

Our reference: 1184-NRL-PSX-12/2024

December 31, 2024

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

Director / HOD,
Supervision Division,
Securities & Exchange Commission of Pakistan
NIC Building, 63-Jinnah Avenue, Islamabad.

Subject: Disclosure of Material Information

Dear Sir,


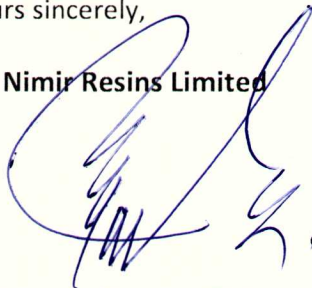
In accordance with the requirements of the Rule Book of Pakistan Stock Exchange Limited (PSX), applicable provisions of the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Regulations, 2017 (Regulations) and in continuation of our previous notification dated 31 December 2024, Nimir Resins Limited (the "Company") hereby conveys the following information:

- I. *The Company has received a notice of Public Announcement of Offer from M/s Rudolf Pakistan (Private) Limited through AKD Securities Limited (Manger to the Offer), to acquire up to 30,276,302 ordinary shares comprising 21.42% of the total paid up ordinary share capital of the Company (subject to minimum acceptance level of 7.49%) under the Securities Act, 2015 and the Regulations.*
- II. *In this respect, a copy of the aforesaid notice received from AKD Securities Limited is attached hereto.*

A disclosure form as required under SRO 143(1)2012 dated December 5, 2012 read with section 96 and 131 of the Securities Act 2015 is also enclosed as **Annexure – A**.

Yours sincerely,

For **Nimir Resins Limited**



Muhammad Inam ur Rahim
Company Secretary

Nimir Resins Limited

Annexure – A

DISCLOSURE FORM

IN TERMS OF SECTION 96 AND 131 OF THE SECURITIES ACT 2015

Name of Company Nimir Resins Limited
14.5 Km., Lahore – Sheikhpura Road,
Lahore, Pakistan.

Date of Reporting December 31, 2024

Contact Information Muhammad Inam ur Rahim
Company Secretary
122 - B, New Muslim Town, Lahore – Pakistan.
Tel : 042 35926090-93
Email : muhammad.inam@nimir.com.pk

PUBLIC DISCLOSURE OF MATERIAL INFORMATION

In accordance to the section 96 and 131 of the Securities Act 2015 and Clause 5.6.1(a) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

- I. *The Company has received a notice of Public Announcement of Offer from M/s Rudolf Pakistan (Private) Limited through AKD Securities Limited (Manger to the Offer), to acquire up to 30,276,302 ordinary shares comprising 21.42% of the total paid up ordinary share capital of the Company (subject to minimum acceptance level of 7.49%) under the Securities Act, 2015 and the Regulations.*
- II. *In this respect, a copy of the aforesaid notice received from AKD Securities Limited is attached.*

The Company has duly caused this form / statement to be signed / on its behalf by the undersigned hereunto duly authorized.



Muhammad Inam ur Rahim
Company Secretary



December 31, 2024
Lahore

Nimir Resins Limited



AKD Securities Limited

December 31, 2024

The Executive Director
Public Offering and Regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area
Islamabad, Pakistan

Mr. Zafar Mahmood
Chief Executive Officer
Nimir Resins Limited
14.5 Km, Lahore-Sheikhupura Road
Lahore, Pakistan.

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

Subject: Public Announcement of Offer to acquire up to 21.42% shares (i.e. 30,276,302 Ordinary Shares) and Joint Control of Nimir Resins Limited subject to minimum acceptance level of 7.49% shares (i.e. 10,596,702 Ordinary Shares) by Rudolf Pakistan (Private) Limited under Securities Act, 2015 ("Act") and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

Dear Sirs,

On behalf of Rudolf Pakistan (Private) Limited (the "Acquirer"), AKD Securities Limited as the Manager to the Offer ("MTO"), is submitting herewith a copy of Public Announcement of Offer to acquire up to 30,276,302 ordinary shares of Nimir Resins Limited (the "Target") constituting 21.42% of the issued and paid-up share capital of the Target, in accordance with the Securities Act, 2017 ("Securities Act") and the Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Regulations, 2017 ("Regulations").

