

Notice of Extraordinary General Meeting (EOGM) of Systems Limited

Notice is hereby given that pursuant to the order of Honorable Lahore High Court, dated 26 of June, 2023 passed in C.O. No. 43901/2023, an Extra Ordinary General Meeting (hereinafter the 'EOGM') of Systems Limited (hereinafter the 'Company' or 'SL') will be held on 18th of September, 2023, at 11 a.m., at registered office, E-1 Sehjpal, near DHA Phase VIII (Ex-Air Avenue), Lahore Cantt, Lahore, Punjab - Pakistan to transact following business:

1- Ordinary Business

To confirm the minutes of the previous Annual General Meeting of the Company held on 23rd May 2023.

2- Special Business

That pursuant to the Order of the Honorable Lahore High Court, Lahore dated June 26, 2023, passed in Petition bearing C.O. No. 43901/2023, to consider and if thought fit, to agree, to pass with or without modification, approve and adopt, the following resolution for approving the Scheme of Compromises, Arrangements and Reconstruction (**the 'Scheme'**) as previously approved by the Board of Directors of the Company on June 21, 2023, in terms of which, *inter alia*, specific undertakings as envisaged in the Scheme (**the "Transferred Assets"**) shall be demerged / separated from the Company and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited, and simultaneously, Systems Ventures (Private) Limited shall issue shares to the Company in consideration and in exchange for the Transferred Assets in accordance of the terms thereof.

The resolutions to be passed by the requisite majority under Section 279 to 283 read with Section 285 of the Companies Act, 2017 are as under:

RESOLVED THAT the Scheme of Compromises, Arrangements and Reconstruction (**the "Scheme"**), placed before the meeting for consideration and approval, in terms of which, *inter alia*, specific undertakings as envisaged in the Scheme (**the "Transferred Assets"**) shall be demerged / separated from Systems Limited (**the "Company"**) and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited (**"SVPL"**), and simultaneously, SVPL shall issue shares to the Company in consideration and in exchange for the Transferred Assets in accordance with the terms thereof (as defined and further detailed in the Scheme), be and hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Honorable Lahore High Court, subject to sanction by the Honorable Lahore High Court at Lahore, in terms of the provisions of the Companies Act, 2017.

As per the aforementioned order of the Honourable Court, Mr. Muhammad Sarim Shahid, Advocate and Muhammad Almas, Advocate are appointed as Chairmen for the EOGM. The statements under Section 134(3) and Section 281 of the Companies Act, 2017 setting out the material facts are annexed herewith.

C. Other Business

To transact any other business that may be placed before the meeting with the permission of the Chair.

Lahore

Systems Campus
Software Technology Park
E-1, Sehjpal Near DHA Phase-VIII
(Ex-Air Avenue), Lahore Cantt, Pakistan.
UAN: 042 111 SYSTEMS (797 836)

Karachi

E-5, Central Commercial Area,
Shaheed-e-Millat Road,
Karachi, Pakistan.
T: +92 42 34549385-87
F: +92 42 34549389

Dubai

TechVista Systems FZ-LLC
Office 1905, Regal Tower
Business Bay,
Dubai, UAE.
T: + 9714 369 3525
F: + 9714 456 3761

The Statement of Material Facts under Section 134(3) concerning the Special Business, Statement under Section 281 of the Companies Act, 2017, the Scheme and the Supplementary Audited Special Purpose Financial Statements of the Company for the period ended April 30, 2023 (available for inspection to any person entitled to attend the Extraordinary General Meeting, at the registered office of the Company, free of cost during normal office hours), are being circulated to the shareholders along with this notice of the Extraordinary General Meeting

By the Order of the Board



**Ali Ahmed Iftikhar
Company Secretary**

Lahore

Date: (28/08/2023)



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www.systemsltd.com

NOTES:

1. The Share Transfer Books of the Company will remain closed from 12th of September, 2023, to 18th of September, 2023 (both days inclusive). Transfers received in order at the office of our Share Registrar/Transfer Agent Registrar M/s THK Associates (Pvt) Limited by the close of business on 17th of September, 2023, will be treated in time for the aforesaid purpose.
2. A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
3. An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account, and Participant's I.D. numbers to prove his/her identity. A representative of corporate members from CDC, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.
4. Copy of the Scheme (“**Annexure A**”), the Statement under Section 134(3) of the Companies Act, 2017, Supplementary Audited Financial Statements for the period ended April 30, 2023 of the Company along with copies of its Memorandum and Articles of Association (copies of the Audited Financial Statement, Memorandum and Articles of Association are available and may be obtained upon request by such persons from the registered office of the Company, free of cost during normal office hours) and the High court order dated 26-06-2023 passed in C.O. No. 43901/2023 (“**Annexure B**”) have been annexed to this circulation.

