

August 29, 2024

The Managing Director
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

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

Subject: Disclosure Under Takeover Regulations


Dear Sirs,

It is hereby notified that Agha Steel Industries Limited (the **"Target Company"**) has received an intention from Fauji Foundation (the **"Acquirer"**) to acquire control and shares of the Target Company beyond the thresholds prescribed under Section 111 of the Securities Act, 2015.

This intention has been notified to the Board of Directors of the Target Company on August 29, 2024.

The Pakistan Stock Exchange Limited is requested to make the above information immediately available to the shareholders of the Target Company under Regulation 5(1) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, by placing it on the notice board and through notification on automated information system.

For and on behalf of Agha Steel Industries Limited



Muhammad Muneeb Ishaq
Company Secretary
Agha Steel Industries Limited





Stock Brokers at PSX
Investment Advisors
Financial Consultants
M&A, IPO, REITs Advisors

29 August 2024

Through Email / Courier

The Chief Executive Officer

Agha Steel Industries Limited
Plot No NWIZ/1/P-133,
(SP-6) D-2 Port Qasim Authority,
Karachi

The General Manager

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

Executive Director/HOD

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

Public Announcement of Intention to Acquire Shares and Control of Agha Steel Industries Limited by Fauji Foundation under the Securities Act, 2015 (the Act) and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the Regulations)

Dear Sir(s),

We, the Integrated Equities Limited (IEL) have been appointed as Manager to Offer (MTO) by Fauji Foundation (the "Acquirer"), in accordance with the provisions of the Act and the Regulations.

On behalf of the Acquirer, we are pleased to submit a Public Announcement of Intention (PI) to acquire Shares and Control of Agha Steel Industries Limited (Target).

The Public Announcement of Intention is intended to be published in one English and one Urdu newspaper with two working days in accordance with the Regulations and the Act.

Yours truly,

For Integrated Equities Limited
(Manager to the Offer)


Authorized Signatory



Enclosed: Public Announcement of Intention
Copy to: All Concerned

Integrated Equities Limited



FAUJI FOUNDATION

TRUST CREATED UNDER THE CHARITABLE ENDOWMENTS ACT 1890
FOR THE BENEFIT OF EX-SERVICEMEN AND THEIR FAMILIES

Tel : 5951821 to 5951840
Fax : 5951707

Fauji Towers, 68, Tipu Road,
Chaklala, Rawalpindi Cantt.
P.O. Box 84

PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE SHARES AND CONTROL OF AGHA STEEL INDUSTRIES LIMITED

BY
FAUJI FOUNDATION
UNDER
THE SECURITIES ACT, 2015

Admonishment: Please note that the public announcement of intention to acquire voting shares/control of the "Agha Steel Industries Limited" is subject to obtaining the requisite regulatory approvals where required. The public announcement of intention may be withdrawn, if the requisite approvals are not granted by the concerned regulatory authority(ies).

PART A

BRIEF DESCRIPTION OF THE INTENDED ACQUISITION

Intended Acquisition through	No. of Shares	Percentage
Agreement	Not determinable at this stage	Not determinable at this stage
Public Offer	Not determinable at this stage	To be determined in accordance with the Regulations and after finalization of due diligence and Agreement(s)

PART B

1) INFORMATION ABOUT THE ACQUIRER(S)

a. Names and Addresses of Acquirer along with person(s) acting in concert, if any:

Name	Fauji Foundation
Address	68 Tipu Road, Rawalpindi

b. Name(s) of the ultimate acquirer or the ultimate controlling shareholder:

Fauji Foundation was established as a charitable trust in 1954 under the Charitable Endowments Act, 1890. Accordingly, it has no ultimate controlling shareholder.

c. Name and address of manager to the offer of the acquirer:

Name of Manager to the Offer	Integrated Equities Limited
Address	30 Cricketers Colony, IEL Tower, NETSOL Avenue, Ghazi Interchange, Ring Road, Lahore



d. Principal areas of business of the Acquirer and relevant experience:

Fauji Foundation (FF) is a growth driven 'Social Hybrid Enterprise' which earns to serve its beneficiaries. It is the largest social entity in Pakistan having a strategically diversified portfolio of companies in Fertilizer, Cement, Food, Power Generation (Thermal and Renewable), Oil & Gas Exploration, LPG marketing & distribution, Marine Terminals, Financial Services (Bank and Financial Brokerage), and Employment Services. FF strives to achieve growth both nationally and internationally by means of selective acquisitions and strategic partnerships.

FF's associated companies listed on the Pakistan Stock Exchange have shown robust performance year after year, highlighting shareholder confidence in their management capabilities. FF's fully owned projects are generating great value and are poised for further growth and yield. FF has been in the Construction sector for over 25 years with the Cement Business and thus intends to explore Vertical Integration opportunity of Steel

e. In case the acquirer is a fund/company:

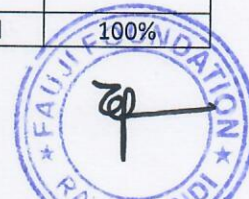
Not Applicable (N/A) as the Acquirer is a charitable trust under the Charitable Endowments Act, 1890. However, for more information on FF, please visit <https://www.fauji.org.pk/>

i) Names of the chief executive and directors of the company	N/A
ii) Names of substantial shareholders of the company	N/A
iii) Date of incorporation	N/A
iv) Jurisdiction of incorporation	N/A
v) Authorized and paid-up capital	N/A

f. Detail of companies, where the intended acquirer holds more than thirty percent voting shares:

Name of Company	Registration No.	Nature (listed / unlisted / private)	Nature of business	Jurisdiction of incorporation	Description held control / more than thirty % shares or both
Fauji Fertilizer Company Ltd.	0006241	Listed	Fertilizer	Islamabad	44.35%
Fauji Cement Company Ltd	0028972	Listed	Cement	Islamabad	61.65%
Mari Petroleum Company Ltd.	0012471	Listed	Petroleum	Islamabad	40%
Fauji Kabirwala Power Company Ltd.	0033051	Public Unlisted	Power	Islamabad	57.82%
Fauji Oil Terminal and Distribution Company Ltd.	0041853	Public Unlisted	Oil Terminal	Karachi	51.84%
Foundation Power Company Daharki Ltd	0004945	Public Unlisted	Power	Islamabad	100%
Fauji Akbar Portia Marine Terminal Ltd.	0052255	Public Unlisted	Marine Terminal	Karachi	50.31%
Fauji Meat Ltd.	0085037	Public Unlisted	Meat Processing	Islamabad	100%
Foundation Solar Energy Limited	0089959	Public Unlisted	Solar EPC	Islamabad	37.50%
Fongrow (Pvt.) Ltd.	0212713	Private	Agriculture	Islamabad	100%

For complete list of group entities please visit website: <https://www.fauji.org.pk/>



g. Information about ultimate beneficial owner of the intended acquirer(s):

N/A. For reasons explained in para (e) above.

h. Detail of any existing holding of voting rights in the target company:

(i) which the acquirer owns or over which they have control or direction:	NIL
(ii) which is owned or controlled or directed by any person acting in concert with the acquirer(s):	NIL
(iii) In respect of which the acquirer(s) or any person acting in concert with them has received an irrevocable commitment to accept the takeover offer; and in respect of which the acquirer(s) or any person acting in concert with them holds an option to purchase or warrants or other convertible securities:	NIL

i. All conditions (including normal conditions relating to acceptance, listing and increase of capital) to which the public offer or posting of it is subject:

The consummation of the acquisition shall be subject to, inter alia, finalization of acquisition terms, due diligence, execution of appropriate agreement(s) and receipt of all regulatory and corporate approvals, where required. The minimum level of acceptance, i.e. number and percentage shares, to which the offer is subject, if any, will be specified in the public offer.

PART C

2) INFORMATION ABOUT THE TARGET COMPANY

a. Name of the target company, its directors and major shareholders along with number of shares and percentage of paid-up capital:

Name of the Target Company: Agha Steel Industries Limited

Directors of the Target Company: As per quarterly accounts for the period ended 31 March 2024

Name	Designation
Mrs. Shazia Iqbal Agha	Chairperson – Non-Executive Director
Mr. Hussain Iqbal Agha	Chief Executive Officer
Mr. Raza Iqbal Agha	Executive Director
Mr. Asif Ahmed	Non-Executive Director
Mr. Muhammad Shahid	Non-Executive Director
Mr. Muhammad Asif Sheikh	Independent Director
Mr. Saeed A Mirza	Independent Director

Major Shareholders:

Based on the audited accounts for the year ended 30 June 2023

Name of Shareholder (above 10%)	No. of Shares	Percentage
Mr. Hussain Iqbal Agha	55,552,057	25.72%
Mr. Raza Iqbal Agha	47,201,502	24.34%

b. Total number of issued shares of the Company:

604,879,058 Ordinary Shares having face value PKR 10/- each.

c. Date of listing and offer price at the time of initial public offering:

Date of Listing: 02 November 2020

Offer Price at Time of IPO: PKR 30 per share



- d. Opening price at Securities Exchange at the time of listing: PKR 32 per share (approx.)
- e. Share price quoted on the Securities Exchange one day before the public announcement of intention: PKR 12.56 per share
- f. The volume weighted average share price as quoted on Securities Exchange during 04 weeks preceding date of public announcement intention: PKR 11.03 (01 Aug 2024 to 28 Aug 2024)
- g. Financial position / performance of the target company for the last five years, including profit/loss after tax, earnings per share, payouts:

In PKR, except Payout	Mar-24 (9M)	Jun-23	Jun-22	Jun-21	Jun-20	Jun-19
Financial Performance						
Turnover – Net (Mn)	11,991	20,582	25,647	19,858	13,426	10,482
Profit/(loss) after tax (Mn)	(2,034)	905	1,855	2,036	1,236	769
Earnings per share	(3.36)	1.5	3.07	3.62	2.96	2.13
Payouts (%)	-	-	-	5%	-	-
Financial Position						
Total Equity (Mn)	14,536	16,570	15,666	13,811	8,160	6,182
Total Liabilities (Mn)	25,458	25,410	25,811	21,600	21,798	18,325
Total Assets (Mn)	39,994	41,980	41,477	35,411	29,958	24,507

Source: PSX data portal and financial statements

All queries and correspondence relating to this announcement may be addressed to the manager to offer at the following address:

Integrated Equities Limited (Manager to Offer)


Mr. Muhammad Iqbal Hussain

30 Cricketers Colony, IEL Tower, NETSOL Avenue, Ghazi Interchange, Ring Road, Lahore

Contact: +92-42-3574 1714-15, Cell No. 0345 0091 263

Email: iqbal.hussain@iel.net.pk, Website: www.iel.net.pk

Signature:


Brigadier Irfan Khan (Retd)
Secretary, Committee of Administration
Fauji Foundation

For and on Behalf of Fauji Foundation

Name: Brig Irfan Khan (Retd)

Designation: Secretary, Committee of Administration

Date: 29 Aug 2024