Please find enclosed the final Public Announcement of Offer. All other relevant documents required under Section 7(5) of the Regulations are also submitted to the Securities and Exchange Commission of Pakistan along with this Offer.

This announcement shall be published in one English (Business Recorder) and one Urdu (Nawai Waqt) daily newspaper on Thursday, January 2, 2025.

Should you require further information, please feel free to contact the undersigned.

Regards,

For and on behalf of AKD Securities Limited (Manager to the Offer)

Fatima Mohallillah Shamim
Analyst – Investment Banking

Mohammad Imran Afzal
AVP – Investment Banking

TREC Holder: Pakistan Stock Exchange Limited
Registered Broker: Securities & Exchange Commission of Pakistan
SSTN S1500927 / NTN - 15009277

Head Office : Suite 602, 6th Floor, Continental Trade Centre, Block B, Clifton, Karachi, Pakistan
UAN: (92-21) 111-253-111 FAX: (92-21) 4586-7992, 4526-715 Email: info@akdsi.com

Stock Office Karachi
Suite No. 528, 5th Floor, Suite No. 53-55, 2nd Floor
Stock Exchange Building, Stock Exchange Road
Karachi, Pakistan. Tel: (92-21) 31428653

Karachi (North Nazimabad)
Plot # 01-2, 2nd Floor, 1st Stage, North Nazimabad
Karachi, Pakistan
Tel: (92-21) 36630648-5

Lahore
House No. 207, 2nd Floor, 2nd Stage
Central Avenue, Nazimabad, Karachi
UAN: (92-21) 311-2733

Lahore
152/20-2, 2nd Floor, 2nd Stage
Lahore Investment Market, Nazimabad, Karachi
UAN: (92-21) 311-2733

Kidderpore
Plot No. 1, 2nd Floor, Central Plaza
Sheikh Mujibur Road, Kidderpore, Faisalabad
Tel: (92-300) 41100-01

www.akdsi.com

For any queries regarding your account statement please call 111-253-253 or E-mail us: info@akdsi.com

**Public Announcement of Public Offer to acquire up to 21.42% shares (i.e.,
30,276,302 ordinary shares) and Joint Control of**

Nimir Resins Limited (the “Target”)

**Subject to minimum acceptance level of 7.49% shares (i.e. 10,596,702 Ordinary
Shares)**

By

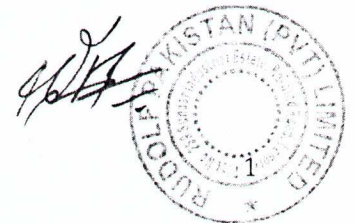
Rudolf Pakistan (Private) Limited (the “Acquirer”)

Under Securities Act, 2015

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DOCUMENT OF PUBLIC OFFER WITH THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE COMMISSION. THIS DOCUMENT HAS BEEN SUBMITTED TO THE COMMISSION FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE LAW/REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF NIMIR RESINS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DOCUMENT. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DOCUMENT. THE MANAGER TO THE OFFER, AKD SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 30-12-2024 TO THE COMMISSION IN ACCORDANCE WITH PART IX OF THE SECURITIES ACT, 2015 (“ACT”).

THIS IS PUBLIC ANNOUNCEMENT OF OFFER BY RUDOLF PAKISTAN (PRIVATE) LIMITED (the “ACQUIRER”) TO ACQUIRE 30,276,302 ORDINARY SHARES OF NIMIR RESINS LIMITED (the “TARGET”) CONSTITUTING 21.42% OF THE ISSUED SHARE CAPITAL OF THE TARGET AT AN OFFER PRICE OF RUPEES 25.85 PER ORDINARY SHARE PURSUANT TO PART IX OF THE SECURITIES ACT, 2015 (“ACT”) AND THE LISTED COMPANIES (SUBSTANTIAL ACQUISITION OF VOTING SHARES AND TAKEOVERS) REGULATIONS, 2017 (“REGULATIONS”).

