NOON PAKISTAN LIMITED

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NPL/SHR

26 November, 2015

1.	The General Manager Karachi Stock Exchange (G) Ltd. Stock Exchange Building, KARACHI-74000	Fax:	021-111-573-329 021-2437560 021-2415763
2.	The General Manager Lahore Stock Exchange (G) Ltd. 19, Khayaban-e-Aiwan-e-Iqbal. LAHORE-54000	Fax:	111-441-441

Dear Sir,

MATERIAL INFORMATION

Pursuant to provisions of Securities Act, 2015 and listing regulations of Karachi and Lahore Stock Exchanges we hereby inform you that the following special resolutions have been passed by the members of the Company in the 48th Annual General Meeting held at Lahore on Thursday, 26 November, 2015:-

1. INCREASE IN THE AUTHORIZED CAPITAL AND CHANGE IN CAPITAL STUCTURE

   RESOLVED that the authorized capital of the Company be and is hereby increased from Rs.395,000,000 (Rupees three hundred ninety five million) to Rs.7,000,000,000 (Rupees seven billion) by addition of 668,000,000 Ordinary Shares of Rs.10/- each and deletion of 7,500,000 Preference Shares of Rs.10/- each.

2. ALTERATIONS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION

   "RESOLVED that the authorized capital of the Company be and is hereby increased from Rs.395,000,000 (Rupees three hundred ninety five million) to Rs. 7,000,000,000 (Rupees seven billion) by addition of 668,000,000 Ordinary Shares of Rs.10/- each and deletion of 7,500,000 Preference Shares of Rs. 10/- each.

   FURTHER RESOLVED that the alterations in Clause V of the Memorandum of Association of the Company be made as under:

   i. The words and figure "Rs.395,000,000/- (Rupees three hundred ninety five million)" shall be replaced with words and figure "Rs. 7,000,000,000 (Rupees seven billion)";

ii. The words and figure "12,250,000 (twelve million two hundred fifty thousand) Ordinary Shares of Rs.10/- each," shall be replaced with words and figure "680,250,000 (six hundred eighty million two hundred fifty thousand only) Ordinary Shares of Rs.10/- each and"; and

iii. The words and figure "and 7,500,000 (seven million five hundred thousand) Preference Shares of Rs. 10/- each" is hereby deleted.

FURTHER RESOLVED that the alterations in the Articles of Association of the Company be made as under:

i. Article 2(g1) of the Articles of Association (definition of "Preference Shareholders") is hereby deleted.

ii. Article 2(g2) of the Articles of Association (definition of "Preference Shares") is hereby deleted.

iii. Article 3(ii)(e) of the Articles of Association (regarding the conversion of Preference Shares) is hereby deleted."

3. AMENDMENT OF THE SPECIAL RESOLUTION PASSED ON 16 JUNE 2009

FURTHER RESOLVED that the words *"of their own class"*, appearing in the second paragraph of the Special resolution, under the head "CONVERSION OF PREFERENCE SHARS INTO NON-VOTING ORDINARY SHARES", passed by the Members of the Company on 16 June 2009 be deleted and at the end of the said paragraph, the following proviso be added: *", provided that nothing in this Resolution shall prevent the directors from allotting and issuing any declined right shares (of either class) to any holder of any shares (of either class) or to any other person, subject to and in accordance with Section 86 of the Companies Ordinance 1984"*. After such amendments, the said Special Resolution shall read as follows:

"FURTHER RESOLVED that the Non-Voting Ordinary Shares shall rank paripassu with the Ordinary Shares in all respect subject to the limitation / restriction that holder of such Non-Voting Ordinary Shares shall not be entitled to receive notice, attend and vote at the general meetings of the Company, except as otherwise provided by the Companies Ordinance, 1984 whereby the holders of such shares would be entitled to vote separately as a class and in the event of further issue of capital by means of right / bonus shares the holders of Ordinary Shares and the holders of Non-Voting Ordinary Shares shall be offered / allotted shares simultaneously and in equal proportion, provided that nothing in this Resolution shall prevent the directors from allotting and issuing any declined right shares (of either class) to any holder of any shares (of either class) or to any other person, subject to and in accordance with Section 86 of the Companies Ordinance 1984."

Yours sincerely,

LT COL MUHAMMAD ASHFAQ (Retd)
Company Secretary