

STM/SHARE/ 06 /2021  
March 08, 2021

**The General Manager,  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi-74000, Pakistan.**

## DISCLOSURE OF MATERIAL INFORMATION REGARDING MERGER

Dear Sir,

In accordance with Section 96 and 131 of the Securities Act, 2015 and Clause 5.19.13(c) of the Rule Book of Pakistan Stock Exchange Limited ("PSX"), we hereby convey the following information:

The Honorable High Court of Sindh has passed the Order JCM No. 13 of 2020 dated March 04, 2021 under Section 279(2) of the Companies Act, 2017 sanctioning the Scheme of Arrangement, so as to make the Scheme of Arrangement binding on Tata Textile Mills Ltd., Island Textile Mills Ltd., Salfi Textile Mills Ltd., and Tata Energy Ltd. and the creditors and shareholders of the Companies, along-with all other persons. A Certified copy of the Court Order is attached herewith.

A disclosure form is attached herewith

Yours truly,  
For **Salfi Textile Mills Limited**



**Muhammad Hussain  
Company Secretary**



**Haseeb Hafeezuddeen  
Chief Financial Officer**

Copy to : Director / HOD  
Surveillance, Supervision and Enforcement Department  
Securities and Exchange Commission of Pakistan  
NIC Building, 63-Jinnah Avenue Blue Area  
Islamabad.

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**Disclosure Form  
(Securities Act, 2015)**

Name of Company	Salfi Textile Mills Limited
Date of Report (Date of earliest event reported if applicable)	April 01, 2020
Exact Name of the Company as specified in its Memorandum	Salfi Textile Mills Limited
Registered address of the Company	6 <sup>th</sup> Floor Textile Plaza M.A. Jinnah Road Karachi.
Contact information	Muhammad Hussain Company Secretary Tel:021-32412955-7 (3 lines) Ext: 214 Email: <a href="mailto:hussain.rasheed@tatapakistan.com">hussain.rasheed@tatapakistan.com</a>
Disclosure of Inside Information in terms of the Securities Act 2015 Rule Book of Pakistan Stock Exchange Limited	Sindh High Court, at Karachi, through Order dated March 02, 2021, passed in JCM No. 13 of 2020, made an order under Section 279(2) of the Companies Act, 2017, sanctioning the Scheme of Arrangement, so as to make the Scheme Arrangement binding on Tata Textile Mills Ltd., Island Textile Mills Ltd., Salfi Textile Mills Ltd., and Tata Energy Ltd. and the creditors and shareholders of the Companies, along-with all other persons. A Certified copy of the court order is attached herewith.

IN THE HIGH COURT OF SINDH AT KARACHI

J.M. No. 13 / 2020

IN THE MATTER OF SECTION 279-283 and 285 OF THE COMPANIES ACT, 2017 AND IN THE MATTER OF:

1. Tata Textile Mills Ltd.  
incorporated under the laws  
of Pakistan and having its  
registered office at  
6th floor, Textile Plaza,  
M.A. Jinnah Road,  
Karachi.

Presented on 11/08/2020

Deputy Registrar (O.S.)

... Petitioner No. 1

2. Island Textile Mills Ltd.  
incorporated under the laws  
of Pakistan and having its  
registered office at:  
6th Floor Textile Plaza,  
M.A. Jinnah Road,  
Karachi.

... Petitioner No. 2

3. Salfi Textile Mills Ltd.  
incorporated under the laws  
of Pakistan and having its  
registered office at:  
6th Floor Textile Plaza,  
M.A. Jinnah Road,  
Karachi.

... Petitioner No. 3

Tata Energy Ltd.  
incorporated under the laws  
of Pakistan and having its  
registered office at:  
6th Floor Textile Plaza,  
M.A. Jinnah Road,  
Karachi.

... Petitioner No. 4

AND IN THE MATTER OF THE SCHEME OF  
AMALGAMATION BETWEEN TATA TEXTILE MILLS  
LTD., ISLAND TEXTILE MILLS LTD., SALFI TEXTILE  
MILLS LTD. AND TATA ENERGY LTD.

PETITION UNDER SECTION 279-283 AND 285 OF  
THE COMPANIES ACT, 2017



**ORDER SHEET**  
**HIGH COURT OF SINDH AT KARACHI**  
**J.C.M. No. 13 of 2020**

Date \_\_\_\_\_ Order with signature of Judge \_\_\_\_\_

For hearing of Main Petition.

