Tri-pack **Tri-Pack Films Limited**

A PAKISTAN - JAPAN JOINT VENTURE

Sec/27/TPFL

Karachi
20 January 2016

Mr. Muhammad Ghufran
Deputy General Manager - Companies Affairs
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi-74000.

Dear Sir,

ISSUANCE OF RIGHTS SHARES

We write with reference to the meeting the undersigned had with you yesterday afternoon which was also attended by representatives of MCB Bank Limited (our bankers to the issue), Mr. Mohammed Ahsan Khan, Head of Sales – South and Mr. Muzammil Shahid Bhatti, Assistant Vice President and Manager – Project Finance and Advisory Services.

In this connection, we append herewith an undertaking given by MCB Bank Limited dated 18 January 2016 which states, "We hereby confirm that all branches of MCB Bank Limited shall accept Rights Shares' Subscription throughout Pakistan."

We also append herewith specimen of Intimation Letter Regarding Right Entitlement Confirmation (for shares held in the CDC), Letter of Rights (for shares held in physical form) and Circular under Section 86(3) of the Companies Ordinance, 1984 which shall be dispatched to the shareholders on 26 January 2016 along with aforesaid undertaking given by MCB Bank Limited.

Thanking you.

Yours sincerely,
For TRI-PACK FILMS LIMITED

(Adi J. Cawasji)
Company Secretary

Encl: As above.

MCB Bank Limited

Transaction Banking Division

January 18, 2016

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

Dear Sir,

Subject: **PKR 1.1 Billion Rights Issue of Tri-Pack Films – BTI Undertaking**

Reference to the captioned transaction, we understand that it has been conveyed to the Pakistan Stock Exchange that designated branches of MCB Bank Limited ("**MCB**") shall accept the subscription amount against the Letter of Rights dispatched by Tri-Pack Films Limited ("**TPL**") to their shareholders.

We hereby confirm that all branches of MCB Bank Limited shall accept Rights Shares' subscription throughout Pakistan.

Warm Regards,

Ahsan Khan

Mr. Mohammad Ahsan Khan
Head of Sales - South
MCB Bank Limited

for Bin Jawad

Ms. Sobia Iftikhar
Head of Marketing & Channel Development
MCB Bank Limited

MCB Tower, 9th Floor, I. I. Chundrigar Road, Karachi. UAN (021) 111-000-111 FAX (021) 32270069 Website : www.mcb.com.pk

Tri-pack

Tri-Pack Films Limited

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REGISTERED OFFICE: 4th Floor, The Forum, Suite # 416-422, G 20, Block # 9, Clifton, Khayaban-e-Jami, Karachi-75600, Pakistan.
TELEPHONE NOs.: 021-35874047-9, 35831664, 35831618 Fax No.: 021-35860251
SHARE REGISTRAR: FAMCO Associates (Pvt.) Limited, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Karachi-75400, Pakistan.
TELEPHONE NOs.: 021-34380101-5 Fax: 021-34380106

INTIMATION LETTER REGARDING RIGHT ENTITLEMENTS CONFIRMATION

IMPORTANT NOTES & INSTRUCTIONS ARE GIVEN ON PAGE-2 WHICH SHOULD BE CAREFULLY READ & FOLLOWED

ISSUE OF 8,800,000 ORDINARY SHARES OF RS.10 EACH AT Rs. 125/- PER SHARE (INCLUSIVE OF PREMIUM OF Rs. 115/- PER SHARE) PAYABLE IN FULL ON ACCEPTANCE ON OR BEFORE MARCH 14, 2016

Date: January 27, 2016

Dear Shareholder,

In accordance with the provisions of Section 86 of the Companies Ordinance, 1984 and the provisions of the Companies (Issue of Capital) Rules, 1996 and the decision of the Board of Directors of the Company, we are pleased to inform you that your right offer in the ratio of 29.33 right offer for every 100 Shares (29.33% approximately) registered in your name as of **January 15, 2016**, have been credited into your CDS Account as per below. Thus, physical letter of right is not required to be issued to you.

CDS Account #	No. of shares held	Right Offer credited*

***This right offer is now available for trading & settlements in book entry form as per scheduled dates of trading i.e. (February 01, 2016) to (March 07, 2016)**

The right offer (at the rate of **Rs.125/** per share) must be accepted and paid for in full to the extent of such subscription on or before **March 14, 2016**. For the purpose of exercising the right offer, you will have to request the CDC participant / Investor Account Services (IAS) department (on behalf of IAS account holders) to initiate Right Subscription Request transaction into CDS on your behalf. Upon execution of right subscription request, CDC participant / IAS department will provide to you two copies of Right Subscription Request printouts to make the payment with authorized banker to the right issue as mentioned in the right subscription request printout.

If any right offer is not taken up by the CDS account holder, then these right offers shall be deemed to have been declined by you and will be treated as cancelled. In that event these will be offered to the underwriters,as per requirement of the Companies (Issue of Capital) Rules, 1996.

The fractional right entitlements will be consolidated and disposed of on the Stock Exchange (s) and proceeds of such sale will be distributed in due course by the Company in the manner prescribed under the provisions of the Applicable Laws and its Articles of Association.

Please note that once the Right Subscription Request has been initiated by CDC Participant / IAS Department into CDS, right offer to the extent included in such request will be blocked and therefore cannot be traded further.

Please also note that securities against paid Right Subscription Request will be credited into your respective CDS account within 14 business days from the last payment date.

