



NADEEM TEXTILE MILLS LIMITED

801-804, 8th Floor, Lakson Square, Building No. 3, Block-A,
Sarwar Shaheed Road, Karachi-74200, Pakistan. Tel.: (+92-21) 35220481-88
Fax : (+92-21) 35220495-96 E-mail: info@nadeem.com.pk
URL: www.nadeem.com.pk

June 05, 2023

Mr. Wasim A. Sattar - Senior Manager
Listing Department
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road,
Karachi.



Dear Sir,

Sub: MERGER OF NADEEM POWER GENERATION (PVT.) LTD. WITH AND INTO NADEEM TEXTILE MILLS LTD.

Please refer to your letter No.PSX/C-1001-190 dated January 28, 2022 on the subject matter.

In this respect, we enclose herewith following:

- Certified true copy of the order of the High Court of Sindh dated December 12, 2022 sanctioning of the scheme of amalgamation/ merger.
- Certified true copy of Form-3 i.e. Return of Allotment regarding allotment of 3,359,250 ordinary shares of Rs.10/- each of Nadeem Textile Mills Limited (NTML) to the shareholders of Nadeem Power Generation (Private) Limited (NPGPL) against exchange of 373,250 Ordinary shares of Rs.10/- each of NPGPL at the swap ratio of 1:9 i.e. 9 shares of NTML against one share of NPGPL.
- Certified true copy of Form-7 having impact of merger on authorized capital.
- Certified true copy of Memorandum and Articles of Association
- Impact of merger on the paid up capital of NTML.

Authorized capital of NTML after merger:

	No. of shares of Rs.10/- each
Authorized capital of NTML before merger	30,000,000
Authorized capital of NPGPL before merger	3,000,000
Authorized capital of NTML after merger	33,000,000

Paid up capital of NTML after merger:

Paid up capital of NTML before merger	21,511,985
NTML shares allotted to shareholders of NPGPL	3,359,250
Cancellation of NTML shares held by NPGPL	(3,604,500)
Paid up capital of NTML after merger	21,266,735

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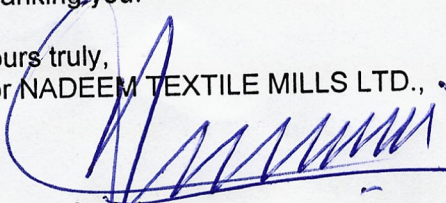
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After merger the authorized capital of NTML has been increased to Rs.330,000,000/- divided into 33,000,000 ordinary shares of Rs.10/- each and paid up capital has been reduced to Rs. 212,667,350/- divided into 21,266,735 ordinary shares of Rs.10/- each.

- vi) Auditors' certificate confirming the changed and revised paid up capital of NTML.
- vii) Due to merger the paid up capital of NTML has been reduced by Rs. 2,452,500/- divided into 245,250 ordinary shares of Rs.10/- each therefore, no additional fee is required to be paid to PSX and supervisory fee to SECP.

Thanking you.

Yours truly,
For NADEEM TEXTILE MILLS LTD.,


(Abdul Amin)
Company Secretary



Russell Bedford
taking you further

Rahman Sarfaraz Rahim Iqbal Rafiq

CHARTERED ACCOUNTANTS

Plot No. 180, Block-A, S.M.C.H.S.
Karachi-74400, PAKISTAN.
Tel. No.: (021) 34549345-9
E-Mail :info@rsrir.com
Website: www.rsrir.com
Other Offices at
Lahore - Rawalpindi / Islamabad

The Company Secretary
Nadeem Textile Mills Limited
801-804, Lakson Square Building No.3,
Sarwar Shaheed Road,
Karachi

INDEPENDENT STATUTORY AUDITOR'S CERTIFICATE CONFIRMING THE PAID UP CAPITAL OF THE COMPANY SUBSEQUENT TO THE SCHEME OF COMPROMISES, ARRANGEMENT AND RECONSTRUCTION FOR AMALGAMATION/ MERGER OF NADEEM POWER GENERATION (PVT) LIMITED WITH AND INTO NADEEM TEXTILE MILLS LIMITED

Dear Sir,

We have been requested by the management of Nadeem Textile Mills Limited (NTML) for issuance of a certificate about the paid up share capital of NTML subsequent to the merger of Nadeem Power Generation (Private) Limited (NPGPL) with and into Nadeem Textile Mills Limited as per the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/ Merger of NPGPL with and into NTML (the scheme) sanctioned by the High Court of Sindh at Karachi under sections 279 to 283 and 285 of the Companies Act, 2017.

