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 23, 2017

Executive Director
Public Offering and Regulated 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: **SUBMISSION OF PROPOSED OFFER LETTER WITH RESPECT TO THE ACQUISITION OF UP TO 6,357,437 ORDINARY SHARES (14.42%) OF ESCORTS INVESTMENT BANK LIMITED (THE "TARGET COMPANY")**

Dear Sir(s),

On behalf of Bahria Town (Private) Limited, a private company limited by shares incorporated under the laws of Pakistan (**"Acquirer"**), AKD Securities Limited as the Manager to the Offer ("**MTO**") is pleased to submit the proposed Offer Letter along with necessary enclosures to Acquire up to 6,357,437 ordinary shares of Target Company constituting approximately 14.42% of the issued share capital of Target Company in accordance with the Securities Act, 2015 ("**Securities Act**"), Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Regulations, 2017 and the NBFC laws. The same will be sent to all shareholders of the Target Company except for those who are party to the Share Purchase Agreement (the "**SPA**"), in accordance with the requirement of Section 117 of the Securities Act.

Warm Regards,

For and behalf of Manager to the Offer,

Muhammad Shumail
Analyst – 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

Schedule-I

OFFER LETTER

Date: October 4, 2017

To: [Name of the eligible shareholder]

SUBJECT: PURCHASE OF SHARES OF ESCORTS INVESTMENT BANK LIMITED

Dear Sir,

1. In pursuance of the Public Announcement of Offer made by Bahria Town (Private) Limited (the "**Acquirer**") and published in the daily Jang (Urdu) and Business Recorder (English) editions for Karachi, Lahore and Islamabad on **August 21, 2017** (**"Public Offer"**) this is to inform you that we intend to acquire 14.42 % of the total issued capital of Escorts Investment Bank Limited, a public listed company incorporated under the laws of Pakistan (the "**Target Company**") comprising of 6,357,437 Ordinary shares of face/par value PKR 10/- each. Therefore, we are making an offer to you for the acquisition of your (shares as LOBO) shares of the Target Company.

2. By way of necessary background, the Acquirer has entered into a Share Purchase Agreement dated May 23, 2017 (the "**SPA**") with Ms. Darakshan Bashir, Ms. Shazia Bashir, Ms. Maryam Bashir, Essem Power (Private) Limited, Mr. Mutahir Ahmed, Mr. Bairam Qureshi And Mr. Farrukh Ahmed Kamran Chaudhry (the **"Sponsor Sellers"**) for the purchase of 31,385,126 Ordinary Shares representing 71.168% of the total issued ordinary share capital of the Target Company (**"Sponsors Sale Shares"**) at an aggregate sale price of PKR 1/- (Rupee One only) calculated at the rate of PKR 0.0000000319/- per ordinary voting share for the entire Sponsors Sale Shares. Thus, pursuant to the Securities Act, 2015 (the "**Act**") and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (**"Regulations"**), the Acquirer is offering to acquire by way of public offer 6,357,437 (14.42%) Ordinary Shares having a par value of Rupees 10/- each (the **"Public Shares"**) in the Target Company from shareholders on the terms set out in the Public Offer and summarized below.

3. In pursuance of our obligations under the Securities Act, 2015 ("**Act**") and the the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (**"Regulations"**), you are hereby, being made an offer to sell your __________ [number of shares as per LOBO] of Target Company at **PKR 15.87/- per share** to the Acquirer. In accordance with sub-section (2) of Section 112 of the Act, in case the numbers of voting shares offered for sale by shareholders are more than the voting shares to be acquired by the Acquirer, the Acquirer shall, in consultation with the Manager to the Offer, accept the public offer or offers received from the shareholders on proportional basis. The Public Announcement of Offer containing detailed information can be viewed at the following websites:

Acquirer - Bahria Town (Pvt.) Ltd.: www.bahriatown.com
Manager to the Offer - AKD Securities Limited: www.akdsecurities.net

4. The offer is valid until October 14, 2017. You may accept the offer between October 8, 2017 to October 14, 2017 during business hours from 9:00 am to 5:00pm by completing and sending the Letter of Acceptance (in the form attached hereto) and providing the complete requisite documents stated therein including tendering your shares to the Manager to the Offer in the Central Depository Company Account 10629; however, in case of physical shares, the original shares certificates with signed and verified transfer deeds must be submitted to the Manager to the Offer, whose contact details are provided below, by or before 5:00 pm on the Closing Date. In the event that the Letter of Acceptance and the complete requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt).