Circular under section 86(3) of the Companies Ordinance 1984, along with trading and payment details are enclosed.

Yours sincerely,

Adi J. Cawasji

Adi J. Cawasji
Company Secretary

PAYMENT OF RIGHT OFFER BY CDS ACCOUNT HOLDERS

Details of Trading, Subscription and Credit of right securities for CDS Account holders:

Activities	Date
Subscription of right offer start date	**January 25, 2016**
Date of commencement of trading of unpaid rights at Stock Exchange(s)	**February 01, 2016**
Last date of trading of unpaid rights	**March 07, 2016**
Last date of subscription of right offer	**March 14, 2016**
Date of credit of right securities into CDS	**April 04, 2016**

PAYMENT PROCEDURES:

1) BANKER TO THE RIGHT ISSUE:

Designated Branches of MCB Bank Limited.

2) EXCERCISING THE RIGHT OFFER IN CDS:

a) For subscription of right offer, CDS account holder will request in writing to his/her CDC participant / CDC IAS department to initiate Right Subscription Request into CDS on his/her behalf and CDC participant / CDC IAS department will provide him/her two copies of Right Subscription Request printouts enabling him/her to make the payment with authorized banker to the right issue.

b) Right Subscription Request can be initiated for full or partial right offer.

3) PAYMENT:

a) Payment as indicated on **Right Subscription Request** should be made by cash or crossed cheque or demand draft or pay order made out to the credit of **"MCB Bank Limited - Tri-Pack Films Limited Right Shares Subscription Account"** through any of the authorized branches of above mentioned bank on or before **March 14, 2016** along with **Right Subscription Request** duly filled in and signed by the subscriber(s).

b) In case of Non-Resident Pakistani / Foreign shareholder, the demand draft of equivalent amount in Pak Rupees should be sent to the Company Secretary, (Tri-Pack Films Ltd) at the registered office of the Company along with Right Subscription Request (both copies) duly filled and signed by the subscriber(s) with certified copy of NICOP / Passport well before the last date of payment.

c) All cheques and drafts must be drawn on a bank situated in the same city where Right Subscription Request is deposited. Cheque is subject to realization.

d) The Bank will not accept Right Subscription Requests delivered by post which may reach after the closure of business on **March 14, 2016**, unless evidence is available that these have been posted before the last date of payment.

4) ACCEPTANCE OF PAYMENT THROUGH RIGHT SUBSCRIPTION REQUEST:

a) Payment of the amount indicated on Right Subscription Request to the Company's Banker to the issue on or before **March 14, 2016** shall be treated as acceptance of the Right offer.

b) Two copies of Right Subscription Requests should be handed over to the Company's Banker to the issue intact. Client's copy of Right Subscription Request will be returned to the subscriber whilst Issuer's copy will be retained by the Banker for onward transmission to the Company. The Client's copy must be preserved and retained safely by the subscriber.

(To be retained by Shareholder/Renouncee)

Tri-pack

Tri-Pack Films Limited

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REGISTERED OFFICE: 4th Floor, The Forum, Suite # 416-422, G 20, Block # 9, Clifton, Khayaban-e-Jami, Karachi-75600, Pakistan.
TELEPHONE NOs.: 021-35874047-9, 35831664, 35831618 Fax No.: 021-35860251
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TELEPHONE NOs.: 021-34380101-5 Fax: 021-34380106

IMPORTANT: NOTES & INSTRUCTIONS FOR DEALING WITH THIS LETTER ARE GIVEN ON PAGE-2, WHICH SHOULD BE CAREFULLY READ AND FOLLOWED.

LETTER OF RIGHTS

Issue of 8,800,000 ordinary shares (29.33% right), at Rs. 125/- each (Inclusive of premium of Rs. 115), payable in full, on acceptance on or before **March 14, 2016.**

NAME & ADDRESS OF SHARE HOLDER	NAME(S) OF JOINT HOLDER(S). IF ANY

A	B	C	D	E	F
Folio No.	Letter of Rights No.	No. of Shares held on January 15, 2016	Total No. of Letters of Rights Issued	No of Right Shares offered through this Letter of Rights	Amount payable on or before March 14, 2016 Rs.
			1 Jumbo		

Dear Shareholder(s),

In accordance with the provisions of Section 86(1) of the Companies Ordinance, 1984, the provisions of the Companies (Issue of Capital) Rules, 1996, and pursuant to decision of the Board of Directors of Tri-Pack Films Limited, ("the Company"), we are pleased to offer you right shares in the ratio of 29.33 right offer for every 100 Shares (29.33% approximately) registered in your name as on **January 15, 2016** as indicated above, subject to the conditions mentioned on page 2 of this letter.

A circular under section 86 (3) of the Companies Ordinance, 1984, is enclosed.

The shareholders holding shares of the Company in physical form should please note that under CDC right shares procedures the physical shareholder can renounce his / her own CDS account to a shareholder who is the IAS account holder or sub-account holder with CDC and no credit of right shares will be allowed in CDS against subscription of physical Letters of Rights.

Please note that once the subscription amount for the right shares hereby offered has been paid, this Letter of Rights will cease to be negotiable and cannot be traded any further.