Scope:

The scope of this exercise for certification is limited to checking the working prepared by the management reflecting the paid up capital of NTML consequent to the incorporation of the effect of merger of NPGPL with and into NTML and to ascertain their accuracy and correctness.

Management's Responsibility

It is the responsibility of the management to ensure accuracy of the working of consequential increase in the paid up capital of the company and reduction therein as well as net change in the number of shares of the Company pursuant to the Scheme of Arrangement sanctioned by the High Court of Sindh, Karachi as well as compliance with the requirement of the Companies Act, 2017, Rules and Regulations of Pakistan Stock Exchange Ltd. and requirements of the Central Depositories Act, 1997 and regulations issued thereunder by the Central Depository Company of Pakistan Ltd.

Management's responsibilities also include designing and developing such controls that are necessary to ensure proper compliances therewith and providing all the information and explanations along with evidences required for the issuance of this Certificate.

Auditor's Responsibility

Our responsibility is to perform such procedures as are necessary under the circumstances based on our professional judgement in order to provide the certificate within the scope as defined above. Our certificate is issued in accordance with the "Guidelines for issuance of certificates for special purpose by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan. The verification carried out by us was limited to the procedures mentioned below;

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1. Perused the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/ Merger of NPGPL with and into NTML (the Scheme) sanctioned by the High Court of Sindh at Karachi in terms of sections 279 to 283 and 285 of the Companies Act, 2017 alongwith its annexures;
2. Obtained a statement from the management that reflected the status of the paid up capital of the Company at premerger stage and the consequential increase in paid up capital of the Company upon merger due to issue of shares to the shareholders of NPGPL as well the consequential decrease in paid up capital of the Company and the resultant paid up share capital of NTML pursuant to the scheme.

Certificate

Based on our verification as referred to above, we hereby certify that the paid-up capital of NTML subsequent to the issuance of shares to shareholders of NPGPL against their shareholding in NPGPL and cancellation of shares, held by NPGPL in NTML, consequent to the incorporation of the effect of merger of NPGPL with and into NTML is Rs. 212,667,350 divided into 21,266,735 shares of Rs.10/- each worked out as under:

	No. of shares of Rs.10 each	Rupees
Paid up capital of NTML before the implementation of the scheme	21,511,985	215,119,850
Increase in paid up share capital of NTML due to issuance of shares to the shareholders of NPGPL pursuant to the scheme.	3,359,250	33,592,500
Cancellation of share capital of NTML equivalent to NPGPL's investment in NTML's paid up share capital pursuant to the scheme.	(3,604,500)	(36,045,000)
Paid up share capital of NTML after issuance and cancellation of shares pursuant to the scheme.	<u>21,266,735</u>	<u>212,667,350</u>

It is further confirmed that;

- i) All requirements as per section 282 or 284 have been ensured by the Company.
- ii) All requirements with regards to allotment of securities in the name of CDC have been fulfilled by the issuer.
- iii) Conditions (if any) imposed by the competent authority/ court have been satisfied by the issuer in every respect.
- iv) All the requirements regarding issuance of securities in physical to the shareholders of Nadeem Power Generation (Private) Limited have been completed.
- v) This certificate is being issued in the capacity of statutory auditors of Nadeem Textile Mills Limited.



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Rahman Sarfaraz Rahim Iqbal Rafiq

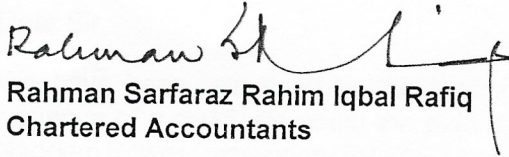
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Restriction on use and distribution

This certificate is issued only for submission to Central Depository Company of Pakistan Limited and Pakistan Stock Exchange Limited. This is not to be used or distributed for any other purpose and restricted to the facts stated herein and is not a certificate of assurance.


Rahman Sarfaraz Rahim Iqbal Rafiq
Chartered Accountants

Karachi

Dated: June 05, 2023

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A global network of independent accountancy firms,
business consultants and specialist legal advisers.