The Acquirer has entered into a Share Purchase Agreement (SPA) dated 26-12-2024 (hereinafter, the “SPA”) with Mr. Zafar Mahmood, Khalid Mumtaz Qazi, Imran Afzal, Umar Iqbal and Aamir Jamil (the “Seller”) shareholders of Nimir Resins Limited (the “Target”) for the sale and purchase of 30,000,000 NIMIR RESINS LIMITED Ordinary Shares representing 21.23% of the total issued share capital of the Target, at an aggregate sale price of PKR 750,000,000 (Rupees Seven Hundred and Fifty Million Rupees Only) calculated at the rate of PKR 25.00 per share. Pursuant to the requirements of the Act and Regulations, the Acquirer is making a public offer to acquire 50% of the remaining Ordinary Shares of the Target (the “Shares”) subject to minimum acceptance level of 7.49% shares (i.e. 10,596,702 Ordinary Shares) on the terms summarized herein below (the “Public Offer”).



PART A

Brief description of the acquisition: -

Acquisition through	Number of shares	Percentage	Price Per Share
Share Purchase agreement (SPA)	30,000,000	21.23%	25.00
Public offer*	30,276,302	21.42%	25.85

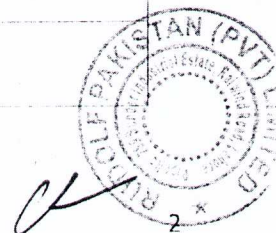
- The Seller shall remain shareholder of 41,659,100 ordinary shares. An offer for 50% of the remaining ordinary shares in free float is being made by the Acquirer pursuant to the Public Announcement of Offer in accordance with the applicable provisions of the Act and the Regulations.

PART B

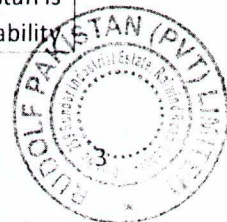
1. THE ACQUIRERS

1.1. If acquirer(s) is a company:

Name and registered address of the Acquirer	Name: Rudolf Pakistan Private Limited Address: 259-Sundar Industrial Estate, Raiwind Road, Lahore
Date and jurisdiction of incorporation.	01-10-2004, Lahore, Punjab, Pakistan.
Authorized and issued share capital.	Authorized Share Capital: PKR 100,000,000 divided into 1,000,000 ordinary shares of PKR 100/- each. Issued Share Capital: PKR 62,100,000 divided into 621,000 ordinary shares of PKR 100/- each.
If there is more than one Acquirer, their relationship	Not Applicable
Total number of voting shares of the Target already held by the Acquirer and the persons acting in concert, including any shares purchased through an agreement and relevant details of such agreement, including the share price agreed	The Acquirer holds 5,819,360 ordinary shares Mr. Mansoor Haider Jawaid (CEO of the Acquirer) holds 3,290,000 ordinary shares Share purchase Agreement of 30,000,000 ordinary shares at a price of Rs. 25.00 per share. The Acquirer will acquire 30,276,302 ordinary shares i.e. 50% of the remaining shares at a price of Rs. 25.85 per share
Number of shares issued since the end of the last financial year of the company	Nil

