Member

NOON
GROUP OF COMPANIES

NOON PAKISTAN LIMITED

HEAD OFFICE: 1st Floor Mustafa Centre, 45 F, Main Market, Gulberg Lahore.
PABX : +92-42-35788472-73 Fax: +92-42-35752535 Email : info@nurpurfoods.com

30 March, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building Stock Exchange Road,
Karachi - 74000

Fax Nos. 021-3241 0825
021-3241 5136

The General Manager
Lahore Stock Exchange Limited
19, Khayaban-e-Aiwan-e-Iqbal, Lahore-54000

Fax No. 042-111-441-441

The General Manager
Islamabad Stock Exchange Limited
ISE Towers, 55-B, Jinnah Avenue,
Islamabad-44000

Fax No. 051-111-573-329

Director / HOD (Enforcement Department)
Securities and Exchange Commission of Pakistan
National Insurance Corporation Building, Jinnah Avenue,
Islamabad-44000

Re: **Disclosure of Proposed Acquisition of approximately 51% Voting and Non-Voting shares of Noon Pakistan Limted by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation**

Dear Sirs,

Pursuant to section 15G of the Securities and Exchange Ordinance, 1969 read with clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012 Fauji Fertilizer Bin Qasim Limited (FFBL) has reported to the stock exchanges / Securities and Exchange Commission of Pakistan that FFBL and Fuji Foundation (FF), subject to all necessary approvals and subject further to any share purchase agreement(s) between the parties, intend to acquire approximately 5,998,212 voting shares of Rs.10/- each, and approximately 9,914,828 non-voting shares of Rs.10/- each constituting approximately 51% of the issued, subscribed and fully paid up voting and non-voting shares of Noon Pakistan Limited, out of which FFBL will acquire three-fourth, i.e. approximately 38.25% of the issued and paid up voting and non-voting shares and FF will acquire one-fourth, i.e. approximately 12.75% of the issued and paid up voting and non-voting shares.

By way of abundant caution, we may also circulate this information to the public. Disclosure in the format prescribed by the Securities and Exchange Commission of Pakistan through SRO 143/(1)/2012 dated 5 December 2012, is also enclosed herewith as Exhibit A.

Yours Sincerely,

SYED ANWAR ALI
Company Secretary

Encl: As above.

Exhibit A

Disclosure Form
In terms of Section 15D of the Securities and Exchange Ordinance 1969

30 March, 2015

Name of the Company   Noon Pakistan Limited

Date of Report   30 March, 2015

Contact Information

Syed Anwar Ali
Company Secretary
Noon Pakistan Limited
66 Garden Block, New Garden Town, Lahore.
Telephone: 92-42-35831462-63
Fax: 92-42-35831462
Email: noonshr@brain.net.pk

Please mark the appropriate box below:

[x] **Disclosure of inside information by listed company in terms of Section 15D(1)**

Pursuant to section 15G of the Securities and Exchange Ordinance, 1969 read with clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012 Fauji Fertilizer Bin Qasim Limited ("FFBL") has reported to the stock exchanges / Securities and Exchange Commission of Pakistan that FFBL and Fuji Foundation (FF), subject to all necessary approvals and subject further to any share purchase agreement(s) between the parties, intend to acquire approximately 5,998,212 voting shares of Rs.10/- each, and approximately 9,914,828 non-voting shares of Rs.10/- each constituting approximately 51% of the issued, subscribed and fully paid up voting and non-voting shares of Noon Pakistan Limited, out of which FFBL will acquire three-fourth, i.e. approximately 38.25% of the issued and paid up voting and non-voting shares and FF will acquire one-fourth, i.e. approximately 12.75% of the issued and paid up voting and non-voting shares.

This information has already been disclosed by FFBL by its letter dated 27 March, 2015 to the SECP, all the Stock Exchanges and CEO of Noon Pakistan Limited and Noon Pakistan Limited is only disclosing this out of abundant caution.