Online participation in the Meeting

- a) For online participation in the Extraordinary General Meeting, the shareholders are requested to get themselves registered with the Company latest by 18th of September, 2023 till 10:45 a.m. through the following link:

https://systemsltd.zoom.us/meeting/register/tZlkfuGgrT0uG93Z_prH1q5DbHl5i7s3bqia

The aforementioned link will redirect you to the registration page where you will have to provide the following information:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	**Email ID	** Mobile Phone No.
	Systems Limited				

***Shareholders/proxyholders are requested to provide active email addresses and mobile phone number. Login facility will be opened fifteen minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.*

- b) Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.



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d) The shareholders who are registered after the necessary verification shall be provided a video link by the Company on the said email address. The login facility will remain open from start of the meeting till its proceedings are concluded.

5. Members are requested to notify their change of address, (if any) immediately to Company's Share Registrar M/s THK Associates (Pvt) Limited.

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Systems Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Monday, September 18, 2023, at 03.00 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.systemsltd.com for download

Procedure for E – Voting:

(a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of September 11, 2023.

(b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

(c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

(d) E-Voting lines will start from September 13, 2023, 09:00 a.m. and shall close on September 17, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

(a) The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address E-1, Sehjpal Road, Near DHA Phase-8 (Ex-Air Avenue), Lahore or email at corporate@systemsltd.com one day before the Extraordinary General Meeting on September 17, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Systems Limited



POSTAL BALLOT PAPER

for voting through post for the Special Business at the Extraordinary General Meeting to be held on Monday, September 18, 2023, at 11:00 a.m. at E-1, Sehjpal Near DHA Phase-VIII, (Ex-Air Avenue), Lahore Cantt, Lahore.
Phone: +92-42- 111-797-836 Website: www.systemsltd.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 2

That pursuant to the Order of the Honorable Lahore High Court, Lahore dated June 26, 2023, passed in Petition bearing C.O. No. 43901/2023, to consider and if thought fit, to agree, to pass with or without modification, approve and adopt, the following resolution for approving the Scheme of Compromises, Arrangements and Reconstruction (the 'Scheme') as previously approved by the Board of Directors of the Company on June 21, 2023, in terms of which, inter alia, specific undertakings as envisaged in the Scheme (the "Transferred Assets") shall be demerged / separated from the Company and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited, and simultaneously, Systems Ventures (Private) Limited shall issue shares to the Company in consideration and in exchange for the Transferred Assets in accordance of the terms thereof.

The resolutions to be passed by the requisite majority under Section 279 to 283 read with Section 285 of the Companies Act, 2017 are as under:

RESOLVED THAT the Scheme of Compromises, Arrangements and Reconstruction (the "Scheme"), placed before the meeting for consideration and approval, in terms of which, inter alia, specific undertakings as envisaged in the Scheme (the "Transferred Assets") shall be demerged / separated from Systems Limited (the "Company") and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited ("SVPL"), and simultaneously, SVPL shall issue shares to the Company in consideration and in exchange for the Transferred Assets in accordance with the terms thereof (as defined and further detailed in the Scheme), be and hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Honorable Lahore High Court, subject to sanction by the Honorable Lahore High Court at Lahore, in terms of the provisions of the Companies Act, 2017.

As per the aforementioned order of the Honourable Court, Mr. Muhammad Sarim Shahid, Advocate and Muhammad Almas, Advocate are appointed as Chairmen for the EOGM. The statements under Section 134(3) and Section 281 of the Companies Act, 2017 setting out the material facts are annexed herewith.