- DEPOSIT SUBSCRIPTION AMOUNT IN DESIGNATED BRANCHES OF MCB BANK LIMITED, PAKISTAN
- CONTACT OUR REGISTRARS (CONTACT DETAILS GIVEN ON TOP OF THIS PAGE) FOR ANY QUERIES YOU MAY HAVE, ALSO FOR VERIFICATION OF SIGNATURES WHERE YOU WISH TO RENOUNCE THESE RIGHTS (SEE PAGE 3)

By Order of the Board

Adi J. Cawasji

Adi J. Cawasji
Company Secretary

Karachi
Dated: January 27, 2016

ON ACCEPTANCE / AFTER RENUNCIATION (Receipt to be issued by Banker)

Received from Mr./Mrs./Miss./M/s. ____________________ The sum of Rs.__________

(Rupees:____________________) by Cash/Cheque/Pay Order/Bank Draft No. __________

Dated __________ Drawn on __________ in respect of __________ rights shares at Rs. 125/- per share

(inclusive of a premium of Rs. 115/- per share).

Note: Cheques/Pay Order/Banker's Draft are accepted subject to realization.

Bank: __________ Branch: __________ Date: __________

Authorized Signature & Stamp of Receiving Bank

Tri-Pack Films Limited

CONDITIONS AND PROCEDURE

NOTES:

1. In connection with this right issue, all necessary formalities and statutory requirements have been completed.
2. This document is negotiable and of value and must not be destroyed. After making payment to the Company's Banker to the Issue, it should be carefully retained for exchange with the definitive share certificates, when ready.
3. The Right Shares now offered once issued shall rank pari-passu with the existing ordinary shares of the Company in all respects, but shall not be entitled to dividend, if declared, for the year ended December 31, 2015.
4. Rights Shares are being offered, as under:
   a) The Rights Shares are being offered to all existing shareholders in the proportion of approximately 29.33 shares for every 100 shares held by them on 15 January 2016 at Rs. 125/- per share.
   b) 65.2% of the shareholders have undertaken to subscribe to their portion of the rights issue (including the rights shares renounced by the other shareholders).
   c) The underwriters, namely; MCB Bank Limited, Allied Bank Limited and Faysal Bank Limited have undertaken to subscribe the whole rights issue of Rs. 1.1 billion in the proportion of 43.18%, 43.18% and 13.64% respectively.
5. The Letter(s) of Rights will be quoted on the Stock Exchanges in Pakistan for a period of 35 days commencing from February 1, 2016 to March 7, 2016.

INSTRUCTIONS:

1) BANKER TO THE RIGHT ISSUE:

a) Designated Branches of MCB Bank Limited

2) PAYMENT BY RESIDENT PAKISTANIS:

a) Payments as indicated on Page-1 should be made by cash or crossed cheque or demand draft or pay order made out to the credit of "Tri-Pack Films Limited Right Shares Subscription Account "through any of the authorized branches of above mentioned Banker to the issue along with this Letter of Right duly filled in by the Allottee(s)/Renouncee(s) as mentioned against item 3 and 4 below.

b) The Bank will not accept the payment of Letter of Rights if posted after the close of Business on March 14, 2016 and shall be deemed to have been declined by you and will be treated as cancelled unless evidence is available that these have been posted before the last date of payment.

c) The Banker to the issue will not accept the payment / Letter of Right delivered by post or couriers which reach after the close of business on March 14, 2016.

d) All cheques / pay orders / drafts must be drawn on a bank situated in the same city where Letter of Rights is paid.

3) PROCEDURE FOR DEPOSIT OF PHYSICAL (LOR) INTO CDS:

a) Unpaid Rights Issued in physical form can be deposited into CDS as per normal deposit procedure. However, this process would only be allowed till 10 days prior to the last trading date of March 7, 2016 i.e. by February 25, 2016.

b) Account holders / participants will send letter of rights duly signed by shareholders and renounced in favor of CDC with securities deposit form and CDS printout. The other deposit formalities will remain same.

4) ACCEPTANCE: (Last date March 14, 2016)

a) Payment of amount indicated on Page-1, to the Banker to the Issue on or before March 14, 2016 shall be treated as acceptance of the Offer.

b) FORM "A" on Page-4 should be completed when making payments. The Letter of Rights should be handed over to the Banker to the Issue intact. Pages 1 and 2 of the receipted Letter of Rights will be returned to you whilst Pages 3 and 4 will be retained by the Bank for onward submission to the Company.

5) RENUNCIATION: (Last date March 14, 2016)

If you wish to dispose off the Right Shares offered to you Form "R" on Page 3 should be completed and signed by all the shareholders named on Page 1 of the letter of Right and verified by Company's Share Registrar. The Renouncee(s) should then complete Form "RR" on Page 3, and present this Letter of Rights intact to the Company's Banker to the Issue along with payment. Pages 1 and 2 of the receipted Letter of Rights will be returned to the Renouncee(s) whilst Pages 3 & 4 will be retained by the Bank for onward submission to the Company.

6) SPLITTING OF LETTER OF RIGHTS: (Last date February 25, 2016)

The Letter of Rights should be returned intact to the Company's Share Registrar when requesting for splitting the letter into smaller denomination.

7) GENERAL:

HOLDER OF PHYSICAL SHARES:

If any Right Shares are renounced, the existing shareholder(s) (holding physical shares certificates) should take care to write their name(s), and affix their signature (s) in the same style as per specimen already registered with the Company's Share Registrar. Shareholder must provide attested copy of CNIC for verification.