[ ] Intimation decision of the listed company to delay disclosure of inside information in terms of Section 15D (2)

NIL

[ ] Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of Section 15D (3)

NIL

[ ] Disclosure of Transaction conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of Section 15D (5)

NIL

SIGNATURE

In case of company, pursuant to the requirements of the Securities and Exchange Commission Ordinance 1969, the company has duly caused this form/ statement to be signed on its behalf by the undersigned hereunto duly authorized.

SYED ANWAR ALI
Company Secretary
Noon Pakistan Limited

FFBL

Fauji Fertilizer Bin Qasim Limited

Ref. No. 11.8/Sectt C

Dated: March 27, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi - 74000, Pakistan

The General Manager
Islamabad Stock Exchange Limited
ISE Towers
55-B, Jinnah Avenue
Islamabad, Pakistan

The General Manager
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
P.O. Box: 1315
Lahore - 54000, Pakistan

Director/HOD (Enforcement Department)
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Islamabad-44000
Pakistan

Dear Sirs,

Subject: **Disclosure of Proposed Acquisition of approximately 51% Voting and Non-Voting Shares of Noon Pakistan Limited by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation**

Pursuant to Section 15D of the Securities and Exchange Ordinance, 1969 read with Clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012, we write to disclose that Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, subject to all necessary approvals, and subject further to any share purchase agreement(s) between the parties, intend to acquire approximately 5,998,212 voting shares of Rs. 10/- each and approximately 9,914,828 non-voting shares of Rs. 10/- each, constituting approximately 51% of the issued, subscribed and fully paid up voting and non-voting shares of Noon Pakistan Limited, out of which Fauji Fertilizer Bin Qasim Limited will acquire three-fourths i.e. approximately 38.25% of the issued and paid up voting and non-voting shares and Fauji Foundation will acquire one-fourth i.e. approximately 12.75% of the issued and paid up voting and non-voting shares.

Disclosure of the proposed acquisition, in the format prescribed by the Securities and Exchange Commission of Pakistan through its statutory regulatory order (S.R.O 1432(I)/2012) dated December 5, 2012, in enclosed herewith as the Schedule.

Yours faithfully,

Brig. Muhammad Azam SI (M), ~~(Retd)~~
Company Secretary

73-Harley Street, Rawalpindi-Pakistan.
Tel: 92 51 9272196-7, Fax: 92 51 9272198-9, www.ffbl.com

SCHEDULE

Disclosure Form
In terms of Section 15D of the Securities and Exchange Ordinance, 1969

Islamabad
March 27, 2015

Name of the Company	Fauji Fertilizer Bin Qasim Limited
Date of Report	March 27, 2015
Contact Information	Brig. Muhammad Azam SI (M), (Retd) Company Secretary Fauji Fertilizer Bin Qasim Limited 73 - Harley Street Rawalpindi Telephone: 92-51-9272189 Fax: 92-51-9272198 Email: secretary@ffbl.com

Please mark the appropriate box below:

☑ **Disclosure of inside information by listed company in terms of Section 15D(1).**

Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, subject to all necessary approvals, and subject further to any share purchase agreement(s) between the parties, intend to acquire approximately 5,998,212 voting shares of Rs. 10/- each and approximately 9,914,828 non-voting shares of Rs. 10/- each, constituting approximately 51% of the issued, subscribed and fully paid up voting and non-voting shares of Noon Pakistan Limited, out of which Fauji Fertilizer Bin Qasim Limited will acquire three-fourths i.e. approximately 38.25% of the issued and paid up voting and non-voting shares and Fauji Foundation will acquire one-fourth i.e. approximately 12.75% of the issued and paid up voting and non-voting shares.

Copy of the Public Announcement of Intention to Acquire, containing material information in respect of the acquisition of voting shares under the above transaction is enclosed as **Annexure**.

☒ **Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 15D(2).**

NIL

☒ Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of Section 15D(3).

NIL

☒ **Disclosure of transactions conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of Section 15D(5).**

NIL

SIGNATURE

In case of company pursuant to the requirements of the Securities and Exchange Ordinance, 1969, the company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

Brig Muhammad Azam (Retd)
Company Secretary
Fauji Fertilizer Bin Qasim Limited