- i) Copies of publication in daily "Jang" (Urdu) dated 10.09.2020 & daily "The News" (English) dated 05.09.2020, Karachi.
  - ii) Comments filed by SECP as flagged.
  - iii) The Official Gazette Notification, still awaited.
  - iv) Chairman's Meeting Report dated 10.11.2020 filed, as flagged.
  - v) C/A's filed to Main Petition & CMA 66/2020, as flagged.
- (Notice could not be issued to the creditors as per order dated 18.08.2020, as list of creditors not supplied by learned counsel.

02.03.2021:

M/s. Raashid Anwer and Ali Mehdi, advocates for the petitioners.

SYED HASAN AZHAR RIZVI, J:-

Through this petition under Sections 279 to 283 and Section 285 of the Companies Act, 2017, the petitioners which are private companies with limited liability incorporated under the Companies Ordinance 1984 have sought permission of this Court for a Scheme of Arrangement between them more particularly described in the Scheme as set forth in Annexure 'B' to the petition.

2. The object of this petition is to obtain the sanction of this Court to a 'Scheme of Arrangement' whereby the Petitioners No.2, 3 and 4 shall, alongwith all their respective assets and liabilities, be amalgamated with and into the petitioner No.1 in exchange for the issuance of ordinary shares of Petitioner No.1 to the shareholders of petitioners No.2, 3 and 4 respectively, in accordance with Article 10 of



the Scheme. This will result in the dissolution without winding up of the Petitioners No.2, 3 and 4.

3. Pursuant to order dated 18.08.2020 notice of this petition to consider scheme of arrangement proposed between the petitioners in terms of Rule 76 r/w Rule 19 of the Companies Ordinance (Court) was issued. Notice was also issued to the Registrar, Joint Stock Companies. Publication was also effected in daily "Jang" (Urdu) dated 10.09.2020 and daily "The News" (English) dated 05.09.2020, Karachi and so also in the official Gazette of Pakistan.

4. Comments by the Syed Iftikhar Ul Hassan Naqvi, Additional Registrar of the Companies, Securities and Exchange Commission of Pakistan, were filed on 12.12.2020, wherein it has been stated that as per sub-section (2) of Section 279 of the Companies Act, 2017, a required majority of the petitioners in number representing three-fourths in value of the creditors or class of creditors, or members, present and voting either in person or, where proxies are allowed, by proxy at the meeting, who agree to the Scheme of Arrangement. It is further stated in the report that as per the Chairman's reports shared by the Petitioners' representatives with the SECP, the members' and creditors' meetings of the petitioners were convened on September 24, 2020 and September 23, 2020 respectively under the directions of this Court. The report enunciate that the members of Petitioners No.2 to 4 have unanimously approved the instant Scheme of Arrangement. In respect of petitioner No.1 the report mentioned that 78.2% of the



members present in person or by proxy at the meeting have approved and adopted the instant Scheme, while one member i.e. National Investment Trust Ltd., (NIT) holding 1,731,998 ordinary shares of petitioner No.1 (equivalent to 10% shareholding) recorded its dissent to the aforesaid resolution of members on the basis of certain objections. The Chairman's report reflect that the creditors representing 97.02%, 90%, 97% and 89% of the value of creditors of petitioners No.1, 2, 3 and 4 respectively have approved/adopted or provided no objection certificates (NOCs) to the instant Scheme of Arrangement.

5. Under Rule 955 of the Sindh Chief Court Rules (Original Side) and Rule 57 of the Companies (Court) Rules, 1997 the Chairperson has submitted reports dated 10.11.2020 of the extraordinary general meeting of members and creditors of the Petitioners No.1, 2, 3 and 4 (available on record). In the report it is stated that voting on the above resolution was by way of show of hands and 100% voters were in favour of the resolution in respect of petitioners No.2, 3 and 4 whereas in respect of petitioner No.1 78.2% voters were in favour of the resolution. The members present in person and by proxy represented issue, subscribed and paid-up share capital of the values shown in the table available at para-6 of the plaint. Thus the members representing 88.2% of the value of the shares of the petitioner No.1 were present in person or proxy at the meeting out of these 78.2% voting in favour of the resolution approving and adopting the Scheme of Arrangement. With regard to the creditors of the petitioner



No.1 out of those who were present 100% voted in favour of the resolution approving of Scheme of Arrangement.

6. I have perused the proposed Scheme of Arrangement for amalgamation, transfer of undertaking, assets and liabilities, which has already been approved by the Board of Directors of each of the petitioners No.1, 2, 3 and 4.

7. There is no material on record to suggest that the scheme of arrangement would be against public interest or in violation of any law. Instant petition is, therefore, allowed as prayed for and Scheme of Arrangement (Annexure "B" to the Petition) is sanctioned.

The petition stands disposed of in the foregoing terms.



Sd/- Syed Masoum Aghar Rizvi  
JUDGE

THE HIGH COURT OF SINDH, KARACHI  
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