



Mandviwalla MAUSER Plastic Industries Limited

February 04, 2025

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
I.I Chaundrigar Road, Karachi

Subject: DISCLOSURE OF MATERIAL INFORMATION

Dear Sir,

In accordance with the requirements of sections 96 & 131 of the Securities Act 2015 and clause 5.6.1 of the Rule Book of Pakistan Stock Exchange Limited, we hereby convey the following information:

On June 13, 2024, Intermarket Securities (Pvt) Ltd (**Manager to the offer**) on behalf of its client Meskay & Femtee Trading Company (Pvt) Ltd. (**Acquirer**) has given Mandviwalla MAUSER Plastic Industries Ltd (**Target Company**) Notice of the Public Announcement of Offer of the acquirer to acquire up to 21,391,485 ordinary shares representing 74.41% of the total issued share capital of the Target Company by way of a public offer under the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulation, 2017.

The material information received from the Manager to the Offer is enclosed.

You may please inform the TRE Certificate Holders of the Exchange, accordingly.

Sincerely,
For and on behalf of
Mandviwalla MAUSER Plastic Industries Limited



Hina Ambreen
Company Secretary

CC: The Executive Director
Public Offering & Regulated Persons Department
Securities and Market Division,
Securities & Exchange Commission of Pakistan
NIC, Building Jinnah Avenue,
Blue Area, Islamabad

3rd February, 2025

Executive Director
Public Offering & Regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan

Subject: Public Announcement of Offer to acquire 21,391,485 ordinary shares of Mandviwalla Mauser Plastic Industries Limited, Under the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017

Dear Sir,

Reference is made to the Public Announcement of Intention to acquire up to 21,391,485 ordinary shares of Mandviwalla Mauser Plastic Industries Limited (the "**Target Company**") Made by Intermarket Securities Limited (**Manager to the Offer**) on behalf of Meskay & Femtee Trading Company Private Limited (the "**Acquirer**") under and pursuant to the provisions of Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "**Regulations**") (Collectively the "**Takeover Regulations**") as published in Express Tribune (English) and Daily Express (Urdu) Newspapers on 13th June 2024.

In connection with the above, on behalf of the Acquirer we are pleased to submit a Public Announcement of Offer to acquire up to 21,391,485 ordinary shares of the Target Company representing 74.41% of the issued ordinary share capital of the Target Company in accordance with the Takeover Regulations.

The hard copy of the offer document along with all relevant documents required under section 7 (5) of the Regulations has been courier to your kind office. A copy of the enclosed announcement shall be published in Pakistan Observer (English) and Roznama Dunya (Urdu) Newspapers on 6th February 2025.

For and on Behalf of **Intermarket Securities Limited** (Manager to the Offer)

**Ibrar Korejo**

Associate – Investment Banking

**Syed Saifullah Kazmi**

Head – Investment Banking

CC to:

General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
I, I. Chundrigar Road Karachi

The Chief Executive

Mandviwalla Mauser Plastic Industries Limited

Mandviwalla Building, Old Queens Rd, Lalazar,
Karachi, Karachi City, Sindh 74000

Registered Office

Bahria Complex-IV,
5th Floor, Ext. Block,
Ch. Khaliq-uz-Zaman Road,
Gizri, Karachi-75600, Pakistan.
(92 21) 111 467 000

Branch - I

Office No. 904, 9th
Floor, Emerald Tower,
Plot No. G-19, Block - 5
Clifton, Karachi
(92 21) 35141100

Branch - II

Plot # 38-A,
Adjacent Genix Pharma,
Korangi Creek,
Karachi 75190, Pakistan.
(92 21) 111 467 000

Branch - III

Pakistan Stock Exchange
139-140 & 409, 3rd and 4th Floor,
Stock Exchange Building,
Stock Exchange Road, Karachi.
(92 21) 111 467 000

Branch - IV

Suite no. 212, 2nd Floor,
Plot No. 118, Block-3,
B.M.C.H.S, Karachi
(92 21) 34122991,
34122995-6

Regional Lahore Office:

