



# Service Industries Limited

Service House, 2-Main Gulberg  
Lahore - 54662 (Pakistan)  
Phone: (42) 35751990-96  
Fax: (42) 35711827

SIL/PSX/CS/153  
June 28, 2024

**BY T.C.S & PUCARS**

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

**Commissioner (CLD),**  
Securities & Exchange Commission of Pakistan,  
NIC Building, Jinnah Avenue, Blue Area,  
63-Jinnah Avenue,  
**Islamabad.**

**Executive Director / HOD,**  
Offsite-II Department,  
Supervision Division,  
Securities & Exchange Commission of Pakistan,  
63, NIC Building, Jinnah Avenue, Blue Area,  
**Islamabad.**

**Subject: Disclosure of Material Information**

Dear Sirs:

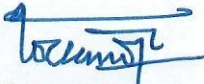
In accordance with applicable provisions of the Securities Act, 2015 and Rule Book of the Pakistan Stock Exchange Limited, Service Industries Limited (the 'Company') is pleased to convey the following information:

"The Honorable Lahore High Court, Lahore has approved the Scheme of Compromises, Arrangements and Reconstruction between M/s. Service Industries Limited and its members and its wholly owned Subsidiary Companies, M/s. Service Tyres (Private) Limited and its members, M/s. Service Retail (Private) Limited and its members and M/s. Service Industries Capital (Private) Limited and its members. A certified copy of the Court Order is attached herewith."

A disclosure form is attached herewith.

You may please inform the members of your Exchange, accordingly.

Yours' sincerely,

  
**Waheed Ashraf**  
Company Secretary



Enclosed as above



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## SERVICE INDUSTRIES LIMITED DISCLOSURE FORM (Securities Act, 2015)

June 28, 2024

Name of the Company	Service Industries Limited
Date of Report (Date of earliest event reported if applicable)	May 06, 2024
Exact Name of the Company as specified in its Memorandum	Service Industries Limited
Registered address of the Company	Servis House, 2-Main Gulberg, Lahore.
Contact Information	<b>Mr. Waheed Ashraf</b> Company Secretary Tel: +92 42 35751990-96 Fax: +9242 35711827
Disclosure of inside information by the Company in terms of Securities Act, 2015	"The Honorable Lahore High Court, Lahore has approved the Scheme of Compromises, Arrangements and Reconstruction between M/s. Service Industries Limited and its members and its wholly owned Subsidiary Companies, M/s. Service Tyres (Private) Limited and its members, M/s. Service Retail (Private) Limited and its members and M/s. Service Industries Capital (Private) Limited and its members. A certified copy of the Court Order is attached herewith."



**ORDER SHEET**  
**IN THE LAHORE HIGH COURT LAHORE**  
**JUDICIAL DEPARTMENT.**

CO No. 20997 of 2024

Service Industries Ltd. etc.

VERSUS

Joint Registrar of  
Companies

28/6/24

S. No. of order/ proceedings	Date of order/ Proceedings	Order with signatures of Judge, and that of parties of counsel, where necessary
	12.06.2024.	Mr. Shahzad Atta Elahi, Advocate for the petitioners Hafiz Talha, Advocate for the respondent- SECP

This is a joint petition filed under sections 279 to 283 and section 285 of the Companies Act, 2017 (the Act) by and between Service Industries Limited, Petitioner No. 1, Petitioner No. 2 (Service Tyres (Private) Limited), Petitioner No. 3 (Service Retail (Private) Limited) and Petitioner No. 4 (Service Industries Capital (Private) Limited). The scheme of arrangement (the **Scheme**) envisages reconstruction and bifurcation of Petitioner No. 1 by separation and transfer of Transferred Assets and Undertakings (as defined in the Scheme) together with all rights, liabilities, and obligations of Petitioner No. 1 to Petitioners No 2, 3 and 4, excluding the Retained Assets and Undertaking (as defined in Scheme). The main features of the Scheme are as under:

- (i) transfer to and vesting in the Petitioner No. 2, of the Tyre Undertaking (as defined in Scheme) of Petitioner No. 1 together with all rights, liabilities and obligations of Petitioner No. 1

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Lahore High Court, Lahore

pertaining to the Tyre Undertaking as specified in the Scheme;

- (ii) transfer to and vesting in the Petitioner No. 3, of the Retail Undertaking (as defined in Scheme) of Petitioner No. 1 together with all the rights, liabilities and obligations of Petitioner No. 1 pertaining to the Retail Undertaking as specified in the Scheme; and
- (iii) transfer to and vesting in the Petitioner No. 4, of the SPL Shares (as defined in Scheme) held by Petitioner No. 1, together with all the rights, liabilities and obligations of Petitioner No. 1 pertaining to the SPL shares as specified in the Scheme.

2. This Court on the first date of hearing while admitting the ~~petition~~ and on a preliminary consideration of the Petitioners' application under Rule 55 of the Companies (Court) Rules, 1997 (the Rules) appointed Subbah Sadiq Wattoo and Ms. Rabbiya Iftikhar Bajwa, Advocates, as Chairpersons in terms of Rule 56 to convene and preside over the general meetings of the shareholders of the Petitioners for consideration and approval of the Scheme. Notice was also issued to the registrar of Companies under Section 283 of the Act, Competition Commission of Pakistan and to the secured creditors of the Petitioner No. 1, as per the list attached as Annexure G to the Petition. Petitioners No. 2, 3 and 4 statedly do not have any secured creditors.