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.
2. In case if both the boxes are marked as (✓), you poll shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

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Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 2		
<p>1. Dully filled ballot paper should be sent to the Chairman of Systems Limited at E-1, Sehjpal Near DHA Phase-VIII, (Ex-Air Avenue), Lahore Cantt, Lahore or e-mail at corporate@systemsltd.com</p> <p>2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.</p> <p>3. Ballot paper should reach the Chairman within business hours by or before Sunday, September 18, 2023. Any postal Ballot received after this date, will not be considered for voting.</p> <p>4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).</p> <p>5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.</p> <p>6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.</p> <p>7. Ballot Paper form has also been placed on the website of the Company at: www.systemsltd.com. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.</p>		
<hr/> Shareholder / Proxy holder Signature/Authorized Signatory	<hr/> Date	<hr/>

STATEMENTS UNDER SECTION 134(3) AND SECTION 281 OF THE COMPANIES ACT, 2017

Subject to the order of the Honourable Lahore High Court Lahore (the “**Court**”), under Scheme of Compromises, Arrangements and Reconstruction (the “**Scheme**”), as approved by the Board of Directors of Systems Limited (the “**Company**”) in their resolution passed on the 21st of June, 2023, inter alia, specific undertakings as envisaged in the Scheme (the “**Transferred Assets**”) shall be demerged / separated from the Company and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited (“**SVPL**”), and simultaneously, SVPL shall issue shares to the Company in consideration and in exchange for the Transferred Assets (as defined and further explained in the Scheme). Upon sanction by the Court, the Scheme shall be treated as having effect from the Effective Date viz, 1st day of July, 2023 and / or if the Court modifies the Effective Date to such other date, then the same shall be Effective Date for the purposes of the Scheme.

The proposed demerger and merger / amalgamation detailed above, along with all ancillary and related matters thereto shall be effective by way of the Scheme, in accordance with the provisions of Section 279 to 283 and 285 of the Companies Act, 2017. The Scheme has been filed with the Court, vide petition bearing C.O. No. 43901 of 2023.

In accordance with the Provisions of Section 282(2) of the Companies Act, 2017, a copy of the Scheme has been enclosed with the notice of the meeting circulated to the members of the Company.

The details pertaining to the consideration for the demerger / merger, including the shares to be issued by SVPL to the Company are stipulated in the Scheme, which was adopted, inter alios, by the Board of Directors of the Company and SVPL. In the manner prescribed under the Scheme, SVPL shall increase its authorized share capital if required to facilitate the issue and allotment of shares to the Company.

The objects and benefits of the arrangement are also provided in detail in the Scheme.

In compliance with the provisions of Section 282(2) (e) of the Companies Act, 2017, the supplementary audited financial statements of the Company for the period ended April 30, 2023 are available for inspection to any person entitled to attend the Extraordinary General Meeting, at the registered office of the Company, free of cost during normal office hours.



The directors of the Company are interested in the Scheme to the extent of their common directorship and respective shareholdings in the Company and SVPL (to the extent applicable). The effect of the Scheme on the interests of these directors does not differ from its effect on the like interests of other members.

The directors of the Company shall continue as the directors after the sanction of the Scheme.

In view of the above, the Board of Directors of the Company have approved and recommended/the Scheme, along with the arrangements stipulated thereunder.

Statement under Section 281 of the Companies Act, 2017 concerning the Special Business

The statement setting forth the terms of the Scheme and explanation of its effects, including the interests of the directors of the Company and the effect of those interests and other ancillary information may be obtained upon request by any person entitled to attend the Extraordinary General Meeting from the registered office of the Company, during normal office hours.

The aforesaid statement is also enclosed along with the notice of the Extraordinary General Meeting.

STATEMENT UNDER SECTION 281(1)(a) OF THE COMPANIES ACT, 2017, ACCOMPANYING THE NOTICE TO THE SHAREHOLDERS OF SYSTEMS LIMITED

Pursuant to the Order dated June 26, 2023, passed by the Honourable Lahore High Court (the “**Court**”), in Petition bearing C.O. No. 43901 of 2023, under sections 279 to 283 and 285 of the Companies Act, 2017, the Court has directed, inter alia, that a meeting of the members of Systems Limited (the “**Company**”) be convened for the sanction of the Scheme of Compromises, Arrangements and Reconstruction as approved by the Board of Directors of the Company on June 21, 2023 (the “**Scheme**”), in terms of which, inter alia, specific undertakings as envisaged in the Scheme (the “**Transferred Assets**”) shall be demerged / separated from the Company and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited (“**SVPL**”), and simultaneously, SVPL shall issue shares to the Company in consideration and in exchange for the Transferred Assets in accordance with the provisions of the Scheme.