8) CDC ACCOUNT HOLDER ACCEPTANCE & PROCEDURE:

In compliance with the new CDC regulation relating to Right Shares issue, separate intimation letters have been dispatched to CDC Account Holders containing procedures for subscription against their Right Shares entitlement.

9) FRACTIONAL ENTITLEMENTS:

All fractional entitlements will be consolidated and sold on the Karachi Stock Exchange Limited and the proceeds of such sale will be distributed to the members in accordance with their entitlements.

Tri-Pack Films Limited

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LETTER OFRENUNCIATION

Form "R"

(Valid Till March 14, 2016)

(To be completed by the shareholder(s), if Rights shares offered in this letter are to be renounced)

The Directors,
Tri-Pack Films Limited
4th Floor, The Forum, Suite # 416-422
G-20, Block # 9, Clifton,
Khayaban-e-Jami, Karachi.

Date:

Dear Sirs,

I/We hereby renounce my/our Right Shares offered to me/us in this Letter of Rights in favour of the persons(s) who will sign the Registration Application Form (RR below), provided that this Letter of Rights has been paid in full and receipted by the Company's Banker. I/We authorize you to deliver the Share Certificate(s) to the said persons(s) or credit their account with CDC as the case may be without reference to me/us and I/We hereby undertake to accept his/her/their receipt given to you for the Certificates or instructions to credit their account with CDC and to absolve you from all liabilities in consequence of such delivery/credit being made.

FOLIO NO. ______________

FULL NAME	SIGNATURE
1. ______________	______________
2. ______________	______________
3. ______________	______________
4. ______________	______________

Note : 1. In case of joint holder all joint holders must sign. Signature (s) must be same as already recorded with the Company.
2. In case of corporate entity, the Board Resolution / power of Attorney with specimen signature shall be submitted.

APPLICATION BY RENOUNCEE (S) FOR REGISTRATION Form 'RR'

(To be completed by the person(s) in whose favour this Letter of Rights has been renounced)

The Directors,
Tri-Pack Films Limited
4th Floor, The Forum, Suite # 416-422
G-20, Block # 9, Clifton,
Khayaban-e-Jami, Karachi.

Date:

Dear Sirs,

Having paid to your banker the amount payable on page-1 (Box "F") of the Letter of Right Shares, it is requested that the shares may please be registered in my/our name(s). I/We agree to hold these shares subject to the Memorandum and Articles of Association and the terms of the Letter of Right Shares.

I/We am/are National(s) of Pakistan / Non-Resident(s) Pakistani / Foreign Nationals(s) and am/are not minor(s). If not Nationals of Pakistan then please specify country of origin: ______________

FOLIO NO.[(IN CASE OF EXISTING SHAREHOLDER(S)] ______________ **Signature** ______________

Full Name ______________ **Father's/Husband's Name** ______________

CNIC # NICOP ______________ **Occupation** ______________ **Address** ______________

JOINT HOLDERS: When shares are to be registered in the names of more than one person, all joint holders must sign. The Shares will not be registered in joint names of more than four persons.

Name	Father's/Husband's Name	CNIC #	Occupation	Signature
1.				
2.				
3.				

NOTES: 1. In case of joint holding, all joint holders must sign. Signature(s)must be same (in case of an existing folio) as already recorded with the Company. Attested copy of CNIC/NICOP must be attached.
2. In case of corporate entity, the Board of Directors' Resolution/ Power of Attorney with specimen signature(s) shall be submitted.

In case of renunciation, in favour of Central Depository Company of Pakistan Limited (CDC) (Conversion into book entry form through deposit of LOR in CDS).

CDC Participant / CDC Investor A/c. Services ID						Sub A/c. / House A/c. No. CDC Investor A/c. No.					

For and on behalf of the Central Depository Company Pakistan Limited (Only for the purpose of registration of Securities in the name of CDC under Regulation # 8.2.1 (c) of the Central Depository Company of Pakistan Regulations)

Signature (s) of CDS A/c Holder (s)

Name of CDC Participant / Investor Account Services

Signature (s) & Stamp

Please note that pursuant to new CDC right Shares procedures, now the credit of Right Shares will not be allowed in book entry form against subscription of physical Letters of Rights (LORs).

Tri-pack

Tri-Pack Films Limited

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LETTER OF ACCEPTANCE

Form "A"

(Valid Till March 14, 2016)

(To be completed by person(s) to whom this Letter of Rights is addressed and who wish to accept the Shares Offered)

A	B	C	
Folio No.	Letter of Rights No.	Right Shares Subscribed	
		Number	Amount Paid Rs.

The Directors,
Tri-Pack Films Limited
4th Floor, The Forum, Suite # 416-422
G-20, Block # 9, Clifton,
Khayaban-e-Jami, Karachi.

Date:

Dear Sirs,

Having paid to your banker the amount payable on page-1 (Box "F") of the Letter of Rights, it is requested that the shares may please be registered in my/our name(s). I/We agree to hold these shares subject to the Memorandum and Articles of Association and the terms of the Letter of Rights.

I/We am/are National(s) of Pakistan / Non-Resident(s) Pakistani / Foreign Nationals(s) and am/are not minor(s).

Shareholder's Signature

JOINT HOLDERS

	Name	Father's/Husband's Name	CNIC #	Occupation	Signature
1.					
2.					
3.					
4.					

