



ESCORTS INVESTMENT BANK LIMITED

August 21, 2017

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

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

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

Mr. Nadeem Naqvi
Managing Director
Pakistan Stock Exchange Limited

Subject: Disclosure under Regulation - 7 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 read with the Securities Act, 2015

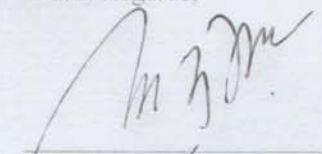
Dear Sir(s),

Reference is being made to the captioned subject in regards with the disclosure of material information under Regulation 7 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 ("Regulations").

In light of the above mentioned regulation, we would like to inform you that a Notice of Public Announcement of Offer published in English and Urdu newspapers under the provisions of the Securities Act, 2015 ("Act") and Regulation 7(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 Public Announcement of Offer have been enclosed herewith for your information.

Warm Regards,


Muhammad Mukarram
Company Secretary

HEAD OFFICE:

Escorts House, 26 Davis Road, Lahore - Pakistan.
Tel : (92-42) 3637 1931-34 Fax: (92-42) 3637 5950
Email: mailmanager@escortsbank.net



AKD Securities Limited

TREC Holder: Pakistan Stock Exchange Limited
Registered Broker: Securities & Exchange Commission of Pakistan
SSTN-S2908363-0, NTN-2908363-0
Head Office: 602, Continental Trade Centre, Block-8, Clifton, Karachi, Pakistan. UAN: 111-253-111, Fax: (92 21) 35867992, 35869715

August 21, 2017

Executive Director

Public Offering and Regulatory Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan.
National Insurance Corporation Building,
63 Jinnah Avenue, Islamabad

General Manager - Operations

Pakistan Stock Exchange
I.I. Chundrigar Road,
Karachi.

Company Secretary

Escorts Investment Bank Limited
Escorts House, 26-Davis Road,
Lahore

Executive Director

Policy Regulation and Development Department
Specialized Companies Division
Securities & Exchange Commission of Pakistan,
National Insurance Corporation Building,
63 Jinnah Avenue, Islamabad

**SUBJECT: PUBLIC ANNOUNCEMENT OF OFFER TO ACQUIRE UP TO 6,357,437 ORDINARY
SHARES (14.42%) OF ESCORTS INVESTMENT BANK LIMITED**

Dear Sir(s),

With reference to the subject announcement dated August 21, 2017, find enclosed copies of advertisement published in English and Urdu newspaper in accordance with Securities Act, 2015 read with Regulation 7 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

Please contact the undersigned for any additional information.

Warm Regards,

Muhammad Shumail
Analyst-Investment Banking

Abadun Munim Mohajir
Senior Associate – Investment Banking

Copy to:

Managing Director
Pakistan Stock Exchange
I.I. Chundrigar Road,
Karachi.

Chief Executive Officer

Escorts Investments Bank Limited
Escorts House, 26-Davis Road
Lahore

Stock Exchange Office:
529, Pakistan Stock Exchange
Building, I.I. Chundrigar Road,
Karachi 74000, Pakistan.
Tel: 32446611-13,
Fax: (92-21) 32426429

Islamabad Office:
302,303 ISE Tower,
Jinnah Avenue,
Blue Area, Islamabad.
UAN: (051) 111-253-111
Fax: (92-51) 2894323

Lahore Office:
Room # 512-513, 5th Floor
Stock Exchange Building,
Lahore.
UAN: (042) 111-253-111
Fax: (92-42) 36280745

Faisalabad Office:
03,1st Floor,
Mezan Executive Tower,
Liaquat Road. Pakistan.
Landline: 92-41 2620361-67
Fax: 92-41 2620368

Abbottabad Office:
1st Floor, Sarmayakari markaz,
Al-Fateh Shopping Center,
Mansehra Road, Pakistan.
Landline: 0992-408215-17
Fax: 0992-408218

THIS IS A PUBLIC OFFER BY BAHWA TOWNS (PRIVATE) LIMITED (the "ACQUIROR") TO ACQUIRE UP TO 4,537,453 ORDINARY SHARES OF SECURITIES INVESTMENT BANK LIMITED, A NON-BANKING FINANCIAL COMPANY (the "TARGET COMPANY") CONSTITUTING 14.42% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY AT AN OFFER PRICE OF RUPEES 137.18 PER ORDINARY SHARE PURSUANT TO PART II OF THE SECURITIES ACT, 2011 ("SACT") AND THE LISTED COMPANIES SUBSTANTIAL ACQUISITION OF VOTING SHARES AND TAKEOVERS REGULATIONS, 2011 ("REGULATIONS").