5. All payments shall be payable in form of cash or through demand draft or pay order or cheque or any other banking instrument against shares accepted by the Acquirer will be made within a period of not more than 10 days from date of closure of the acceptance period.

6. In case of any query regarding the Public Offer, you may contact the Acquirer or the Manager to the Offer at the following addresses:

ACQUIRER	MANAGER TO THE OFFER
Bahria Town (Private) Limited Customer Support Centre, Bahria Complex, Phase 8, Bahria Town, Rawalpindi. UAN: +92 51 111 333 888 Fax: +92 51 5705821	**AKD Securities Limited** 602, 6th Floor, Continental Trade Center Block 8, Clifton Karachi UAN: +9221 111-253-111 Fax: +9221 3537 4291

Note: The above form of Offer Letter is based on the format of Offer Letter provided in Schedule-I of the 2017 Regulations. Suitable and necessary additional information has been inserted for the facilitation and convenience of the shareholders regarding background of transaction and the procedure for acceptance.

The Acquirer, and its directors, accept all responsibility for the information contained in this Offer Letter.

For and on behalf of the Acquirer
BAHRIA TOWN (PRIVATE) LIMITED

____

Name: Mr. Syed Shabbar Hussain Shah
Designation: Company Secretary
Bahria Town (Private) Limited
CNIC # 37405-6824587-5
Encl:

PUBLIC OFFER ACCEPTANCE LETTER

The Manager to the Offer
AKD Securities Limited,
Suite # 602, 6th Floor, Continental Trade Centre,
Block 8, Clifton,
Karachi, Pakistan.
UAN: (+9221) 111 253 111

Subject: **Irrevocable Acceptance of Offer to Purchase Shares of Escorts Investment Bank Limited**

Dear Sir/Madam

I/ we the undersigned refer to the offer letter dated October 4, 2017 ("Offer Letter") received from AKD Securities Limited (**"Manager to the Offer"**) on behalf of Bahria Town (Private) Limited (**"Acquirer"**) with respect to the proposed acquisition by the Acquirer (through Public Offer) of **6,357,437** Ordinary Shares (representing **14.42**% of the total issued and paid up share capital of Escorts Investment Bank Limited (the "**Target Company**"), at PKR 15.87/- per Ordinary Share of ESBL (**"the Offer Price"**) on the terms and conditions set out in the Offer Letter.

I / we the undersigned do hereby communicate my / our Irrevocable Acceptance with respect to the sale to the Acquirer of the shares of the Target Company tendered below (**"Tendered Shares"**) at the Offer Price and request you to kindly process my / our application, on the terms and conditions set out in the Offer Letter and the Securities Act, 2015 (**"Act"**) and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (**"Regulations"**).

1. Shareholder Details	1.1. Joint Registered Holders (if any)
Name: ________________________________ (As shown on the share certificate/CDC account title) Address: __________________________ __________________________________ __________________________________ Telephone #: ________________________ Email : __________________________ CNIC/ NTN No. ____________________ (CNIC No. for individuals and NTN No. for corporates) UIN No. ________________________	1. Name: ________________________________ (As shown on the share certificate/CDC account title) 2. Name: ______________________________________ (As shown on the share certificate/CDC account title)

(For Corporates only)	
2. Share Details	
(a) No. of Shares to be tendered	
(b) Form of Shares (Please tick and fill the appropriate boxes)	

Physical Shares	Folio #	Certificate #	
CDC	Participant ID Sub Account #	Investor Account #	

3. Signatures

* Signatures of Individuals or Director/Secretary along with company stamp for Companies

1. ___________________________ 2. ___________________________ 3. ___________________________

