



SAMIN TEXTILES LIMITED

01 February 2021

DGM – Company Affairs
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road, Karachi

Director / HOD
Enforcement Department
Securities & Exchange Commission of Pakistan
NIC Building, 63-Jinnah Avenue, Islamabad

Subject: Disclosure of Material Information – Rule Book of Pakistan Stock Exchange Limited (PSX), applicable provisions of the Securities Act, 2015 (the Act) and the Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Regulations, 2017 (the Regulations)

Dear Sir,


In accordance with the requirements of the Rule Book of Pakistan Stock Exchange Limited (PSX), applicable provisions of the Act and the Regulations and in continuation of our previous notifications dated 18 January 2021, 21 January 2021, 22 January 2021 and 27 January 2021, Samin Textiles Limited (SMTM or the Company) hereby conveys the following information:

We would like to inform you that a notice of submission of proposed Offer Letter along with the relevant annexures with respect to the acquisition of up to =4,392,965= ordinary shares in the Company from shareholders (other than the Sponsor Sellers) constituting up to approximately =16.4358%= of the issued share capital of the Company under provisions of the Act and the Regulations, has been received by us from Integrated Equities Limited, who are acting as Manager to Offer, on behalf of Mr. Haroon Ahmad Khan (the "Acquirer").

Moreover, copies of the letter received along with the proposed Offer Letter are enclosed herewith for your information.

A disclosure form under the Securities Act, 2015 is attached herewith. You may please inform the members of your Exchange accordingly.

Thanking you.
For Samin Textiles Limited


Muhammad Tayyab
Company Secretary

Enclosed: As above

Head Office:

50-Main Gulberg, #C, Lahore, Pakistan.
Tel: (92-42) 3575 3761 - 64 Fax: (92-42) 3575 3688
Email: samin@samintextile.com www.samintextile.com

Mills:

8-K.M Off, Manga Raiwind Road,
Tehsil & Distt. Kasur, Pakistan.
Tel: +92-42-3539 2593-5 Fax: +92-42-3539 2592



SAMIN TEXTILES LIMITED

Disclosure Form under the Securities Act, 2015

Name of the Company Samin Textiles Limited

Date of Report (date of earliest event reported if applicable) 01 February 2021

Exact name of the Company as specified in its Memorandum Samin Textiles Limited

Registered address of the Company 50-C, Main Gulberg, Lahore

Contact Information
Muhammad Tayyab
Company Secretary
Samin Textiles Limited
Phone: +92-42-35753761, +92-345-4128193

Disclosure of inside information by the Company in terms of the Securities Act, 2015

We would like to inform you that a notice of submission of proposed Offer Letter along with the relevant annexures with respect to the acquisition of up to =4,392,965= ordinary shares in the Company from shareholders (other than the Sponsor Sellers) constituting up to approximately =16.4358%= of the issued share capital of the Company under provisions of the Act and the Regulations, has been received by us from Integrated Equities Limited, who are acting as Manager to Offer, on behalf of Mr. Haroon Ahmad Khan (the "Acquirer").

Moreover, copies of the letter received along with the proposed Offer Letter are enclosed herewith for your information.


Muhammad Tayyab
Company Secretary
Samin Textiles Limited

Head Office:

50-Main Gulberg, #C, Lahore, Pakistan.

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30 January 2021

General Manager Operations

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road,
Karachi



Executive Director

Public Offering and Regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, 63-Jinnah Avenue, Islamabad

The Chief Executive Officer

Samin Textiles Limited
50 – C, Main Gulberg, Lahore

Public Announcement of Offer to Acquire up to =4,392,965= ordinary shares representing approximately 16.4358% of the total issued share capital of Samin Textiles Limited (Target) by Mr. Haroon Ahmad Khan (Acquirer) under the Securities Act, 2015 (the Act) read with the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations 2017 (the Regulations)

Dear Sir(s),

This is further to our letter dated 27 January 2021 on the above cited subject.

In accordance with Section 24(4) of the Regulations, we are hereby furnishing to you the copy of the proposed Offer Letter along with relevant annexures.