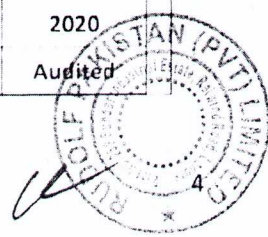


<p>Details of re-organization of the Acquirer during the last two financial years preceding the public announcement of offer</p>	<p>Nil</p>
<p>Details of any bank overdrafts or loans, or other similar indebtedness, mortgages, charges or other material contingent liabilities of the Acquirer and subsidiaries if any and if there are no such liabilities a statement to that effect.</p>	<p>The position of outstanding bank loans etc., is as under:</p> <ol style="list-style-type: none"> 1. Short term - Nil 2. Long term/Lease – Rs. 61,863,956 3. Directors / sponsors loans - Nil 4. Guarantees – Nil <p>Charge on Current Assets – Rs. 600,000,000. Mortgage over Industrial Property – Rs. 574,000,000</p> <p>Contingent liability is related to tax cases for a total amount of Rs. 118,977,653. As per advice of the legal counsel, there is every likelihood that the case will be ultimately decided in favor of the company.</p> <p>Subsidiary (Rudolf Life Sciences Private Limited):</p> <ol style="list-style-type: none"> 1. Short term – Rs. 102,142,046. 2. Long term/Lease – Rs. 59,967,535. 3. Directors / sponsors loans – Rs. 223,419,504. 4. Guarantees – Nil <p>Charge on Current Assets up to Rs. 334,000,000.</p> <p>Contingent liability is related to tax cases for a total amount of Rs 77,070,064. As per advice of the legal counsel, there is every likelihood that the case will be ultimately decided in favor of the company.</p>
<p>Financial advisors of the Acquirer</p>	<p>Self</p>
<p>Brief history and major areas of operation of the Acquirer</p>	<p>Rudolf Pakistan, incorporated in 2004 is a subsidiary of Rudolf Germany and is a leading provider of innovative and sustainable textile chemical solutions in Pakistan. With a strong presence in key textile regions, Rudolf Pakistan specializes in high-performance chemical products and technical services for textile manufacturers. Rudolf Pakistan is focused on advancing technology and sustainability</p>



	<p>in the textile sector while providing unmatched technical expertise.</p> <p>The parent Company Rudolf Germany was founded over 100 years ago. Dedicated to customer success, driven by science, and committed to environmental protection, Rudolf sees itself as an agent of positive change. With deep roots in the textile industry and additional businesses in construction, coating, and car care, Rudolf supplies customers from 18 global production sites, supported by over 2,000 employees across 50 locations worldwide for their belief in BETTER CHEMISTRY.</p>
<p>Name and addresses of sponsors or persons having control over the Acquirer</p>	<ol style="list-style-type: none"> 1. Mansoor Haider Jawaid, 9-Chenab Block, Green Forts II, Canal Road, Lahore. 2. Khalid Mahmood, 8-Chenab Block, Green Forts II, Canal Road, Lahore 3. Ernst Wolfgang Franz Schumann, Geretsried Regional, District of Badtoelzwolfrat Shausen, Germany 4. Dr. Wolfgang Anton Schumann, Geretsried Regional, District of Badtoelzwolfrat Shausen, Germany 5. IB Industrie Chemie-Beteiligungs GmbH, Germany 6. Rudolf GmbH, Germany 7. Rudolf Holding SE & Co, Germany
<p>Name and addresses of board of directors of the Acquirer</p>	<ol style="list-style-type: none"> 1. Mansoor Haider Jawaid, 9-Chenab Block, Green Forts II, Canal Road, Lahore. 2. Khalid Mahmood, 8-Chenab Block, Green Forts II, Canal Road, Lahore 3. Ernst Wolfgang Franz Schumann, Geretsried Regional, District of Badtoelzwolfrat Shausen, Germany 4. Dr. Wolfgang Anton Schumann, Geretsried Regional, District of Badtoelzwolfrat Shausen, Germany
<p>Brief audited financial details of the Acquirer for a period of at least last five years including income, expenditure, profit before depreciation, interest and tax, depreciation, profit before and after tax, provision for tax, dividends, earnings per share, return on net worth and book value per share.</p>	

