



FIRST TREET MANUFACTURING MODARABA

Managed by: Treet Holdings Limited NTN : 2551646-9 Sales Tax No. 03-02-4819-105-55

HEAD OFFICE: 72-B Industrial Area Kot Lakhpat, Lahore - 54770, Pakistan.

Ph : +92 (42) 35830881, 35122296, 35865907, Fax: +92 (42) 35114127 & 35215825

E-mail: info@treetonline.com URL : www.treetonline.com

FACTORY: 80-KM, G.T.Road, Ghakkar, Gujranwala,

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

March 15, 2023

SUBJECT: **DISCLOSURE OF MATERIAL INFORMATION**

Dear Sir,

In accordance with the applicable provisions of the Securities Act, 2015 and the Rule Book of Pakistan Stock Exchange Limited, we are pleased to convey the following information:

In continuation of our earlier announcement dated January 18, 2023 regarding approval Scheme of Arrangement for De-Merger/Bifurcation of Battery Division (Scheme) and consequent transfer of all assets and liabilities of the Battery Division from First Treet Manufacturing Modaraba (FTMM) to Treet Battery Limited (TBL) by the Honorable Lahore High Court (LHC) and that a certified copy of the Order of LHC will be shared when the same is made available to us.

Now therefore, the Certificate Holders of the Modaraba are informed that on March 14, 2023 we have received a certified copy of the Order of LHC dated January 10, 2023, after fulfillment of all requirements of LHC. Attached herewith is a certified copy of Order of the Honorable Lahore High Court.

Certificate Holders are further informed that the Sanction Date of the approved Scheme of Arrangement is January 10, 2023. Both companies First Treet Manufacturing Modaraba (transferor) and Treet Battery Limited (Transferee) will complete the requisite procedures and requirements envisioned in the approved Scheme of Arrangement, within due course of time.

The Certificate Holders will be informed once all requirements have been completed.

You may please inform the TRE Certificate Holders of the Exchange, accordingly.

Very Truly Yours

First Treet Manufacturing Modaraba (FTMM)

(Managed By Treet Holdings Limited)




Company Secretary

Zunaira Dar

Encl: Court Order dated January 10, 2023

CC: Executive Director / HOD, Offsite-11 Department, Supervision Division Securities
& Exchange Commission of Pakistan, Islamabad

Form No.HCJD/C-121

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Copy Examiner
Lahore High Court, Lahore
30-01-23

ORDER SHEET
IN THE LAHORE HIGH COURT LAHORE
JUDICIAL DEPARTMENT.

C.O. No.4388 of 2022.

Treet Battery Limited etc.

VERSUS

Joint Registrar of
Companies

S. No. of order/ proceedings	Date of order/ Proceedings	Order with signatures of Judge, and that of parties of counsel, where necessary
	10.01.2023	M/s Shahzad Atta Elahi and Ch. Muhammad Ali Advocates for petitioner's. Mr. Hafiz Talha Advocate for respondent/SECP. Mr. Moeed Ahmad Advocate for the respondent/Allied Bank Limited.

This is a joint petition for de-merger, bifurcation and reconstruction filed under sections 279 to 283 and section 285 of the Companies Act, 2017 (the Act) by Treet Battery Limited (petitioner No.1) and First Treet Manufacturing Modaraba (Petitioner No. 2) seeking approval of this Court on the Scheme of Arrangement (the **Scheme**).

2. Under the Scheme, the entire Battery Undertaking and Business of Petitioner No. 2, together with all rights, liabilities and obligations of Petitioner No. 2 (pertaining to the Battery Undertaking and Business) are to be transferred to and vested in Petitioner No.1 in lieu of issuance of shares of Petitioner No. 1 to the certificate holders of Petitioner No. 2 as per the swap ratio arrangement.

