

20<sup>th</sup> October, 2017

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

Dear Sir,

**FINANCIAL RESULTS FOR THE NINE MONTHS ENDED 30<sup>TH</sup> SEPTEMBER, 2017  
AND MATERIAL INFORMATION**

This is to inform you that Board of Directors of our Company in their meeting held on 20<sup>th</sup> October, 2017 at 11.30 a.m. at Plot No. 39, Sector 19, Korangi Industrial Area, Karachi, recommended the following:

|       |                      |   |            |
|-------|----------------------|---|------------|
| (i)   | <b>BONUS SHARES</b>  | : | <b>NIL</b> |
| (ii)  | <b>CASH DIVIDEND</b> | : | <b>NIL</b> |
| (iii) | <b>RIGHT SHARES</b>  | : | <b>NIL</b> |

The financial results of the company are enclosed as Annexure 'A' and Annexure 'B'; we will be sending you 200 copies of accounts for distribution amongst the TRE certificate Holders of the Pakistan Stock Exchange Limited within prescribed time.

**MATERIAL INFORMATION**

During the Board of Directors meeting on 20 October 2017 the management proposed the possibility of merger of Cool Industries (Pvt). Ltd ("CIPL") the manufacturer of Waves branded domestic appliances in to Singer Pakistan Ltd ("SPL" or the "Company") as both companies have synergies in their businesses. The merger shall have the potential of bringing economies of scale and a number of benefits to the Company. The Board therefore approved the evaluation and initiation of non-binding discussions for merger/amalgamation between SPL, CIPL and Link Wel (Private) Limited ("LWPL") which is CIPL's marketing company (the "Potential Merger Transaction").

Furthermore, in order to bring enhanced focus on the retail business of Electronic goods and pursue the growth possibilities in this area in the country, the management proposed the Board to consider a carve out of SPL's retail business into Electronics Marketing Company (Private)

SINGER PAKISTAN LIMITED

Limited "EMCPL" a wholly owned subsidiary of SPL. The Board approved the decision to carve out SPL's retail business into EMCPL and authorized the management to take steps for preparation of the relevant Scheme of Arrangement ("the Potential Demerger Transaction") under the provisions of section 279 to 282 of the Companies Act 2017 for consideration of the Board.

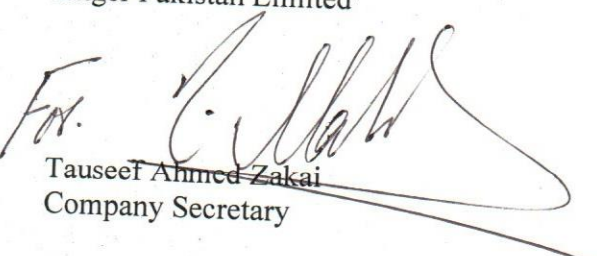
In this respect the Chief Executive Officer of the Company is authorized by the Board to conduct all necessary steps for the purpose of evaluation/recommendation of the Potential Merger Transaction to the Board for review and consideration. Please note that the approval is for the initiation of nonbinding discussions, evaluations and recommendations of the Potential Merger Transaction to the Board. The final terms of the Potential Merger Transaction would be subject to approval of the Board and completion of necessary corporate and regulatory formalities as the case may be. The Chief Executive Officer is also authorized to finalize the terms for the Potential Demerger Transaction, including draft Scheme of Arrangement for consideration of the Board.

We shall continue to keep you informed of the progress in respect of the above matter.

A disclosure form as required under S.R.O 143(I)/2012 dated 05 December 2012 read with Section 96 and 131 of the Securities Act, 2015 is also enclosed as "**Annexure C**" hereto.

Kindly convey the above information to the members of Exchange.

