

**Notice of Extra Ordinary General Meeting**  
(u/s 160 of the Companies Ordinance, 1984)

**RE: THE SCHEME OF ARRANGEMENT BETWEEN NINA INDUSTRIES LTD. & HABIB BANK LTD., ASKARI BANK LTD., ORIX INVESTMENT BANK LTD., SILKBANK LTD., STANDARD CHARTERED BANK (PAKISTAN) LTD. AND SUMMIT BANK LTD.**

**ORDERED TO BE HELD BY THE HIGH COURT OF SINDH AT KARACHI**

**IN J.C.M. No.49 OF 2016 PURSUANT TO SECTION 284(1) OF THE COMPANIES ORDINANCE, 1984**

Dear Sir/Madam,

You are hereby informed of, and requested to attend the meeting either in person or through a person duly authorized in accordance with the Articles of Association of the Company. Proceedings at the meeting will be held as per the Articles of Association of the Company.

**DATE & TIME OF MEETING:**

Monday, March 06, 2017 at 03:00 P.M

**VENUE OF MEETING:**

H. A. H Muslim Gymkhana, Near Shaheen Complex, Aiwan-e-Saddar Road, Saddar Town, Karachi.

**STATEMENT OF BUSINESS AT MEETING**

To consider the Scheme of Arrangement between Nina Industries Ltd. and the three-fourth majority of its Secured Creditors namely Habib Bank Ltd., Askari Bank Ltd., Orix Investment Bank Ltd., Silkbank Ltd., Standard Chartered Bank (Pakistan) Ltd. and Summit Bank Ltd., in fulfillment of Section 284 of the Companies Ordinance, 1984 and the order dated 16/1/2017 passed by the Hon'ble High Court of Sindh at Karachi in J.C.M. No.49 of 2016, being the petition for sanction of the said Scheme of Arrangement.

The vote of members present and voting either in person or by proxy at the meeting, for or against the Scheme of Arrangement, with or without any modification, shall be placed before the High Court of Sindh at Karachi in J.C.M. No.49 of 2016 in terms of Sections 284 to 287 of the Companies Ordinance, 1984.

**INFORMATION UNDER SECTION 286, COMPANIES ORDINANCE, 1984:**

The terms of the arrangement and an explanation of its effect; and in particular, any material interest of the Directors including the Chief Executive of the Company, whether in their capacity as such or as members or creditors of the Company or otherwise, and the effect on those interests, of the arrangement if, and insofar as, it is different from the effect on the like interest of other persons, has been set out or is manifest in the Scheme of Arrangement and the memo of petition for its sanction in J.C.M. No.49 of 2016.

Copies of the Scheme of Arrangement, the audited Statement of Account of the Company, the memo of petition in J.C.M. No.49 of 2016 and the order dated 16/1/2017 passed by the High Court of Sindh in J.C.M. No.49 of 2016 can be obtained on application by members free of cost from the Share Registrar of the Company at Dogia House, 241-C Block-2, PECHS, Near Khawaja Street, Karachi, latest by 1 week prior to the meeting on any working day during normal office hours.

Karachi: **February 11, 2017**

By the Order of the Board  
**(Fayyz Karim)**  
Secretary

**Notes:**

1. Share Transfer Books of the Company will remain closed from February 28, 2017 to March 06, 2017 (both days inclusive).
2. A member entitled to attend and vote at the meeting is entitled to appoint another member as proxy. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the meeting and must be duly stamped, signed and witnessed
3. CDC Shareholders entitled to attend and vote at this meeting shall produce his/her original CNIC or passport to prove his/her identity. Representatives of corporate members should bring the usual documents required for such purpose.

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