3. Upon receipt of the petition, this Court in terms of Rule 55 of the Companies (Court) Rules, 1997 (the **Rules**) appointed Mr. Abdullah Dogar, Advocate, and Ms. Sabahat Rizvi, Advocate as Chairpersons to convene and preside over the general meetings of the

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TRUE COPY
C.O. No. 4388
Examiner: JIS (Commercial Branch)
Lahore High Court, Lahore

shareholders/certificate holders of the Petitioners for consideration and approval of the Scheme.

4. Pursuant to Rule 57 of the Rules, the Chairpersons have filed their report on the proceedings of the respective meetings of the shareholders/certificate holders of the Petitioners held on 02.03.2022. The Chairpersons state that consequent upon notices issued to the respective shareholders/certificate holders of the petitioner companies in accordance with the applicable provisions of law, separate meeting of the shareholders/ certificate holders of the Petitioner No. 1 and Petitioner No. 2 were convened on 02.03.2022. Four shareholders (two in person and two through proxy/nominees) representing 100% of the issued share capital of Petitioner No. 1 attended the meeting and unanimously passed the resolution for approval of the Scheme. Twenty-four certificate holders (twenty-two in person and two through proxy/nominees) representing 99.32467% of the paid-up certificate capital of Petitioner No. 2 attended the meeting and unanimously passed the resolution approving the Scheme.

5. The report of the Chairpersons makes it apparent that the Scheme has been unanimously approved by 100 percent in value of the members of Petitioner No. 1 and 99.32467 percent in value of the certificate holders of Petitioner No. 2, present and voting in person or by proxy, at the meetings duly convened under section 279(1) of the Act.

6. Notices under Rule 61 of the Rules regarding filing of this merger petition were duly published in the newspapers daily "Dawn", daily "Business Recorder"



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Copy of the report of the Chairpersons
of the Petitioners
Lahore High Court, Lahore

and daily "Dunya". No objection has been received from any quarter. All secured creditors of the Petitioner No. 2 have given their no objection certificate to the Scheme. Petitioner No. 1 and Petitioner No. 2 have placed on record the NOCs of secured creditors.

7. Notice was also issued to the Registrar of Companies under Section 283 of the Act, Competition Commission of Pakistan and to the secured creditors of the Petitioner No. 2 as per the list of secured creditors attached as Annexure G with the Petition. Petitioner No. 1 statedly does not have any creditors. The Securities and Exchange Commission of Pakistan (SECP) filed reply to this petition raising the objection that the incorporation date of Petitioner No. 1 (February 22, 2019) is later in time than the effective date of Scheme i.e. January 1, 2019. The learned counsel for the petitioners argued that the date of incorporation can be of a later date than the effective date of Scheme. He, however, has no objection if the effective date of the Scheme is modified to a date after the incorporation date of Petitioner No. 1.

8. SECP has furthermore raised the objection that the petitioner provided accounts as at 31.12.2018 whereas the audited accounts were not shared and that the swap ratio calculations is required to be amended accordingly. Learned counsel for the petitioners submits that the accounts were submitted immediately prior to the effective date of the scheme as mentioned therein i.e. 01.01.2019. He, however, submits that audited accounts as at 30.06.2021 are available with the SECP. The stance taken by the learned counsel for the petitioners appears to be correct. Besides, SECP

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Examined & attested
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Memorandum
High Court, Lahore

A

despite being in possession of the subsequent audited accounts of the petitioners has not been able to point out any variation in the figures of the accounts as at 31.12.2018 or the accounts submitted thereafter.