Yours truly,  
For and on behalf of  
Singer Pakistan Limited

  
Tauseef Ahmed Zakai  
Company Secretary

Copy to: *Securities and Exchange Commission of Pakistan, Islamabad*

Encl: *Annexure A*  
*Annexure B*  
*Annexure C*

# SINGER PAKISTAN LIMITED

Annex-A

## Condensed Interim Consolidated Profit and Loss Account (Un-audited)

For the nine months ended 30 September, 2017

|  | Nine months ended    |                      | Three months ended   |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 30 September<br>2017 | 30 September<br>2016 | 30 September<br>2017 | 30 September<br>2016 |
|  | (Rupees in '000)     |                      |                      |                      |
| Sales                                    | 1,709,963            | 1,221,737            | 445,484              | 322,875              |
| Sales tax and discount                   | (266,677)            | (144,392)            | (57,335)             | (37,039)             |
| Cost of sales                            | 1,443,286            | 1,077,345            | 388,149              | 285,836              |
| Gross margin                             | (892,738)            | (753,300)            | (233,865)            | (174,027)            |
| Marketing, selling and distribution cost | 550,548              | 324,045              | 154,284              | 111,809              |
| Administrative expenses                  | (345,594)            | (326,869)            | (108,450)            | (112,628)            |
| Other expenses                           | (42,492)             | (53,811)             | (19,746)             | (15,582)             |
| Other income                             | (18,192)             | 27,764               | (2,034)              | 29,982               |
| Earned carrying charges                  | 54,812               | 23,621               | 18,009               | 4,374                |
| Finance cost                             | (351,466)            | (329,295)            | (112,221)            | (93,854)             |
| Profit / (loss) before taxation          | 199,082              | (5,250)              | 42,063               | 17,955               |
| Taxation                                 | 63,323               | 103,807              | 28,611               | 30,100               |
| Profit / (loss) for the year             | (124,037)            | (104,089)            | (41,228)             | (36,122)             |
|  | (60,714)             | (282)                | (12,617)             | (6,022)              |
| Earnings per share - basic and diluted   | 138,368              | (5,532)              | 29,446               | 11,933               |
|  | (51,823)             | (1,836)              | (8,505)              | (2,506)              |
|  | 86,545               | (7,368)              | 20,941               | 9,427                |
|  | (Rupee)              |                      |                      |                      |
|  | 1.91                 | (0.16)               | 0.46                 | 0.21                 |

# SINGER PAKISTAN LIMITED

Annex-B

## Condensed Interim Profit and Loss Account (Un-audited)

For the nine months ended 30 September, 2017

|   | Nine months ended            |                       | Three months ended   |                      |
|---|------------------------------|-----------------------|----------------------|----------------------|
|   | 30 September<br>2017         | 30 September<br>2016  | 30 September<br>2017 | 30 September<br>2016 |
|   | ----- (Rupees in '000) ----- |                       |                      |                      |
| Sales   | 1,528,274                    | 1,221,737             | 434,434              | 322,875              |
| Sales tax and discount                        | (204,501)                    | (144,392)             | (53,759)             | (37,039)             |
|   | <u>1,323,773</u>             | <u>1,077,345</u>      | <u>380,675</u>       | <u>285,836</u>       |
| Cost of sales                                 | (892,738)                    | (753,300)             | (233,865)            | (174,027)            |
| <b>Gross margin</b>                           | <u>431,035</u>               | <u>324,045</u>        | <u>146,810</u>       | <u>111,809</u>       |
| Marketing, selling and distribution cost      | (251,141)                    | (326,869)             | (95,027)             | (112,628)            |
| Administrative expenses                       | (38,538)                     | (53,811)              | (16,591)             | (15,582)             |
| Other expenses                                | (18,192)                     | 27,764                | (2,034)              | 29,982               |
| Other income                                  | 54,812                       | 23,621                | 18,009               | 4,374                |
|   | <u>(253,059)</u>             | <u>(329,295)</u>      | <u>(95,643)</u>      | <u>(93,854)</u>      |
|   | <u>177,976</u>               | <u>(5,250)</u>        | <u>51,167</u>        | <u>17,955</u>        |
| Earned carrying charges                       | 63,323                       | 103,807               | 28,611               | 30,100               |
| Finance cost                                  | (124,028)                    | (104,089)             | (41,220)             | (36,122)             |
|   | <u>(60,705)</u>              | <u>(282)</u>          | <u>(12,609)</u>      | <u>(6,022)</u>       |
| <b>Profit / (loss) before taxation</b>        | <u>117,271</u>               | <u>(5,532)</u>        | <u>38,558</u>        | <u>11,933</u>        |
| Taxation                                      | (45,431)                     | (1,836)               | (11,177)             | (2,506)              |
| <b>Profit / (loss) for the year</b>           | <u><u>71,840</u></u>         | <u><u>(7,368)</u></u> | <u><u>27,381</u></u> | <u><u>9,427</u></u>  |
|   | ----- (Rupee) -----          |                       |                      |                      |
| <b>Earnings per share - basic and diluted</b> | <u>1.58</u>                  | <u>(0.16)</u>         | <u>0.60</u>          | <u>0.21</u>          |