A copy of the Scheme (along with its annexures) may be obtained from the registered office of the Company, during normal business hours. Furthermore, a copy of the Scheme has been enclosed with the notice of the meeting circulated to the members of the Company.

The notice issued and published to the shareholders of the Company is for the purpose of convening a meeting of the members of the Company, as directed by the Court, for the purpose of passing, inter alia, the following resolution for obtaining approval in respect of the Scheme and the arrangements / demerger / amalgamations contemplated thereunder:

“RESOLVED THAT the Scheme of Compromises, Arrangements and Reconstruction (the “Scheme”), placed before the meeting for consideration and approval, in terms of which, inter alia, specific undertakings as envisaged in the Scheme (the “Transferred Assets”) shall be demerged / separated from Systems Limited (the “Company”) and shall stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited (“SVPL”), and simultaneously, SVPL shall issue shares to the Company in consideration and in exchange for the Transferred Assets in accordance with the terms thereof (as defined and further detailed in the Scheme), be and hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the Honorable Lahore High Court, subject to sanction by the Honorable Lahore High Court at Lahore, in terms of the provisions of the Companies Act, 2017.”

As required under section 279(2) of the Companies Act, 2017, the above resolution has to be passed at the meeting of the shareholders convened pursuant to the Order of the Court, by a majority representing three-fourths in value of the issued shares held by the shareholders of the Company, present in person or by proxy, and voting at the Extraordinary General Meeting. The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Court after the Scheme is approved as aforesaid.

The principal object of the Scheme pertains to, inter alia, the separation / demerger of specific undertakings as envisaged in the Scheme (the **“Transferred Assets”**) to be demerged / separated from the Company and stand merged, by way of amalgamation, with and into Systems Ventures (Private) Limited (**“SVPL”**), and simultaneously, SVPL shall issue shares to the Company in consideration and in exchange for the Transferred Assets (as defined and further explained in the Scheme).

Upon sanction by the Court, the Scheme shall be treated as having effect from the start of business on July 1, 2023 or at such other date as may be stated by the Court, without the need for any further act or deed or documents or process being required to be carried out, executed, registered or filed.

All information / particulars with respect to the demerger / amalgamations and the arrangements in respect thereof, including all ancillary matters thereto, are provided in detail in the Scheme, including the objects and benefits of the entire arrangement. Approval of the Scheme by the shareholders of the Company shall also constitute an approval by way of special resolution from the shareholders of the Company with respect to all matters prescribed under the Scheme.

The Scheme has been filed with the Lahore High Court, Lahore vide Petition bearing Co. No. 43901 of 2023; furthermore, in accordance with the directions of the High Court, notice of the said petition has been provided to the Registrar, Securities and Exchange Commission of Pakistan.

In compliance with the provisions of Section 282(2) (e) of the Companies Act, 2017, the supplementary audited financial statements of the Company for the period ended April 30, 2023 are available for inspection to any person entitled to attend the respective meetings, at the registered office of the Company, during normal office hours.

The directors of the Company are interested in the Scheme to the extent of their common directorship and respective shareholdings in the Company and SVPL (to the extent applicable). The effect of the Scheme on the interests of these directors does not differ from its effect on the like interests of other members, except as stated herein and under the Scheme.

FORM OF PROXY

EXTRA-ORDINARY GENERAL MEETING

I/We _____ son / daughter of Mr. _____ a member of Systems Limited (the “**Company**”) and holder of _____ number of shares as per registered folio no. _____ do hereby appoint Mr. / Ms. _____ son / daughter of Mr. _____ or failing him / her Mr. / Ms. _____ son / daughter of Mr. _____ who is also a member of the Company vide registered folio no. _____ as my / our proxy to attend, speak and vote for me / us and on my / our behalf at the Extra-ordinary General Meeting of the Company to be held on __ of _____ 2023 at __:00 A.M/P.M through video-link and at any adjournments thereof.

