



# 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

December 21, 2020

## Executive Director

Market Supervision and Risk 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.

## Chief Executive Officer

Ravi Textile Mills Limited  
Bungalow No.120  
Defence Officer Housing Scheme,  
Sher Shah Road, Multan Cantt,  
Multan.

### **SUBJECT: PUBLIC ANNOUNCEMENT OF OFFER TO ACQUIRE UP TO 4,625,627 ORDINARY SHARES (18.50%) OF RAVI TEXTILE MILLS LIMITED**

Dear Sir(s),

Reference is being made to the Public Announcement of Intention to acquire at least 62.99% (15,748,746 Shares) of the total issued ordinary share capital of Ravi Textile Mills Limited (the “**Target Company**”) by Mr. Ch. Muhammad Shafique and Mr. Muhammad Ahmad Raza (the “**Acquirers**”) dated October 19, 2020.

On behalf of the Acquirers, AKD Securities Limited as the Manager to the Offer (“**MTO**”) are submitting herewith a copy of Public Announcement of Offer to Acquire up to 4,625,627 ordinary shares of Ravi Textile Mills Limited (the “**Target Company**”) constituting approximately 18.50% of the issued share capital of the Target Company 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 and one Urdu daily newspaper on Wednesday December 23, 2020.

Warm Regards,

For and on behalf of Manager to the Offer,

**Muhammad Owais Ibrahim**  
Associate – Investment Banking

**Abadan Munim Mohajir**  
Vice President – Investment Banking

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

**Nazimabad Office:**  
Suite # 2/A, 2nd Floor, JF Homes,  
Plot # D-1/1, Block-D, (Near Masjid  
Bab-ul-Elm, Five Star Chowrangli),  
North Nazimabad, Karachi  
PABX : 92 21 36630646 - 8

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

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

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

**Abbottabad Office:**  
1 & 2, 2nd Floor, Zaman Plaza,  
Near to Ayub Teaching Hospital,  
Main Mansehra Rd, Abbottabad,  
Pakistan. PABX : 0992-414121-22  
Fax : 0992-408218

**PUBLIC ANNOUNCEMENT OF OFFER TO ACQUIRE 18.50% ORDINARY SHARES (4,625,627) OF THE RAVI TEXTILE MILLS LIMITED BY MR. CH. MUHAMMAD SHAFIQUE AND MR. MUHAMMAD AHMAD RAZA (THE "ACQUIRERS") 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 RAVI TEXTILE MILLS 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(S) 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(S) 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(S) DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMEBER 15, 2020 TO THE COMMISSION IN ACCORDANCE WITH THE SECURITIES ACT, 2015"

**PART A**

**Brief description of the acquisition**

Intended acquisition through	Number of Shares	Percentage (%)	Price per share (Highest price paid in case of SPA)
Agreement(s)	15,748,746	62.99%	1.905
Public Offer	4,625,627	18.50%	1.905

**PART B**

The following information shall be disclosed:

**1. THE ACQUIRER**

**1.1. If the acquirer is a company**

Not Applicable

**1.2. If acquirer(s) is an individual**

(a)	Name(s) and address(es) of each individual along with the persons acting in concert	Mr. Ch. Muhammad Shafique House No. 149, Abdu Bakar Block, New Garden Town, Lahore.	Mr. Muhammad Ahmad Raza House No. 8, Street No. 20, Akram Road, Pak Nagar, Lahore.
(b)	CNIC number(s)	35202-0217025-7	35202-2573427-9
(c)	If there are more than one acquirer their relationship, if any -	Mr. Muhammad Ahmad Raza is Mr. Ch. Muhammad Shafique's nephew	
(d)	Total number of voting shares of the	Not Applicable	




	target company already held by the acquirer, including any shares purchased through an agreement and relevant details of such agreement including the share price agreed	
(e)	Financial advisors of the acquirer, if any	Not Applicable
(f)	Principal areas of business of the acquirer and relevant experience	The Acquirers are respectively the majority shareholders of Chaudhry Steel Re-Rolling Mills Limited and BECO Steel Re-Rolling Mills (Private) Limited which are engaged in manufacturing of steel and allied products.
(g)	Details of any bank overdrafts or loans, or their similar indebtedness, mortgages, charges or other material contingent liabilities of the acquirer	Not Applicable
(h)	Details if the acquirer is a director on the board of directors of any listed company(s).	Not Applicable
(i)	Details of any agreement or arrangement between the acquirer and the directors of the target company about any benefit which will be given to any director of the target company as compensation for loss of office or otherwise in connection with the acquisition.	Not Applicable