11th Floor, M.M Towers,
Property No. 28, Block K,
M.M Alam Road,
Gulberg III, Lahore.
(92 42) 35788841, 35817666

www.imsecurities.com.pk

UAN (92 21) 111 467 000

**PUBLIC ANNOUNCEMENT OF OFFER TO PURCHASE ORDINARY SHARES OF
MANDVIWALLA MAUSER PLASTIC INDUSTRIES LIMITED**

THIS IS A PUBLIC OFFER BY MESKAY & FEMTEE TRADING COMPANY PRIVATE LIMITED (HEREINAFTER REFERRED TO AS THE "ACQUIRER") TO ACQUIRE UP TO 21,391,485 OF ORDINARY SHARES OF MANDVIWALLA MAUSER PLASTIC INDUSTRIES LIMITED ("TARGET COMPANY") COMPRISING 74.41% OF THE ISSUED ORDINARY SHARE CAPITAL OF THE TARGET COMPANY AT AN OFFER PRICE OF PAK RUPEES (PKR) 5.0534 PER ORDINARY SHARE PURSUANT TO THE SECURITIES ACT, 205 (THE "ACT") AND THE LISTED COMPANIES (SUBSTANTIAL ACQUISITION OF VOTING SHARES AND TAKEOVERS) REGULATIONS, 2017 (THE "REGULATIONS").

DISCLAIMER

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE 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 MANDVIWALLA MAUSER PLASTIC INDUSTRIES 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, INTERMARKET SECURITIES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THE ACQUIRER(S) DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED: 13th JANUARY 2025 TO THE COMMISSION IN ACCORDANCE WITH THE SECURITIES ACT, 2015 ("THE ACT")

■ **Head Office:**
■ Saima Trade Tower,
■ Tower B, Room # 1511, 1512 & 1513,
■ I.I. Chundrigar Road, Karachi-Pakistan.
■ Tel: +92-21-32214981-82,
■ 32275349/50/51 Fax: +92-21-32275352
■ E-mail: info@mft.com.pk
■ Web: www.mft.com.pk



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■ **Factory:**
■ Plot No. A-43,
■ Eastern Industrial Zone,
■ Port Qasim,
■ Karachi - Pakistan.



**MESKAY &
FEMTEE**
Trading Company(Pvt)Ltd.

PART A

Brief description of the acquisition:

Acquisition through	Number of shares	Percentage	Price per share (highest price paid in case of SPA)
SPA(s)	21,391,485	74.41%	PKR 5.0534/-
Public Offer	7,356,648	25.59%	PKR 13.47/-

PART B

1. THE ACQUIRER

Name and Registered Address	MESKAY & FEMTEE TRADING COMPANY (PVT) LTD. Suites 1008-1013, Saima Trade Tower 'B' I.I Chundrigar Road, & Dr Ziauddin Ahmed Rd, Saddar Karachi
Date and Jurisdiction of Incorporation	22 FEB 2006 Karachi, Pakistan
The authorized share and issued capital	Authorized: 40,000,000 Issued: 35,000,000
If there is more than one Acquirer, their relationship	N/A
Total number of voting shares of the Target Company already held by the acquirer, including any shares purchased through an agreement and relevant details of any such agreement including the share price agreed	The acquirer is not holding any shares directly, however, a director of the acquirer that is Mrs. Huma Darugar has independently purchased 500 shares of the target company at PKR 10.00/- each as of 05 November 2024 through a negotiated deal.
The number of shares issued since the end of the last financial year	NIL
Details of any re-organization of the acquirer during the two financial years preceding the public announcement of offer	NONE
Details of any bank overdrafts or loans, or other similar indebtedness, mortgages, charges or other material contingent liabilities of acquirer and subsidiaries if any, and if there are no such liabilities a statement to that effect	Bank Outstanding and Details of Mortgage Charges Enclosed as Annexure A. A Statement from the Acquirer regarding Contingent Liabilities is attached.
Financial advisors of the acquirer	Acon Consulting (SMC-Private) Limited.
Manager to the Offer	Intermarket Securities Limited