For Integrated Equities Limited
(Manager to the Offer for Mr. Haroon Ahmad Khan)

Sardar Ali Wattoo
Chief Executive Officer

Enclosed: Proposed Offer Letter along with relevant annexures

Integrated Equities Limited
TREC Holder Pakistan Stock Exchange Limited

OFFER LETTER

Date: _____

To,

[Name and details of the eligible shareholder]

Subject: Purchase of Shares of Samin Textiles Limited

Dear Sir,

In pursuance of the Public Announcement of Offer made by Mr. Haroon Ahmad Khan (the "Acquirer") and published in the Daily Nawai-e-Waqt (Urdu) and Nation (English) nation-wide editions on 29 January 2021, this is to inform you that we intend to acquire 16.4358 % of the total issued capital of Samin Textiles Limited (the "Target Company" or "SMTM") comprising of 4,392,965 Ordinary shares of PKR 10/- each. Therefore we are making an offer to you for the acquisition of your _____ (shares as per List of Beneficial Owner (LOBO) on date of book closure) shares of SMTM.

The Acquirer has entered into a Share Purchase Agreement dated 22 January 2021 with Mr. Sarmad Amin, Mrs. Mehvash Amin, Mr. Jehanzeb Amin and Mrs. Shehla Saigol (collectively, the "Sponsor Sellers") for the sale and purchase of =17,942,071= ordinary shares representing approximately 67.1284% of the total issued share capital of the Target company along with management control, at any aggregate sale price of PKR =25,000,000/= (Pak Rupees Twenty Five Million Only) calculated at a rate of PKR 1.3934/= per share

In pursuance of our obligations under Securities Act 2015 (the Act) and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the Regulations) you are hereby, being made an offer to sell your _____ [number of shares as per LOBO] of Samin Textiles Limited at PKR =1.3934/= per share to the Acquirer. In accordance with sub-section (2) of Section 112 of the Securities Act 2015, in case the numbers of voting shares offered for sale by shareholders are more than the voting shares to be acquired by the Acquirer, the Acquirer shall, in consultation with the Manager to the Offer, may accept the public offer or offers received from the shareholders on proportional basis. The public announcement of offer containing detailed information can be viewed at our website: www.iel.net.pk

The offer is valid until Wednesday, 24 March 2021. You may accept the offer between Thursday, 18 March 2021 to Wednesday, 24 March 2021 during business hours from 9:00 am to 5:00 pm by completing and sending the letter of acceptance (in the form attached hereto) and providing the requisite documents stated therein (including tendering your shares to the Manager to the Offer in Central Depository Company Account as follows:

CDC Account Details:	
CDC Account Title:	Manager to offer – Samin Textiles Limited
CDC Participant ID:	13912
CDC Sub Account No.	3777
Transaction Reason Code:	UIN: 35201-1403353-9 - For Intra Account – A021 - For Inter Account – P015

However, in case of physical shares, the original shares certificates with signed and verified transfer deeds must be submitted to the Manager to the Offer, whose contact details are provided below, by or before 5:00 pm on the Closing Date. In the event that the letter of acceptance and the requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt).

All payments through bank draft/pay order [mode of payment] against shares accepted by the Acquirers will be made within a period of not more than 10 days from date of closure of the acceptance period.

In case of any query regarding the public announcement of offer, you may contact the Manager to the Offer or Acquirer at the following Addresses:

Manager to Offer	Acquirer
Iqbal Hussain Integrated Equities Limited 1 st Floor, Building no. 202, Block Y (Commercial), Phase 3, DHA, Lahore Cell no.: 0321 9663 263 Ph. no. +92 42 574 1714-15 Email: iqbal.hussain@iel.net.pk Email: info@iel.net.pk Website: www.iel.net.pk	Haroon Ahmad Khan H. No. 15/3, Block A Model Town Lahore Email: haroon37@outlook.com Ph. no. +92 42 574 1714-15

The Acquirer accepts all the responsibility for the information contained in this Offer Letter.

Haroon Ahmad Khan
(The Acquirer)
CNIC No. 35201-1403353-9

Enclosed: As above

PUBLIC OFFER ACCEPTANCE LETTER

Date: _____

The Manager to the Offer
Integrated Equities Limited
1st Floor, Building no. 202,
Block Y (Commercial), Phase 3, DHA, Lahore
Ph. no. +92 42 574 1714-15

Subject: Irrevocable Acceptance of Offer to Purchase Shares of Samin Textiles Limited

Dear Sir/Madam,

I/ we the undersigned refer to the offer letter dated _____ ("Offer Letter") received from Integrated Equities Limited ("Manager to the Offer") on behalf of Mr. Haroon Ahmad Khan (the "Acquirer") with respect to the proposed acquisition by the Acquirer (through Public Offer) of =4,392,965= Ordinary Shares (representing 16.4358 % of the total issued and paid up share capital of Samin Textiles Limited (the "Target Company" or "SMTM"), at PKR 1.3934 per Ordinary Share of SMTM (the "Offer Price") on the terms and conditions set out in the Offer Letter.