## 2. DETAILS OF THE PUBLIC OFFER

(a)	The names, dates and editions of the newspapers where the public announcement of intention was published	The public announcement of intention to acquire at least 15,748,746 Ordinary shares (62.99%) was published on October 19, 2020 in Daily Business Recorder & Daily Nawa-i-Waqt newspapers (Karachi).
(b)	The number and percentage of shares proposed to be acquired by the acquirer(s) 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.	The Acquirers have entered into a Share Purchase Agreement dated November 11, 2020 with the Sellers, for the purchase of 15,748,746 Ordinary Shares representing 62.99 % of total issued share capital of the Target Company at a price of approximately PKR 1.905 per Ordinary Share. The mode of payment of consideration will be pay order/bankers' cheque.
(c)	Reasons for acquiring shares or control of the target company.	The Acquirers intend to revive and expand the target company using their expertise and experience of steel industries with a view to improve the performance of the target company and create better returns for the shareholders of the Company.
(d)	Details regarding the future plan for	The Acquirers plan to take control of the




	the target company, including whether after acquisition the target company would continue as a listed company or not.	target company and re-structure/re-organize the business & business lines of the target company. The Acquirers will also evaluate opportunities and explore all available options for expansion that are in the benefit of the target company and its investors. The target company will remain listed post acquisition.																																							
(e)	In case of conditional offer, specify the minimum level of acceptance i.e. number and percentage shares.	Not Applicable.																																							
(f)	In case there is any agreement with the present management, promoters or existing shareholders of the target company, any overview of the important features of the agreement(s) including acquisition price per share, number and percentage of shares to be acquired under the agreement(s), name of the seller(s), date of agreement(s), manner of payment of consideration, additional important information, if any.	<p>In terms of the Share Purchase Agreement dated November 11, 2020 the Acquirers shall acquire 15,748,746 Ordinary Shares representing 62.99 % of total issued share capital of the Target Company at a price of approximately PKR 1.905/- per Ordinary Share, from the following shareholders, by way of cash consideration through pay orders / bankers' cheques:</p> <table border="1"> <thead> <tr> <th>Name of Seller</th> <th>Number of Sale Shares</th> <th>Approximate Percentage (%)</th> </tr> </thead> <tbody> <tr> <td>Mr. Muhammad Shahid Iqbal</td> <td>132,000</td> <td>0.53%</td> </tr> <tr> <td>Mr. Muhammad Iftikhar</td> <td>58,748</td> <td>0.23%</td> </tr> <tr> <td>Mr. Muhammad Shahid</td> <td>2,500</td> <td>0.01%</td> </tr> <tr> <td>Mr. Muhammad Riaz</td> <td>2,500</td> <td>0.01%</td> </tr> <tr> <td>Mr. Amir Khurshid Chandia</td> <td>2,500</td> <td>0.01%</td> </tr> <tr> <td>Mr. Tahir Majeed</td> <td>2,500</td> <td>0.01%</td> </tr> <tr> <td>Mr. Waseem Ejaz</td> <td>2,500</td> <td>0.01%</td> </tr> <tr> <td>Mr. Muhammad Waseem-ur-Rehman</td> <td>502,500</td> <td>2.01%</td> </tr> <tr> <td>Mr. Aftab Sarwar</td> <td>645,000</td> <td>2.58%</td> </tr> <tr> <td>Mr. Qamar Sultan</td> <td>752,500</td> <td>3.01%</td> </tr> <tr> <td>Mr. Mohammad Sarfraz</td> <td>2,519,384</td> <td>10.08%</td> </tr> <tr> <td>Mr. Jan Muhammad Imran</td> <td>2,096,996</td> <td>8.39%</td> </tr> </tbody> </table>	Name of Seller	Number of Sale Shares	Approximate Percentage (%)	Mr. Muhammad Shahid Iqbal	132,000	0.53%	Mr. Muhammad Iftikhar	58,748	0.23%	Mr. Muhammad Shahid	2,500	0.01%	Mr. Muhammad Riaz	2,500	0.01%	Mr. Amir Khurshid Chandia	2,500	0.01%	Mr. Tahir Majeed	2,500	0.01%	Mr. Waseem Ejaz	2,500	0.01%	Mr. Muhammad Waseem-ur-Rehman	502,500	2.01%	Mr. Aftab Sarwar	645,000	2.58%	Mr. Qamar Sultan	752,500	3.01%	Mr. Mohammad Sarfraz	2,519,384	10.08%	Mr. Jan Muhammad Imran	2,096,996	8.39%
Name of Seller	Number of Sale Shares	Approximate Percentage (%)																																							
Mr. Muhammad Shahid Iqbal	132,000	0.53%																																							
Mr. Muhammad Iftikhar	58,748	0.23%																																							
Mr. Muhammad Shahid	2,500	0.01%																																							
Mr. Muhammad Riaz	2,500	0.01%																																							
Mr. Amir Khurshid Chandia	2,500	0.01%																																							
Mr. Tahir Majeed	2,500	0.01%																																							
Mr. Waseem Ejaz	2,500	0.01%																																							
Mr. Muhammad Waseem-ur-Rehman	502,500	2.01%																																							
Mr. Aftab Sarwar	645,000	2.58%																																							
Mr. Qamar Sultan	752,500	3.01%																																							
Mr. Mohammad Sarfraz	2,519,384	10.08%																																							
Mr. Jan Muhammad Imran	2,096,996	8.39%																																							