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Brief history and major areas of operations of the Acquirer	Meskay & Femtee Trading Company (Private) Limited, a company incorporated under the Companies Act 2017 and having its registered office at Room Nos. 1008-1013, 10th. Floor, Saima Trade Tower B, I.I. Chundrigar Road, Karachi, hereinafter referred to as the Acquirer is a company engaged in the business of processing/ manufacturing and export of grains and all other types of agricultural products, trading in agriculture machineries and accessories, trading in agricultural food items and providing agriculture farming services.						
Names and addresses of sponsors or persons having control over the acquirer	<table> <tr> <td>Mr. Shahid Tawawalla</td><td>71.44%</td></tr> <tr> <td>Mr. Wahid F Tawawalla</td><td>14.28%</td></tr> <tr> <td>Mrs. Huma Darugar</td><td>14.28%</td></tr> </table>	Mr. Shahid Tawawalla	71.44%	Mr. Wahid F Tawawalla	14.28%	Mrs. Huma Darugar	14.28%
Mr. Shahid Tawawalla	71.44%						
Mr. Wahid F Tawawalla	14.28%						
Mrs. Huma Darugar	14.28%						
Names and addresses of the board of directors of the acquirer	<p>Mr. Shahid Tawawalla, CNIC: 42301-0843235-9. Address: Suites: Room No. 1008-1013, Saima Trade Tower, Tower "B", I.I. Chundrigar Road, Karachi – Pakistan.</p> <p>Mr. Wahid F Tawawalla, CNIC: 42301-0843235-7. Address: Suites: Room No. 1008-1013, Saima Trade Tower, Tower "B", I.I. Chundrigar Road, Karachi – Pakistan.</p> <p>Mrs. Huma Darugar: CNIC: 42301-0772928-8. Address: Suites: Room No. 1008-1013, Saima Trade Tower, Tower "B", I.I. Chundrigar Road, Karachi – Pakistan.</p>						
Brief audited financial details of the acquirer for a period of at least the last five years including income, expenditure, profit before depreciation, interest and tax, depreciation, profit before and after tax, provision for tax, dividends, earnings per share, return on net worth and book value per share	Enclosed as Annexure-B						

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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
Details of every material contract entered into not more than two years before the date of the public announcement of offer, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by the company	A corporate guarantee was issued by MESKAY & FEMTEE TRADING COMPANY (PVT) LTD in favor of MANDVIWALLA MAUSER PLASTIC INDUSTRIES LIMITED dated 17 November 2021 and it renews yearly according to the credit limit. A copy of the Latest renewal is attached dated 24 December, 2024.

2. DETAILS OF THE PUBLIC OFFER

The names, dates and editions of the newspapers where the public announcement of intention was published	The public announcement of intention to acquire 74.41% of the paid-up share capital was published on 13 June 2024 in Express Tribune (English) and Daily Express (Urdu).
The number and percentage of shares proposed to be acquired by the acquirer 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	Pursuant to the SPA dated June 24, 2024, the acquirer shall acquire 21,391,485 Ordinary shares representing 74.41% of the Target Company at PKR 5.0534 per share. Mode of payment consideration for the shares to be acquired will be by a cheque.
Reasons for acquiring shares or control of the target company	Meskey & Femtee Trading Company (Private) Limited, the Acquirer, aims to strengthen the overall financial stability of the group by entering diverse sectors of businesses. Acquiring the target company is deemed more feasible than developing a similar business or profile from scratch, as it provides an immediate and established platform to achieve the desired diversification and business growth.

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Details regarding future plan of target company, including whether after acquisition acquirer would continue as a listed company or not	The Acquirer plans to continue operating the target company as a listed entity after the acquisition. Furthermore, the Acquirer envisions expanding the target company's operations to enhance its growth and market presence.
In case of conditional offer, specify the minimum level of acceptance i.e. number and percentage shares	Not Applicable
(In case there is any agreement with the present management, promoters or existing shareholders of the target company, an 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), complete addresses of sellers, names of parties to the agreement(s), date of agreement(s), manner of payment of consideration, additional important information, if any	A Share Purchase Agreement dated 24 June 2024 has been executed between Meskay & Femtee Trading Company (Private) Limited, being the Purchaser, and Mr. Azeem H. Mandviwalla, resident of House # 13-E, 7 East Street Phase I, D.H.A, Karachi, being the Seller for sale/purchase of 21,391,485 ordinary shares representing 74.41% of the issued capital of the Mandviwalla Mauser Plastic Industries Limited at the price of PKR 5.0534 /- per share, it is agreed that the sale consideration will be paid through cheque/banking channel
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 acquirer is not holding any shares directly, however, a director of the acquirer that is Mrs. Huma Darugar has independently purchased 500 shares of the target company at PKR 10.00 each as of 05 November 2024 through a negotiated deal.
Minimum level of acceptance, if any	N/A