Notes:

1. In case of joint holding, all joint holders must sign, Signature(s) must be the same as already recorded with the Company.
2. In case of Corporate Entity, the Board of Directors Resolution / Power of Attorney with specimen signature(s) shall be submitted.
3. In case of individual shareholders, attested copy of NICOP/CNIC must be provided.
4. Please note that pursuant to new CDC Rights Shares procedures, now no credit of Right Shares will be allowed in book entry form against subscription of physical Letters of Rights (LORs).

BANKER'S CONFIRMATION TO COMPANY OF RECEIPT OF SUBSCRIPTION AMOUNT

We confirm having received the subscription amount of Rs. ____________________ for ____________________ Rights Shares from the Shareholder(s)/renouncee (s) named on Page 3 or 4 as the case may be.

Bank: MCB Bank Limited

Branch: ____________________

Date: ____________________

Signature and Rubber Stamp of Receiving Bank

Tri-pack

Tri-Pack Films Limited
(Incorporated under the laws of Pakistan)

REGISTERED OFFICE: 4th Floor, The Forum, Suite # 416-422, G-20, Block 9, Clifton, Khayaban-e-Jami, Karachi-75600, Pakistan
Tel Off: (92-21) 35874047-49, Fax: (92-21) 35860251 Website: www.tripack.com.pk

COMPANY SHARES REGISTRAR: M/s FAMCO Associates (Private) Limited
8-F, Block-6, P.E.C.H.S Near Hotel Faran, Main Shahrah-e-Faisal, Karachi-74400, Pakistan
Tel: (92-21) 34380101-5, Fax: (92-21) 34380106, Email: info.shares@famco.com.pk

THE COMPANIES ORDINANCE, 1984
SECTION 86 (3)

CIRCULAR TO BE SENT TO MEMBERS ALONG WITH THE NOTICE OFFERING NEW SHARES

PART I - ISSUER

a) Company profile and history	
(i) Name of the Company	Tri-Pack Films Limited
(ii) Incorporation date	29 April 1993
(iii) Date of commencement of business	31 July 1993
(iv) Status (public or private, if listed name of stock exchanges where listed)	Listed on Karachi/Lahore/Islamabad Stock Exchanges
(v) Registration No.	CUIN 0030231
b) Profile of management & sponsors	
(i) Brief description of profile of directors	Annexure - A
(ii) No. of directorship held	Annexure - B
c) Address of the issuer	
(i) Registered office	4th Floor, The Forum, Suite # 416-422, G-20, Block 9, Khayaban-e-Jami, Clifton, Karachi-75600, Pakistan
(ii) Website address	www.tripack.com.pk
d) Name of the auditor	A.F. Ferguson & Co., Chartered Accountants
e) Existing capital indicating classes of shares, if any	Ordinary shares
(i) Authorized Capital (Amount, number of shares and price per share)	Rs. 1 billion divided into 100 million shares of Rs. 10 each
(ii) Paid-up capital (Amount, number of shares and price per share)	Rs. 300 million divided into 30 million shares of Rs. 10 each
f) Particulars regarding holding company, if any	N/A
g) Particulars regarding subsidiary company, if any	N/A

h) Financial Highlights of the Company for preceding three years including following;

	(Rs. in 'Mn') 31.12.2014	(Rs. in 'Mn') 31.12.2013	(Rs. in 'Mn') 31.12.2012
Sales	13,597	11,950	10,241
Gross profit	1,222	1,175	1,436
Profit before interest, tax, depreciation and amortization	1,274	1,398	1,377
Profit after tax	(200)	25	505
Accumulated profit/loss	(271)	(62)	453
Total assets	13,077	13,667	11,508
Total liabilities	11,442	11,854	9,384
Net equity	1,634	1,813	2,124
Earnings per share (Rs.)	(6.65)	0.85	16.82
Dividend (%)	Nil	Nil	100%
Bonus	N/A	N/A	N/A
Rights	N/A	N/A	N/A

As per requirements of Section 86(3) of the Ordinance, the issuer is required to send the latest audited financial statements along with the offer of the proposed right issue — The latest audited accounts are for the year ended 31 December 2014, which have already been circulated to the shareholders and regulatory authorities, and are also available on the website of the Company (www.tripack.com.pk)

i) Financial Highlights of consolidated financial statements same as (h) above, if any — N/A

j) Major related party transactions — Annexure – C

k) Details of issue of capital in previous five years
   (i) Year wise detail of issue of capital — N/A
   (ii) Detail of fund utilization — N/A

PART II – ISSUE DETAILS

a) Description of Issue
   Amount of the proposed issue — Rs.1.1billion divided into 8,800,000 ordinary shares of Rs. 125 each

b) Par value — Rs.10

c) Basis of determination of price of right issue — Value of the company's share is calculated through discounted future cash flow valuation method

d) Proportion of new issue to existing shares with any condition applicable thereto — Approximately 29.33 ordinary shares for every 100 ordinary shares held. The rights shares shall rank pari-passu with the existing ordinary shares of the Company in all respects, but shall not be entitled to dividend, if declared, for the year ended 31 December 2015

e) Date of meeting of Board of Directors (BOD) announcing right issue — 4 December 2015

f) Names of directors attending the BOD meeting — Syed Babar Ali, Syed Aslam Mehdi, Syed Hyder Ali, Mr. Kimihide Ando, Mr. Asif Qadir, Mr. Khurram Raza Bakhtayari and Mr. Masahiko Takahashi (Alternate to Mr. Yasumasa Kondo)