		Mr. Musawar Husain	2,237,363	8.95%
		Mrs. Tasbiha Sarfraz	2,264,500	9.06%
		Spintex Enterprises (Private) Limited	2,018,293	8.07%
		Universal Equities (Private) Limited	2,508,962	10.04%
		<b>Total</b>	<b>15,748,746</b>	<b>62.99%</b>
(g)	Number of shares already held by the acquirer along with the date(s) of acquisition. Also state whether it was purchased through open market or acquired through a negotiated deal	The Acquirers do <b>not</b> currently hold any shares of the Target Company.		
(h)	Minimum level of acceptance, if any	Not Applicable.		

### 3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

#### 3.1. Justification for the offer price

(a)	Disclosure about the form of consideration for the shares to be acquired through the public offer	Bank transfer / cheque / pay order
(b)	Disclosure of the total amount of consideration to be paid for the shares to be tendered during the public offer (assuming full acceptances).	4,625,627 shares * PKR 1.905 per share = PKR 8,811,820/- (Pak Rupees Eight Million Eight Hundred Eleven Thousand Eight Hundred Twenty Only)
(c)	Whether the shares of the target company are frequently traded or infrequently traded in the light of criteria prescribed in regulation 13 of these regulations	Not frequently traded
(d)	Justification for the offer price for the shares of the target company, in the light of criteria contained in regulation 13 of these regulations.	<p>Since the shares of the Target Company are not frequently traded as per the Regulations, the price to be offered to public should be the <b>highest</b> amongst the following prices:</p> <p>1. The negotiated weighted average price under the share purchase agreement for the acquisition of voting shares of the Target Company: <b>An aggregate sale price of PKR 30,000,000/- (Pak rupees thirty million only) at the rate of approximately PKR 1.905/- per ordinary voting share;</b></p>




		<p>2. The highest price paid by the Acquirers or persons acting in concert with the Acquirers for acquiring the voting shares of the Target Company during six months prior to the date of public announcement of offer: <b><u>Not applicable;</u></b></p> <p>3. The price per share arrived at on the basis of net assets value carried out by a Chartered Accountant Firm based on the audited financial data not older than six months from the date of public announcement of offer made by the manager to the offer. In case of fixed assets, being part of total assets, the Chartered Accountant firm shall obtain the services of a valuer to carry out value of fixed assets, whose name appears on the list of panel of valuers maintained by Pakistan Bank's Association: <b><u>PKR 0.757 per share</u></b> (Tariq Abdul Ghani Maqbool &amp; Co., Chartered Accountants have provided a certificate for this purpose)</p> <p style="text-align: center;"><b>* The highest price amongst the above is <u>PKR 1.905/- per share</u> at which the shares are being offered to be purchased from the general public through this Public Offer.</b></p>
--	--	---

### 3.2. Financial arrangements

(a)	Disclosure about the security arrangement made in pursuance of Section 123 of the Act.	The Acquirers have provided to Manager to the Offer a bank guarantee amounting PKR <b>PKR 8,834,948/-</b> (Pak Rupees Eight Million Eight Hundred Thirty-four Thousand Nine Hundred Forty-eight Only)
(b)	Disclosure about the adequate and firm financial resources to fulfil the obligations under the public offer.	The Acquirers have made adequate financial arrangements for fulfilment of their obligations under the public offer to the satisfaction of the Manager to the Offer through a a bank guarantee amounting PKR <b>PKR 8,834,948/-</b> (Pak Rupees Eight Million Eight Hundred Thirty-four Thousand Nine Hundred Forty-eight Only)
(c)	A statement by the manager to the offer that the manager to the offer is satisfied about the ability of the	AKD Securities Limited, Manager to the Offer, confirms that the Acquirers are sufficiently capable of implementing the