Particulars	As at 30 June					
	Unit	2024	2023	2022	2021	2020
		Audited	Audited	Audited	Audited	Audited



		PKR Million				
Revenue	million	8,397.18	6,860.27	5,777.2	3,764.4	2,768.5
Expenditure	million	756.85	1019.59	586.99	440.2	332.7
EBITDA	million	2086.02	479.90	449.85	298.01	218.75
Other Income	million	344.39	168.76	58.58	26.8	0.165
Interest	million	31.91	15.88	13.29	7.189	5.4
Depreciation and amortization	million	56.66	56.38	48.88	41.3	23.5
PBT	million	2173.19	552.17	512.03	352.3	249.6
PAT	million	1404.89	304.41	368.97	255.5	175.8
Provision for tax	million	768.23	247.75	143.05	96.8	73.7
Dividend	Rs.			-	-	-
EPS (Restated)	Rs.	2,262.31	490.20	594.17	411.46	283.16
Return on net worth	%	53.69	31.48	28.81	28.02	26.79
Book Value per share	Rs.	3,897.10	1,557.16	2,062.71	1,468.54	1,057.08

Details of any agreement or arrangement between the Acquirer(s) and the directors of the Target about any benefit which will be given to any director of the company as compensation for loss of office or otherwise in connection with the acquisition

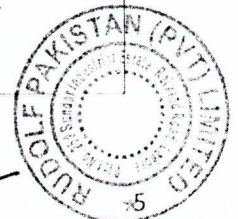
None

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

Share purchase agreement dated 26-12-2024 to purchase 30,000,000 ordinary shares at a price of Rs. 25.00 per share

2. DETAILS OF THE PUBLIC OFFER

Names, dates and editions of the newspapers where the public announcement of intention was published	Public Announcement of Intention was published in Daily Business Recorder and Daily Nawai Waqt on 24-12-2024
Number and percentage of shares proposed to be acquired by the Acquirers from the shareholders through agreement, if any, the offer price per share and the mode of payment of consideration for the shares to be acquired	30,000,000 ordinary shares representing 21.23% of the issued share capital of the company at a price of Rs. 25.00 per share. The consideration will be paid in cash through pay orders/bankers' cheques.



Reasons for acquiring shares or control of the Target: The Acquirer is already engaged in the business of import, manufacturing and sale of Textile Chemicals and Dyes. The business is expected to grow by the proposed acquisition benefiting the Acquirer.

Details regarding the future plan for the Target, including whether after the acquisition the Target would continue as a listed company or not: The Target would continue as a listed company.

In case of conditional offer, specify the minimum level of acceptance i.e. number and percentage shares: At least 10,596,702 ordinary shares representing 7.49% of the total issued share capital of the Target

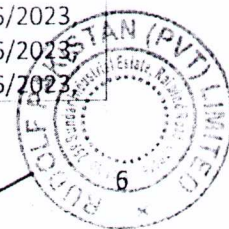
In case there is any agreement with the present management, promoters or existing shareholders of the Target, an overview of the important features of the agreement(s), name of seller(s), complete addresses of sellers, names of parties to the agreement(s), date of agreement(s), manner of payment consideration, additional important information, if any.

A shares purchase agreement dated 26-12-2024 has been executed between the acquirer and the following sellers to acquire 30 million shares of the Target representing 21.23% of the issued share capital of the company at a price of Rs. 25.00 per share.

Sellers' Name	CNIC NO	Address	No. of Shares
Zafar Mahmood	42000-0390606-5	House No, 77 Block-B Model Town Lahore.	11,400,000
Khalid Mumtaz Qazi	35202 8081915-9	House No.126, Street 5, Agrics Town, Off Raiwind Road, Lahore	6,600,000
Imran Afzal	35202-7324130-5	37-G, Gulberg-III, Lahore	5,100,000
Umar Iqbal	35202-2322124-7	124-A, PCSIR Housing Society, Lahore	3,900,000
Aamir Jamil	35200-1454026-1	285-B, Johar Town, Lahore	3,000,000
Total			30,000,000

The selling shareholders will continue to be holding the remaining 41,659,100 shares of NRSL and will continue managing the company in close coordination with RPL. The consideration shall be paid in cash through pay orders/bankers' cheques.

