



Sapphire Textile Mills Limited

The General Manager,
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
Stock Exchange Road,
Karachi

Dated: October 29, 2019

Sub: Financial Results for the Quarter Ended September 30, 2019

Dear Sir,

We have to inform you that the Board of Directors of our company in their Meeting held on 29th day of October, 2019, at 12.00 Noon at 7-A/K, Main Boulevard Gulberg II, Lahore, recommended / approved the following:

(i) CASH DIVIDEND

Nil

(ii) BONUS SHARES

Nil

(iii) RIGHT SHARES

Nil

(iv) ANY OTHER ENTITLEMENT / CORPORATE ACTION

Nil

(v) ANY OTHER PRICE-SENSITIVE INFORMATION

The Scheme of Arrangement (the Scheme) for amalgamation of Sapphire Renewables Limited, Sapphire Solar (Private) Limited and Sapphire Tech (Private) Limited (hereinafter collectively referred to as Transferor Companies), being wholly owned subsidiaries of Sapphire Textile Mills Limited (the Company), with and into the Company under Section 284 of the Companies Act, 2017.

Accordingly, the entire undertakings comprising all the assets, liabilities and obligations of Transferor Companies shall stand amalgamated with and transferred to and into the Company with effect from close of business on December 31, 2019, being the effective date under the Scheme.

Extract of board resolution dated October 29, 2019 is enclosed for your information and record. **(Annexure – 1)**

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I.I Chundrigar Road, Karachi (Pakistan)
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7-A/K, Main Boulevard, Gulberg-II,
Lahore (Pakistan)
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Sapphire Textile Mills Limited

The financial results of the Company are attached

- i) The standalone financial results of the Company are attached as **Annexure A.**
- ii) The Consolidated financial results of the Company and its subsidiaries are attached as **Annexure B.**

The Quarterly Reports of the Company for the period ended 30th September, 2019 will be transmitted through PUCARS separately, within the specified time.

Yours truly,
For Sapphire Textile Mills Limited

Company Secretary

C.C. Securities and Exchange Commission of Pakistan



Sapphire Textile Mills Limited

(Annexure – 1)

**EXTRACT OF THE RESOLUTIONS PASSED
BY THE BOARD OF DIRECTORS OF M/s. SAPPHIRE TEXTILE MILLS LIMITED ("COMPANY")
AT ITS MEETING HELD ON 29th OCTOBER, 2019**

"RESOLVED that pursuant to section 284 of the Companies Act, 2017 (the Act), the Scheme of Arrangement (the Scheme) as placed before this meeting which provides for the amalgamation of Sapphire Renewables Limited, Sapphire Solar (Private) Limited and Sapphire Tech (Private) Limited (hereinafter collectively referred to as the Transferor Companies), being wholly owned subsidiaries of Sapphire Textile Mills Limited (the Company), with and into the Company is approved.

FURTHER RESOLVED that upon amalgamation and with effect from close of business on December 31, 2019, being the Effective Date (as defined in the Scheme), entire share capital of the Transferor Companies shall stand cancelled without payment or any other consideration.

FURTHER RESOLVED that the Board is satisfied that the Company (being the Transferee Company under section 284 of the Act) shall be able to pay its debts after amalgamation of the Transferor Companies (being the Transferor Companies under section 284 of the Act) with and into the Company, as they fall due during the period of one year immediately after the date on which the amalgamation is to become effective and a declaration verified by an affidavit to this effect on behalf of the Company shall be filed with the Registrar at Company Registration Office, Securities and Exchange Commission of Pakistan (SECP) together with a copy of the Scheme.

FURTHER RESOLVED that the directors of the Company will continue to serve on the Board of the Company after the amalgamation, whereas on the Effective Date, the Board of the Transferor Companies will cease to exist in accordance with the Scheme.

FURTHER RESOLVED that the secured creditors of the Company be notified of the amalgamation and transfer of the entire undertakings comprising all the assets, liabilities and obligations of the respective Transferor Companies with and into the Company under the Scheme with effect from the Effective Date.

FURTHER RESOLVED that Mr. Nadeem Abdullah, being the Chief Executive of the Company and Mr. Zeeshan being the Company Secretary of the company be and are hereby singly authorized to sign all the deeds, documents, affidavits etc. and do all the acts necessary, ancillary and incidental in respect of this amalgamation as prescribed under the Act and other applicable laws and regulations, including but not limited to:

- (i) Filing of applicable statutory returns along with a certified copy of the Scheme and declaration verified by an affidavit with the SECP as specified under section 284 of the Act and the Companies (General Provisions and Forms) Regulations, 2018.
- (ii) Notify the secured creditors of the Company on behalf of the Board of Directors of the Company.
- (iii) Issue certified copies of the resolution of the board meeting to such authorities as may be necessary for giving effect to the above resolutions."

CERTIFIED TO BE TRUE COPY

Company Secretary