



Gatron (Industries) Limited

Registered Office: Room No. 32, 1st Floor, Ahmed Complex, Jinnah Road, Quetta, Balochistan, Pakistan. Telephone: (92-81) 2849396, Fax: 081-2825304
Liaison Office : 11th Floor, G&T Tower, # 18 Beaumont Road, Civil Lines-10, Karachi-75530, Pakistan.
Tel: 35659500-6, Fax: 021-35659516, E-mail: headoffice@gatron.com

FORM-25

September 30, 2019

PUCAR/UNDER SEALED COVER

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

Subject: Material Information

Dear Sir,

In accordance with Section 96 and 131 of the Securities Act, 2015 and Clause 5.6.1(a) of Rule Book of PSX Regulations, we hereby convey the following information:

“That the Board of Directors of Gatron (Industries) Limited (the “Company”) in its meeting held on September 30, 2019 has approved the draft Scheme of Arrangement with the members under Sections 279 to 283 and 285 of the Companies Act, 2017 (the “Scheme”) as placed before the Board subject to any modification/amendments required or conditions as may be imposed by the Honourable High Court of Balochistan at Quetta, in terms of the provisions of the Companies Act, 2017 and obtaining all requisite permissions/approvals and sanction of the Scheme by the Court subject to fulfillment of all requisite legal requirements.

In terms of the Scheme, all shares owned by the Company in Novatex Limited (“Novatex”) shall be cancelled and in lieu of such cancellation new shares in Novatex will be issued to the shareholders of the Company pro-rata based on the number of shares held by them in the Company as of the book closure date specified by the Company’s Board of Directors after sanctioning of the Scheme by the Honourable High Court of Balochistan at Quetta

In this respect, 56,700,000 ordinary shares of Novatex held by the Company shall be cancelled and Novatex shall issue 56,700,000 ordinary shares to the shareholders of the Company pro-rata based on total 38,364,480 shares of the company held by the respective shareholders. Consequently, based on the ratio, 1.47793 ordinary shares of Novatex will be issued for each share of the Company held by the respective shareholders of the Company as of the book closure date.

The Scheme shall be effective on the day on which the same is sanctioned by the Order of the Honourable High Court of Balochistan at Quetta under Section 282(1) of the Companies Act, 2017 and Order is filed with the Registrar of Companies, Securities and Exchange Commission of Pakistan, Quetta.

The Petition with regard to the proposed Scheme will be filed with the Honourable High Court of Balochistan at Quetta in due course. The Scheme will also be circulated to the Pakistan Stock Exchange Limited and the Members in due course.



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A disclosure form as required under SRO 143(I)/2012 dated December 5, 2012 read with Section 131 of the Securities Act 2015 is attached herewith (Annexure "A").

You may please inform the members of your Exchange accordingly.

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

Muhammad Yasin Bilwani
Company Secretary

Cc: 1) The Commissioner, Corporate Supervision Division,
Securities and Exchange Commission of Pakistan
Islamabad;

(2) The Director/HOD,
Surveillance, Supervision and Enforcement Department,
Securities and Exchange Commission of Pakistan
Islamabad



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Annexure "A"

Disclosure Form

Under Section 96 and 131 of the Securities Act, 2015

| | |
|--|---|
| Name of the Company | Gatron (Industries) Limited |
| Date of Report (date of earliest event reported if applicable) | NIL |
| Exact Name of the Company as specified in its Memorandum | Gatron (Industries) Limited |
| Registered Address of the Company | Room No.32, First Floor, Ahmed Complex, Jinnah Road, Quetta - Balochistan |
| Contact Information | Mr. Muhammad Yasin Bilwani Company Secretary Tel: 021-35659500 Fax: 021-35659516 |
| Disclosure of inside information by the Company in terms of Securities Act, 2015 | "That the Board of Directors of Gatron (Industries) Limited (the "Company") in its meeting held on September 30, 2019 has approved the draft Scheme of Arrangement with the members under Sections 279 to 283 and 285 of the Companies Act, 2017 (the "Scheme") as placed before the Board subject to any modification/amendments required or conditions as may be imposed by the Honourable High Court of Balochistan at Quetta, in terms of the provisions of the Companies Act, 2017 and obtaining all requisite permissions/approvals and sanction of the Scheme by the Court subject to fulfillment of all requisite legal requirements. |

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In this respect, 56,700,000 ordinary shares of Novatex held by the Company shall be cancelled and Novatex shall issue 56,700,000 ordinary shares to the shareholders of the Company pro-rata based on total 38,364,480 shares of the company held by the respective shareholders. Consequently, based on the ratio, 1.47793 ordinary shares of Novatex will be issued for each share of the Company held by the respective shareholders of the Company as of the book closure date.

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Muhammad Yasin Bilwani

Company Secretary