</p>

(B) General Disclosures:																																										
i	Maximum amount of investment to be made	Rs. 200,000,000 (Rupees Two Hundred Million Only)																																								
ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To earn dividend income and / or capital gains which will enhance the profitability of Lalpir Power Limited and add to the shareholders' value of the members of the investing Company. The investment in NHPL will be for long term.																																								
iii	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The investment will be made from company's available funds.																																								
	(I). Justification for investment through borrowings	NA																																								
	(II). Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA																																								
	(III). Cost benefit analysis	NA																																								
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	NA																																								
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>The directors of Lalpir Power Limited (Lalpir), their relatives and associated companies holding shares of Nishat Hotels and Properties Limited (NHPL) are interested to the extent of their shareholding as under:-</p> <table border="0"> <thead> <tr> <th>Directors:</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Mian Hassan Mansha</td> <td>21.72</td> </tr> <tr> <td>Mr. I.U. Niazi</td> <td>0.00</td> </tr> <tr> <td>Mr. Muhammad Azam (Common Director)</td> <td>0.00</td> </tr> <tr> <td>Relatives:</td> <td></td> </tr> <tr> <td>Mian Umer Mansha</td> <td>21.72</td> </tr> <tr> <td>Mian Raza Mansha</td> <td>21.50</td> </tr> <tr> <td>Both brothers of Mian Hassan Mansha.</td> <td></td> </tr> <tr> <td>Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)</td> <td>0.00</td> </tr> <tr> <td>Associated Companies</td> <td></td> </tr> <tr> <td>Nishat Mills Limited</td> <td>7.40</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td>7.40</td> </tr> <tr> <td>D. G. Khan Cement Company Limited</td> <td>10.41</td> </tr> </tbody> </table> <p>The directors of NHPL are interested in Lalpir to the extent of their shareholding as under:-</p> <table border="0"> <thead> <tr> <th>Name</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Mian Hassan Mansha</td> <td>6.84</td> </tr> <tr> <td>Mr. I.U. Niazi</td> <td>0.00</td> </tr> <tr> <td>Mr. Muhammad Azam</td> <td>0.00</td> </tr> </tbody> </table> <p>The associated Companies holding shares of NHPL are interested in Lalpir to the extent of their shareholding as follows:</p> <table border="0"> <thead> <tr> <th>Name</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Nishat Mills Limited</td> <td>28.80</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td>1.80</td> </tr> </tbody> </table>	Directors:	% of Shareholding	Mian Hassan Mansha	21.72	Mr. I.U. Niazi	0.00	Mr. Muhammad Azam (Common Director)	0.00	Relatives:		Mian Umer Mansha	21.72	Mian Raza Mansha	21.50	Both brothers of Mian Hassan Mansha.		Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)	0.00	Associated Companies		Nishat Mills Limited	7.40	Security General Insurance Co. Ltd.	7.40	D. G. Khan Cement Company Limited	10.41	Name	% of Shareholding	Mian Hassan Mansha	6.84	Mr. I.U. Niazi	0.00	Mr. Muhammad Azam	0.00	Name	% of Shareholding	Nishat Mills Limited	28.80	Security General Insurance Co. Ltd.	1.80
Directors:	% of Shareholding																																									
Mian Hassan Mansha	21.72																																									
Mr. I.U. Niazi	0.00																																									
Mr. Muhammad Azam (Common Director)	0.00																																									
Relatives:																																										
Mian Umer Mansha	21.72																																									
Mian Raza Mansha	21.50																																									
Both brothers of Mian Hassan Mansha.																																										
Mrs. Iqraa Hassan Mansha (Spouse of Mian Hassan Mansha)	0.00																																									
Associated Companies																																										
Nishat Mills Limited	7.40																																									
Security General Insurance Co. Ltd.	7.40																																									
D. G. Khan Cement Company Limited	10.41																																									
Name	% of Shareholding																																									
Mian Hassan Mansha	6.84																																									
Mr. I.U. Niazi	0.00																																									
Mr. Muhammad Azam	0.00																																									
Name	% of Shareholding																																									
Nishat Mills Limited	28.80																																									
Security General Insurance Co. Ltd.	1.80																																									

(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	The Company has provided NHPL a loan of Rs. 1 billion as working capital. The Company has already earned Rs. 68.582 million as mark-up income on said loan since such loan is provided to NHPL. The price for this loan would increase, subject to approval by shareholders, in line with prevailing situation of financial market.									
(vii)	Any other important details necessary for the members to understand the transaction	None									
(b) Additional disclosure regarding Equity Investment											
(i)	Maximum price at which securities will be acquired	Par value of Rs. 10/- per Share									
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	NA									
(iii)	Maximum number of securities to be acquired	20,000,000 Shares of Rs. 10/- each.									
(iv)	Number of securities and percentage thereof held before and after the proposed investment	<table border="1"> <thead> <tr> <th></th> <th>No. of Shares</th> <th>%age</th> </tr> </thead> <tbody> <tr> <td>Before</td> <td>0</td> <td>0</td> </tr> <tr> <td>After</td> <td>20,000,000</td> <td>1.87</td> </tr> </tbody> </table>		No. of Shares	%age	Before	0	0	After	20,000,000	1.87
	No. of Shares	%age									
Before	0	0									
After	20,000,000	1.87									
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A									
(vi)	Fair value determined in terms of sub-regulation (1) regulation 5 for investments in unlisted securities	The fair value of the share determined in terms of Regulation 5(1) is Rs. 14.47 per share based on discounted cash flows using "Free Cash Flow to the Company" at discount rate of 12.54% with 4% terminal growth rate. (Copy of fair valuation report issued by HBL Ijaz Tabussam & Co., Chartered Accountants, is available at Registered Office of the Company and can be inspected in working hours up to April 29, 2019).									

Statement Under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

Name of Investee Company	Lalpir Solar Power (Pvt) Limited
Total Investment Approved	Equity investment of Rs 270,270,000 (Rupees Two Hundred Seventy Million Two Hundred Seventy Thousand Only) was approved by members in AGM held on April 30, 2016 for the period of (3) years.
Amount of Investment Made to date	NIL
Reason for not having made complete Investment so far where resolution Required to be implemented in Specified time.	<p>Investment in Lalpir Solar Power (Pvt) Limited. is based on certain milestones which have not yet been accomplished. The first such milestone was to conduct Grid Interconnection Study (GIS), which has been approved by Multan Electric Power Company (MEPCO) and planning power wing of National Transmission & Dispatch Company Limited. However, consent of Power Purchaser i.e., Central Power Purchasing Agency Guarantee Limited (CPPA-G) is still pending.</p> <p>The approval for making of said investment was allowed for a period of 3 years from the date of approval i.e. April 30, 2016 and is going to be expired on April 29, 2019.</p>
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	Lalpir Solar Power (Pvt.) Limited has issued paid-up share capital of 100,000 shares of Rs 10 each amounting to Rs.1,000,000 (Rupees One Million only).