

April 8, 2023/24

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

**SUBJECT: RESOLUTIONS PASSED BY THE SHAREHOLDERS IN  
EXTRAORDINARY GENERAL MEETING**

Dear Sir,

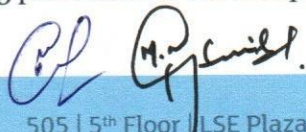
We are pleased to inform you that following resolutions have been unanimously passed by the shareholders of the Company in their Extraordinary General Meeting held on April 8, 2023 at 1100hrs at LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore.

**SPECIAL BUSINESS - SPECIAL RESOLUTIONS**

1. To approve the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger of DATA TEXTILES LIMITED (and its members) with and into
  - a. LSE VENTURES LIMITED (and its members)
  - b. LSE PROPTECH LIMITED (and its members)
  
2. Along with the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation / Demerger/Split of LSE FINANCIAL SERVICES LIMITED (and its members) with and into
  - a. LSE VENTURES LIMITED (and its members)
  - b. LSE PROPTECH LIMITED (and its members)
  - c. LSE FINANCIAL SERVICES LIMITED (and its members)

Along with In terms of provisions of Sections 279 to 283 and all other enabling provisions of the Companies Act, 2017, and, for this purpose, pass the resolutions, as special resolutions (as attached in the Statement of Information, accompanying Notice to the Members under Section 281(1)(a) / 134(3) of the Companies Act, 2017), with or without modification(s), addition(s) or deletion(s), and to approve the consequent alterations in the Memorandum and Articles of Association of the Company, subject to requisite approvals, if any;

**“RESOLVED THAT** approval be and is hereby accorded to approve the draft scheme of compromises, arrangement and reconstruction for amalgamation/merger (‘the Scheme’) of **Data Textiles Limited (& its members)** with **LSE Ventures Limited (& its members)** and **LSE Propotech Limited (& its members)** in terms of the provisions of Sections 279 to 282 and all other enabling provisions of the Companies Act, 2017.





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**FURTHER RESOLVED THAT** approval be and is hereby accorded to approve the Scheme in its entirety.

**FURTHER RESOLVED THAT** approval be and is hereby accorded to approve the annexed accompanying notice (along with the resolutions) to the members under section 281(1)(a) / 134(3) of the Companies Act, 2017."

In continuation to the above, the annexed Resolutions that are specifically passed by the shareholders:

**"Resolved that** pursuant to the provisions of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, if any, and subject to the approval of the Honorable Lahore High Court, the proposed demerger of LSE Financial Services Limited ('Transferor Company') with and into LSE Ventures Limited, LSE PropTech Limited and LSE Financial Services Limited ('Transferee Companies') and amalgamation/merger of **Data Textiles Limited** (as a 'Transferor Company') with and into LSE PropTech Limited and LSE Ventures Limited along with the draft Scheme of Amalgamation/ Merger/ Demerger as placed before the Shareholders, be and are hereby approved.

**Resolved Further that** approval be and is hereby accorded to implement the Scheme in full or in parts (Part 1 and Part 2) and accordingly application/petition shall be filed with the Securities and Exchange Commission of Pakistan, honorable Lahore High Court, Pakistan Stock Exchange Limited and any other competent authority(ies).

**Resolved Further that** the approval of the shareholders, be and is hereby granted to the terms and conditions as set out in the draft Scheme of Amalgamation/ Merger / Demerger, which includes, inter-alia, the following:

- i. That all asset and liabilities including Income Tax and all other statutory liabilities of the Transferor Companies (Data Textiles Limited and LSE Financial Services Limited) will be transferred to and vest in the **Transferee Companies** (as described in Schedule - 1 and Schedule - 2 and Schedule - 6 of the Scheme);
- ii. That all the employees of the Transferor Companies, if any, in service on the date immediately preceding the date on which Scheme finally takes effect i.e. the Effective Date, shall become the employees of the Transferee Companies (as described in Schedule - 5 of the Scheme) on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date;
- iii. That the Scheme of Amalgamation / Merger / Demerger shall be effective from **Effective Date**, the provisions of the Scheme, so far as they relate to transfer and vesting of the business and undertaking(s) of the Transferor Company (as described in Schedule - 1 and Schedule - 2 and Schedule - 6 of the Scheme) into the Transferee Companies, shall be applicable and come into operation from the Sanction Date or such other date as the Honorable Lahore High Court may approve;
- iv. That the Transferee Companies shall allot shares to the shareholders of the Transferor Company in accordance to the **SWAP Ratio** as per the Valuation Report given by the

