ESCORTS INVESTMENT BANK

ESCORTS INVESTMENT BANK LIMITED

16th May, 2017

Mr. Muhammad Ghufran
Deputy General Manager Operations
Pakistan Stock Exchange Limited

Mr. Nadeem Naqvi
Managing Director
Pakistan Stock Exchange Limited

Mr. Akif Saeed
Commissioner
Securities Market Division
Securities and Exchange Commission of Pakistan

Mr. Asif Jalal Bhatti
HOD-Public Offering and
Regulated Persons Department
Securities and Exchange Commission of Pakistan

Subject: **Information under Regulation 5 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeover) Regulations, 2008 for disclosure of information to the Pakistan Stock Exchange ("PSX") and Securities and Exchange Commission of Pakistan ("SECP")**

Dear Sir,

1. In furtherance of our earlier letter dated 7-2-2017 and 13-3-2017 (Subject: 'Disclosure under Regulations 5 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008), this is to inform you that on 12th May 2017 a meeting of the Board of Directors (**"Board"**) of Escorts Investment Bank Limited (**"EIBL"**), the Board was informed that after obtaining SECP's in-principle approval in terms of Rule 5 (6) (f) of NBFC Rules, 2003 (pursuant to BTPL's Fit & Proper Test clearance application) granted vide SECP letter No. SC/NBFC-EIBL/34/2017-262 dated April 28, 2017 for acquisition of majority shares and control of EIBL, and other related formalities, BTPL has expressed its firm intention regarding proposed acquisition of 71.168% of the issued and paid-up shares of EIBL by Bahria Town (Private) Limited (**"BTPL"**).

2. The majority shareholders of EIBL, comprising of ESSEM Power (Private) Ltd, Ms. Shazia Bashir, Ms. Darakshan Bashir, Ms. Maryam Bashir, Mr. Mutahir Ahmed, Mr. Bairam Qureshi, Mr. Farrukh Ahmed Kamran Chaudhry holding approximately 71.68% of the issued and paid-up shares of EIBL in aggregate are entering into the aforementioned transaction to

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sell and transfer the aforesaid 71.168% shares, together with management control of EIBL to BTPL. BTPL will, in due course, make its Public Offer to acquire shares of EIBL from the public, per applicable Takeover laws.

3. BTPL had already published its Public Announcement of Intention under Regulation 6 on March 13, 2017 and the same was duly intimated to PSX and SECP per applicable regulations on 13-3-2017 by EIBL. EIBL also informed PSX, through its letter dated 28-4-2017 that it had been granted in-principal approval by the SECP in terms of Rule 5 (6) (f) of the NBFC Rules, 2003 against its application for Fit and Proper criteria dated 20-3-2017.

4. As part of the envisaged transactions, simultaneously with its planned takeover of EIBL, BTPL will also separately acquire, subject to requisite regulatory approvals in accordance with applicable laws and relevant transaction agreements, 100% of the issued shares and management control of Escorts Capital Limited (**"ESCAP"**), a wholly-owned subsidiary of EIBL, engaged in securities brokerage business.

5. That the Board of EIBL has approved the aforementioned transactions subject to applicable laws and regulatory compliances/approvals, and has also approved the entering into of related agreements in furtherance of these transactions. These proposed transactions will be implemented and completed in due course in accordance with applicable laws, especially Takeover laws.

Kind Regards,

Muhammad Mukarram
Company Secretary

CC. *The Chief Executive*
Bahria Town (Pvt.) Ltd.
Corporate Office, Phase-8, Bahria Town, Rawalpindi.

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
SPECIALIZED COMPANIES DIVISION
POLICY, REGULATION AND DEVELOPMENT DEPARTMENT

SC/NBFC-EIBL/34/2017-262

April 28, 2017

Ms. Shazia Bashir
Chief Executive Officer
Escorts Investment Bank Limited
Escorts House, 26 Davis Road
Lahore.

Subject: **In-principle approval under Rule 5(6)(f) of the Non-Banking Finance Companies (Establishment & Regulations) Rules, 2003 – Potential transaction involving acquisition of 71.168% issued shares and management control of Escorts Investment Bank Limited (EIBL) by Bahria Town (Pvt.) Ltd. (BTPL).**

Dear Madam,

This is with reference to your application dated March 20, 2017 and subsequent correspondence regarding the captioned subject.

2. In this context, I am directed to inform you that in-principle approval has been accorded in terms of Rule 5(6)(f) of the Non-Banking Finance Companies (Establishment & Regulations) Rules (NBFC Rules), 2003 for the proposed acquisition of 71.168% issued shares and management control of Escorts Investment Bank Limited by Bahria Town (Pvt.) Ltd. subject to the following conditions:

(i) The in-principle approval shall automatically stand cancelled in case the proposed transaction does not materialize; and

(ii) In case the negotiation culminate into a conclusive agreement, EIBL shall seek approval of the Commission in terms of the Rule 5(6)(e) of the NBFC Rules, 2003. Furthermore, EIBL and BTPL shall ensure compliance with all other regulatory frameworks including the requirements mentioned in Part IX of the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2008.

3. Please note that SECP reserves the right to call for any document or impose any condition during the process and thereafter.

Yours truly,

Rizwan Ul Haq
Deputy Director

C.C.: **Malik Riaz Hussain,** Chief Executive Officer, Bahria Town (Pvt.) Ltd, Phase-II, Bahria Town, Rawalpindi

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March 13, 2017

Mr. Akif Saeed
Commissioner
Securities Market Division
Securities & Exchange Commission of Pakistan

Mr. Asif Jalal Bhatti
HOD – Public Offering and
Regulated Persons Department
Securities & Exchange Commission of Pakistan

Mr. Muhammad Ghufran
Deputy General Manager Operations
Pakistan Stock Exchange Limited

Mr. Nadeem Naqvi
Managing Director
Pakistan Stock Exchange Limited

Subject: **Disclosure under Regulation - 5 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008 read with the Securities Act, 2015**

Dear Sir(s),

Reference is being made to the captioned subject in regards with the disclosure of material information under Regulation 5 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008 (**"Regulations"**).

In light of the above mentioned regulation, we would like to inform you that a Notice of Public Announcement of Intention under the provisions of the Securities Act, 2015 ("**Act**") and Regulation 6(4) of the Regulations has been received by us from AKD Securities Limited, who are acting as Manager to the Offer, on behalf of Bahria Town (Private) Limited.

Moreover, copies of the letter received along with the Announcement of Intention have been enclosed herewith for your information.

Warm Regards,

Muhammad Mukarram
Company Secretary

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