



KPMG Taseer Hadi & Co.
Chartered Accountants
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The Board of Directors
Waves Home Appliances Limited
8.7-K.M., Multan Road, near Mansoorah
Lahore

Our ref LA-IA-251-22

Contact Bilal Ali

07 July 2022

Dear members of the Board

**Waves Home Appliances Limited (“the Company”) (formerly Samin Textiles Limited)
Auditor’s certificate under ‘Procedures for input of paid-up capital’ issued by Central Depository
Company of Pakistan Limited**

We have been requested to provide you with a certificate to confirm compliance with the requirements of Central Depository Company of Pakistan Limited (‘CDC’) under procedures for input of paid-up capital/total issue in Central Depository System (‘Procedures’) issued by CDC.

Scope of Certificate

The management of the Company is required to confirm that all the statutory/regulatory approvals as required under Companies Act, 2017 or other regulations relating to reduction of share capital have been complied with and that the reduction of share capital is as per the regulatory authority and the order of the Court along-with confirmation of revised paid-up share capital.

We as statutory auditors are required to issue a certificate in this regard.

Management Responsibility

It is the management's responsibility to ensure the compliance with legal and regulatory requirements and CDC Regulation and Procedures pertaining to reduction of share capital. The management's responsibilities include providing all the relevant data, causing the maintenance of the adequate records, and prevention and detection of frauds and irregularity.

The management of the Company is also responsible for sufficiency and appropriateness of the procedures to be performed for their purposes and we accept no responsibility with respect to the sufficiency and appropriateness of such procedures performed. Further, we have no obligation to perform any procedures beyond those agreed.

Auditor’s Responsibility

Our responsibility is to certify the reduction of share capital as at 31 August 2021 in accordance with the ‘Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms’ issued by the Institute of Chartered Accountants of Pakistan. The procedures mentioned below do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements and we do not express any assurance thereon.

Our verification was limited to the procedures as mentioned below:

1. Reviewed minutes of the meeting to check that the reduction of share capital is as envisaged in the scheme of arrangement and that the scheme of arrangement is approved by the Board of Directors as per the minutes of the meeting dated 23 December 2022.



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Further, we checked from the Court order that the meeting of shareholders to approve scheme of arrangement was held under the Court's directives dated 15 February 2022 as referred to in Para 6 and 7 of the Honorable Lahore High Court's order "CO No. 826 of 2022" dated 22 June 2022.

2. Checked that the reduction of ordinary share capital is approved by the Honorable Lahore High Court vide order "CO No. 826 of 2022" dated 22 June 2022.
3. Obtained representation from the management that all statutory/regulatory approvals as applicable under the Companies Act, 2017, or under any other law, rule or regulation relating to reduction of share capital have been complied with.

It has been assumed that all information provided to us by the management of the Company are genuine without any omission and we have not performed any procedures to check the completeness and accuracy of information provided.

Certificate

Based on the procedures mentioned above, we confirm that:

1. Reduction of share capital has been approved by the Board of Directors in their meeting held on 23 December 2021. Further the reduction of share capital has also been approved by the Company's shareholders in their meeting held on 15 February 2022 under the Court's directive as referred to in Para 6 and 7 of the Honorable Lahore High Court's order "CO No. 826 of 2022" dated 22 June 2022.
2. The reduction of share capital has been approved by the Honorable Lahore High Court vide order "CO No. 826 of 2022" dated 22 June 2022.
3. The revised issued, subscribed and paid-up capital of the Company after reduction of shares as at 31 August 2021 (effective 01 September 2021) is as follows:

Description	Number of shares	Amount (PKR)
Ordinary Shares of Rs. 10 each fully paid-up in cash before share reduction	26,728,000	267,280,000
Share reduction factor as per the approved scheme of arrangement	2.25	N/A
Ordinary Shares of Rs. 10 each fully paid-up in cash after share reduction	11,879,111	118,791,110

Restriction on use and distribution

Our report is solely for the purpose of issuance of certificate on the specific request of the management of the Company for the purpose of onwards submission to CDC confirming the reduction of share capital. This certificate is solely for the purpose set forth in the scope mentioned above and is not to be used or distributed for any other purpose without our prior written consent. This certificate is restricted to the facts stated herein.

Yours faithfully

KPMG Taseer Hadi & Co.