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- Kreston Hyderbhimji, Chartered Accountants (or any other renowned practicing-chartered accounting firm), as tabled before the meeting and taken note of; and
- v. That the listing status of the Data Textiles Limited with the Pakistan Stock Exchange Limited (PSX) and eligibility status (of DATM and LSEFSL) with Central Depository Company of Pakistan Limited (CDC) along with all privileges, rights and liabilities of the Transferor Company with PSX and CDC shall be transferred in the names of the Transferee Companies (as described in the Scheme).
  - vi. Effective date of the Scheme is July 31, 2022 or any other date which is determined by the honorable LHC. Final 'Scheme' shall be submitted to the honorable LHC after July 31, 2022 along with financial statements, schedules, and other financial figures based on July 31, 2022. However, this will not affect the SWAP ratio determined in the Scheme. Any difference, if any, will be adjusted either in goodwill or merger reserves, as the case may be. Moreover, actual transfer will be effectuated on sanctioned date, when the Scheme shall become the operative (as defined in Article - 3 of the Scheme). No further approval shall be required from the shareholders of the Company.
  - vii. SWAP ratio will not be changed unless directed (and accepted by the Company) by the honorable Lahore High Court or the Securities and Exchange Commission of Pakistan, as the case may be. Any difference, if any, will be adjusted either in goodwill or merger reserves, as the case may be. No further approval shall be required from the shareholders of the Company.

**Resolved Further That** pursuant to the provision of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, necessary joint/separate application(s), petition(s) and may be moved by the Chief Executive Officer and the Company Secretary jointly before the Honorable Lahore High Court, for seeking its directions as to convening, holding and conducting of any meeting(s) of the shareholders and creditors (if any) or dispensation thereof, as the case may be, including for the appointment of Chairman, issuance and dispatch of notices and placement of advertisements and for seeking any other directions as the Honorable LHC may deem fit and proper and for seeking the approval of the proposed amalgamation/ merger and the proposed Scheme of Amalgamation / Merger."

**Resolved Further That** approval be and is hereby given to the Board of Directors to amend the swap ratio, if advised or directed by the Securities and Exchange Commission of Pakistan or honorable Lahore High Court, as the case may be, for the issuance of shares to the shareholders of the LSE Financial Services Limited or to the shareholders of the Data Textiles Limited or to the shareholders of LSE Proptech Limited or to the shareholders of LSE Ventures Limited, as the case may be.

**Resolved Further That** the shareholders, be and hereby authorize jointly the Chief Executive Officer and the Company Secretary of the Company, to undertake and implement all relevant steps/actions, required to be completed, as a consequence of the approval of the above special resolutions.



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**Resolved Further That** the Chief Executive Officer and the Company Secretary of the Company, be and are hereby singly authorized to submit the certified true copies of the resolutions passed by the shareholders of the Company to the Honorable Lahore High Court, the Registrar of Companies, the Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and such other competent authorities, if necessary."

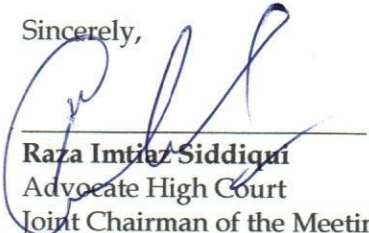
**Resolved Further That** the Chief Executive Officer, or the Company Secretary of the Company, be and are hereby singly authorized:

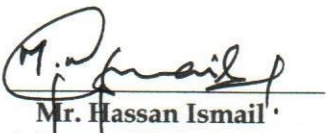
- i. To sign, submit or present necessary applications, petitions, supplementary applications/petitions, summons, deeds, documents, instruments, rejoinders, replies, and to swear affidavits or execute bonds for the above-mentioned amalgamation/merger;
- ii. To engage any counsel(s)/advocate(s)/consultant(s) to file the application(s) and petition(s) before the Honorable Lahore High Court, and to do other needful tasks;
- iii. To appear [in person or through representative(s)] before the Honorable Lahore High Court; the Offices of the Registrar of the Companies; the Securities and Exchange Commission of Pakistan; Pakistan Stock Exchange Limited and/or before any other authority or person in connection with the aforesaid amalgamation/merger; and
- iv. To do any other act, deed or thing which may be ancillary or incidental to the above-mentioned matter or which may otherwise be required for the aforesaid purpose.

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

For and on behalf of Data Textiles Limited

Sincerely,

  
Raza Imtiaz Siddiqui  
Advocate High Court  
Joint Chairman of the Meeting

  
Mr. Hassan Ismail  
Advocate High Court  
Joint Chairman of the Meeting

  
Inam Ullah  
Company Secretary

CC:

1. The Director/ HOD, Surveillance, Supervision and Enforcement, SMD, SECP-ISD.
2. The Executive Director, Corporate Supervision Department, SECP-ISD.