9. In view of the above, this Petition is allowed and the Scheme is hereby sanctioned, which shall form part of this order as Annexure 'A', subject to the modification that Effective Date of the Scheme shall be read as 01.04.2019 in place of 01.01.2019". It is further ordered as follows:

- (a) That with effect from April 1, 2019, the Battery Undertaking and Business (free from all encumbrances) as described in Article 3 of the Scheme, of the Petitioner No. 2 shall stand transferred to and vest in Petitioner No. 1;
- (b) That all pending legal proceedings instituted by or against the Petitioner No. 2 in respect of any Battery Undertaking and Business pending before any court, tribunal, regulatory body or any other authority shall be continued by or against the Petitioner No. 1 and may be continued, prosecuted and enforced by or against Petitioner No. 1;
- (c) That the Petitioner No. 1 shall proceed to allot any shares or other like interests in the Petitioner No. 1 which under the Scheme are to be allotted to or for any person;
- (d) That all costs and incidental expenses shall be paid by the Petitioner No. 1.

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C.O. No.4388 of 2022

10. The immovable property of Petitioner No. 2, i.e. Plot Nos. 1, 2, 3, 4, 8, 9, 10, 11 and 12 measuring in aggregate 40.132 acres (1,444,780 Sq. feet) in Phase II, M3-Industrial City, Faisalabad (along with construction thereon), shall in the result of the approval of the Petition, be transferred to and vest in the Petitioner No. 1. The petitioners shall deposit the requisite stamp duty/papers within 30 days of the date of the order with the Office of this Court after which certified copy of this order shall be provided to the Petitioners.

[Handwritten Signature]

(Shams Mehmood Mirza)
Judge.

Ihsan 25/11/23

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C.O. No. 4388 of 2022
Examiner JIS (Commercial Branch)
Lahore High Court, Lahore
28/11/23

Copy Petition No: 97001
Case No: _____
Submission Date: 11/11/23
No of Pages: 11
Fee: _____
Urgent Fee: 33
Total Fee: _____
Date of Completion: 30/11/23
Date of Delivery: _____

Examiner Copy Supply Section
Authorized Under Article 87 of
Qanun-e-Shahadat Order 1991
30/11/23

[Handwritten Signature]

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BEFORE THE HONOURABLE LAHORE HIGH COURT, LAHORE

C. O. No. 4388 of 2022

In the matter of:

TREET BATTERY LIMITED
72-B Industrial Area, Kotlakhpat,
Lahore

FIRST TREET MANUFACTURING MODARABA
72-B Industrial Area, Kotlakhpat,
Lahore

... Petitioner No. 1

... Petitioner No. 2

(Petitioners)

Versus

JOINT REGISTRAR OF COMPANIES
Company Registration Office
Securities and Exchange Commission of Pakistan
3rd Floor, Associated House, 7 Egerton Road
Lahore

30-1-23
PAKISTAN
COURT FEE
TWENTY RUPEES
پاکستان

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C.O. No. 4388
Examiner: JIS (Commercial Branch)
Lahore 28/1/23

...Pro forma Respondent

PETITION TO SANCTION ARRANGEMENT UNDER SECTIONS
279 TO 285 AND OTHER ENABLING PROVISIONS OF THE
COMPANIES ACT, 2017

Respectfully Sheweth:

1. That this Petition seeks the sanction of this Honorable Court, pursuant to sections 279 to 285 of the Companies Act, 2017 (the "Act"), read with all other enabling provisions of the Act, for a scheme of arrangement for reconstruction and de-merger (the "Scheme") between the Petitioner No. 1 and its members and Petitioner No. 2 and its certificate holders, as approved by the Board of Directors of Petitioner No. 1 and Treet Holding Limited (management company of the Petitioner No. 2). Further the Petition seeks to obtain certain facilitating orders of this Honorable Court under

section 282 of the Act in connection with the said Scheme. Defined terms used in this petition that have not been defined herein shall have the same meaning as ascribed to them in the Scheme.

