

January 14, 2025

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

Subject: Disclosure of Material Information



Dear Sir

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we are pleased to convey the following information:

Further to our earlier disclosure dated November 29, 2022, and the approval of the Scheme of Arrangement under Sections 279 to 282 and 285 of the Companies Act, 2017 by the requisite majority of the shareholders of Sapphire Fibres Limited (the "Company") during the extraordinary general meeting held on December 27, 2022, we are pleased to announce that the Honourable High Court of Sindh at Karachi has approved and sanctioned the Scheme of Arrangement (pertaining to the corporate reorganization of a certain portion of the shareholdings of the sponsors of the Company), as prayed, vide order received on January 13, 2025, passed in petition bearing J. C. M. No. 47 of 2022. A certified copy of the order of the Court is attached herewith.

You may please inform the TRE Certificate holders accordingly.

Yours faithfully



Rameez Ghausi
Company Secretary

cc:
Director / HOD
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad

Encl: Copy of the aforementioned order.



DISCLOSURE FORM
IN TERMS OF SECTION 96 OF THE SECURITIES ACT, 2015

Name & Address of Company	Sapphire Fibres Limited 316- Cotton Exchange Building, I.I. Chundrigar Road, Karachi
Date of Report	January 14, 2025
Contact Information	Rameez Ghausi Company Secretary Sapphire Fibres Limited 307- Cotton Exchange Building, I.I. Chundrigar Road, Karachi Tel: 021 111 000 100 Ext 3226 Email: contact@saphiretextiles.com.pk

Public disclosure of inside information, which directly concerns the listed securities:

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we are pleased to convey the following information:

Further to our earlier disclosure dated November 29, 2022, and the approval of the Scheme of Arrangement under Sections 279 to 282 and 285 of the Companies Act, 2017 by the requisite majority of the shareholders of Sapphire Fibres Limited (the "Company") during the extraordinary general meeting held on December 27, 2022, we are pleased to announce that the Honourable High Court of Sindh at Karachi has approved and sanctioned the Scheme of Arrangement (pertaining to the corporate reorganization of a certain portion of the shareholdings of the sponsors of the Company), as prayed, vide order received on January 13, 2025, passed in petition bearing J. C. M. No. 47 of 2022. A certified copy of the order of the Court is attached herewith.

Yours faithfully

For and on behalf of Sapphire Fibres Limited

Rameez Ghausi
Company Secretary



January 14, 2024

Presented on 30/11/2022
28/11/2022
Deputy Registrar (O.S.)

**IN THE HIGH COURT OF SINDH AT KARACHI
(COMPANIES JURISDICTION)**

J. C. M. PETITION NO. 47 OF 2022

In the matter of:
Sections 279 to 283 and 285(8) of the Companies Act, 2017

1. **SAPPHIRE FIBRES LIMITED**, a public company limited by shares, incorporated under the provisions of the Companies Act, 1913, and existing under the provisions of the Companies Act, 2017, having its Registered Office at 316, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.
2. **CHANNEL HOLDINGS (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.
3. **RESOURCE CORPORATION (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.
4. **ATMZ COMPANY (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.



6. **SYNERGY HOLDINGS (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.

6. **GLORY (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.

7. **GLITTER (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.

8. **LAVENDER (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.

9. **ACRYLIC (PRIVATE) LIMITED**, a private company limited by shares, incorporated and existing under the provisions of the Companies Act, 2017, having its Registered Office at 312, Cotton Exchange Building, I. I. Chundrigar Road, Karachi.

.....PETITIONERS

PETITION UNDER SECTION 279 READ WITH
SECTIONS 280 TO 283 AND 285(8) OF THE COMPANIES ACT, 2017



IN THE HIGH COURT OF SINDH AT KARACHI

J.C.M. No.47 of 2022

[Sapphire Fibres Limited and 8 others – Petitioners]

Date of hearing : 16.09.2024

Petitioners No.1 to 9 : Sapphire Fibres Limited and 8 others,
through Mr. Mikael Rahim, Advocate.

: Mr. Syed Ibad, Counsel for the Securities
and Exchange Commission of Pakistan
[SECP].