3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

3.1 Justification for the offer price

Disclosure about the form of consideration for the shares to be acquired through the public offer.	Pay Order/Banking Channels in Pak Rupees.
Disclosure of the total amount of consideration to be paid for the shares to be tendered during the public offer (assuming full acceptances)	PKR 99,094,049/-

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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	The shares of the Target Company are not frequently traded as per the criteria prescribed in regulation 13 of these regulations.
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>In relation to the offer price to be offered to the public under Regulation 13, since the shares of the Target Company are not frequently traded, the criteria for determining the price of shares to be offered to the public is the highest amongst prices stated under Regulation 13(2). These prices are:</p> <p>A) The negotiated weighted average price under SPA for the acquisition of voting shares of the Target Company: PKR 5.0534.</p> <p>B) The highest price paid by the acquirer for acquiring the voting shares of the Target Company during six months prior to the date of public announcement of offer: Mrs. Huma Darugar Acquired 500 shares of the Target Company at a price of PKR 10 per share through a negotiated deal with one of the shareholder.</p> <p>C) The price per share arrived at on the basis of net assets value (NAV) carried-out by a Chartered Accountant Firm.: As per NAV report by accounting firm (As attached herewith), PKR 13.47/Share.</p> <p>Based on the above, the Public offer is being made at PKR 13.47 per share, the highest amongst the above.</p>

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3.2 Financial arrangements

Disclosure about the security arrangement made in pursuance of Section 123 of the Act	The Acquirer has provided Bank Guarantee from Habib Metropolitan Bank Limited to the Manager to the offer (MTO).
Disclosure about the adequate and firm financial resources to fulfill the obligations under the public offer	The acquirer has made adequate financial arrangements for fulfilment of its obligations under the public offer to the satisfaction of the Manager to the offer.
A statement by the manager to the offer that the manager to the offer is satisfied with the ability of the target company to implement the public offer in accordance with the requirements of the Act and these regulations	Intermarket Securities Limited, appointed as the Manager to the Offer, confirms that the acquirer is sufficiently capable of implementing the Public offer in accordance with the requirements of the Act and the regulations and has been issued a certificate to this effect.

4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

Detailed procedure for acceptance of offer by shareholder of the target company	<p>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. Intermarket Securities Limited at Bahria Complex -IV, 5TH Floor, Ext. Block, Ch. Khaliq-uz-Zaman Road, Gizri, Karachi-75600, Pakistan. On or before 5:00PM on 1st April 2025. Please ensure that with the letter of acceptance, all the required information is provided, including the number of shares to be tendered</p> <p>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)</p> <p>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</p>
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	<p>4. Completed acceptance forms once submitted cannot be revoked by shareholders selling in the Public Offer.</p> <p>5. Copies of the acceptance form shall also be available at the offices of Intermarket Securities Limited (address provided below) or on the website: https://www.imsecurities.com.pk/</p> <p>6. The Public offer will remain open for acceptance for seven dates starting 0900 PST on 26th March 2025 to 1700 hours on 1st April 2025(closing date). Acceptances received after the working hours on closing date shall not be entertained and the Offer period shall not be extended.</p>
<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 activity report / slip to the Manager to the Offer, with respect to transfer of shares:</p> <p>CDC Account Details: CDC Account Title: Manager to the Offer – Mandviwalla Mauser Plastic Ind Ltd – (289) CDC Participant ID: 04804 CDC Account No: 69772</p> <p>Transaction Reason Code: – For Intra Account: P015 – For Inter Account: A021</p>
<p>Physical Shares</p>	

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Acceptance by the Acquirer: The acceptance by the Acquirer of the shares tendered by selling shareholders and payment of the offer price is subject to the following conditions:

- The Securities and Exchange Commission of Pakistan or any other competent authority having no objections to any of the provisions of the Public Offer.
- The payment for shares does not contravene any section of the Foreign Exchange Regulation Act, 1947 and the Foreign Exchange Manual of the State Bank of Pakistan.
- The letter of acceptance being duly completed and signed along with the required documents and submitted to the Manager to the Offer on or before the closing date.
- The tendered shares being verified by the Target Company.
- The Acquirer not withdrawing the Public Offer in accordance with the provisions of the Act.