IN WITNESS WHEREOF signed on this the ____ day of _____ 2023

Affix
Revenue
Stamp

Member’s Name:

WITNESSES:

1. _____

2. _____

Name:

Name:

Address:

Address:

CNIC:

CNIC:

NOTES:

1. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote his/her behalf. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
2. The instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing. If a member is a corporation, its common seal should be affixed to the instrument



17



SCHEME OF COMPROMISES, ARRANGEMENT AND RECONSTRUCTION

(UNDER SECTION 279 TO 283 AND 285 OF THE COMPANIES ACT, 2017)

AMONGST

SYSTEMS LIMITED AND ITS MEMBERS

AND

SYSTEMS VENTURES (PRIVATE) LIMITED AND ITS MEMBERS



**SCHEME OF COMPROMISES, ARRANGEMENT AND RECONSTRUCTION
UNDER SECTION 279 TO 283 AND 285 READ WITH OTHER ENABLING
PROVISIONS OF THE COMPANIES ACT, 2017.**

RECITALS

WHEREAS, by this Scheme of Compromises, Arrangement and Reconstruction (the "Scheme"), it is, *inter alia*, proposed that the Transferred Assets are to be carved out and stand merged / amalgamated with, transferred to, vested in, and be assumed by Systems Ventures (Pvt.) Limited as at the Effective Date (as defined here below), against issuance of shares by Systems Ventures (Private) Limited to Systems Limited in accordance with the Scheme;

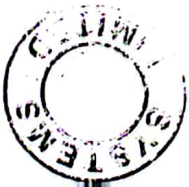
AND WHEREAS upon the merger / amalgamation, vesting and transfer of the Transferred Assets, as mentioned above in the manner prescribed under this Scheme, Systems Limited shall continue to own and operate the Retained Undertaking;

AND WHEREAS the transfer of the Transferred Assets will result in the business of Systems Limited being managed and carried out in a more effective, efficient and beneficial manner, thus benefitting the members of Systems Limited.

AND WHEREAS this Scheme, if approved by the respective members of Systems Limited and Systems Ventures (Private) Limited through a resolution to be passed with requisite majority and sanctioned by the honorable Court by an order passed in this respect, shall be binding on above companies along with all their members, creditors (including Banks and Financial Institutions including the State Bank of Pakistan), employees, customers, contracting parties, tax authorities, Bankers, Federal and Provincial Governments and their bodies, institutions and authorities and any other regulatory/statutory bodies of or with respect to above companies (as applicable) respectively.

NOW, THEREFORE, the Scheme is presented as follows:

**ARTICLE 1
DEFINITIONS**



In this Scheme, unless the subject or context otherwise requires, the following expressions shall bear the meanings specified against them below:

“Act”

means the Companies Act, 2017 and any amendment thereof.

“Assets”

means assets, properties and rights of every description and kind (whether present or future, actual or contingent, tangible or intangible) and includes properties held on trust and benefit of securities obtained from Customers, benefits, powers, rights, authorities, privileges, contracts, Government consents, tax refunds / credits, tax exemptions, sanctions and authorizations, including all registrations, licences, no objection certificates / letters, permits, entitlements, sanctions, permissions and benefits relating to the business / company, all trademarks, patents, copyrights, licences, liberties, secret processes, know-how, good-will and confidential information belonging / pertaining to a company. Without in any way limiting or prejudicing the generality of the foregoing, it is hereby clarified that the Assets shall include: (i) all properties, immovable and movable, real, corporeal or incorporeal, in possession or reversion, present or contingent of whatsoever nature and wheresoever situated belonging to a company; (ii) all plant, machinery, equipment, furniture and fixtures, computer hardware and software, software applications and licences, motor vehicles, office equipment, appliances, and accessories, spare parts and tools; (iii) all choses-in-action, instruments, decretal amounts, bank and other accounts, cash balances, reserve funds, revenue balances, investments, loans, advances, guarantees, deposits, prepayments, receivables, book debts, trade debts and all other rights and interest in and arising out of such property in the ownership, possession, power or control of a company, whether legal or beneficial, whether within or out of Pakistan, and all books of accounts, registers, records and all other documents of whatever nature relating thereto; (iv) all the connections and



facilities for telecommunications, electricity, gas and other installations, owned by, leased or licensed to a company (including related deposits); and (v) the contingent claims, tax credits and refunds / carry forward losses and proceeds realized from the Liquidation of the contingent claims;

“Court”

means the Lahore High Court, Lahore;