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

1. Shareholder Details	1.1 Joint Registered Holders (if any)
Name: _____ (as shown on the share certificate/CDC account title)	1. Name: _____ (as shown on the share certificate/CDC account title)
Address: _____ _____ _____	Address: _____ _____ _____
Telephone No. _____	2. Name: _____ (as shown on the share certificate/CDC account title)
Email. _____	Address: _____ _____ _____
CNIC/NTN No. _____ (CNIC No. for individuals and NTN No. for corporates)	
UIN No. _____ (For Corporate only)	

2. Share Details

(a). No. of shares to be tendered

(b). Form of shares (Please tick and fill the appropriate column)

If Physical Shares then tick here	Folio No.	Certificate No.

If CDC, then tick here	Participant ID Sub Account No.	Investor Account No.

3. Signatures

Signatures of Individuals or in case of Company then Director / Secretary along with the Company Stamp

1.	2.	3.

4. Required documents to be attached with Letter of Acceptance

(a)	For Individual Applicants	Please tick
1.	An attested copy of computerized National Identity Card	
2.	Share Certificate and verified Transfer Deeds (for physical shares)	
3.	Share splitting authorization letter (attached as Annexure-A)	
4.	Authority Letter to pick-up excess shares through a representative (for physical shares, if a separate person is to be given authority (attached as Annexure-B)	
5.	Copy of CDC transfer slips (for CDC Shares only)	
(b)	For Corporate Applicants	Please tick
1.	Certified copy of the Memorandum and Articles of Association	
2.	A certified copy of Certificate of Incorporation	
3.	Certified copies of Computerized National Identity Card of the signatories	
4.	Certified copy of Board Resolution authorizing persons to sell the Shares with specimen signature of such authorized persons	
5.	Original Share Certificates and verified Transfer Deeds (for physical shares only)	

6.	Share splitting authorization letter (attached as Annexure-A)	
7.	Authority Letter to pick-up excess shares through a representative (for physical shares) (attached as Annexure-B)	
8.	Copy of CDC transfer slips (for CDC shares only)	
9.	Copy of NTN Certificate	

I/We confirm understand and acknowledge that if this Letter of Acceptance is furnished without the requisite documents, the same may be rejected by the Manager to the Offer as being incomplete and invalid.

Procedure for Accepting Public Offer

1. In order to accept the Public Offer, the Shareholders are required to send the Letter of Acceptance, duly completed and signed, along with the requisite documents (as set out above) to the Manager to the Offer at its address given above by so as to reach by or before 5:00 pm on Wednesday, 24 March 2021 (the Closing Date). Please ensure that while filling the Letter of Acceptance, all the information required is provided, including the number of Shares to be tendered. In the event that the Letter of Acceptance and the requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt)
2. Receipt by the Manager to the Offer by the Closing Date of the duly completed and signed Letter of Acceptance along with the required documents will constitute acceptance of the Public Offer.
3. Completed Acceptance Forms once submitted cannot be revoked by Shareholders selling in the Public Offer.

Note:

In case the number of Shares tendered in acceptance of the Offer exceeds =4,392,965= shares, the Manager to the Offer (as defined herein above) on behalf of the Acquirer will adjust (reduce) the number of Shares for each selling Shareholder on proportional basis provided that the minimum number of shares acquired from a single shareholder shall be 500 shares or, if the holding of a shareholder is less than 500 shares, the entire holding of that shareholder will be accepted, and the excess tendered Shares for each selling Shareholder shall be returned/re-transferred (as the case may be) to the relevant selling Shareholder.

CDC Shares:

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

Shares Transfer from CDC Participant Account:

Investors maintaining CDC Sub Accounts with participants shall request the concerned participant to transfer shares to CDC Sub Account # 13912-3777 with [Transaction Reason Code A021 for Intra Account

and P015 for Inter Account (Manager to the Offer – Samin Textiles Limited). The participant should clearly mention the name of the account holder in the remarks column of the CDC Shares transfer transaction.

Shares Transfer from CDC Investor Account:

Investors maintaining CDC Investor account shall deposit shares transfer slips to CDC Investor Account Services and send the Manager to the Offer (Integrated Equities Limited) by or before 5:00 pm on Wednesday, 24 March 2021 a copy of the CDC investor account slip along with the Acceptance Form.