Payment of the offer price: Upon receipt of duly filled acceptance forms along with the requisite documents, The Manager to the Offer will send acceptances of the tender along with pay order in favor of the shareholder as payment for such shares to the selling shareholder within 10 (ten days) of the Closing Date. No interest, mark-up, surcharge or any other increment will be payable for any cause or reason on the aggregate price for the shares purchased by the Acquirer from any selling shareholder for any cause or reason.

REQUIRED DOCUMENTS

The Letter of Acceptance must be accompanied by the following documents: 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

For Individual Applicants: An attested copy of computerized National Identity Card, original shares certificate 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 and CDC activity report after transfer of shares (for CDC shares only).

For Corporate Applicants: 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 board resolution authorizing persons to sell 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 slip[s] submitted with CDC investor account services and CDC activity report after transfer of shares (for CDC shares only).

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5. STATEMENTS BY THE ACQUIRER

Applicable Law	The Public Offer shall be governed by the provisions of part IX of the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeover) Regulations, 2017. Shareholders should not construe the content of this offer letter as legal, tax, or financial advice and should consult with their own advisors as to the matters described in this offer.
Statement by the acquirer for assuming responsibility for the information contained in the document (in the case where the acquirer is a company such a statement shall be made by the directors of the company).	We assume the responsibility for the information contained in the Public Announcement of Offer document
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.	We confirm 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.
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 except the persons acting in concert with acquirers) whose names appear in the register of shareholders as on the date of book closure.	We confirm 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, if any) whose names appear in the register of shareholders as on the date of book closure.
A statement by the acquirer that all statutory approvals for the public offer have been obtained.	We confirm that all statutory approvals for the public offer have been obtained (however approval from the Competition Commission is in the process and is expected to be obtained soon).

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Disclosure as to whether relevant provisions of the Act and the regulations have been complied with.	We confirm that relevant provisions of the Act and the regulations have been complied with.
A statement to the fact if any director(s) of the acquirer is also a director on the board of directors of the target company	We confirm that Ms. Huma Darugar i.e. a director(s) of the acquirer is also a director on the board of directors of the target company.
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 if that is the case the names of such persons shall be disclosed.	We confirm that no voting shares to be acquired in pursuance to the public offer shall be transferred to another person.
ENQUIRIES ALL QUERIES AND CORRESPONDENCE RELATING TO THE OFFER SHOULD BE ADDRESSED TO THE MANAGER TO THE OFFER AT THE ADDRESS PROVIDED ABOVE. The foregoing information and copies of the acceptance letter shall also be available at the website of Intermarket Securities Limited, the address of which is: https://www.imsecurities.com.pk/	

For and on behalf of Meskay & Femtee Trading Company Private Limited



Name: Muhammad Abdullah
Designation: Manager Finance
Dated: 6th February 2025

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■ **Factory:**
■ Plot No. A-43,
■ Eastern Industrial Zone,
■ Port Qasim,
■ Karachi - Pakistan.

Annexure A:

Statement showing details of bank overdrafts or loans of Acquirer as of December 31, 2024.

S. No	Detail of Banks	Outstanding as of December 31, 2024
1	Habib Metropolitan Bank	2,850,502,695.00
2	Habib Bank Limited	2,591,301,803.00
3	Meezan Bank Limited	3,073,266,409.00
4	Bank Alfalah Limited	1,929,132,109.00
5	Dubai Islamic Bank Limited	400,000,000.00
6	Askari Bank Limited	1,930,995,297.00
7	The Bank of Punjab	599,500,000.00
8	Soneri Bank Limited	723,000,000.00
9	Al Baraka (Pakistan) Limited	714,217,400.00

14,811,915,713.00

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Annexure B: Brief audited financial details of the acquirer for a period of at least last five years:

	2023	2022	2021	2020	2019
Sales	23,918,713,117	20,979,723,190	15,722,540,367	13,547,315,771	10,652,636,872
Cost of Sales	20,176,838,236	17,125,418,190	14,167,720,784	12,070,644,806	9,596,151,376
Gross Profit	3,741,874,881	3,854,305,000	1,554,819,583	1,476,670,965	1,056,485,496
Administrative Expenses	186,234,864	116,019,954	92,417,917	127,025,391	136,331,784
Selling & Distribution expenses	878,067,959	2,027,376,087	820,958,853	827,813,238	591,214,580
Other operating expenses	106,970,920	92,562,098	35,191,422	27,630,138	15,836,792
Other Operating Income	68,425,495	148,195,909	209,405,033	273,323,578	187,470,246
Operating Profit	2,639,026,633	1,766,542,770	815,656,424	767,525,776	500,572,586
Financial Charges	1,271,910,805	443,452,140	321,195,080	414,492,840	268,885,371
Profit Before Taxation	1,367,115,828	1,323,090,630	494,461,344	353,032,936	231,687,215
Taxation	324,301,686	244,759,813	138,600,622	147,320,156	121,346,610
Profit for the year	1,042,814,142	1,078,330,817	355,860,722	205,712,780	110,340,605
Earnings per share	297.95	308.09	101.67	58.77	31.53
Return on net worth	14.01%	16.73%	6.64%	4.12%	2.30%
Book value per share.	2,126.15	1,841.63	1,530.75	1,427.49	1,368.19
No of shares	3,500,000.00	3,500,000.00	3,500,000.00	3,500,000.00	3,500,000.00
Shareholders' Equity	35,000,000.00	35,000,000.00	35,000,000.00	35,000,000.00	35,000,000.00
Net worth	7,441,526,988	6,445,711,859	5,357,611,567	4,996,214,997	4,788,665,621

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Factory:

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The Head of Investment Banking,
Intermarket Securities Limited,
Bahria Complex-IV,
5th Floor, Ext. Block,
Ch. Khaliq-uz-Zaman Road,
Gizri, Karachi 75600.

January 15, 2025

SUBJECT: CONFIRMATION IN COMPLIANCE TO SCHEDULE VII (REF REGULATIONS 7 (4) AND 17 (3)) STANDARD DOCUMENT FOR PUBLIC ANNOUNCEMENT OF OFFER OR COMPETITIVE BID.

Dear Sir,

We, MesKay & Femtee Trading Company (Private) Limited herein referred as Acquire of 74.41% shares (21,391,485 no of shares) of the Mandviwalla Mauser Plastic Industries Limited under Securities Act, 2015 hereby confirm that the Acquirer and its subsidiaries has no material contingent liabilities as required in Schedule VII (Ref Regulations 7 (4) and 17 (3)) Standard document for public announcement of offer or competitive bid.

Further to above we have enclosed to this letter our details of bank loans, detail of mortgages & charges as of December 31, 2024.

Should you require any other information on request please do not hesitate to contact us.

Thanking you



For & On behalf of,
MesKay & Femtee Trading Company (Private) Limited

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MESKAY & FEMTEE

Trading Company(Pvt)Ltd.