“Effective Date”

means the date from which this Scheme shall become effective viz, 1st day of July, 2023 and / or if the Court modifies the Effective Date to such other date, then the same shall be the Effective Date for the purposes of this Scheme;

“Encumbrances”

mean any and all liens, charges, mortgages, pledges, hypothecations, assignments by way of security, security interests, claims and other encumbrances of whatever nature;

“Filing Date”

means the date on which the certified copy of the order of the Court sanctioning this Scheme is filed with the relevant Registrar of Companies at the SECP, Lahore;

“SL”

means Systems Limited, a public limited listed company incorporated in Pakistan, having its registered office at E-1, Sehjpal Road, near DHA Phase VIII, (Ex Air-Avenue), Lahore Cantt., Punjab, Pakistan;

“SVPL”

means Systems Ventures (Pvt.) Limited, a private limited company incorporated in Pakistan, having its registered office at E-1, Sehjpal Road, near DHA Phase VIII, (Ex Air-Avenue), Lahore Cantt., Punjab, Pakistan;

“Transferred Assets”

mean the shares owned by SL along with all rights, titles, dividends, privileges as described in Annexure-A hereto;



"Retained undertaking"

means all Assets (with all existing Encumbrances thereon, if any) and Liabilities of SL immediately preceding the Effective Date that shall not be amalgamated or vest in SVPL pursuant to the Scheme;

"Rights and Liabilities"

mean all rights and liabilities, interest and/or duties and benefits or obligations of every kind, actual and contingent whether arising or payable under any agreement, statute, law or otherwise and whether pertaining to any Assets or otherwise and all Encumbrances and the term "Rights" and "Liabilities" are used interchangeably and / or in conjunction with each other;

"Scheme"

means this Scheme of Compromises, Arrangement and Reconstruction in its present form with any modification of thereof or addition thereto as may be required by the Court;

"SECP"

means Securities and Exchange Commission of Pakistan;

The headings and marginal notes are inserted for convenience and shall not affect the construction of this Scheme.

**ARTICLE 2
SYSTEMS LIMITED**

SL was incorporated as a public limited company under the repealed Companies Act, 1913 on 7th November, 1977. It has an authorized share capital of Rs. 4,000,000,000/- (Rupees Four Billion only) divided into 400,000,000 ordinary shares of Rs. 10/- each of which ordinary shares of the aggregate nominal value of Rs. 2,910,536,980/- (Rupees Two Billion Nine Hundred Ten Million Five Hundred Thirty-Six Thousand Nine Hundred Eighty only) only, divided into 291,053,698 ordinary shares of Rs. 10/- each are issued and fully paid up and the remainder are unissued shares.



ARTICLE 3**SYSTEMS VENTURES PROPERTIES (PRIVATE) LIMITED**

SVPL was incorporated as a private limited company under the Act on 6th November, 2019. It has an authorized share capital of Rs.1,000,000,000 (Rupees One Billion only) divided into 100,000,000 ordinary shares of Rs.10/- each of which ordinary shares of the aggregate nominal value of Rs. 721,100,000 (Rupees Seven Hundred Twenty-One Million One Hundred Thousand only), divided into 72,110,000 ordinary shares of Rs. 10/- each are issued and fully paid up and the remainder are unissued shares. SVPL is a wholly owned subsidiary of SL and all its issued and paid-up shares are held by SL.

ARTICLE 4**OBJECT OF THE SCHEME**

The principal object of this Scheme is to provide for and give effect to:

- (i) the separation of the Transferred Assets from SL and the merger, amalgamation and transfer to, and vesting in SVPL of the same against the issuance of ordinary shares of SVPL to SL; and
- (ii) The retention of the Retained Undertaking as part of SL;

ARTICLE 5**EFFECTIVENESS OF THE SCHEME**

- 5.1 This Scheme shall take effect by operations of law as of the Effective Date.
- 5.2 The transfer and vesting of the Transferred Assets in SVPL shall occur or be deemed to occur on the Effective Date in terms fully set forth in this Scheme.
- 5.3 As between the Effective Date and the Completion Date, there is no restriction on the conduct of the business of SL, in particular in relation to the Transferred Assets.