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3. Pursuant to Rule 57 of the Rules, the Chairpersons convened the meetings of the shareholders of the petitioners and have filed their reports on the proceedings of the respective meetings of the shareholders of the Petitioners. The report states that pursuant to notices issued to the shareholders of the petitioner companies in accordance with the applicable provisions of law, separate meetings of the shareholders of the Petitioner Nos. 1, 2, 3 and 4 were convened on 06.05.2024, results of which have been stated as follows:

**Petitioner No. 1**

Forty-Eight (48) shareholders personally, nineteen (19) shareholders through proxies and seven (7) shareholders through video-link, representing 78.1 percent of the issued share capital of Petitioner No. 1, attended the shareholders' meeting of Petitioner No. 1 and unanimously passed the special resolution approving the Scheme.

**Petitioner No. 2 – EOGM**

Two (2) shareholders, representing 100 percent of the issued share capital of Petitioner No. 2, personally attended the shareholders' meeting of Petitioner No. 2 and unanimously passed the special resolution approving the Scheme.

**Petitioner No. 3 – EOGM**

Two (2) shareholders, representing 100 percent of the issued share capital of Petitioner No. 3, personally attended the

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shareholders' meeting of Petitioner No. 3 and unanimously passed the special resolution approving the Scheme.

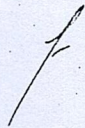
**Petitioner No. 4 – EOGM**

Three (3) shareholders, representing 99 percent of the issued share capital of Petitioner No. 4, personally attended the shareholders' meeting of Petitioner No. 4 and unanimously passed the special resolution approving the Scheme.

4. The report of the Chairpersons makes it apparent that the Scheme has been approved by the requisite majorities of the members of Petitioner No. 1, 2, 3 and Petitioner No. 4, present and voting in person or by proxy and/or through postal ballots, at the meetings duly convened under the requisite provisions of the Act.

5. After submission of the report of the Chairpersons, notices under Rule 61 regarding filing of this merger petition were duly published in the newspapers daily "Dawn", daily "Business Recorder" and daily "Dunya" on 20.05.2024. This Court has not received any objections from any quarter. Petitioners No. 2, 3, and 4, have no secured creditors. All the secured creditors of Petitioners No. 1 have given their no objection certificate (NOCs) to the Scheme and copies of their NOCs have been placed on record. The learned counsel for Registrar of Companies / Securities and Exchange Commission of Pakistan ("SECP") had identified two additional secured creditors of Petitioner No. 1, i.e. Industrial and Commercial Bank of China Limited and Bank of

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Khyber. The learned counsel for the Petitioners, however, brought on record written confirmation both dated 10.06.2024 from Industrial and Commercial Bank of China Limited and the Bank of Khyber that all the finance facilities availed by petitioner No.1 have been repaid in full. Attendance sheets of relevant meetings of the Board of Directors of the petitioners have also been brought on record in response to SECP's comments. With respect to the observation of SECP regarding issue of further shares by the petitioner Nos. 2 and 4 in terms of the Scheme, the learned counsel undertakes that the petitioners are bound under the law to comply with all the process formalities prescribed under the Act and the relevant rules and regulations for increase of authorized capital prior to issuance of new shares pursuant to the Scheme. SECP made another observation on the consent of tax authorities. In response thereto, the learned counsel for the petitioners submits that interests of tax authorities are duly secured in terms of section 98C of Income Tax Ordinance, 2001 and Section 202 of the Customs Act, 1969 and, therefore, the consent of tax authorities is not necessary for such schemes of arrangements. This Court is in agreement with the stance taken by the petitioners.

6. This Court issued notice to the Competition Commission of Pakistan in terms of order dated 02.04.2024 but received no comments from it. Learned counsel submits that the petitioners are exempt from requirement of pre-merger clearance of Competition Commission of Pakistan in terms of



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Regulation 5 (1) (i) and (ii) of the Competition (Merger Control) Regulations, 2016, as petitioner Nos. 2, 3 and 4 are wholly owned subsidiaries of petitioner No. 1.

7. For what has been stated above, this petition is allowed, and the Scheme is hereby sanctioned, which shall form part of this order as Annexure 'A' and shall take effect in terms of, inter alia, section 282 of the Act. In consequence thereof, inter alia,

(a) in terms of Article 3 (I) of the Scheme, the entire Tyre Undertaking shall transfer from petitioner No. 1 to petitioner No. 2 together with all the rights, liabilities and obligations of the petitioner No. 1 pertaining to the Tyre Undertaking, as specified in the Scheme;

(b) in terms of Article 3(II) of the Scheme, the entire Retail Undertaking shall transfer from petitioner No. 1 to petitioner No. 3 together with all the rights, liabilities and obligations of petitioner No. 1 pertaining to Retail Undertaking, as specified in the Scheme;

(c) in terms of Article 3(III) of the Scheme, the SPL Shares shall transfer from petitioner No. 1 to petitioner No. 4 together with all the rights, liabilities and obligations of petitioner No. 1 pertaining to the SPL shares, as specified in the Scheme; and

(d) in terms of Articles 4 (2) and (4) of the Scheme, the petitioner Nos. 2 and 4 respectively shall, after fulfilling all process formalities under the Companies Act, 2017

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and related rules and regulations for increase of their respective authorized capital, issue the requisite number of shares to Petitioner No. 1; and

(e) all costs and incidental expenses shall be paid by Petitioner No. 1.

Ihsan  
21/06/24

*sd/*

(Shams Mahmood Mirza)  
Judge.

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Authorized under Article 87 of  
Qanun-e-Adalat Order 1947

28/6/24

Copy Petition No.: 157361  
Submission Date: 12/6/24  
No of Pages: 137  
Fee (Rs. /- per Pages) \_\_\_\_\_  
Urgent Fee (if any) \_\_\_\_\_  
Total Fee (Rs.) 1096/-  
Date of Completion: 28/6/24  
Date of Delivery: \_\_\_\_\_

*[Signature]*  
28/6/24