g) Primary purpose of issue (description & amount)
   (i) Details of the main projects/objects for which funds are raised through present right issue — The Company's capital structure is tilted towards debt with current total bank debt to equity ratio of 80:20 as of 30 September 2015. The Company is endeavoring to reduce its reliance on debt through the proposed Rights Issue and

	aims to achieve debt to equity ratio of 70:30. The injection of equity shall reduce debt and creditors' financing thus saving the interest expense. This will provide a breathing space to the Company's bottom line and sufficient capitalization
• Detail of each project	N/A
• Total funds required for each project	N/A
• Percentage finance through right issue	N/A
• Percentage finance from other sources	N/A
• Time of completion of each project	N/A
(ii) Expected benefits to accrue from proposed right issue including financial projection for five years (description & amount)	Annexure – D (benefits stated herein above)
h) Has the market price remained below par during preceding six months	No
i) Financial effects arising from right issue	
(i) Changes in share capital	Number of shares would increase from existing 30 million shares to 38,800,000 shares
(ii) Net asset per share before and after right issue	Net assets per share before the rights issue is Rs. 63.83 (as per the Report for the nine months ended 30 September 2015) and the net assets per share after the rights issue shall be approximately Rs. 77.70 (based on 30 September 2015)
(iii) Gearing ratio before and after right issue	The gearing ratio before the rights issue is 80% (as per the Report for the nine months ended 30 September 2015) and after the rights issue the long term gearing ratio shall be 68% (based on 30 September 2015)
j) Total expenses to the issue	
(i) Bankers Commission	0.1% of the amount of successful subscription
(ii) Underwriters Commission	0.5% of the amount underwritten
(iii) Others:	
Take-up Commission	2.0% of the unsubscribed amount taken up
Other Expenses	Approximately Rs. 3.0 million

PART III - RISK AND RISK MITIGATING FACTORS

(a) Description of major risks and company's efforts to mitigate them	This rights issue is being made to improve the capital structure of the Company. The main shareholders i.e. Packages Limited, the directors and associated companies shall subscribe to their portion of 65.2% of the rights shares issue. Mitsubishi Corporation of Japan has declined to take up its portion of the rights issue, which IGI Insurance Limited and Syed Hyder Ali (Director) have undertaken to subscribe, under an agreement between Mitsubishi Corporation of Japan, IGI Insurance Limited and Syed Hyder Ali (Director), subject to approval by the Competition Commission of Pakistan. The underwriters, namely; MCB Bank Limited, Allied Bank Limited and Faysal Bank Limited have undertaken to subscribe the whole rights issue of Rs. 1.1 billion in the proportion of 43.18%, 43.18% and 13.64% respectively

(i) Risks relating to the project for which right issue is announced — Not applicable

(ii) Risks relating to subscription/under-subscription of right issue — Please refer Part III (a) above

(iii) Material contingencies
(iv) Material commitments — Annexure – E

(v) Description of major court cases — None

(vi) Any adverse issue reported by the auditor in their audit reports in previous five years — None

(b) Names of underwriters, (if required) — MCB Bank Limited, Allied Bank Limited and Faysal Bank Limited

PART IV - ELIGIBILITY CRITERIA AND ASSOCIATED MATTERS

a) Eligible shareholders/investor	Existing shareholders
b) Bankers to the issue	MCB Bank Limited
c) Date by which offer to be accepted	14 March 2016
d) Mode of acceptance (i) Bank account number	Tri-Pack Films Limited - Right Shares Subscription Account Account No. 0810215481008665 Main Branch MCB Bank Limited I.I. Chundrigar Road, Karachi, Pakistan
(ii) Date by which amount to be credited in bank account to constitute valid acceptance	14 March 2016
e) Any other material information having a bearing on the issue	None

PART V – ANY OTHER MATERIAL INFORMATION

Any information which has direct or indirect bearing on the investment decision

None

PART VI – ANNEXURES

Annexure - A	Brief description and profile of Directors
Annexure - B	Other offices held by Directors
Annexure - C	Major related party transactions
Annexure - D	Financial projections for five years
Annexure - E	Material contingencies
Annexure - F	Extracts – 110th Board meeting held on 4 December 2015
Annexure - G	Chief Executive Officer and Chief Financial Officer's certification that the Circular under Section 86(3) of the Companies Ordinance, 1984 constitutes full and true disclosure of all material facts relating to the rights issue

By Order of the Board
For Tri-Pack Films Limited

Adi J. Cawasji

(Adi J. Cawasji)
Company Secretary

Karachi
25 January 2016

PROFILE: BOARD OF DIRECTORS

Syed Babar Ali:

Mr. Ali is the founder of various industries and social welfare institutions. He has over 65 years of experience in management and strategic visioning.

Syed Aslam Mehdi:

Mr. Mehdi is the CEO of Tri-Pack Films Limited and serves on its Board of Directors. Before being named CEO in September 2014, he was the General Manager at Packages Limited. He has been affiliated with the Packages Group since 1980 from where there was no looking back. Having a Master's Degree from IBA, Mr. Mehdi brings with him a wealth of management experience, especially in the areas of Marketing, Operational Excellence and People Management.

Mr. Asif Qadir:

Mr. Qadir holds a degree in Chemical Engineering from Columbia University, New York, USA., and was associated with Exxon and Engro in key positions. He is a Non-Executive Independent Director of the Company.