<p>acquirer to implement the public offer in accordance with the requirements of the Act and these regulations.</p>	<p>public offer in accordance with the requirements of the Securities Act, 2015 (the "Act") and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "Regulations"), and has issued a certificate dated December 15, 2020 in this regard.</p>
---	---

**4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT**

<p>(a)</p>	<p>Detailed procedure for acceptance of offer by shareholder of the target company.</p>	<ol style="list-style-type: none"> <li>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 Monday, February 15, 2021. Please ensure that with the letter of acceptance, all the required information is provided, including the number of shares to be tendered.</li> <li>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).</li> <li>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.</li> <li>4. Completed acceptance forms, once submitted, cannot be revoked by shareholders selling in the Public Offer.</li> <li>5. Copies of the acceptance form shall also be available at the offices of AKD Securities Limited (address provided below) or on the website: <a href="http://www.akdsecurities.net">www.akdsecurities.net</a></li> <li>6. The public offer will remain open for acceptance for seven days (starting 0900 hours PST on Tuesday, February 09, 2021 to 1700 hours on Monday, February 15, 2020. Acceptances received after working hours on Closing</li> </ol>
------------	---	--




		<p>Date shall not be entertained and the Offer period shall not be extended.</p> <p>The letter of acceptance must be accompanied by the following documents:</p> <p><b>For Individual Applicants:</b> 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).</p> <p><b>For Corporate Applicants:</b> 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).</p> <p>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.</p> <p>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:</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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;</li> <li>• The letter of acceptance being duly completed and signed along with the</li> </ul>
--	--	---

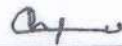


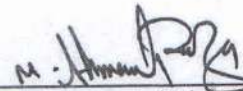

		<p>required documents and submitted to the Manager to the Offer on or before the closing date;</p> <ul style="list-style-type: none"> <li>• The tendered shares being verified by the target company; and</li> <li>• The Acquirers not withdrawing the Public Offer in accordance with the provisions of the Act.</li> </ul> <p>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.</p>
(b)	<p>Details of the CDC account in which shares are required to be tendered by eligible shareholders on acceptance during the acceptance period.</p>	<p>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:</p> <p><b>CDC Account Title: MANAGER TO THE PUBLIC OFFER - RAVI TEXTILE MILLS LIMITED</b></p> <p><b>CDC Participant ID: 10629</b></p> <p><b>CDC Sub Account No: 235369</b></p> <p><b>UIN: 35202-0217025-7</b></p> <p>Transaction Reason Code</p> <ul style="list-style-type: none"> <li>- For Intra Account – [A021]</li> <li>- For Inter Account – [P015]</li> </ul> <p>Shareholders with physical share certificate(s) are required to provide the physical share certificate(s) along with duly verified transfer deed(s).</p>

5. STATEMENTS BY THE ACQUIRER




(a)	Statement by the acquirer for assuming responsibility for the information contained in the document.	The Acquirers assume responsibility for the information contained in this document.
(b)	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 Acquirers confirms that they will be responsible for ensuring compliance with the Act and the Regulations.
(c)	A statement by the acquirer that the public offer is being made to all the shareholders who have voting shares of the target company 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 Acquirers confirm that this public offer is being made to all shareholders who have voting shares of the target company and (except the persons acting in concert with Acquirers) whose names appear in the register of shareholders as on the date of book closure in accordance with the requirements of the Act and the Regulations.
(d)	A statement by the acquirer that all statutory approvals for the public offer have been obtained.	The Acquirers state that all statutory approvals for the public offer as required under the Act and Regulations have been obtained.
(e)	Disclosure as to whether relevant provisions of the Act and the regulations have been complied with.	The Acquirers confirm that all relevant provisions of the Act and the Regulations have been complied with.
(f)	A statement to the fact if any director(s) of the acquirer is also a director on the board of directors of Target Company.	The Acquirers confirm that they are not directors on the board of directors of the target company.
(g)	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 it that is the case the names of such persons shall be disclosed.	The Acquirers confirm that the voting shares acquired in pursuance to the public offer are not intended to be transferred to any other person except as may be transferred to the nominees of the Acquirers to be directors of the target company.

  
 Mr. Ch. Muhammad Shafique  
 CNIC: 35202-0217025-7  
 Date 21/12/2020  
 Place LAHORE

  
 Mr. Muhammad Ahmad Raza  
 CNIC: 35202-2573427-9  
 Date 21/12/2020  
 Place LAHORE