



April 15, 2020

Mr. Jawad Haider Hashmi
General Manager – Head of Trading
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Sub: **Release of Right Shares Subscription Amount – Right Issue @ 8.025%**
(Ordinary Shares (Voting and Non-Voting))

Dear Sir,

This is with reference to right issue (ordinary shares (voting and non-voting)) of the Company @ 8.025%.

We are pleased to inform that Right Shares offered have been fully subscribed and total subscription amount of Rs. 365,034,670 has been received.

Auditors' Certificate confirming receipt of full amount of Right Issue is attached herewith.

You are requested to kindly issue No Objection Certificate in the name of Summit Bank Limited (banker to the Right Issue) to release the subscription amounts, received in respect of Right Issue, to the Company.

Thanking you.

Yours Sincerely,

MUHAMMAD AWAIS
Company Secretary

AZGARD NINE LIMITED

REGISTERED OFFICE: ISMAIL AIWAN-I-SCIENCE, OFF SHAHRAH-I-ROOMI, LAHORE-54600, PAKISTAN.
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April 14, 2020

The Board of Directors
Azgard Nine Limited
Ismail Aiwan-e-Science
Off Shahrah-e-Roomi
Lahore

Dear Sirs

AUDITOR'S CERTIFICATE ON RECEIPT OF FULL AMOUNT OF SUBSCRIPTION MONEY AGAINST ISSUE OF RIGHT SHARES

We have been requested to provide you with a certificate to confirm the receipt of full amount of subscription money for subscribing right shares of Azgard Nine Limited (the Company).

Scope of Certificate

The engagement is to provide a certificate on receipt of amount against issue of right shares as required under clause 7 of Annexure II of Pakistan Stock Exchange Limited (PSX)'s directives reference C-1027-233 and C-1027-286, dated January 21, 2020 and January 23, 2020 respectively and under 'Procedure for Handling of Rights into CDS' of Central Depository Company of Pakistan Limited (CDC). This certificate is being issued by us as statutory auditors of the Company for onward submission to PSX and CDC.

Management's Responsibility

It is the management's responsibility to ensure that the aggregate subscription amount received is properly recorded in the books and records of the Company. It is also the responsibility of management to fulfill all the requirements of Companies Act, 2017 and ensure compliance with the regulations and procedures of PSX and CDC. This certificate does not relieve the management of its responsibilities.

Auditor's Responsibility

Our responsibility is to certify the receipt of full subscription money against the right issue in the designated bank account based on the below mentioned procedures. This certificate is issued in accordance with the 'Guidelines for issue of Certificate for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to the following procedures:

- Traced receipt of the following amounts in account number 1-2-43-20311-714-122058, titled "Azgard Nine Limited – Right Shares Subscription Account" maintained with Summit Bank Limited as subscription money:
 - Rs. 360,602,920 from the shareholders against subscription of 36,060,292 ordinary voting shares; and
 - Rs. 4,431,750 from the shareholders against subscription of 443,175 ordinary non-voting shares.
- Obtained the certificate provided by Summit Bank Limited certifying the receipt of subscription money as detailed below in the account number 1-2-43-20311-714-122058, titled "Azgard Nine Limited – Right Shares Subscription Account";

- Obtained certified copy of the resolution of Board of Directors in respect of issuance of right shares;
- Checked the increase in share capital through the issuance of right shares; and
- Obtained management's representation that all requirements concerning allotment of shares in the name of CDC have been fulfilled.

Certificate

Based on the procedures performed as mentioned in the above paragraph, we certify that the subscription money of Rs. 365,034,670 for subscribing 36,503,467 right shares having face value of Rs. 10 each of the Company at exercise price of Rs. 10 has been fully received in cash by the Company in the above mentioned bank account maintained with Summit Bank Limited as of April 09, 2020.

The details of right shares and subscription money received there-against are as follows:

Right Issue subscribed by:	No. of ordinary voting shares	Amount (Rs.)	No. of non-voting ordinary shares	Amount (Rs.)	Total amount subscribed (Rs.)
Directors and Sponsors	8,009,172	80,091,720	313,456	3,134,560	83,226,280
General Public & Others	5,258,155	52,581,550	-	-	52,581,550
Subscription of Unsubscribed Portion	22,792,965	227,929,650	129,719	1,297,190	229,226,840
Total Right Issue	36,060,292	360,602,920	443,175	4,431,750	365,034,670

The paid up capital of the Company after taking into account the above right issue would be as follows:

Description	Paid up capital before right issue		Current Right Issue		Paid up capital after right issue	
	No. of shares	Amount (Rs.) at par value of Rs. 10 each	No. of shares	Amount (Rs.) at par value of Rs. 10 each	No. of shares	Amount (Rs.) at par value of Rs. 10 each
Ordinary voting shares	449,349,439	4,493,494,390	36,060,292	360,602,920	485,409,731	4,854,097,310
Ordinary non-voting shares	5,522,431	55,224,310	443,175	4,431,750	5,965,606	59,656,060
Total	454,871,870	4,548,718,700	36,503,467	365,034,670	491,375,337	4,913,753,370

We state that all requirements with regards to allotment of shares in the name of CDC have been fulfilled by the Company.

Further, in respect of above, we have been informed that there have been no conditions 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 Company.

Restriction on use and distribution

This certificate is being issued in the capacity of statutory auditor of the Company and on the specific request of the management of the Company for onward submission to PSX and CDC and is not to be used or distributed to any other party for any other purpose.

Yours truly

Deloitte Yousuf Adil
Chartered Accountants