



October 23, 2012

FORM-25**UNDER SEALED COVER**

The General Manager
Karachi Stock Exchange (Guarantee) Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

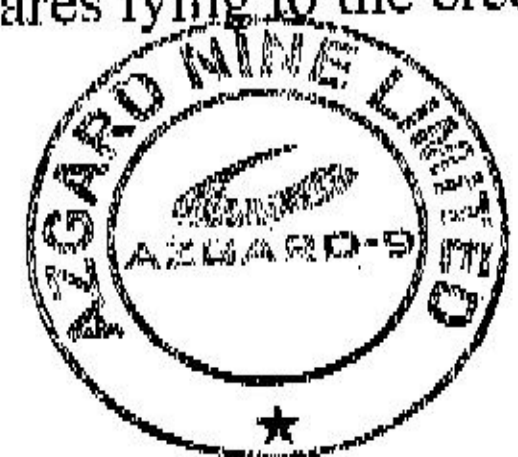
Re : **Material Information**

Dear Sir,

In accordance with Clause (xx) of the Listing Regulation No.35 under Code of Corporate Governance (2012), we are pleased to convey the following information:

The Board of Directors of Azgard Nine Limited (ANL) have approved on October 22, 2012 the restructuring and consequent conversion of the redemption proceeds of the Preference Shares lying to the credit of JS Global Capital Limited (JS Global) in the books of the Company vide issuance of Privately Placed Term Finance Certificates of the Aggregate Issue Amount of Rs.326,456,184/- (Rupees Three Hundred Twenty Six Million Four Hundred Fifty Six Thousand One Hundred and Eighty Four only) with a tenor of eight (8) years (inclusive of two (2) years grace period of Principal Amount) carrying a profit at the anticipated rate of 11% in favour of JS Global against the redemption proceeds of the Preference Shares lying to the credit of JS Global in the books of the Company, as per the terms and conditions of the Settlement Agreement to be signed by ANL with JS Global, with various terms & conditions, including *inter alia* that in case the Company fails to issue TFCs to JS Global against Outstanding Amount by the Issue Date, due to any reason whatsoever including (but not limited to) non-obtention of any requisite approval, or if the issue of the TFCs is stopped by any existing financier of the Company (whether through court or otherwise) or if the issuance of the TFC's is challenged or declared illegal after their issuance, then the Outstanding Amount shall automatically stand converted into a Term Loan with mark-up @11% per annum and the status of JS Global shall become that of Lender, without the need to execute any further document.

The Board of Directors have also approved the restructuring and consequent conversion of the redemption proceeds of the Preference Shares lying to the credit



AZGARD NINE LIMITED

18MAIL AWAN-E-SCIENDE, OFF SHAHRAH-E-ROOHI, LAHORE-54600, PAKISTAN
UAN: +92 (0) 42 111 786 845 FAX: +92 (0) 42 3576 1791
WEBSITE: WWW.AZGARD.COM