- 5.4 As and from the Effective Date and until occurrence of the Completion Date all costs, charges and expenses incurred by SL in relation to the Transferred Assets after the Effective Date and until occurrence of the Completion Date shall for all purposes be treated as the costs, charges and expenses of SL and all rights, titles, assets, privileges, powers, licenses, permissions, claims, interests, liabilities and obligations of SL which arise or accrue on or after the Effective Date and until occurrence of the Completion Date relating to the Transferred Assets shall be deemed to be the rights titles, assets, privileges, powers, licenses, permissions, claims, interests, liabilities and obligations of SVPL.

ARTICLE 6

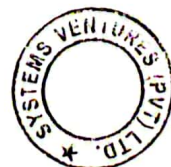
TRANSFER OF THE TRANSFERRED ASSETS

- 6.1 On the Effective Date the Transferred Assets shall be transferred to and vested in or be deemed to be transferred to and vested in SVPL pursuant to the sanction of the Scheme by the Court. SVPL may at its discretion hold the Transferred Assets directly or through any nominee being its wholly owned subsidiary.
- 6.2 There are no encumbrances on the Transferred Assets and, therefore, the Transferred Assets, shall be deemed to have been transferred without any Encumbrances.

ARTICLE 7

LEGAL PROCEEDINGS

All legal actions, legal proceedings, suits, appeals, petitions, revisions or other judicial, quasi-judicial and/or administrative proceedings of whatever nature by or against SL in relation to the Transferred Assets which are pending immediately prior to the Effective Date before any Court, forum, regulatory body, authority, Commission, tribunal, shall not abate, be discontinued or be in anyway prejudicially affected by reason of the transfer of the Transferred Assets or anything contained in this Scheme. Such legal action or legal proceedings (or both, if applicable) shall, as from the Effective Date, be continued, prosecuted or enforced by or against SVPL in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against SL if this Scheme had not been made.



ARTICLE 8
LICENSES/PERMITS/APPROVALS

All rights, dividends, permissions, concessions, privileges, sanctions, approvals, licenses, registrations, and entitlement in relation to the Transferred Assets to the benefits of which SL may be eligible shall stand vested in and transferred to SVPL without any further act or deed and be appropriately mutated by the relevant authorities/institutions in favor of SVPL. SVPL must lodge a copy of this Scheme and a certified copy of the order of the Court sanctioning the Scheme, with the relevant authorities / institutions / bodies / regulators who shall give effect thereto.

ARTICLE 9
CONSIDERATION FOR ARRANGEMENT / ISSUE OF SHARES

In consideration for the transfer and vesting of the Transferred Assets by SL to SVPL, SVPL shall issue and allot its 66,860,284 fully paid-up Ordinary Shares of Rs.10/- each to SL at Par on the Completion Date. The Ordinary Shares issued pursuant to this Article shall rank *pari passu* with the existing ordinary shares of SVPL, in all respects. Before issue and allotment of 66,860,284 Ordinary Shares, SVPL shall increase its authorized share capital if required to facilitate the issue and allotment of shares to SL.

ARTICLE 10
DETERMINATION OF THE VALUE OF THE TRANSFERRED ASSETS

The value of the Transferred Assets has been determined as Rs. 668,602,840/- on the basis of the par value against their issued share capital.

ARTICLE 11
SCHEME'S EFFECT

The terms of this Scheme shall be binding by operation of law on SL, SVPL and also on all the members and creditors (including Banks and Financial Institutions), employees, customers, contracting parties, tax authorities, Federal and Provincial Governments, their bodies and institutions, authorities, State Bank of Pakistan and any other regulatory/statutory bodies of or



with respect to SL and SVPL and their members and on any other person having any right or liabilities in relation to either of them. If this Scheme is sanctioned by the Court, it will override the Memorandum and Articles of Association/constitution of SL and SVPL, to the extent of any inconsistency. As soon as the Scheme is sanctioned by the Court, the relevant authorities/institutions including those mentioned herein shall all also comply with the Scheme sanctioned by the Court.

**ARTICLE 12
RETAINED UNDERTAKING**

The Assets and Liabilities forming part of the Retained Undertaking shall, on and from the Effective Date, remain the Assets and Liabilities of SL and shall continue to be dealt with by SL as its own business and undertaking.

**ARTICLE 13
MISCELLANEOUS**

This Scheme is subject to the sanction of the Court and may be sanctioned in its present form or with any modification of it or addition to it as the Court may approve. If the Court requires SL and SVPL to consent to any modification to the Scheme, such consent may be given on behalf of SL and SVPL by their respective Chief Executives.