[Scheme of Arrangement is attached herewith as Annexure – A]

2. The Scheme envisages the transfer to and vesting in the Petitioner No. 1, of the Battery Undertaking and Business of the Petitioner No. 2 together with all the rights, liabilities and obligations of the Petitioner No. 2 pertaining to the Battery Undertaking and Business.
3. That the respective Board of Directors of Petitioner No. 1 and Treet Holding Limited (management company of the Petitioner No. 2) in their respective meetings, have considered ways and means of improving the business of the Petitioners and proposed to be carried on by them in the future and have come to the conclusion that it would be advantageous to the Petitioners if the Battery Undertaking and Business are amalgamated/bifurcated by way of reconstruction or re-organization. The Scheme has been duly approved / adopted by the respective Boards of Directors of the Petitioners for seeking sanction of this Honorable Court.

[Certified copies of the resolutions of Board of Directors of the Petitioners are attached herewith as Annexures – B/1 and B/2 respectively]

4. That by way of background it is submitted that the Petitioner No. 1 is a public company limited by shares under the provisions of the Companies Act, 2017. Its registered office is situated at 72-B Industrial Area, Kotlakhpat, Lahore. The Petitioner No. 2 is a Modaraba under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 and is managed by Treet Holdings Limited. The Petitioner No. 2's registered office is situated at 72-B Industrial Area, Kotlakhpat, Lahore.

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Copy of the Section
Lahore High Court, Lahore

[Copies of the certificates of incorporation and the prospectus/memorandum and articles of association of each of the Petitioners are attached herewith as Annexures – C/1 and C/2 respectively]

5. That the Petitioner No. 1 on April 30, 2019 had an authorized share capital of Rs. 10,000,000 (Rupees Ten Million only) divided into 1,000,000 ordinary shares of Rs. 10/- each. The Petitioner No. 1 on April 30, 2019 had an issued, subscribed and paid-up capital of Rs. 1,000,000 (Rupees One Million Only) divided into 100,000 ordinary shares of Rs. 10/- each. The objects of the Petitioner No. 1 are set out in its Memorandum of Association. The present petition is being filed by the Petitioner No. 1, through Ms. Zunaira Dar, Company Secretary who has been duly authorized to file the instant petition and is well conversant with the facts and is able to depose to the same.

6. That the assets and liabilities of Petitioner No. 1 as on June 30, 2021 are detailed in the balance sheet reflecting the latest financial position of Petitioner No. 1.

[A copy of Petitioner No. 1's annual accounts for the year ended June 30, 2021 is attached herewith as Annexure-D]

7. That the Petitioner No. 2 on the Effective Date had an authorized share capital of Rs. 4,500,000,000/- (Rupees Four Billion Five Hundred Million only) divided into 450,000,000 modaraba certificates of Rs. 10/- each. The Petitioner No. 2 on the Effective Date had an issued, subscribed and paid-up certificate capital of Rs. 1,955,999,940/- (One Billion Nine Hundred Fifty Five Million Nine Hundred Ninety Nine thousand Nine Hundred and Forty only) divided into 195,599,994 ordinary shares of Rs. 10/- each. The Petitioner No. 2 is managed by Treet Holding Limited which on the Effective Date had an authorized share capital of Rs. 4,700,000,000/- (Rupees Four Billion Seven Hundred Million Only) divided into 470,000,000

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 Copy of the Petitioner No. 2's annual accounts for the year ended June 30, 2021 is attached herewith as Annexure-D]
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ordinary shares of Rs. 10/- each. Treet Holdings Limited on the Effective Date had an issued, subscribed and paid up share capital of Rs. 711,047,000/- (Seven Hundred and Eleven Million Forty Seven Thousand only) divided into 71,104,700 ordinary shares of Rs. 10/- each. The objects of Petitioner No. 2 are set out in its Prospectus. The present petition is being filed by the Petitioner No. 2, through Mr. Muhammad Mohtashim Aftab, Chief Financial Officer, who has been duly authorized to file the instant petition and is well conversant with the facts and is able to depose to the same.

- 8. That the assets and liabilities of Petitioner No. 2 as on June 30, 2021 are detailed in the balance sheet reflecting the latest financial position of Petitioner No. 2.