4. Required documents to be attached with Letter of Acceptance

(a) For Individual Applicants

1. An attested copy of Computerized National Identity Card ☐
2. Share Certificate and verified Transfer Deeds (for physical shares) ☐
3. Share splitting authorization letter (attached as Annexure-A) ☐
4. Authority Letter to pick-up excess shares through a representative (for physical shares) (attached as Annexure-B) (if a separate person is to be given authority) ☐
5. Copy of CDC transfer slips (for CDC Shares only) ☐

(b) For Corporate Applicants

1. Certified Memorandum and Articles of Association ☐
2. A certified copy of (i) Certificate of Incorporation; and ☐
   (ii) for public companies only, Certificate of Commencement of Business ☐
3. Certified copies of Computerized National Identity Card of the signatories ☐
4. Certified copy of Board Resolution authorizing persons to sell the Shares with specimen signature of such authorized persons ☐
5. Original Share Certificates and verified Transfer Deeds (for physical shares only) ☐
6. Share splitting authorization letter (attached as Annexure-A) ☐
7. Authority Letter to pick-up excess shares through a representative (for physical shares) (attached as Annexure-B) ☐
8. Copy of CDC transfer slips (for CDC shares only) ☐
9. Copy of NTN Certificate ☐

Letter of Acceptance furnished by the shareholder(s) without the requisite documents may be rejected by the Manager to the Offer as being incomplete and invalid.

Procedures for accepting the Public Offer:

1. In order to accept the Public Offer, the Shareholders are required to send the Letter of Acceptance, duly completed and signed, along with the requisite documents (as set out above) to the Manager to the Offer at its address given above by so as to reach by or before 5:00 pm on October 14, 2017 (the Closing Date). Please ensure that while filling the Letter of Acceptance, all the information required is provided, including the number of Shares to be tendered. In the event that the Letter of Acceptance and the complete requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt).
2. Receipt by the Manager to the Offer by the Closing Date of the duly completed and signed Letter of Acceptance along with the required documents will constitute acceptance of the Pubic Offer.

3. Completed Acceptance Forms once submitted cannot be revoked by Shareholders selling in the public offer.

Note: In case the number of Shares tendered in acceptance of the Offer exceeds **6,357,437** Shares, the Manager to the Offer (as defined herein above) on behalf of the Acquirer will adjust (reduce) the number of Shares for each selling Shareholder on a pro-rata basis provided that the minimum number of shares acquired from a single shareholder shall be 500 shares or, if the holding of a shareholder is less than 500 shares, the entire holding of that shareholder will be accepted, and the excess tendered Shares for each selling Shareholder shall be returned/re-transferred (as the case may be) to the relevant selling Shareholder.

CDC Shares: CDC Account Holders shall follow the procedure set forth above, as applicable. Additionally, the CDC Account Holders must transfer these Shares to the CDC account of the Manager to the Offer in accordance with the conditions contained herein and provide the CDC transfer slip to the Manager to the Offer.

Shares Transfer from CDC Participant Account: Investors maintaining CDC Sub Accounts with participants shall request the concerned participant to transfer shares to CDC Account # 10629 (Manager to the Offer – Escorts Investment Bank Limited). The participant should clearly mention the name of the account holder in the remarks column of the CDC Shares transfer transaction.

Shares Transfer from CDC Investor Account: Investors maintaining CDC Investor account shall deposit shares transfer slips to CDC Investor Account Services and send the Manager to the Offer (AKD Securities Limited) by or before 5:00 pm on October 14, 2017 a copy of the CDC investor account slip along with the Acceptance Form.

Physical Shares: Shareholders with physical share certificate(s) are requested to provide the physical share certificate(s) along with duly verified transferred deed(s).

“Annexure A”

Date: _________________

The Manager to the Offer
AKD Securities Limited,
Suite # 602, 6th Floor, Continental Trade Centre,
Block 8, Clifton,
Karachi, Pakistan.
UAN: (+9221) 111 253 111

Subject: **Authorization to split Shares Certificate(s)**

Dear Sir,

Pursuant to my irrevocable acceptance, with respect to the Public Offer by Bahria Town (Private) Limited (the **“Acquirer”**) to purchase shares of Escorts Investment Bank Limited (the **“Target Company”**), submitted to AKD Securities Limited (**“AKDS”**) as the Manager to the Offer (**“MTO”**), please find enclosed herewith _________________ shares of Target Company in physical form. If the Public Offer is oversubscribed, I/we hereby unconditionally authorize you to split the share certificates pro rata in the denominations determined by AKDS.