ORDER

Muhammad Faisal Kamal Alam, J: Through this Petition, the Petitioners No.1 to 9 have sought the sanctioning of the Scheme of Arrangement [Annexure 'J'], under Sections 279 to 283 and 285(8) of the Companies Act, 2017 ["the Act"], between the Petitioners No.1 to 9 and their respective Members.

2. As required, Publication of the Subject was done in the different Dailies of 'Jang' and 'The News', of 12.12.2022, available in the Record so also uploaded on the Website of Pakistan Stock Exchange.

3. The Extract of the Resolutions passed by the Board of Directors of Petitioners No.1 to 9, in their Meetings held at the Registered Offices, on 28.11.2022, are available at pages-145 to 179 [of the Court File; Annexures "K to K-S"], resolving / approving the corporate reorganization as stated in the above Scheme, relevant portion whereof is

"Arrangement Shares of Petitioner No. 1 [Sapphire Fibres Limited], which are 6,691,488, beneficially owned and held by the Sponsors, shall stand automatically cancelled [without any reduction in the share capital of the Petitioner No.1, and in lieu of the cancellation, Petitioner No.1 shall simultaneously allot and issue the Shares [which is termed as 'Sapphire Reorganization Shares', in the



Subject Scheme, in Sub-Article 6.3 of Article 6] credited as fully paid up, at par, in favour of the respective Sponsors' Holding Companies in the manner [and as per the break-ups] detailed in Annexure B of the Scheme."

4. The principal object of the Subject Scheme is mentioned in Article 2.1; that to cause a reorganization in the issued and paid up share capital of the Petitioner No.1 through cancellation of its shares held by the Sponsors, on the Effective Date [the date when it is sanctioned / approved by this Court, as per Article 3], and simultaneous allotment and issuance of the Sapphire Re-organization Shares in favor of the Sponsors' holding Companies, as per the provisions of the Subject Scheme.

5. It is clarified under Sub-Articles of Article 7, that the afore-referred reorganization shall not, [i] constitute or be treated as any assignment, transfer, devolution, conveyance, alienation, parting with possession, or other disposition under any law for the time being in force; [ii] give rise to any forfeiture; [iii] invalidate or discharge any Contract or Security (except to the extent stipulated in this Scheme); and [iv] give rise to any right of first refusal or pre-emptive right that any person may have in respect of the Sapphire Re-organization Shares or any investment made by such person in any Company. It is stated in Paragraph 41 of the Petition, that after approval of the Scheme of Arrangement, the Petitioners will continue as going concerns, under their respective existing names, without any of the Companies/ Petitioners being dissolved; the SECP in its Para-wise Comments has not disputed this factual and legal aspect. Petitioners have appended [with the Petition] their Annual Reports, inter alia, the Audited Financial Statements.



6. By the Order dated 1.12.2022, this Court granted the Application of Petitioner, filed under Rule 55 of the Companies (Court) Rules, 1997,

inter alia, permitting it to hold separate Meetings of the Members of the Petitioners and the Secured Creditors, which were held and the Reports are submitted through Chairmen of the Petitioners. According to the Reports, Members / Shareholders present at the Meetings have unanimously voted in favour of the Subject Scheme. Similarly, different Secured Creditors / Banks have given no objection to the Subject Scheme, some of which have given conditional NOCs, that the Scheme of Arrangement should not affect / derogate financing arrangement and the encumbrances already created in favour of Secured Creditors. These NOC's are available from Pages-283 to 333 [of the IInd Part of the *Lis* Record].



7. Learned counsel for the SECP states that the two Objections [stated under Paragraphs 37-41 of the Para-wise Comments of SECP] are that the Attendance Sheet of the Directors was not provided, and justification is not given for issuance of 100,000 ordinary shares to the Petitioners.

8. The learned Counsel for the Petitioners pointed out that the Attendance Sheets are filed in the intervening period and Copies whereof are today placed on record during hearing; whereas, the Justification for the issuance of Shares is provided in the Scheme of Arrangement itself when shareholding of the persons named in the Schedule-A will be cancelled and in lieu thereof, they will be given shareholding in Petitioner No.1. The objections of SECP are addressed.

9. Since other requirements are also complied with, thus, this Scheme of Arrangement is approved and sanctioned, as prayed. Accordingly, this JCM stands allowed.

Sd/- Muhammad Fouzal Kamal Alam
Judge