



Hallmark Company Limited  
Plot # 38/A,  
Opposite The Intellect School,  
Ground Floor, Korangi Creek,  
Karachi, Pakistan.  
Off: 021-35155112  
Email: [hallmark@bizcorei.com](mailto:hallmark@bizcorei.com)

HCL/CORP/2020-21/0809

August 6, 2021

**The General Manager**

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

**Director/ HOD**

Enforcement Department  
Securities and Exchange Commission of Pakistan  
National Insurance Corporation Building  
63 Jinnah Avenue, Islamabad

**Subject: Disclosure of Material Information**

Dear Sirs/Madam,

In accordance with the requirements of the Rule Book of Pakistan Stock Exchange Limited, applicable provisions of the Act and the Regulations and in continuation of our previous notifications dated June 08 2021, July 28 2021 and August 03, 2021 we would like to notify you that a notice of submission of proposed Offer Letter along with the relevant annexures has been received by us from Muhammad Munir Muhammad Ahmed Khanani Securities Limited (Manager to the Offer) on behalf of Mr. Irtaza Zafar Sheikh and GAZPAK (Private) Limited ("**Acquirers**") to acquire 82,890 shares and control of Hallmark Company Limited ("**Target Company**").

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

You may please inform the members of your Exchange accordingly.

Yours truly,  
For and on behalf of **HALLMARK COMPANY LIMITED**

**AMJAD WAQAR**  
Company Secretary

Date: August 6, 2021

**The Executive Director**

Public Offering and Regulated Persons Department  
Securities and Exchange Commission of Pakistan  
National Insurance Corporation Building  
63 Jinnah Avenue, Islamabad

**The General Manager**

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

**Chief Executive Officer**

Hallmark Company Limited  
Plot # 38/A Opposite The Intellect School,  
Ground Floor, Korangi Creek,  
Karachi, Pakistan

**Subject: Proposed Offer Letter – Public Announcement of Offer to acquire 82,890 shares and control of Hallmark Company Limited by Mr. Irtaza Zafar Sheikh and GAZPAK (Private) Limited (“Acquirers”).**

Dear Sirs/Madam,

Reference is being made to our letter dated August 02, 2021, we, Muhammad Munir Muhammad Ahmed Khanani Securities Limited as Manager to the Offer on behalf of the acquirers submitted the Public Announcement of Offer to acquire 82,890 shares and control of Hallmark Company Limited (“Target Company”).

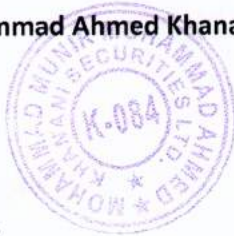
In compliance with Regulation 24(4) of the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017, we are hereby furnishing to you the copy of the proposed offer letter along with the relevant annexures.

For and on behalf of

**Muhammad Munir Muhammad Ahmed Khanani Securities Ltd**  
(Manager to the Offer)



Zaid Farooq Lodhia  
VP-Investment Banking



*Enclosure: Proposed offer letter along with relevant annexures.*



## Offer Letter

Date: \_\_\_\_\_

To: [Name of eligible shareholder]

**Subject: Purchase of shares of Hallmark Company Limited**

Dear Sir/Madam,

1. In pursuance of the public announcement of offer made by M/s GAZPAK (Private) Limited and Mr. Irtaza Zafar Sheikh (the **"Acquirers"**) and published in the \_\_\_\_\_ on \_\_\_\_\_ [date] this is to inform you that we, the Acquirers, intend to acquire 16.578% voting shares of Hallmark Company Limited (the **"Target Company"**) and control of the Target Company. Therefore, we are making an offer to you for the acquisition of your \_\_\_\_\_ shares of the Target Company.
2. In pursuance of our obligations under the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 you are hereby being made an offer to sell your \_\_\_\_\_ shares of the Target Company at PKR 73.305 per share to the Acquirers. In accordance with sub-section (2) of Section 112 of the Securities Act 2015, in case the number of voting shares offered for sale by the shareholders is more than the voting shares offered to be acquired by the Acquirers, the Acquirers shall, in consultation with Muhammad Munir Muhammad Ahmed Khanani Securities Limited (the **"Manager to the Offer"**), accept the public offer or offers received from the shareholders on a proportional basis. The public announcement of offer containing detailed information can be viewed at the website i.e. [www.munirkhanani.com](http://www.munirkhanani.com)
3. The offer is valid until 1700 hours PST on Monday September 27, 2021. You may accept the offer between 0900 hours PST on Tuesday September 21, 2021 to 1700 hours PST on Monday September 27, 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 the following CDC Account.

**CDC Account Details:**

CDC Account Title: Manager to the Offer Hallmark Company Limited

CDC Participant ID: 06684

CDC Account No: 244692

**Transaction Reason Code:**

- For Intra Account – A021

- For Inter Account – P015

However, in case of physical shares, the original share certificates with signed and verified transfer deeds must be submitted to the Manager to the Offer, whose contact details are provided below, by and before 5:00 pm on the date of closure of the acceptance period. 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).