Number of shares already held by the Acquirer and the person acting in concert along with the date(s) of acquisition. Also state whether it was purchased through open market or acquired through a negotiated deal: The Acquirer holds 5,819,360 ordinary shares. Mr. Mansoor Haider Jawaid (CEO of the Acquirer) holds 3,290,000 ordinary shares. The shares were purchased through the open market. The dates are: 16/05/2023, 17/05/2023, 23/05/2023, 29/05/2023, 30/05/2023, 31/05/2023, 01/06/2023, 02/06/2023, 05/06/2023, 06/06/2023, 07/06/2023, 08/06/2023, 09/06/2023, 12/06/2023, 13/06/2023, 14/06/2023, 15/06/2023, 16/06/2023, 19/06/2023, 20/06/2023.

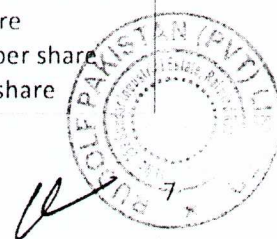


	28/11/2023, 29/11/2023, 14/03/2024, 15/03/2024, 18/03/2024, 19/03/2024, 20/03/2024, 21/03/2024, 22/03/2024, 25/03/2024, 26/03/2024, 27/03/2024, 28/03/2024, 29/03/2024, 01/04/2024, 02/04/2024, 03/04/2024, 04/04/2024, 08/04/2024, 26/04/2024, 29/04/2024, 30/04/2024, 06/05/2024, 07/05/2024, 09/05/2024, 10/05/2024, 15/05/2024, 16/05/2024, 17/05/2024, 20/05/2024, 21/05/2024, 22/05/2024, 23/05/2024, 27/05/2024, 28/05/2024, 29/05/2024, 03/06/2024, 04/06/2024, 05/06/2024, 06/06/2024, 07/06/2024, 10/06/2024, 12/06/2024, 13/06/2024, 14/06/2024, 20/06/2024, 21/06/2024, 24/06/2024, 25/06/2024, 27/06/2024, 28/06/2024, 03/07/2024, 04/07/2024, 05/07/2024, 08/07/2024, 09/07/2024, 12/07/2024, 15/07/2024, 16/09/2024, 18/09/2024, 20/09/2024, 23/09/2024, 24/09/2024, 25/09/2024, 26/09/2024, 27/09/2024, 30/09/2024, 01/10/2024, 02/10/2024, 03/10/2024, 07/10/2024, 08/10/2024, 10/10/2024, 11/10/2024, 14/10/2024, 15/10/2024, 16/10/2024, 22/10/2024, 24/10/2024, 29/10/2024, 30/10/2024, 31/10/2024, 01/11/2024, 04/11/2024, 05/11/2024, 06/11/2024, 13/11/2024, 15/11/2024, 16/11/2024, 05/12/2024, 06/12/2024.
Minimum level of acceptance, if any.	At least 10,596,702 ordinary shares representing 7.49% of the total issued share capital of the Target

3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

3.1 Justification for the offer price

Disclosure about the form of consideration for the shares to be acquired through the public offer	Cash Consideration
Disclosure of the total amount of consideration to be paid for the shares to be tendered during the public offer (assuming full acceptances).	30,276,302 * 25.85 = 782,642,407
Whether the shares of the Target are frequently traded or infrequently traded in the light of criteria prescribed in regulation 13 of these regulations	Infrequently Traded
Justification for the offer price for the shares of the Target, in the light of criteria contained in regulation 13 of these regulations.	<p>Since the shares of the Target are infrequently traded as per Regulations, the price to be offered to public should be the highest of the following prices:</p> <ol style="list-style-type: none"> 1. Negotiated - PKR 25.00 per share 2. Highest price paid - PKR 25.85 per share 3. Breakup value - PKR 23.67 per share