Syed Hyder Ali:

Mr. Ali is a Non-Executive Member of the Board since inception. He has done his Masters in Sciences from Institute of Paper Chemistry. Mr. Ali has over 30 years of experience in management and is on the Boards of various listed companies since the year 1989.

Mr. Khurram Raza Bakhtayari:

Mr. Bakhtayari, currently the Chief Financial Officer of Packages Limited, is a Non-Executive Member of the Board. He did his Bachelors in Commerce in 1997 from the Hailey College of Commerce, University of the Punjab, Lahore and thereafter qualified as a Chartered Accountant in 2002 from the Institute of Chartered Accountants of Pakistan. He became a fellow member of the Institute in January 2013. Mr. Bakhtayari has over 10 years of experience in the field of corporate finance, accountancy, treasury, auditing, corporate affairs and administration.

Mr. Kimihide Ando:

Mr. Ando is associated with the Company as a Non-Executive Director. He is the General Manager for Mitsubishi Corporation of Japan's operations in Pakistan. He has a degree in liberal arts from the International Christian University, Tokyo, Japan and has been with Mitsubishi Corporation for 28 years. Mr. Ando has a diverse experience in chemicals.

Mr. Yasumasa Kondo:

Mr. Kondo is a Non-Executive Member of the Board. He joined Mitsubishi Corporation of Japan in the year 1986 and has worked in different companies associated with the Group. He has served as a General Manager at PVC and Plastic Units of Mitsubishi Corporation. He graduated in 1986 from the University of Tokyo.

OTHER OFFICES HELD BY DIRECTORS

S. NO.	NAMES & ADDRESSES	STATUS	OTHER DIRECTORSHIP/BUSINESS OCCUPATION
1	Syed Babar Ali 70-F.C.C., Gulberg, Lahore	Chairman	Chairman: Ali Institute of Education Babar Ali Foundation Coca Cola Beverages Pakistan Limited Gurmani Foundation IGI Insurance Limited IGI Investment Bank Limited Industrial Technical & Educational Institute National Management Foundation Sanofi-Aventis Pakistan Limited Syed Maratib Ali Religious & Charitable Trust Society Tetra Pak Pakistan Limited Director: Nestle Pakistan Limited Pro-Chancellor: Lahore University of Management Sciences (LUMS)
2	Syed Aslam Mehdi House No.51, Block 7/8 Bahadurbad, Mian Mohammad Rafi Road, Karachi	Chief Executive	Director: Bulleh Shah Packaging (Private) Limited DIC Pakistan Limited Packages Lanka (Pvt) Limited Pakistan Japan Business Forum Packages Limited Printcare Plc, Sri Lanka Tetra Pak Pakistan Limited Member –Board of Governors: National Management Foundation – LUMS
3	Mr. Asif Qadir 8-B, South Park Street, D.H.A., Phase-2, Karachi	Director	Chairman: Unicol Director: Cherat Cement Limited Descon Oxychem Limited Karachi Stock Exchange Limited Thal Limited

S. NO.	NAMES & ADDRESSES	STATUS	OTHER DIRECTORSHIP/BUSINESS OCCUPATION
4	Syed Hyder Ali 70-F.C.C., Gulberg, Lahore	Director	Chief Executive: IGI Life Insurance Company Limited Packages Limited Director: Babar Ali Foundation Bulleh Shah Packaging (Private) Limited IGI Insurance Limited International Steels Limited KSB Pumps Company Limited National Management Foundation Nestle Pakistan Limited Packages Lanka (Pvt) Limited Pakistan Business Council Pakistan Centre for Philanthropy Sanofi-Aventis Pakistan Limited Syed Maratib Ali Religious & Charitable Trust Society Tetra Pak Pakistan Limited World Wide Fund for Nature Member: Ali Institute of Education International Chamber of Commerce Pakistan Lahore University of Management Sciences
5	Mr. Khurram Raza Bakhtayari House No.493-X, Defence Housing Authority, Phase III, Lahore Cantt., Lahore	Director	Director: Bulleh Shah Packaging (Private) Limited DIC Pakistan Limited IGI Investment Bank Limited IGI Life Insurance Company Limited Loads Limited Maxim Feeds (Private) Limited Maxim International (Pvt.) Limited MeatTech (Pvt.) Limited Multiple Autoparts Industries (Private) Limited Packages Lanka (Pvt.) Limited Specialized Autoparts Industries (Private) Limited Specialized Motorcycles (Private) Limited Treet Corporation Limited
6	Mr. Kimihide Ando C/o Mitsubishi Corporation of Japan 14TH A Floor, Block-4 The Harbour Front, Dolmen City HC-3, Block 4, Scheme-5, Clifton, Karachi	Director	Director: Engro Polymer & Chemicals Limited Punjab Board of Investment & Trade Vice President: Pakistan Japan Business Forum
7	Mr. Yasumasa Kondo 1-7-31 Shinohara-Kita Kohoku-Ku, Yokohama Kanagawa 222-0021, Japan	Director	None

MAJOR RELATED PARTY TRANSACTIONS

Major transactions with related parties for the nine months ended 30 September 2015 are as follows:-

Relationship with the Company	Nature of transactions	Rupees (in thousand)
Associated undertaking	Purchase of goods and services	356,087
	Sale of goods and services	741,231
	Commission earned	6,475
Post employment benefit plans	Contribution to staff retirement benefit funds	44,025
Key management personnel	Salaries and other employee benefits	66,703

All transactions with related parties have been carried out at arm's length basis.