4. All payments be payable in form of cash or through demand draft or pay order or cheque or any other banking instrument against shares accepted by the Acquirers will be made within a period of not more than 10 days from the date of closure of the acceptance period.

5. In case of any query regarding the public announcement of offer, you may contact the Acquirers or the Manager to the Offer at the following addresses:

	Acquirers		Manager to the Offer
Name:	GAZPAK (Private) Limited	Irtaza Zafar Sheikh	Muhammad Munir Muhammad Ahmed Khanani Securities Limited
Address:	23-B, Lalazar, off M. T. Khan Road, Karachi, Pakistan.	550 Pinehaven Dr, Houston, Texas, 77024 United States	Room# 624, 6th Floor, PSX Building, Karachi, Pakistan.
Phone:	021-38658896	021-38658896	Phone: 021-36490034
Email:	gazpakpvtltd@outlook.com	irt4za@gmail.com	mmunirkhanani@hotmail.com

The acquirer, and where acquirer is a company, its directors, accept all responsibility for the information contained in this offer letter.

Yours truly,

.....  
For and on behalf of  
**GAZPAK (Private) Ltd**

**Salman Chamdia**  
Chief Executive Officer  
42301-7427487-1

.....  
**Mr. Irtaza Zafar Sheikh**  
CNIC: 35201-0686874-7



## LETTER OF ACCEPTANCE

The Manager to the Offer  
Muhammad Munir Muhammad Ahmed Khanani Securities Ltd.  
Room# 624, 6th Floor, PSX Building, Karachi  
Tel: 021-36490034

**Subject:** Irrevocable Acceptance of Offer to Purchase Shares of Hallmark Company Limited  
("HCL" or the "Company")

Dear Sir,

Reference is made to the Offer Letter dated \_\_\_\_\_ ("**Offer Letter**") received from Muhammad Munir Muhammad Ahmed Khanani Securities Limited ("**Manager to the Offer**") on behalf of M/s GAZPAK (Private) Limited and Mr. Irtaza Zafar Sheikh (hereinafter referred to as the "**Acquirers**") pursuant to the Public Announcement of Offer made by the Acquirers to purchase **82,890** ordinary shares (representing 16.578% of the total issued and paid up ordinary share capital of HCL).

I / we, the undersigned, do hereby communicate my / our irrevocable acceptance of the offer made by the Acquirers with respect to the sale to the Acquirers of the shares of HCL tendered below at PKR 73.305 per ordinary share on the terms and conditions set out in the Offer Letter, the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

Details of my/our shareholding in the Company is/are as under:

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 #: _____	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 Corporates only)	

**2. Share Details**

a) No. of shares to be tendered

b) Form of Shares (Please tick and fill the appropriate boxes)

Physical Shares

Folio#

Certificate#

CDC

Participant ID – Sub Account #

Investor Account#

**3. Signatures**

Signatures of Individuals or Director/Secretary along with company stamp for Companies

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**4. Required documents to be attached with Letter of Acceptance**

## a) For Individual Applicants

1. An attested copy of Computerized National Identity Card ☐
2. Original Share Certificate and verified Transfer Deeds (for physical shares only) (attached as Annexure-A) ☐
3. Share splitting authorization letter (for physical shares only) (attached as Annexure-B) ☐
4. Authority Letter to pick-up excess shares through a representative (for physical shares only) (attached as Annexure-C) (if a separate person is to be given authority) ☐
5. Copy of CDC transfer slips (for CDC Shares only) ☐

## b) For Corporate Applicants

1. Certified Memorandum and Articles of Association ☐
2. A certified copy of Certificate of Incorporation ☐
3. Certified copies of Computerized National Identity Card(s) 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) (attached as Annexure-A) ☐
6. Share splitting authorization letter (for physical shares only) (attached as Annexure-B). ☐
7. Authority Letter to pick-up excess shares through a representative (for physical shares only) (attached as Annexure-C) (if a separate person is to be given authority) ☐
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.



### Procedures for accepting the 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 Monday September 27, 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.

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**Note:** In case the number of shares tendered in acceptance of the Offer exceeds **82,890** ordinary 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 a pro-rata 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 Account No. 244692 [Transaction Reason Code A021 for Intra Account and P015 for the Inter Account] (Manager to the Offer Hallmark Company 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 the CDC Investor Account Services and send the Manager to the Offer (Muhammad Munir Muhammad Ahmed Khanani Securities Limited) by or before 5:00 pm on Monday September 27, 2021 (the Closing Date) a copy of the CDC investor account slip along with 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**  
**TRANSFER DEED**

**\*\*only to be filled by Shareholders submitting physical shares \*\***

Folio No. \_\_\_\_\_

Application No. \_\_\_\_\_

Certificate/s No. \_\_\_\_\_

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

**The Company Secretary**  
Hallmark Company Limited  
Karachi

I/We \_\_\_\_\_ (hereinafter called "the transferor") in consideration of the sum of \_\_\_\_\_ rupees \_\_\_\_\_ paid to me / us by \_\_\_\_\_ s/d/w/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. \_\_\_\_\_