**ARTICLE 14
EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses in relation to or in connection with this Scheme and of carrying out and implementing / completing the terms and provisions of this Scheme and / or incidental to the completion of the objects of the Scheme shall be borne and paid by SL.

**ARTICLE 15
EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS**

In the event this Scheme is not sanctioned by the Court for any reason or if for any other reason this Scheme cannot be implemented within such further period or periods as may be agreed



upon amongst SL and SVPL through their respective Board of Directors, this Scheme shall become null and void and in that event no rights or liabilities shall accrue to or be incurred *inter se* by the parties in terms of this Scheme.

ARTICLE 16 COMPLETION DATE OF THE SCHEME

16.1 The Scheme, although operative from the Effective Date, shall take effect finally upon and from the date on which a certified copy of the Court Order sanctioning the Scheme is filed with the Securities & Exchange Commission of Pakistan and such date shall be the Completion Date for the purposes of this Scheme.

16.2 Within 30 days of the Completion Date SVPL shall allot and issue 66,860,284 ordinary shares of Rs. 10/- each at Par value to SL.

ARTICLE 17 APPLICATION TO THE COURT

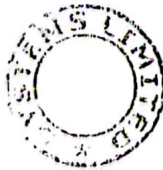
SL and SVPL shall make a joint application to the Court for sanctioning of this Scheme.

Date: []
Lahore.

Petitioner No. 1



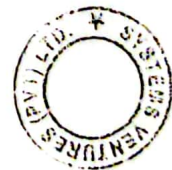
For SL
(Company Secretary)



Petitioner No. 2



For SVPL
(Chief Executive Officer)



ANNEXURE-A

(Details of the Transferred Assets)

1. 7,400 shares having a par value of AED 1,000/- of TechVista FZ-LLC.
2. 100 shares having a par value of 1 ZAR of Systems Africa for Information Technologies Proprietary Limited.
3. 4,950 shares having a par value of USD 100 of Sys Egypt for Information Technology Services.
4. 2,500 shares having a par value of 10 SAR of Systems Arabia for Information Technology.

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ORDER SHEET
IN THE LAHORE HIGH COURT
LAHORE.
JUDICIAL DEPARTMENT

Case No: C.O. No.43901/2023.

In the matter of Systems Limited etc.

ig	Date of order/ proceeding	Order with signature of Judge, and that of parties or counsel, where necessary.
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26.06.2023. Barrister Ahmad Pervaiz, Advocate for the petitioner.

This is a joint application for merger and amalgamation under section 279 to 283 and Section 285 of the Companies Act, 2017 (Act) between petitioner No.1 and petitioner No.2. According to scheme of arrangements proposed, the assets of petitioner No.1 shall be separated/demerged and proposed to be transferred to petitioner No.2.

2. Under section 279(1) of the Act read with Rules 55 and 61 of the Companies (Court) Rules, 1997, the petitioners are directed to hold Extra Ordinary Meetings within the month of July/August, 2023.

3. **Mr. Muhammad Sarim Shahid, Advocate (Cell No.0333-4809234) and Mr. Muhammad Almas, Advocate (Cell No.0300-4166625)** are appointed as Chairmen for the aforesaid meetings. The petitioners are directed to issue notices of the said meetings through public advertisement in two national newspapers namely "Daily Nawa-e-Waqt" and "Dawn"


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besides fulfilling other statutory formalities for holding extraordinary general meetings under the law. The Chairmen shall submit their report to the Court within seven days of the holding of the meetings.

4. Office is directed that once report of the Chairmen is filed, notices in the main petition be issued through proclamation in the newspaper namely "Daily Dawn", "Business Recorder" and "Daily Jang" under Rule 61 of the Companies (Court) Rules, 1997, at the expenses of the petitioners regarding the hearing of the petition on 21.09.2023.

5. In addition to the above proclamation, notices shall also be issued for 21.09.2023 to the Securities & Exchange Commission of Pakistan, Competition Commission of Pakistan, Islamabad and the creditors of the petitioners.

6. With the consent of learned counsel for the petitioners, the Chairmen/Local Commission shall be paid a consolidated fee in the sum of Rs.2,00,000/- each for conducting the above two meetings and filing of the reports before this Court.


(Abid Aziz Sheikh)
Judge