

AISHA STEEL MILLS LIMITED

25th March 2022

Mr. Wasim A. Sattar
Senior Manager
Listing Department
Pakistan Stock Exchange
Karachi

Sub: Re: Update in Preference & Ordinary Share Capital

Dear Sir,

This is with reference to your letter No. PSX/C-1138-362 dated 22nd February 2022 wherein you have required Aisha Steel Mills Ltd [the Company] to furnish some documents along with the payment of additional listing fee and SECP Supervisory fee in order to update the change in paid-up capital of the Company.

In this connection, the details required in your aforementioned letter is being submitted as follows:

S. No.	Particulars	Remarks
1.	Form 3 – Return of Allotment filed with the Registrar	Annexure – A
2.	Auditor's Certificate confirming the Ordinary and Preference Share Capital of the Company	Annexure – B
3.	Payment of Additional Listing Fee of Rs.3,185,430	Cheque bearing No. 06542793 amounting to Rs. 3,089,867 (after deduction of WHT @ 3% of Rs.95,563) is attached herewith as Annexure – C
4.	Payment of SECP Supervisory Fee of Rs.318,543	Cheque bearing No. 06542794 amounting to Rs. 308,987 (after deduction of WHT @ 3% of Rs.9,556) is attached herewith as Annexure – D
5.	Copy of Tax Challan	Will be provided in due course

Yours sincerely



Manzoor Raza
Company Secretary



The Company Secretary
Aisha Steel Mills Limited
Arif Habib Centre
23 M.T. Khan Road
Karachi

March 22, 2022

ASR 3424

Dear Sir

As requested, we confirm the following after our verification of the books and records of Aisha Steel Mills Limited (ASML):

- I. Issuance of ASML's Ordinary Shares (PSX Symbol – ASL) against accumulated Preference dividend upto June 30, 2021 on ASML's Preference Shares (PSX Symbol – ASLPS) (hereinafter referred as "Issuance A") is inline and permissible as per the terms and conditions of issuance of Ordinary Shares against Preference dividend approved in special resolution passed by members of ASML on October 13, 2010. The Ordinary Shares have been credited to the respective accounts of accumulated Preference dividend holders on November 22, 2021.

As per the special resolution dated October 13, 2010:

"Rate of preferential dividend shall be @ 6MKIBOR+3 (reset every six months) which shall be converted into Ordinary shares / Preference Shares for which the Company shall issue the appropriate number of Ordinary Shares."

- II. Issuance of ASML's Ordinary Shares (PSX Symbol – ASL) against accumulated Preference dividend upto June 30, 2021 on ASML's Preference Shares (PSX Symbol – ASLCPS) (hereinafter referred as "Issuance B") during the period September 10, 2021 to December 31, 2021 is inline and permissible as specified in the terms and conditions of issuance of Ordinary Shares against Preference dividend, approved in special resolution passed by members of ASML on May 26, 2014. The Ordinary Shares have been credited to the respective accounts of accumulated Preference dividend holders on November 22, 2021.

As per the special resolution dated May 26, 2014:

"Rate of preferential dividend shall be @6MKIBOR+3 (reset every six months) which shall be available for conversion into Ordinary Shares in accordance with the conditions contained in Paras IV, V and VI hereafter, for which the Company shall issue the appropriate number of Ordinary Shares."

IV. "Preference Shares shall be convertible into Ordinary Shares at the options of the holders of Preference Shares at any time after completion of one year from the date of subscription as per following criteria/basis:

- a. At face value provided that the book value of the Ordinary Shares after adjustment of all accumulated losses as per latest half yearly/annual published accounts of the Company is Rs. 10/- or more;

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b. At book value provided that the book value of the Ordinary Shares after adjustment of all accumulated losses as per latest half yearly/annual published accounts of the Company is lower than Rs. 10/-

v. If the Company has announced after the expiry of any year and 3 months in the course of conversion accumulated dividend and part of the interest on Preference Shares if any accrued upto the date of declaring the Notice of Conversion by the Company shall also be taken into account for determining the number of the Ordinary Shares, to the extent of aforesaid announced after tax profit, as per conversion criteria mentioned in Clause IV here-above, to be issued upon Conversion."

vi. A holder of Preference Shares may exercise the right of conversion into Ordinary Shares at any time after completion of one year from the date of subscription.

However there shall be no right of conversion if the book value per share at the conditions of issue of Preference Shares (ASLPS) as mentioned in (iv) in the absence of any method for calculation of book value per share, the Company has calculated the book value per share as follows

		As at December 31, 2015 Rupees
Equity and surplus on revaluation of fixed assets:		
Ordinary Shares of Rs. 10 each		2,712,836,760
Cumulative Preference Shares (PSX Symbol - ASLPS) of Rs. 10 each		725,363,820
Cumulative Preference Shares (PSX Symbol - ASLCPS) of Rs. 10 each		1,719,100,290
Accumulated loss		(3,286,168,000)
Surplus on revaluation of fixed assets		386,317,000
Net equity and surplus on revaluation of fixed assets	A	2,257,449,870
Number of shares as at December 31, 2015		
Ordinary Shares of Rs. 10 each		271,283,676
Cumulative Preference Shares (PSX Symbol - ASLPS) of Rs. 10 each		72,536,382
Cumulative Preference Shares (PSX Symbol - ASLCPS) of Rs. 10 each		171,910,029
Total number of shares	B	515,730,087
Book value per share (Rs. per share)	C=A/B	4.377
Face value per ordinary share (in Rs.)	D	10
Share conversion ratio	E=D/C	2.285

The Company has fixed this share conversion ratio of Preference Shares (ASLCPS) for all conversions.

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Company Secretary.

III. Number of shares outstanding as at September 10, 2021 (before issuance of Ordinary Shares against accumulated Preference dividend) and as at December 31, 2021 (after issuance of Ordinary Shares against accumulated Preference dividend) are as follows:

	Ordinary shares (ASL)	Preference shares (ASLPS)	Preference shares (ASLCPS)
	←	Number of shares	→
Shares (before issuance)	771,772,293	44,357,057	137,920
No. of shares issued *	153,028,516	-	-
Shares (after issuance)	924,800,809	44,357,057	137,920

2. In respect of the above issuance, the following documents have been submitted to the

- * Confirmation letter issued by CDC in respect of the above issuance of shares against accumulated Preference dividend
- * Joint Registrar of Companies verified true copies of Form 27 Return of annual
- * Share Certificates on sample basis issued by the ASML for Physical Shares
- * Shareholders register maintained for CDC as well as Physical Shares for all Ordinary and Preference Shares; and
- * Special resolution passed by members of ASML's regarding the terms of issue of Preference Shares (ASLPS and ASLCPS).

* This represents issuance of Ordinary Shares against accumulated Preference dividends on Preference Shares (ASLCPS – Rs. 794.9 million and ASLPS – Rs. 321.84 million). This also includes issuance of 317,752 physical shares.

Yours truly

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Company Secretary.