[A copy of Petitioner No. 2's annual accounts for the year ended June 30, 2021 are attached herewith as Annexure – E]

- 9. That to the best of the Petitioners' knowledge, there are no investigation proceedings pending in relation to any of the Petitioners under section Nos. 256 to 257 and 259 to 275 of the Act or any other provision of the Act or under any previous Companies Ordinance/Act or under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 (as applicable).

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Copy submitted under Section 230 of the Companies Act, 1947
Lahore High Court, Lahore

That the Scheme envisages the reconstruction of Petitioner No. 2 by transfer and vesting of the Battery Undertaking and Business with and into the Petitioner No. 1, in accordance with the Scheme as described in Article 3 of the Scheme. As consideration for the said transfer, the Petitioner No. 1 shall issue and allot to the Certificate holders of the Petitioner No. 2, 0.9984 (Zero Point Nine Nine Eight Four) fully paid-up ordinary shares of par value of Rs. 10/- each in the capital of Petitioner No. 1 for every 1 (One) fully paid-up certificate of the par value of Rs. 10/- each in

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the capital of the Petitioner No. 2, pursuant to the sanctioning of the Scheme by this Honorable Court.

[Certificate of Auditors is attached herewith as Annexure – F]

11. That the proportion in which shares of the Petitioner No. 1 to be allotted under the Scheme in lieu of the Battery Undertaking and Business of the Petitioner No. 2 was determined by the Board of Directors of Petitioner No. 2, based of the net asset value of the battery undertaking as on the Effective Date, which has been certified by M/s. Kreston Hyder Bhimji & Co., Chartered Accountants on the basis of financial studies carried out by them was 0.9984 (Zero Point Nine Nine Eight Four) fully paid-up ordinary shares of par value of Rs. 10/- each in the capital of Petitioner No. 1 for every 1 (One) fully paid-up certificate of the par value of Rs. 10/- each in the capital of the Petitioner No. 2.
12. That the reconstruction, bifurcation and amalgamation of capital and assets of Petitioner No. 2, as aforesaid, would be beneficial, *inter alia*, for the following reasons:
- a. De-bundling of business unit and exploration of value;
 - b. Meeting the requirements of international markets;
 - c. Opportunities for additional fund raising;
 - d. Value creation for Certificate Holders of the Petitioner No. 2; and
 - e. Creation of voting rights for existing Certificate Holders of Petitioner No. 2.
13. That the Scheme is a scheme of arrangement between the above Petitioners and their certificate holders/members. It is respectfully submitted that the Battery Undertaking and Business of Petitioner No. 2 shall be transferred to Petitioner No. 1 free of all charges, mortgages and encumbrances. Consequently, no objection certificates/consent of all secured creditors of Petitioner No. 2 having charges,

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Lahore High Court, Lahore

mortgages or encumbrances on the Battery Undertaking and Business have been obtained. Petitioner No. 1 does not have any secured creditors.

[The list of secured creditors of the Petitioner No. 2 having charges, mortgages or encumbrances on the Battery Undertaking and Business is attached herewith as Annexure – G. No Objection Certificate/Consent obtained from the Secured Creditors of Petitioner No. 2 are attached herewith as Annexure – H/1 to H/8]

- 14. That no objection of the Registrar Modaraba on the transfer of Battery Undertaking and Business in terms of the Scheme has also been obtained which was conveyed through letter dated July 25, 2019.

[Copy of Letter Conveying No Objection dated July 25, 2019 is attached herewith as Annexure I]

- 15. That the Scheme is a transaction exempt from filing of pre-merger notification with the Competition Commission of Pakistan (the "CCP"), under Regulation 5(ii) of the Competition (Merger Control) Regulations, 2016 read with the Competition Act, 2010. Since Petitioner No. 1 and Petitioner No. 2 both are direct/indirect subsidiaries of Treet Corporation Limited. To the best of the Petitioners' knowledge, the transaction is exempt as mentioned above, and no clearance from the CCP is required.

