



**NISHAT  
CHUNIAN**  
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## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Nishat (Chunian) Limited (the "Company") will be held on April 16, 2024 (Tuesday) at 09:00 am at the Registered Office of the Company at 31-Q, Gulberg – II, Lahore to transact the following business:

1. To elect seven (7) Directors of the Company as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159(1) of the Companies Act, 2017, in place of the following retiring Directors who are eligible to offer themselves for re-election: -
  1. Mr. Shahzad Saleem
  2. Mr. Zain Shahzad
  3. Ms. Ayesha Shahzad
  4. Mr. Farrukh Ifzal
  5. Ms. Mahnoor Adil
  6. Mr. Ahmad Hasnain
  7. Mr. Muhammad Azam Siddiqui

Statement of Material Facts as required under Section 166(3) of the Companies Act 2017 is annexed to the notice of meeting circulated to members of the Company.

**By Order of the Board**

**Umer Qureshi**  
**Company Secretary**

Lahore  
March 26, 2024

### NOTES:

#### 1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from April 09, 2024 to April 16, 2024 (both days inclusive) for attending and voting at Extraordinary General Meeting. Physical transfers / CDS transaction IDs received at the share registrar of the Company M/S Hameed Majeed Associates (Pvt) Ltd., H.M. House, 7-Bank Square, Lahore up to close of office timings on April 08, 2024 will be treated in time for the purpose of attending and voting at the meeting.

#### 2. Participation in the Extraordinary General Meeting

A member entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote on his/her behalf. 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 received / deposited at the Registered Office of the Company not later than 48 hours before the meeting.





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CDC Account Holders will further have to follow the under-mentioned 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 CDC Regulations, shall authenticate his/her identity by showing his/her 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 signature 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 CDC 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 Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his / her 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 (POA) with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

### Proxy Form

A Proxy Form is enclosed with this notice and is also available on the Company's website.

## 3. Video Conference Facility

The members may attend the EOGM through video link using smart phones / tablets, to attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at [shahbazhsan@nishat.net](mailto:shahbazhsan@nishat.net) not later than 48 hours before the time for holding the meeting.

Name of Shareholder	CNIC/Passport No.	Folio / CDC Account No.	No. of Shares held	Cell No.	Email Address

The login facility will be opened at 08:55 a.m. on April 16, 2024, enabling the participants to join the proceedings.

## 4. Change of Address

Members are requested to notify any change in their addresses immediately. Shareholders are requested to provide above mentioned information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Share Registrar of the Company.





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## 5. Conversion of physical shares into CDS

We once again strongly advise members of the Company, in their best interest, to convert their physical shares into book-entry form at earliest

- 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.

## 7. E-voting / Postal Ballot Facility

The shareholders may be allowed to exercise their right to vote through e-voting / postal ballot subject to the provision of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018 if the number of persons who offer themselves to be elected is more than the number of Directors fixed under Section 159(1) of the Companies Act, 2017.

## 8. Election of Directors

Any member who seeks to contest election of directors shall file with the Company at its registered office, Nishat (Chunian) Limited, 31-Q, Gulberg-II, Lahore, not later than 14 days before the said meeting his/her intention to offer himself / herself for the election of the directors in term of Section 159(3) of the Companies Act, 2017 together with:

- His/her folio No./CDC Investor Account No. / CDC Participant No. / Sub-Account No.
- Notice of his / her intention to offer himself/herself for the election as a director, along with duly completed and signed Appendix to Form-9 giving his / her consent to act a Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations.
- Detailed profile along with office address to be placed on the Company's website.
- A Declaration on non-judicial confirming that:
  - He/ she is aware of duties and powers under the relevant applicable laws, Memorandum and Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
  - He/ she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director;
  - He/ she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations
- Attested copy of valid Computerized National Identity Card / Passport and NTN Certificate.
- Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019 on non-judicial stamp paper that he/she qualifies the criteria of independence stipulated under Section 166 of the Companies Act, 2017.
- Detail of other officers/directorships and offices held;
- The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulation, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
- A member who seeks to contest election may select one category in which he/she intends to contest election of directors.





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- x. For the purpose of election of Directors voting shall be held in the following three (3) categories;
- Female Director
  - Independent Directors
  - Other Directors

If the number of members who offer themselves in each category is not more than the number of directors to be elected in such category, such members will be elected unopposed without the voting process.

#### **STATEMENT OF MATERIAL FACTS AS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Section 166(3) of the Companies Act, 2017 provides that a statement of material fact is annexed to the notice of general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Pursuant to the above-mentioned provision, independent directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act 2017.

The Company will ensure that the independent directors to be elected will meet the criteria out for independence under Section 166 of the Companies Act, 2017 and regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The candidates are required to read the relevant provisions / requirements relating to the appointment / election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit.

No directors have direct or indirect interest in the abovesaid business other than as shareholders of the Company and that they can contest the election of directors subject to eligibility criteria.



# Form of Proxy

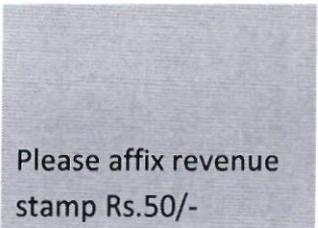
I/We \_\_\_\_\_  
of \_\_\_\_\_  
holding Computerized National Identity Card (CNIC)/Passport No. \_\_\_\_\_  
and being a member of Nishat (Chunian) Limited, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
holding CNIC/Passport No. \_\_\_\_\_  
or failing him/her hereby appoint \_\_\_\_\_  
of \_\_\_\_\_

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 April 16, 2024 (Tuesday) at 09:00 A.M. at 31-Q, Gulberg-II, Lahore.

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.....

Name .....

CNIC#.....

Signature of witness.....

Name .....

CNIC#.....

Please quote:

Folio#	Shares held	CDC A/C No.

### Notes:

1. This instrument appointing a proxy, duly completed, must be received at the Registered Office of the Company at 31-Q, Gulberg-II, 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 Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.