

B.R.R. Guardian Modaraba
(An Islamic Financial Institution)

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

May 23, 2022

MATERIAL INFORMATION

Dear Sir,

In accordance with Section 96 of the Securities Act, 2015 and Clause 5.6.1(a) of PSX Regulations we hereby convey the following information.

In Continuation of our earlier circulation of Material Information dated April 14, 2022 and subsequent Notice of Certificate holders dated April 28, 2022 under the Order of the Honorable High Court of Sindh at Karachi dated April 21, 2022 in CMA No. 1009 /2022 and the following Resolutions were passed by the Certificate holders required under Section 279 (2) of the Companies Act, 2017 copy enclosed as annexure-I.

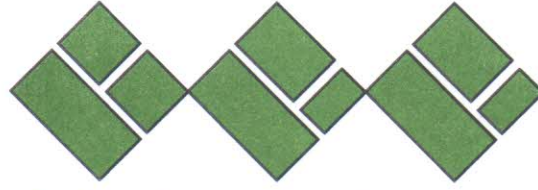
Kindly acknowledge the receipt and oblige.

Yours sincerely

Tahir Mahmood
Company Secretary

Cc

The Registrar Modaraba (SECP)-Islamabad
The Securities Market Division (SECP)-Islamabad



Annexure - 2

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EXTRACT OF RESOLUTION PASSED BY THE CERTIFICATEHOLDERS OF B. R. R. GUARDIAN MODARABA MANAGED BY BRR INVESTMENT (PRIVATE) LIMITED AT THE MEETING HELD ON MAY 20, 2022 AT 20th FLOOR BRR TOWER, HASSAN ALI STREET, OFF I.I. CHUNDRIGAR ROAD, KARACHI.

“RESOLVED that the Scheme of Arrangement for amalgamation of BRR Guardian Modaraba “BRRGM”, managed by B.R.R Investment (Pvt.) Ltd, “BRRGM” with and into BRR Guardian Limited “BRRGL”, filed under a petition for sanction by the High Court of Sindh at Karachi in terms of sections 279-283 of the Companies Act, 2017, read with SRO 840(I)/2017 dated August 17, 2017, “Scheme of Arrangement (Modaraba)”, involving swap ratio of 1:1 be and is hereby approved unanimously, Scheme will be treated as having effect from the close of business on June 30, 2022 i.e. July 1, 2022 or at such other date as may be stated by the Court (“Effective Date”) subject to approval of Registrar of Modarabas and such changes, modifications as may be required or advised by legal counsel and/ or accounting consultants and/ or by the High Court.”

“FURTHER RESOLVED that the Chief Executive or Company Secretary of the Modaraba/Company be and is hereby authorized to appoint the legal Counsel or accounting consultants and sign the Scheme of Arrangement, on behalf of the Modaraba and BRRGL and to implement such changes to the extent required/ advised and to process the application(s)/ petition(s) for obtaining all requisite consents from competent authorities, the Registrar of Modarabas, the Securities and Exchange Commission of Pakistan and the High Court and take all actions necessary or required for implementing the Scheme of Arrangement (Modaraba and BRRGL) in terms thereof and all incidental actions in respect of the same.”

“FURTHER RESOLVED that for the purpose of the Scheme of Arrangement (Modaraba and BRRGL), swap ratio of 1:1 be and is hereby approved i.e. 1 Ordinary Shares of the face value of Rs.10/- each of BRRGL will be issued for every 1 modaraba certificate of the face value of Rs.10/- each of BRRGM held by the certificate holders of BRRGM

CERTIFIED TRUE COPY

COMPANY SECRETARY