FINANCIAL PROJECTIONS FOR FIVE YEARS

	(Rs in Mn) 31.12.2016	(Rs in Mn) 31.12.2017	(Rs in Mn) 31.12.2018	(Rs in Mn) 31.12.2019	(Rs in Mn) 31.12.2020
Sales	11,977	14,280	15,918	17,344	18,550
Gross profit	1,796	1,836	1,888	1,997	2,100
Profit before tax	535	608	650	768	873
Taxation	52	(136)	(159)	(213)	(232)
Profit after tax	587	472	491	555	641
Profit before interest, tax, depreciation and amortization	1,715	1,738	1,743	1,798	1,794
Accumulated profit/loss	748	1,220	1,711	2,266	2,907
Total assets	11,234	11,711	11,780	11,761	11,932
Total liabilities	7,481	7,486	7,064	6,491	6,021
Net equity	3,753	4,225	4,716	5,271	5,911
Earnings per share (Rs.)	15	12	13	14	16
Ratios:					
Total Debt / Equity	57:43:00	52:48:00	45:55:00	36:64	26:74
Current Ratio	1:01	1:01	1:01	1:01	1:01
EBITDA %	14%	12%	11%	10%	10%
Total Debt / EBITDA – times	3	3	2	2	1
DSCR – times	1	1	1	2	4
ICR – times	2	3	3	3	4
Key Assumptions:					
Volumes growth	14%	4%	6%	6%	6%
Fuel cost increase	10%	10%	10%	9%	8%
Other operating cost increase	-7%	0%	3%	2%	1%

Material Commitments & Contingencies

(To be read with financial statements for the year ended December 31, 2014)

Contingencies

Guarantees issued by banks on behalf of the Company as at September 30, 2015 were Rs.277.44 million (un-audited).

Following are the changes in the status of contingencies as reported in the financial statements for the year ended December 31, 2014:-

In respect of tax year 2008, 2010 and 2011, the Commissioner Inland Revenue (Appeals) through appellate orders all dated May 19, 2015 has disposed off the appeals of the Company maintaining the disallowances on account of the taxation of the tenderable gains and non-allowance of provisions for post retirement benefit funds against which appeals have been filed before the Appellate Tribunal Inland Revenue (ATIR). Management is confident about the favorable outcome.

In respect of tax year 2009, the Commissioner Inland Revenue (Appeals) through appellate order dated May 19, 2015 has disposed off the appeal in favor of the Company except on maintaining the action of taxation officer on disallowance of finance cost. The Company has filed appeal before ATIR in respect of the issue maintained by the Commissioner (Appeals). Management is confident about its favorable outcome.

Commitments

Letters of credit for purchase of raw materials and spares as at September 30, 2015 were Rs.400.8 million (un-audited).

Extracts - 110th Board meeting held on 4 December 2015

Issuance of Rights Shares

"RESOLVED that the Company be and is hereby authorised to issue Rights Shares to its shareholders at the rate of approximately 29.33 rights shares of the par value of Rs.10 for every 100 ordinary shares held at a premium of Rs.115 per share (subscription price: Rs.125 per share).

FURTHER RESOLVED that the said rights ordinary shares so issued and subscribed shall, upon allotment, have the same rights of voting as the existing ordinary shares and be treated for all other purposes pari-passu with the existing ordinary shares of the Company, but shall not be entitled to dividend, if declared, for the year ended 31 December 2015.

FURTHER RESOLVED that the aforesaid offer shall be valid for payment up to such date as agreed with the Karachi Stock Exchange.

FURTHER RESOLVED that fractional entitlements will be consolidated in the name of the Company Secretary (under trust) and sold on the Karachi Stock Exchange. The proceeds of such sale will be distributed to the members in accordance with their entitlements.

FURTHER RESOLVED that the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary be and are hereby authorized singly to take all necessary steps for the issue of letter of rights in respect of the said rights shares and Circular under Section 86(3) of the Companies Ordinance, 1984 and filing of returns with the Companies Registrar, the Securities and Exchange Commission of Pakistan, and to take all other actions as required under the law or otherwise seem necessary for issue of rights shares, including making arrangements for the listing of the rights shares (including the letters of rights/offers for such rights shares) on the Stock Exchange and the induction of the offers for rights shares and the rights shares in the Central Depository System of the Central Depository Company of Pakistan Limited and in that connection to sign all requisite applications, undertakings and other documents on behalf of the Company."

Adi J. Cawasji

Adi J. Cawasji
Company Secretary

25 January 2016

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER'S CERTIFICATION THAT THE CIRCULAR UNDER SECTION 86(3) OF THE COMPANIES ORDINANCE, 1984 CONSTITUTES FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS RELATING TO THE RIGHTS ISSUE

UNDERTAKING

We, the undersigned Chief Executive Officer and Chief Financial Officer of Tri-Pack Films Limited, a public limited company formed under the Companies Ordinance, 1984, having its registered office at 4th Floor, The Forum, Suite # 416-422, G-20, Block 9, Khayaban-e-Jami, Clifton, Karachi-75600 hereby attest and confirm that the Circular under Section 86(3) of the Companies Ordinance, 1984 dated 25 January 2016 constitutes full and true disclosure of all material facts relating to the rights issue.

S. A. Mehdi

(Syed Aslam Mehdi)
Chief Executive

(M. Nasir Jamal)
Finance Manager (CFO)