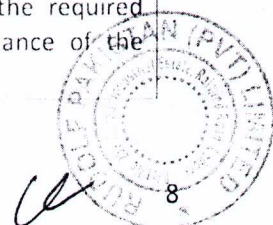
	The offered price of RS. 25.85 is the highest in the light of criteria contained in regulation 13 of the Act at which public offer is being made.
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3.2. Financial Arrangements

Disclosure about the security arrangements made in pursuance of Section 123 of the Act	Bank Guarantee amounting to in favor of AKD Securities Limited (Manager to the Offer) from Habib Metropolitan Bank.
Disclosure about the adequate and firm financial resources to fulfill the obligations under the public offer	The Acquirer has made adequate financial arrangements for fulfillment of its obligations under the public offer to the satisfaction of the Manager to the Offer through bank guarantee amounting to Rs 800 million.
A statement by the Manager to the Offer that the manager to the offer is satisfied about the ability of the Acquirer to implement the public offer in accordance with requirements of the Act and these Regulations	AKD Securities Limited Manager to the Offer confirms that the Acquirer is sufficiently capable of implementing the public offer in accordance with the requirements of the Act and the Regulations and have issued a certificate dated December 30, 2024 in this regard.

4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

Detailed procedure for acceptance of offer by shareholder of the Target	<ol style="list-style-type: none"> 1. In order to accept the Public Offer, the shareholders are required to send the letter of acceptance (attached to the Offer Letter), duly completed and signed, along with the requisite documents (as set out below) to the Manager to the Offer, at its registered address i.e. 602, 6th Floor, Continental Trade Centre, Block 8 Clifton, Karachi, on or before 5:00 pm on February 25, 2025. Please ensure that with the letter of acceptance, all the required information is provided, including the number of shares to be tendered. 2. In the event that the letter of acceptance and the requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt). 3. 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 Public Offer.
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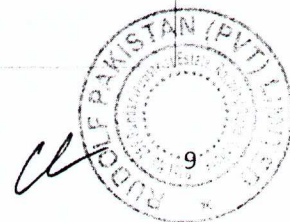
4. Completed acceptance forms, once submitted, cannot be revoked by shareholders selling in the Public Offer.
5. Copies of the acceptance form shall also be available at the offices of AKD Securities Limited (address provided below) or on the website: <https://www.akdsl.com/>
6. The public offer will remain open for acceptance for seven days **starting 0900 hours PST on February 19, 2025 to 1700 hours on February 25, 2025**. Acceptances received after working hours on Closing Date shall not be entertained and the Offer period shall not be extended.

The letter of acceptance must be accompanied by the following documents:

For Individual Applicants: An attested copy of Computerized National Identity Card, original shares certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share(s) certificates letter for (physical shares only), copy of CDC transferred slip submitted with CDC investor account services (for CDC shares only).

For Corporate Applicants: A certified copy of the Memorandum and Articles of Association, a certified copy of certificate of incorporation (and for public companies, certificate of commencement of business), certified copies of Computerized National Identity Card of signatories, a certified copy of the board resolution authorizing persons to sell the shares with specimen signatures of such authorized persons, original share certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share certificate(s) letter (for physical shares only), copy of CDC transfer slips submitted with CDC investor account services (for CDC shares only).

Any 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.



The acceptance by the Acquirers of the shares tendered by the selling shareholders and payment of the offer price is subject to the following conditions:

- The Securities and Exchange Commission of Pakistan ("Commission") or any other competent authority having no objections to any of the provisions of the Public Offer;
- The payment for the shares does not contravene any section of the Foreign Exchange Regulations Act, 1947 and the Foreign Exchange Manual of the State Bank of Pakistan;
- The letter of acceptance being duly completed and signed along with the required documents and submitted to the Manager to the Offer on or before the closing date;
- The tendered shares being verified by the target company; and
- The Acquirers not withdrawing the Public Offer in accordance with the provisions of the Act.