*Enclosed: Photocopy of CNIC*

(in case of foreigner, Passport #) \_\_\_\_\_

Nationality \_\_\_\_\_

Occupation \_\_\_\_\_

Residential Address \_\_\_\_\_

Cell No \_\_\_\_\_

Landline \_\_\_\_\_

Email Address- \_\_\_\_\_

Witness 1

Signature \_\_\_\_\_ Dated \_\_\_\_\_

Name: \_\_\_\_\_

CNIC: \_\_\_\_\_

*Enclosed: Photocopy of CNIC*

Full Address: \_\_\_\_\_

Signature \_\_\_\_\_

Transferee (buyer)

Full Name \_\_\_\_\_

Father's / Husband's Name \_\_\_\_\_

CNIC no. \_\_\_\_\_

*Enclosed: Photocopy of CNIC*

(in case of foreigner, Passport #) \_\_\_\_\_

Nationality \_\_\_\_\_

Occupation \_\_\_\_\_

Residential Address \_\_\_\_\_

Cell No \_\_\_\_\_

Landline \_\_\_\_\_

Email Address \_\_\_\_\_

Witness 2

Signature \_\_\_\_\_ Dated \_\_\_\_\_

Name: \_\_\_\_\_

CNIC: \_\_\_\_\_

*Enclosed: 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:

Transferee Details	
International Bank Account Number (IBAN) - Mandatory	PK
Bank's Name	
Branch Name and Address	

It is stated that the above mentioned information is correct and that I will intimate the changes in the above mentioned information to the Company and the concerned Share Registrar as soon as these occur.

\_\_\_\_\_  
**Signature of Transferee(s)**



**"Annexure B"**

**Share splitting Authorization Letter**

**\*\*Only to be filled by shareholders submitting physical shares\*\***

Date: \_\_\_\_\_

The Manager to the Offer  
Muhammad Munir Muhammad Ahmed Khanani Securities Ltd.  
Room# 624, 6th Floor, PSX Building, Karachi  
Tel: 021-36490034

**Subject: Authorization to split Shares Certificate(s)**

Dear Sir,

Pursuant to my irrevocable acceptance, with respect to the Public Offer by M/s GAZPAK (Private) Limited and Mr. Irtaza Zafar Sheikh (hereinafter referred to as the "**Acquirers**") to purchase ordinary shares of Hallmark Company Limited ("**HCL**" or the "**Company**"), submitted to Muhammad Munir Muhammad Ahmed Khanani Securities Limited as the Manager to the Offer, please find enclosed herewith \_\_\_\_\_ shares of HCL in physical form. If the Public Offer is oversubscribed, I/we authorize you to split the share certificates pro-rata in the denominations determined by Muhammad Munir Muhammad Ahmed Khanani Securities Limited.

**Share Certificate Number to be Split** \_\_\_\_\_<sup>1</sup>  
**Total Shares to be allocated to Acquirers** \_\_\_\_\_  
**Total Shares to be returned to me/us** \_\_\_\_\_

**Name (s):** \_\_\_\_\_

**Signature(s):** \_\_\_\_\_

**Folio #:** \_\_\_\_\_

*Enclosed:* Original Share Certificate(s)  
Verified Transfer Deed(s)

<sup>1</sup> Blanks will be filled by Muhammad Munir Muhammad Ahmed Khanani Securities Limited

**"Annexure C"**

*Authority Letter for pick-up of excess shares*

**\*\*Only to be filled by shareholders submitting physical shares\*\***

Date: \_\_\_\_\_

The Manager to the Offer  
Muhammad Munir Muhammad Ahmed Khanani Securities Ltd.  
Room# 624, 6th Floor, PSX Building, Karachi  
Tel: 021-36490034

**Subject:      Authorization to pick-up excess physical shares**

Dear Sir,

This is with reference to the \_\_\_\_\_ physical ordinary shares of Hallmark Company Limited ("HCL" or the "**Company**") submitted by me / us to Muhammad Munir Muhammad Ahmed Khanani Securities Limited (as the Manager to the Offer) pursuant to the Public Offer by M/s GAZPAK (Private) Limited and Mr. Irtaza Zafar Sheikh (hereinafter referred to as the "**Acquirers**"), to purchase the shares of the Company.

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 Muhammad Munir Muhammad Ahmed Khanani Securities Limited Room# 624, 6th Floor, PSX Building, Karachi any left-over physical certificates of shares of HCL that were not purchased by the Acquirer under the Public Offer and continue to be owned by me / us.

**Name (s):** \_\_\_\_\_

**Signature(s):** \_\_\_\_\_

**Enclosed:**      Copy of CNIC of Shareholder  
                     Copy of Board Resolution / Power of Attorney in favor of assignee, if shareholder is a  
                     body corporate  
                     Copy of CNIC of Assignee