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- 16. That all costs, charges and expenses incurred in connection with the transfer to and vesting in the Petitioner No. 1 of the Battery Undertaking and Business, and all other costs, charges and expenses incurred in respect of the preparation of this Scheme and carrying the same into effect shall be borne and paid by Petitioner No. 1.

- 17. That no prejudice shall be caused if the Scheme is sanctioned as the sanction of the scheme will benefit, and is in the interest of, the Petitioners, their shareholders, employees as well as the general public.
- 18. That this Honorable Court has the jurisdiction to adjudicate upon this matter, as the registered offices of the Petitioners are situated in Lahore.
- 19. That it would be just and equitable in the circumstances if the Scheme is sanctioned by this Honorable Court and orders passed as prayed.

It is, therefore, respectfully prayed that this Honorable Court may be pleased:

- i. to convene separate meetings of the members/certificate holders (as applicable) of the Petitioners for the purpose of considering, and if thought fit, approving, adopting and agreeing to the Scheme as set forth in Annexure A to the Petition;

Issue directions, in connection with the meetings to be convened under the order of this Honorable Court as follows:

- 1. that the meetings of the members/certificate holders of each Petitioner shall be held within 30 (thirty) days of the order directing the convening thereof and shall be held at such place and at such time as the board of directors of that Petitioner may decide or this Honorable Court may otherwise direct;
- 2. that the Chairman of Board of Directors of Petitioner No. 1 or such other person as this honorable Court may be pleased to appoint, be appointed as

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 Copy of the order of the
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Chairman of the said meetings and to direct the said Chairman to submit reports to this Honorable Court of the due convening and resolutions passed at such meetings by such date as may be fixed, and that the quorum requisite for the conduct of business at each such meeting shall be that specified in the articles of association of each of the Petitioners.

- iii. to issue notices through publication or otherwise of the said meeting be given to the members of the Petitioner and the Registrar of Companies under section 283 of the Companies Act, 2017;
- iv. to approve and sanction the Scheme as set forth in Annexure – A, so as to be binding on all the members and creditors of the Petitioners;
- v. to pass all requisite vesting orders for giving effect to the Scheme, including vesting orders pursuant to Section 282 of the Companies Act, 2017 and the transfer from Petitioner No. 2, and transfer to and vesting in the Petitioner No. 1, of the Battery Undertaking and Business (free from all encumbrances) as described in Article 3 of the Scheme, with effect from December 31, 2018;
- vi. to order that all pending legal proceedings instituted by or against the Petitioner No. 2 in respect of any Battery Undertaking and Business pending before any court, tribunal, regulatory body or any other authority shall be continued by or against the Petitioner No. 1 and may be continued, prosecuted and enforced by or against Petitioner No. 1 accordingly;
- vii. to order that the costs and incidental expenses to this application be paid by the Petitioner No. 1; and

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Copy of the Order
Lahore High Court, Lahore

To pass such further order or orders and to issue all consequential and necessary directions as this Honorable Court may deem fit and proper in the circumstances.



[Signature]
Petitioner No. 2



[Signature]
Petitioner No. 1

through

[Signature]
SHEHZAD A. ELAHI
ADVOCATE SUPREME COURT
BARRISTER-AT-LAW

[Signature]
CH. MUHAMMAD ALI
ADVOCATE HIGH COURT
NAWA-E-WAQT HOUSE
4, SHAHRAH-E-FATIMA JINNAH ROAD
LAHORE

CERTIFICATE

CONFIRMED BY INDUSTRY THAT THIS IS THE FIRST PETITION IN THE SUBJECT IN THE PROGRAM

[Signature]
ADVOCATE

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Examiner: JIS (Commercial Branch)
Lahore High Court, Lahore
28/1/23

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11/1/23

Copy Petition No: _____

Case No: _____

Submission Date: _____

No of Pages: 9

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Total Fee: 27

Date of Completion: 30/1/23

Date of Delivery: _____

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