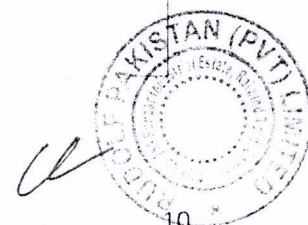
Upon receipt of duly filled acceptance form along with the requisite documents, the Manager to the Offer will send written acceptances of the tender along with bank drafts / pay orders in favour of the shareholder as payment for such shares to the selling shareholder within 10 (ten) days of the closing date of the acceptance period. No interest, mark-up, surcharge or other increment will be payable for any cause or reason on the aggregate price for the shares purchased by the Acquirers from any selling shareholder for any cause or reason.

Details of the CDC account in which shares are required to be tendered by eligible shareholders on acceptance during the acceptance period

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 following details and to provide the CDC transfer slip to the Manager to the Offer, with respect to transfer of shares:

CDC Account Title: Manager to the Offer – Nimir Resins Limited

CDC Participant ID: 10629

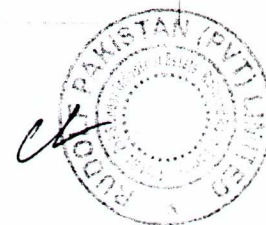


	<p>CDC Sub Account No: 594153</p> <p>UIN: 0048579</p> <p>Transaction Reason Code</p> <ul style="list-style-type: none"> - For Intra Account - [A021] - For Inter Account - [P015] <p>Shareholders with physical share certificate(s) are required to provide the physical share certificate(s) along with duly verified transfer deed(s).</p>
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5. STATEMENTS BY THE ACQUIRERS

Statement by the acquirer for assuming responsibility for the information contained in the document	The Acquirer assume responsibility for the information contained in this document.
A statement by the acquirer to the effect that each of the Acquirers including persons in concert, if any, will be severally and jointly responsible for ensuring compliance with the Act and the Regulations.	The Acquirer and persons acting in concert assume responsibility, jointly or severally, for ensuring compliance with the Act and the Regulations.
A statement by the acquirer that the public offer is being made to all the shareholders who have voting shares of the Target and (except the persons acting in concert with Acquirers) whose names appear in the register of shareholders as on the date of book closure.	The Acquirer confirm that this Public Offer is being made to all the shareholders who have voting shares of the Target and (except the persons acting in concert with Acquirer as mentioned herein) whose names appear in the register of shareholders as on the date of book closure.
A statement by the acquirer that all statutory approvals for the public offer have been obtained.	The Acquirer has filed an application for statutory approval from the Competition Commission of Pakistan on December 30, 2024, and will furnish the same to the SECP when received.
Disclosure as to whether relevant provisions of the Act and the regulations have been complied with.	The Acquirer confirm that all relevant provisions of the Act and the Regulations have been complied with.
A statement to the fact if any director(s) of the acquirer is also a director on the board of directors of Target.	None of the director(s) of the Acquirer are on the board of directors of Target.
A statement by the acquirer as to whether or not any voting shares acquired in pursuance to the public offer shall be transferred to another person and if that is the case the names of such persons shall be disclosed.	No voting shares acquired in pursuance to the public offer shall be transferred to another person.

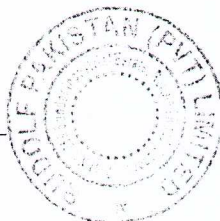
Any questions in regard to this announcement can be directed to



Manager to the Offer:

Name	AKD Securities Limited
Address	602, Continental Trade Center, Block-8, Clifton, Karachi

Best Regards,
For and on behalf of **Rudolf Pakistan Private Limited**



Name: Sohail Zahoor
Designation: Chief Financial Officer