Meskay & Femtee Trading Company (Private) Limited Details of Financial Institutions outstanding, mortgage & charges of Acquirer as of December 31, 2024.							
S.No	Bank	Credit Limit	Short Term Outstanding	Long Term Loan outstanding	Charge on Fixed Assets i.e Land, Building & Plant & Machinery	Charge on Pledge	Charge on Current Assets
1	Meezan Bank Limited	3,075,000,000	3,073,266,409.00		Mortgage over plot A-44 & BCLSA P-02 PQA, KHI Rs: 1,725 mn.	Charge over pledge stock Rs: 2,246.00 mn	Ranking Charge over current assets, movables & Receivable Rs: 6.935 mn
2	Askeri Bank Limited	2,000,000,000	1,930,995,297.00		Mortgage over plot A-45 & A-46 PQA KHI, Rs: 1295.808 mn.	Charge over pledge stock Rs: 1,112.000 mn.	Ranking Charge over current assets, movables & Receivable Rs:1.334 mn
3	Bank Alfalah Islamic	1,930,000,000	1,929,132,109.00		Mortgage over shikarpur property(land,building & PM) of Rs: 497.200mn, 1st Pari Passu charge over P&M for Rs:133.00 mn & Ranking charge for Rs:395 mn on Specific Plant & Machinery.	Charge over pledge stock Rs: 1,500.000 mn.	Ranking Charge over current assets, movables & Receivable Rs: 5.852 mn
4	Faysal Bank Limited			32,619,000.00	First Pari Passu charge on Specific Plant & Machinery Rs:201.400 mn.	Charge over pledge stock Rs: 1,200.000 mn.	Ranking Charge over current assets, movables & Receivable Rs: 627 mn
5	Habib Metropolitan Bank Limited	3,600,000,000	2,997,779,245.93	37,500,002.86	Mortgage over land & building over larkana property (land, building & plant & machinery) Rs:519.507 & First parri pass & Ranking charge over specific Plant & Machinery Rs: 1,115 mn.	Charge over pledge stock Rs: 8,501.223 mn.	Ranking Charge over current assets, movables & Receivable Rs: 3,378.00 mn
6	The Bank Of Punjab	1,500,030,000	600,000,000.00		Mortgage over land & building over chak qudratullah-pakpattan property Rs: 800mn & Ranking charge over Plant & Machinery Rs: 800.00 mn.	Charge over pledge stock Rs: 1,000.00 mn.	Ranking Charge over current assets, movables & Receivable Rs: 2,000.00 mn
7	Habib Bank Limited	5,000,000,000	2,591,301,503.00		Mortgage over Land located at sheikhpura property for Rs: 500mn, over Land, building at Narwall property Rs:361.293 & Land plot A-42, PQA Rs:365.00	Charge over pledge stock Rs: 7,778.00 mn.	Ranking Charge over current assets, movables & Receivable Rs: 2,241.00 mn
8	Dubai Islamic Bank	900,000,000	400,000,000.00		Mortgage over office saima trade tower & NO10 Charge over & Plot CP-3/28/1 commercial plot PQA for Rs: 110 mn. & Charge over Specific Plant & Machinery Rs:379.00 mn.	Charge over pledge stock Rs: 500 mn.	Ranking Charge over current assets, movables & Receivable Rs: 1,200.00 Mn
9	Sonari Bank Limited	1,200,000,000	723,000,000.00		Mortgage over Plot A-43 PQA KHI for Rs: 764 mn.	Charge over pledge stock Rs: Rs: 667 mn	Ranking Charge over current assets, movables & Receivable Rs: 934 Mn
10	AL Baraka (Pakistan) Limited	750,000,000	714,217,400.00		Ranking charge of Rs: 325 mn, on specific Plant & Machinery installed at Plot A-44,PQA.	Charge over pledge stock Rs: 567 mn.	Ranking Charge over current assets, movables & Receivable Rs:1,000 Bn
		19,955,000,000.00	14,959,692,266.93	70,119,002.86			

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Signature



Factory:
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TO WHOM IT MAY CONCERN

Date: 28-01-2025

Dear Sir/Madam,

We, **MesKay & Femtee Trading Company (Private) Limited**, a company incorporated under the laws of Pakistan, and all the directors of the said company, hereby confirm the following in relation to transaction of acquisition of 74.41% shares in Mandviwalla Mauser Plastic Industries Limited, through public offer by us:

1. We assume the responsibility for the information contained in the Public Announcement of Offer document (since the acquirer is a company, therefore, this statement is being made by all the directors of the company).
2. We confirm 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.
3. We confirm 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, if any) whose names appear in the register of shareholders as on the date of book closure.
4. We confirm that all statutory approvals for the public offer have been obtained (however approval from the Competition Commission is in the process and is expected to be obtained soon).
5. We confirm that relevant provisions of the Act and the regulations have been complied with.
6. We confirm that Ms. Huma Darugar i.e. a director(s) of the acquirer is also a director on the board of directors of the target company.
7. We confirm that no voting shares to be acquired in pursuance to the public offer shall be transferred to another person.

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H. Darugar

Yours truly,

**FOR AND ON BEHALF OF
MESKAY & FEMTEE TRADING COMPANY (PRIVATE) LIMITED**

Signature: [Signature]
Name: Muhammad Abdullah
CNIC No.: 12000-0498942-3
Designation: Manager Finance

**THE DIRECTORS OF
MESKAY & FEMTEE TRADING COMPANY (PRIVATE) LIMITED**

1. Signature: [Signature]
Name: Wahid Tausualla
CNIC No.: _____
Designation: Chief Executive

2. Signature: [Signature]
Name: Wahid F Tausualla
CNIC No.: 42301-0843235-7
Designation: Chairman

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3. Signature: [Signature]
Name: Huma Dabugars
CNIC No.: 42301-0772928-8
Designation: Director

WITNESSES:

1. Signature: [Signature]
Name: Muhammad Aslam
CNIC No.: 42301-7326268-9

2. Signature: [Signature]
Name: ABDULLAH
CNIC No.: 42101-8036857-9

[Signature]

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