



JANANA DE MALUCHO TEXTILE MILLS LTD.

HABIBABAD - KOHAT (PAKISTAN)

Phones: (0922) 862161-62, 862189, 862026, Cable: "JANANA KOHAT"

E-mail: janana@brain.net.pk, janana_textile@hotmail.com

Ref. No. JM/CS/22/516

Date: February 15, 2022

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

DISCLOSURE OF MATERIAL INFORMATION REGARDING MERGER

Dear Sir,

In pursuance of the provisions of Section 96 of the Securities Act, 2015 and Clause 5.6.1(a) of the PSX Rule Book, we hereby convey the following:

At a meeting of the Board of Directors (BOD) of Janana De Malucho Textile Mills Limited (the Company) held at 11:30 A.M. on February 15, 2022 at Gammon House Rawalpindi, the BOD discussed the post-merger steps/procedures required to be undertaken in terms of the Scheme of Arrangement for Amalgamation/Merger which has been sanctioned by the Peshawar High Court, Peshawar vide Order CC No.03-P/2021, dated January 31, 2022, in terms of which, Babri Cotton Mills Ltd.(BCML) stands merged with and into the Company with effect from February 04, 2022.

Accordingly, the BOD resolved that as per Scheme of Arrangement for Amalgamation / merger (the Scheme), 2,131,028 ordinary shares of the Company be issued to the shareholders of BCML on a swap ratio of 1 share of the Company for every 1.438266 shares of BCML.

Further resolved that as per the approved Scheme, the fractional shares, however, shall not be issued. All fractions less than a share shall be consolidated into whole shares, which shall be allotted to any one of the directors of the Company upon trust to sell such shares and to pay the net sale proceeds realized (less the expenses of sale) to those of the registered holders of the Ordinary Shares in BCML who are entitled to fractions in proportion to their respective fractional entitlements.

It was also resolved that the Company shall take all requisite steps to fulfil the requirements / post-merger completion steps in terms of the Scheme along with all action's ancillary thereto.

KARACHI OFFICE

Gandhara House,
109/2 Clifton Karachi
Fax: (021) 35870136 & 35830258
Tel: (021) 35830251-57 & 35860344-46

LAHORE OFFICE

2nd Floor Gardee Trust Building
(Super Hieghts) Napier Road, Lahore
Cable: "BIBOJEE"
Tel: (042) 37231691, 37232691 Fax: 37356278

PESHAWAR OFFICE

Dean's Trade Centre, T.F. Nos. 145&146
3rd Floor, Opp: State Bank of Pakistan
Saddar Road, Peshawar-Cantt
Tel: (091) 5272001, 5250082, 5286764
Fax: (091) 5272001



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BCML, on February 11, 2022 has announced that the Share Transfer Books of the Company will be closed on February 18, 2022, which will be the final book closure of BCML. Whereas, PSX through its notice dated February 14, 2022, has announced that the trading in the shares of BCML will be suspended w.e.f. Wednesday, February 16, 2022.

We further want to inform that CDC shareholders of BCML whose shareholding is in book entry form, their shares will be credited into their respective CDS accounts, while physical share certificate(s) holders are requested to surrender the shares certificate(s) of BCML and obtain physical share certificates as per their entitlement from Company's Share Registrar M/s Vision Consulting Limited 3-C LDA Flats, 1st Floor, Lawrence Road, Lahore. Phone No.042-36253096-97, Email: info@vcl.com.pk.

We request you to kindly disseminate this information to all concerned.

A disclosure form under Section 96 and 131 of the Securities Act 2015 is also enclosed as Annexure A.

Yours Sincerely,


Abid Raza
Company Secretary



CC:

1. Executive Director/HOD,
Offsite-II Department, Supervision Division,
Securities & Exchange Commission of Pakistan,
63, NIC Building, Jinnah Avenue, Blue Area,
Islāmabad.
2. Deputy Registrar of Companies,
Securities & Exchange Commission of Pakistan,
(Company Registration Office)
State Life Building, The Mall,
Peshawar

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ANNEXURE-A DISCLOSURE FORM (SECURITIES ACT, 2015)

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|---|--|
| Name of Company | Janana De Malucho textile Mills Limited (the Company) |
| Date of Report (Date of earliest event reported if applicable) | February 14, 2022 |
| Exact Name of the Company as specified in its Memorandum | Janana De Malucho textile Mills Limited |
| Registered address of the Company | Habibabad, Kohat |
| Contact information | Abid Raza Company Secretary Email: janana_textile@hotmail.com |
| Disclosure of Inside Information in terms of the Securities Act 2015 and Rule Book of Pakistan Stock Exchange Limited | <p>The Board of Directors resolved that as per Scheme of Arrangement for Amalgamation / merger (the Scheme), 2,131,028 ordinary shares of the Company be issued to the shareholders of Babri Cotton Mills Ltd. (BCML) on a swap ratio of 1 share of the Company for every 1.438266 shares of BCML.</p> <p>Further resolved that as per the approved Scheme, the fractional shares, however, shall not be issued. All fractions less than a share shall be consolidated into whole shares, which shall be allotted to any one of the directors of the Company upon trust to sell such shares and to pay the net sale proceeds realized (less the expenses of sale) to those of the registered holders of the Ordinary Shares in BCML who are entitled to fractions in proportion to their respective fractional entitlements.</p> |

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