Physical Shares:

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

ANNEXURE "A"

Date: _____

The Manager to the Offer
Integrated Equities Limited
1st Floor, Building no. 202,
Block Y (Commercial), Phase 3, DHA,
Lahore
Ph. no. +92 42 574 1714-15

Subject: Authorization to Split Shares Certificate(s)

Dear Sir,

Pursuant to my irrevocable acceptance, with respect to the Public Offer by Mr. Haroon Ahmad Khan (the "Acquirer") to purchase shares of Samin Textiles Limited (the "Target Company" or "SMTM"), submitted to Integrated Equities Limited ("IEL") as the Manager to the Offer, please find enclosed herewith _____ shares of SMTM in physical form. If the Public Offer is oversubscribed, I/We authorize you to split the share certificates proportional basis in the denominations determined by IEL.

Name (s): _____

Signature(s): _____

Folio #: _____

Enclosed:

- Original Share Certificate(s)
- Verified Transfer Deed(s)

Only to be filled by shareholders submitting physical shares

ANNEXURE "B"

Date: _____

The Manager to the Offer
Integrated Equities Limited
1st Floor, Building no. 202,
Block Y (Commercial), Phase 3, DHA,
Lahore
Ph. no. +92 42 574 1714-15

Subject: Authorization to Pick Up excess physical shares

Dear Sir,

This is with reference to the _____ physical shares of Samin Textiles Limited (the "Target Company" or "SMTM") submitted by me / us to Integrated Equities Limited ("IEL") as the Manager to the Offer pursuant to the Public Offer by Mr. Haroon Ahmad Khan (the "Acquirer") to purchase the shares of SMTM.

I, _____, holding CNIC No. _____, (OR [insert name of company], duly incorporated under the laws of Pakistan and having its registered office at _____) hereby authorize _____, holding CNIC No. _____, to pick up on my / our behalf, from Integrated Equities Limited, 1st Floor, Building no. 202, Block Y (Commercial), Phase 3, DHA, Lahore, any left-over physical shares of SMTM that were not purchased by the Acquirer under the Public Offer and continue to be owned by me / us.

Name (s): _____

Signature(s): _____

Folio #: _____

Enclosed:

- Copy of the CNIC of shareholder
- Copy of Board Resolution / Power of Attorney in favour of assignee, if shareholder is a body corporate along with specimen signatures
- Copy of CNIC of Assignee

Only to be filled by shareholders submitting physical shares

Folio No. _____

Application No. _____

Certificate/s Number _____

Form for Transfer of Shares
(First Schedule to the Companies Act, 2017)

The _____
I / We _____ s/d/w/o _____ r/o _____
_____ (hereinafter called "the transferor") in consideration of the
sum of rupees _____ paid to me / us by _____
_____ s/d/w/o _____ r/o _____
_____ hereinafter called the transferee(s), do hereby transfer to
the said transferee(s) _____
the _____ share (or shares) with distinctive numbers from _____
to _____ inclusive, in the _____
_____ to hold unto the said transferee(s), his / her / their executor(s),
administrator(s) and assigns, subject to the several conditions on which I / we held the same at the time of execution
hereof, and I / we the said transferee(s), do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this _____ day of _____

Signature _____

Transferor (seller)

Full Name _____

Father's / Husband's Name _____

CNIC No.					-						-	
----------	--	--	--	--	---	--	--	--	--	--	---	--

Encl: Photocopy of CNIC

(in case of foreigner, Passport #) _____

Nationality _____

Occupation _____

Residential Address _____

Cell No. _____

Signature _____

Transferee (buyer)

Full Name _____

Father's / Husband's Name _____

CNIC No.					-							-	
----------	--	--	--	--	---	--	--	--	--	--	--	---	--

Encl: Photocopy of CNIC

(in case of foreigner, Passport #) _____

Nationality _____

Occupation _____

Residential Address _____

Cell No. _____

Landline

Email Address _____

WITNESS 1:

Signature _____ Date _____

Name _____

CNIC No.					-							-	
----------	--	--	--	--	---	--	--	--	--	--	--	---	--

Encl: Photocopy of CNIC

Full Address _____

WITNESS 2:

Signature _____ Date _____

Name _____

CNIC No.					-						-	
----------	--	--	--	--	---	--	--	--	--	--	---	--

Encl: Photocopy of CNIC

Full Address _____

Bank Account Details of Transferee for Payment of Cash Dividend

(Mandatory in case of a listed company or optional for any other company)

It is requested that all my cash dividend amounts declared by the company, may be credited into the following bank account:

[illegible]