Name (s): _____________________

Signature(s): ___________________

Folio #: _______________________

Encl: Original Share Certificate(s)
Verified Transfer Deed(s)

"Annexure B"

Date: ____________________

The Manager to the Offer
AKD Securities Limited,
Suite # 602, 6th Floor, Continental Trade Centre,
Block 8, Clifton,
Karachi, Pakistan.
UAN: (+9221) 111 253 111

Subject: **Authorization to pick-up excess physical shares**

Dear Sir,

This is with reference to the ____________ physical shares of Escorts Investment Bank Limited (the **"Target Company"**) submitted by me / us to AKD Securities Limited (as the Manager to the Offer) pursuant to the Public Offer by Bahria Town (Private) Limited (the **"Acquirer"**) to purchase the shares of the Target Company.

I, __________________________, holding CNIC No. ________________________, (OR [*insert name of company*], duly incorporated under the laws of Pakistan and having its registered office at____) hereby authorize ___________________________, son/daughter/wife of _______________holding CNIC No. ________________________, to pick up on my / our behalf, from AKD Securities Limited, Suite # 602, 6th Floor, Continental Trade Centre, Block 8, Clifton, Karachi, any left-over physical shares of the Target Company that were not purchased by the Acquirer under the Public Offer and continue to be owned by me / us.

Name (s): _____________________

Signature(s): ___________________

Encl: Copy of CNIC of Shareholder
Copy of Board Resolution / Power of Attorney in favor of authorized person, if shareholder is a body corporate.
Copy of CNIC of Authorized Person

Folio No. Certificate No.

TRANSFER DEED

The ____

I/We ____

of ____ in consideration of the sum of Rupees ____
Paid to me / us by **BAHRIA TOWN (PRIVATE) LIMITED** of **Customer Support Centre, Bahria Complex, Phase 8, Bahria Town, Rawalpindi** hereinafter called the transferee(s), do hereby transfer unto the said transferee(s) Ordinary Shares numbered __________________, standing in my / our name(s) in the books of **ESCORTS INVESTMENT BANK LIMITED** to hold unto the said transferee(s) his/her/their executor(s), administrator(s) and assigns, subject to the several conditions on which I/we hold the same at the time of execution hereof, and I/we the said transferee(s) do hereby agree to accept and take the said shares subject to same conditions.
As witness our hands the ______________________________ day of ____________________ A.D

Signed by the above named transferor(s)
in the presence of :

Witness ______________________________
Occupation ______________________________
Address ______________________________
____

CNIC No. - -

Transferor
(Seller)

Signature ______________________________
Occupation ______________________________
Address ______________________________
____

CNIC No. - -

Signed by the above named transferee(s)
in the presence of :

Witness ______________________________
Occupation ______________________________
Address ______________________________
____

CNIC No. - -

For and on behalf of the Transferee
(Buyer)

Signature ______________________________
Designation ______________________________
Address ______________________________
____

CNIC No. - -

Received Transfer Fee Rupees ___
On ______________________________
Entered in Register of Transfer No. ________________
Approved ______________________________
________________________Director/
Secretary on ______________________________

T.No. R.F. Transferee's Authorized Representative's Specimen Signature

DIVIDEND MANDATE [Optional] In case the transferee intends that the cash dividend declared by the company, if any, is directly credited in his/her/its bank account, instead of issue of dividend warrants, then please fill in the following boxes:

Transferee Detail	
Title Of Bank Account	
Bank Account Number	
Bank's Name	
Branch Name and Address	
Cell Number of Transferee	
Landline Number of Transferee, if any	

It is stated that the above-mentioned information is correct, that I will intimate the changes in the above-mentioned information to the company and the concerned Share Registrar as soon as these occur.

____

Signature of the Transferee(s)