

Zahur Cotton Mills Ltd

Off:- 623-B, PCSIR Phase II, Lahore.
Pakistan.

April 03, 2025

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

Disclosure of Material Information - Scheme of Arrangement sanctioned by the High Court

Dear Sir,

Under Section 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 (a) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to convey the following information:

The honorable Lahore High Court, Lahore (the Court) has sanctioned the Scheme of Arrangement (the Scheme) between Zahur Cotton Mills Limited (ZHCM) and ITANZ Technology Pvt Limited (ITANZ) under section 279 to 283 and 285 of the Companies Act, 2017 (the Act). The Scheme among other things entails the following:

- a) The name of ZHCM shall stand changed / altered from “Zahur Cotton Mills Limited” to “Itanz Technologies Limited” to more accurately reflect the nature of activities being undertaken by ZHCM after the merger; and
- b) The principal line of business of ZHCM shall also stand changed / altered to include providing consultancy services in the field of information technology and information technology enabled services including software development, installation, implementation and other information technology related supplies and services to give full effect to the purposes of this Scheme.
- c) Acquisition and amalgamation of entire undertaking of ITANZ into ZHCM with effect from 30 September 2023.
- d) In consideration for the merger under this Scheme, 97,961,500 ordinary shares of ZHCM of Rs. 10 each shall be allotted, credited, and fully paid-up in the share ratio of 1,959.23 shares of Rs. 10 each of ZHCM for every 1 share of ITANZ (the “Share Ratio”) to the ITANZ shareholders, who are the registered shareholders of the ordinary shares of ITANZ (the “Share Consideration”).
 - i) The authorized share capital of ZHCM will increase by 100,000,000 (One Hundred Million) shares. After the implementation of the Scheme
 - ii) the total authorized share capital of ZHCM will become 120,000,000 (One Hundred Twenty Million) shares; and

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- (iii) the total paid-up capital of the Company will become 107,821,500 (One Hundred Seven Million Eight Hundred Twenty-One Thousand Five Hundred) shares.

The Company shall issue separate notice of book closure to entail all the necessary corporate formalities.

Furthermore, we have applied for certified copies of the Court Order as mentioned above and will forward the same in due course of time.

You may kindly inform members of the PSX and TRE certificate holders accordingly.

Yours truly,

For Zahur Cotton Mills Limited



Syed Jawed Ali

Chief Executive Officer