under the SPA, the following current directors of the Target will exercise their powers in favour of the Acquirer: (i) Mr. Shantanu Bhatnagar, (ii) Mr. Bharat Gupta and (iii) Mr. M. Ahmed, at the per share price of 0.00000001187 per Ordinary voting share.

	have given to the Target Company. No Shareholder. Subject to the above, the Acquirer has not entered into any agreement or arrangement with the directors of the Target Company about any benefits which will be given to the director of the Target Company as compensation for loss of office or otherwise in connection with the acquisition.	
10	Details of every material contract entered into not more than two years before the announcement of offer, not being a contract entered into the ordinary course of business carried on or intended to be carried on by the company.	The Acquirer is not party to any contract which would have any material adverse impact on the Acquirer's corporate and financial ability to undertake and complete Public Offer process.
11	Details if the Acquirer is a director or the board of directors of any listed company.	Not Applicable.

DETAILS OF THE PUBLIC OFFER	
[1] Names, dates, and addresses of the respondents to the public offer of 2015 (if any) who were not published	The advertisements were published in Daily Jang and Business Recorder (Kathmandu) on February 13, 2015.
	In terms of the SPK the Applicant shall acquire 33,363,328 ordinary shares (11% of the total) of the Target Company from the Sponsor (Seller) out of their total subscription of 33,363,328 ordinary shares (11% of an aggregate value of NPR 1,334,533,328) to be issued by the Target Company.
[2] Reasons for acquiring shares or control of the Target Company	The Applicant shall acquire shares solely in order to (a) Pursue a long term business strategy to acquire the Target Company; and (b) Pursue a long term business strategy to acquire the Target Company.
	The acquisition will allow the Applicant to reinvest the Target Company and help manage various operations, including, in particular, meeting the Minimum Investment Requirement. The acquisition will further bring the Applicant's financial strength and efficiency to the Target Company, specifically, the acquisition has the potential to help expand and improve the Target Company's operations (the management, the management, and improve financial planning, thereby facilitating business to be

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[illegible]

* For rationale of this sale price, please refer to details in Part 8, Para 1.1 (a) above.

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contained in Regulation 13 of the Regulations.

Seller: 11,188,015 ordinary voting shares of the Target Company. An aggregate price of **PKR 11.35** (Shaneb note cited at the rate of **PKR 0.000000525**) per ordinary share.

The highest price paid by the Acquirer for acquiring the voting shares of the Target Company during the month prior to the date of public announcement of offer: **applicable because no shares were purchased.**

The weighted average share price of Target Company as quoted on the stock exchange during the last six months (precluding the date of announcement of the Offer) till August 15, 2017 is **PKR 11.35** (Shaneb note, before advertisement of Public Offer, PKR 11.35 and Target Company: **PKR 11.35**) per share.

The weighted average share price of Target Company as quoted on the stock exchange during four weeks preceding the date of public announcement of offer: **PKR 11.35** per share.

The price per share arrived at on the basis of net assets value carried over to Capital Account from an audit of consolidated financial data not available for **PKR 11.35** per share.

months from the date of public announcement of offer made by the manager to offer. In case of fixed assets being part of total assets, the Chartered Accountant shall obtain the services of a valuer to carry-out value of fixed assets, whose fee appears on the list of panel of valuers maintained by Pakistan Banker Association.

7.14] per share (Based on valuation certificate issued by Faisal Sharif & Co, Chartered Accountants after taking into account results of assets valuation conducted by Anderson Consulting (Pvt) Ltd).

		*The highest price amongst the above is PKR (3.87) per share at which the shares are offered to be purchased from the general public through this Public Offer.
3.3. Financial Arrangements:		
(a)	Disclosures about the security arrangements made in pursuance of Section 112 of the Act.	The Acquirer has, as per Regulation 15 (a) of the Regulations, made a cash deposit of PKR (102,500,000) (One Hundred and Two Million Five Hundred Thousand only) in an escrow account operated by the Manager to the Offer maintained by Bank Alfalah Limited, Shalimar-e-Iqbal Branch, Karachi.

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