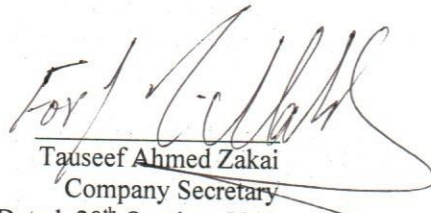
**DISCLOSURE FORM  
IN TERMS OF SECTION 96 AND 131 OF THE SECURITIES ACT, 2015**

|                        |  |
|------------------------|--|
| Name of the Company    | Singer Pakistan Limited                              |
| Address of the Company | Plot 39, Sector 19, Korangi Industrial Area, Karachi |
| Date of Report         | 20 <sup>th</sup> October, 2017                       |
| Contact Information    | Nadeem M. Butt, CFO, 021-35052941-5 Ext- 306         |

|                                     |   |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | <b>Disclosure of inside information by the listed company</b>   |
|                                     | Public disclosure of inside information, which directly concerns the listed securities  |
|                                     | <p>During the Board of Directors meeting on 20 October 2017 the management proposed the possibility of merger of Cool Industries (Pvt). Ltd ("CIPL") the manufacturer of Waves branded domestic appliances in to Singer Pakistan Ltd ("SPL" or the "Company") as both companies have synergies in their businesses. The merger shall have the potential of bringing economies of scale and a number of benefits to the Company. The Board therefore approved the evaluation and initiation of non-binding discussions for merger/amalgamation between SPL, CIPL and Link Wel (Private) Limited ("LWPL") which is CIPL's marketing company (the "Potential Merger Transaction").</p> <p>Furthermore, in order to bring enhanced focus on the retail business of Electronic goods and pursue the growth possibilities in this area in the country, the management proposed the Board to consider a carve out of SPL's retail business into Electronics Marketing Company (Private) Limited "EMCPL" a wholly owned subsidiary of SPL. The Board approved the decision to carve out SPL's retail business into EMCPL and authorized the management to take steps for preparation of the relevant Scheme of Arrangement ("the Potential Demerger Transaction") under the provisions of section 279 to 282 of the Companies Act 2017 for consideration of the Board.</p> <p>In this respect the Chief Executive Officer of the Company is authorized by the Board to conduct all necessary steps for the purpose of evaluation/recommendation of the Potential Merger Transaction to the Board for review and consideration. Please note that the approval is for the initiation of nonbinding discussions, evaluations and recommendations of the Potential Merger Transaction to the Board. The final terms of the Potential Merger Transaction would be subject to approval of the Board and completion of necessary corporate and regulatory formalities as the case may be. The Chief Executive Officer is also authorized to finalize the terms for the Potential Demerger Transaction, including draft Scheme of Arrangement for consideration of the Board.</p> <p>We shall continue to keep you informed of the progress in respect of the above matter.</p> |

**SIGNATURE**

In case of Company pursuant to the requirements of the Securities and Exchange Ordinance, 1969 (XVII of 1969) and the Securities Act, 2015, the Company has duly caused this form / statement to be signed on its behalf by the undersigned hereto duly authorized

  
Tauseef Ahmed Zakai  
Company Secretary  
Dated: 20<sup>th</sup> October, 2017