



B.R.R. Guardian Limited

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

May 12, 2026

Subject: **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:

It is herewith pertaining Material Information we are pleased to attach High Court Order for approving the sanction of Scheme of Arrangement of BRR Guardian Limited and BRR Financial Services (Private) Limited.

Kindly acknowledge the receipt and oblige.

Yours Sincerely,

Tahir Mehmood
Company Secretary

Encl: as above.

1. The Executive Director / HOD/Offsite- II Department, Supervision Division, the Securities & Exchange Commission of Pakistan Islamabad
2. The Chief Executive Officer of BRR Financial Services (Private) Limited
3. The Manager Corporate Affairs CDC

Order Sheet

IN THE HIGH COURT OF SINDH, KARACHI

J. C. M. No. 34 of 2024

(M/s. BRR Guardian Limited & another)

Date	Order with signature of Judge
1.	For hearing of C A No. 2497/2024.(U/S 279 of Companies Act 2017)
2.	For hearing of Main Petition.

06.05.2026

Mr. Abdul Qayyum Abbasi, Advocate for the Petitioners.
Mr. Hafiz S. Ebad-ur-Rehman, Advocate for SECP.

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The Petitioners have filed the instant Petition under sections 279, 280, 281, 282, 283 and 285 of the Companies Act, 2017, seeking *inter-alia* sanction of a Scheme of Arrangement.

Under the stated sections of the Companies Act 2017, all formalities have been fulfilled. The Scheme of Arrangement sought is available at Page-367, Annexure "G" of the File. The relevant Reports of the respective Petitioners are available on File,

Advertisement of the main Petition was ordered by this Court on 05.12.2024, and subsequently Publication was carried out in the daily "Jang" (Urdu) and "The News" (English) Newspapers both dated 14.12.2024. The Chairman's Report relating to the Notice of Meeting of the Members of Petitioners is also on record.

Learned counsel submits that all legal formalities and compliance have been concluded, and therefore, there does not remain any serious objection for this Scheme of Arrangement to be allowed.

The SECP is represented by Syed Hafiz Ebad-ur-Rehman, who has



submitted that there is a requirement of applicable regulatory compliance after a merger is sanctioned.

Considering that there is no serious objection and that all codal and legal requisites have been fulfilled relating to the Petition, and there remains no impediment to grant of this Petition, nor is there any material on record to suggest that same is contrary to law or in violation of any public interest. Accordingly, the instant Petition is allowed as prayed, and the Scheme of Arrangement is hereby permitted subject to fulfillment of all further legal requirements and formalities with all relevant authorities, as may be required under law.



Petition allowed.

Muhammad Osman Ali Hadi
Justice

Ayaz

THE HIGH COURT OF SINDH, KARACHI.
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