



Gatron (Industries) Limited

Liaison Office : 11th Floor, G&T Tower, # 18 Beaumont Road, Civil Lines-10, Karachi-75530, Pakistan.
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By Hand / PUCARS

Ref: HK/FH/350/4/2024

April 01, 2024

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

Dear Sir,

REQUEST FOR ISSUANCE OF NO OBJECTION CERTIFICATE (NOC) FOR RELEASE OF RIGHT SHARES SUBSCRIPTION MONEY

In compliance with your letter no. C-792-2023 dated December 15, 2023, we hereby confirm that 32,000,000 right shares offered by Gatron (Industries) Limited have been fully subscribed. In this regard, auditor's certificate confirming receipt of full subscription money amounting to PKR 5,600,000,000 against issue of right shares is attached herewith.

In light of the above, you are requested to kindly issue 'No Objection Certificate' in favour of Meezan Bank Limited, Habib Metropolitan Bank Limited and Central Depository Company of Pakistan Ltd for release of right shares subscription amount.

Thanking you,

Yours faithfully,
For **Gatron (Industries) Limited**

Muhammad Yasin Bilwani
Company Secretary

March 29, 2024

The Chief Executive Officer
Gatron (Industries) Limited
11th Floor, G&T Tower,
#18 Beaumont Road, Civil Lines-10,
Karachi -75530, Pakistan.

AUDITORS' CERTIFICATE ON RECEIPT OF SUBSCRIPTION AMOUNT AGAINST RIGHT SHARES OFFERED BY GATRON (INDUSTRIES) LIMITED TO ITS SHAREHOLDERS MEMBERS

Dear Sir,

We have been requested by the management of Gatron (Industries) Limited (GIL) to certify subscription amount received against subscription of right shares offered by GIL to its shareholders, as required by the Pakistan Stock Exchange Limited (PSX) through its letter Ref. No. PSX/C-792-2023 dated December 15, 2023.

Under an agreement dated February 09, 2024 (the agreement) entered into between Nova Frontiers Limited (Nova Frontiers) and certain other shareholders of GIL which includes all directors and majority shareholders as specified in the agreement (hereinafter referred to as GIL Shareholders) whereby GIL shareholders have renounced their entire right entitlement in favor of Nova Frontiers and Nova Frontiers has agreed to subscribe against those entitlements by the GIL Shareholders in accordance with Section 83 of the Companies Act 2017 and regulation 3 (vi) of the Companies (Further Issue of Shares) Regulations, 2020.


MANAGEMENT RESPONSIBILITY

Management is responsible for ensuring the receipt of subscription amount in accordance with the applicable regulatory requirements and the agreement.

Management is also responsible to ensure that the right issue of share capital is made in accordance with the requirements of Companies Act 2017, relevant rules and regulations issued there under, CDC Regulations as well as requirements of PSX including those mentioned in the referred letter of PSX, and that all requirements in this respect are fulfilled.

AUDITORS RESPONSIBILITY

Our responsibility is to certify the receipt of full amount of subscription, against the right shares issued based on the procedures mentioned below, and report as per the guidelines for the issue of certificates for the special purpose by practicing Chartered Accountant Firms issued by the institute of Chartered Accountants of Pakistan.



Our procedures were limited to the procedures as mentioned below:

1. Obtaining of certified true copy of the board resolution approving the issue of 32,000,000 right ordinary shares of Rs. 10 each GIL at a price of Rs. 175 each in accordance with Section 83 of the Companies Act 2017.
2. Obtaining copy of letter of offer issued under Section 83 of the Companies Act, 2017.
3. Checking of receipt of subscription amount of Rs 5,600,000,000 deposited in specified bank accounts, i.e. Habib Metropolitan Bank Limited (A/C 6-99-64-29313-714-447720) and Meezan Bank Limited (A/C # 0109207545) and reports by CDC.
4. Obtaining and checking detail of receipt of subscription money through online payment option of CDC.
5. Obtaining management representation that all requirements related to allotment of shares in the name of CDC have been fulfilled.

CERTIFICATE

Based on the procedures mentioned above, we certify that amount of Rs 5,600,000,000 has been received by the GIL against subscription of 32,000,000 right shares having face value of Rs 10., as tabulated below.

Details	Right Shares	Amount Rupees
Right shares entitlement of GIL shareholders – subscribed by NFL	25,966,649	4,544,163,575
General Public	105,111	18,394,425
Unsubscribed portion subscribed by NFL as per BOD Resolution dated March 25, 2024	5,928,240	1,037,442,000
Total	32,000,000	5,600,000,000

Revised paid up capital after right issue is as follows:

	No. of Shares	Par value	Total Capital
Paid-up capital before right issue	76,728,960	10	767,289,600
Right shares issued	32,000,000	10	320,000,000
Paid-up capital after right issue	108,728,960		1,087,289,600

LCR

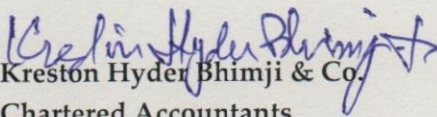
All the requirements with regard to the allotment of shares in the name of CDC have been fulfilled by the issuer.

Further, in respect of above, we have been informed that there has been no condition imposed by concerned regulatory bodies including but not limited to the Securities and Exchange Commission of Pakistan applicable at this stage that were required to be complied with by the GIL.

RESTRICTION OF USE AND DISTRIBUTION

The Certificate is being issued by us as statutory auditors of the Company, on the specific request of the management of the Company for onwards submission to PSX and CDC, accordingly this should not be used and/or distributed to any other party for any other purpose without our consent.

Yours truly,


Kreston Hyder Bhimji & Co.
Chartered Accountants