

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Nishat (Chunian) Limited (the "Company") will be held at the Registered Office of the Company, 31-Q, Gulberg II, Lahore on 14th May 2015 (Thursday) at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS:

1. To confirm the minutes of the last Extra Ordinary General Meeting held on March 31, 2015.
2. To transact any other business with the permission of the Chair.

SPECIAL BUSINESS:

3. To consider and pass, with or without modification(s), the following resolutions as Special Resolution:

"Resolved that the Authorized Share Capital of the Company be increased from Rupees 2,500,000,000 (Rupees Two Billion Five Hundred Thousand Only) divided into 230,000,000 (Two Hundred Thirty Million) ordinary shares and 20,000,000 (Twenty Million) preference shares of Rupees 10 each (Ten Only) to Rupees 3,000,000,000 (Rupees Three Billion Only) divided into 280,000,000 (Two Hundred Eighty Million) ordinary shares and 20,000,000 (Twenty Million) preference shares of Rupees 10 each (Ten Only).

Further resolved that Clause No. V of Memorandum of Association of the Company be and hereby is amended and accordingly be read as under:

Clause "V" of the Memorandum of Association

The authorized share capital of the Company is Rupees 3,000,000,000 (Rupees Three Billion Only) divided into 280,000,000 (Two Hundred Eighty Million) ordinary shares and 20,000,000 (Twenty Million) preference shares of Rupees 10 each (Ten Only) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984 and any rules made there under, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Regulations of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or Regulations of the Company.

Further resolved that the shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares in all respects/matters in conformity with the provisions of Section 92 of the Companies Ordinance, 1984.

Further resolved that the Chief Executive and / or Secretary of the Company be and is/are hereby authorized to comply with the legal and corporate formalities relating to increase of the authorized capital of the Company and effectuate this resolution."

By Order of the Board

Saqib Riaz
Company Secretary

Lahore: April 21, 2015

Notes:

1. The Board of Directors in their Meeting held on April 20, 2015 have declared 20% Right Shares i.e. 20 shares for every 100 existing ordinary shares held by the shareholder. The Members' Register will remain closed from 12-05-2015 to 14-05-2015 (both days inclusive). Transfers received at Hameed Majeed Associate (Pvt) Limited, H.M. House, 7-Bank Square, Lahore, the Independent Registrar and share transfer office of the Company by the close of business on 11-05-2015 will be considered in time for attending the EOGM and for 20% Ordinary Right shares entitlement as declared by the Board of Directors.
2. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
3. Shareholders are requested to immediately notify the change in address, if any.
4. CDC account holders will further have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan:
 - a. For attending the meeting
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting
 - b. For Appointing Proxies
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.

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

This statement sets out the material facts concerning the Special Business to be transacted at the Extra Ordinary General Meeting of the Company to be held on May 14, 2015 pertaining to increase in authorized share capital of the Company.

Increase in authorized Share Capital

At present the authorized share capital of the Company is Rs.2,500,000,000 (Rupees Two Billion and Five hundred Million Only) divided into 230,000,000 (Two Hundred Thirty Million) ordinary shares and 20,000,000 (Twenty Million) preference shares of Rupees 10 each (Ten Only). The Board of Directors have declared issue of right shares to increase the paid up share capital of the company. Therefore in order to cater for the increase in paid up share capital, the authorized capital is required to be enhanced.

The Board of Directors of the Company, therefore, has recommended increase in the authorized share capital of the Company from Rs.2,500,000,000 to Rs.3,000,000,000 by creation of 50,000,000 ordinary shares of Rs.10 each. The Board of Directors also recommended amending Clause V of Memorandum of Association of the Company to reflect the proposed increase in authorized share capital of the Company.

The new ordinary shares when issued shall rank *pari passu* with the existing ordinary shares in all respects.

No Director or Chief Executive of the Company or their relatives has any interest directly or indirectly in the proposed alteration, except in their capacities as Director / Chief Executive / Shareholders of the Company and entitlement to right offers.

PROXY FORM

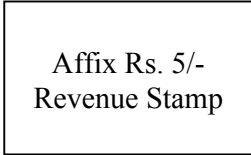
The Company Secretary,
Nishat (Chunian) Limited
31-Q, Gulberg II,
Lahore.

I / We _____ Of _____ being a member(s) of Nishat (Chunian) Limited, and a holder of _____ Ordinary shares as per Share Register Folio No. _____ (in case of Central Depository System Account Holder A/c No. _____ Participant I.D. No. _____) hereby appoint _____ of _____ another member of the Company as per Register Folio No. _____ or (failing him / her _____ of _____ another member of the Company) as my / our Proxy to attend and vote for me / us and on my / our behalf at Extra Ordinary General Meeting of the Company, will be held on May 14, 2015 Thursday at 10.00 a.m. at the Head Office of the Company 31-Q, Gulberg II, Lahore and at any adjournment thereof.

As witness my hand this _____ day of _____ 2015 signed by the said _____ in presence of _____

Witness

Signature



Signature

Notes:

- 1. Proxies, in order to be effective, must be received at the company’s Registered Office / Head Office not less than 48 hours before the meeting duly stamped, signed and witnessed.
- 2. Signature must agree with the specimen signature registered with the Company.