

Data Textiles Limited

18 September 2019

The General Manager

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

Executive Director

Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area,
Islamabad.

Subject: Disclosure Under Regulation 5(1)(a) of The Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017

Dear Sir(s),

This is in accordance with section 96 and 131 of the Securities Act, 2015 and Regulation 5(1)(a) of The Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017

Reference to the captioned, The Company has received a copy of the Announcement of Intention from Pearl Securities Limited, Manager to the Offer, of (i) Mohammed Hasan Nawaz & (ii) Ms. Farria Nawaz, to acquire 59.538% shares and control of Data Textiles Limited.

In accordance with Regulation 5(1)(d) of The Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, it is further informed that Mr. Mohammed Hasan Nawaz & Ms. Farria Nawaz are also acting as Directors in Data Textiles Limited (Target Company).

Copies of the letter received along with Public Announcement of Intention have been enclosed herewith for your information and necessary action please, including but not limited to circulation among TRE certificate holders and shareholders of Company.

Yours truly,



Syed Farman Ali Gillani
Company Secretary



contact@datatextile.com
www.datatextile.com



00 92 42 35775532



Data Textile Ltd 19-J, CCA, Phase-V, DHA, Lahore



Pearl Securities Limited

Corporate Member:
Pakistan Stock Exchange Limited.
Accredited Member FMAP
Pakistan Mercantile Exchange Limited
www.pearlsecurities.com

September 16, 2019

Syed Farman Ali Gillani
Company Secretary
Data Textiles Limited Stock Exchange Road,
Office No 19-J, 4th Floor, CCA Phase V, D.H.A
Lahore

Dear Sir,

Subject: Public Announcement of Intention to formally acquire approximately 59.538 % and control of Data Textiles Limited under Section 114 of the Securities Act, 2015 ("Act") read with Regulation 6 of the Listed Companies (Substantial Acquisition of Voting shares and Takeovers) Regulations 2017 ("Regulations").

On behalf of Mohammed Hasan Nawaz and Farria Nawaz ("Acquirer") we are hereby submitting the copy of the Public Announcement of Intention to acquire 5,900,000 shares of Data Textiles Limited (the "Target Company") constituting approximately 59.538% of the issued share capital of the Target Company, together with management control of the Target company. The acquisition is subject to regulatory clearances/ approvals, including assessment of Fit & Proper criteria from Concerned authorities and satisfactory due diligence and conclusion of negotiations and execution of the final Share Purchase Agreement ("SPA") between the agreed parties.

We, Pearl Securities Limited, have been appointed as the Manager to the Offer by the Acquirer in accordance with the provisions of the Act and the Regulations.

The public announcement of Intention to Acquire will be published in accordance with the provisions of the Act (including sections 114 and 115 thereof) and the Regulations.

Regards,

For and on behalf of the Manager to the Offer

Muhammad Shahzad
Associate Investment Banking

CC:

Ms. Asmaa S. Malik
Deputy General Manager, Listed Department
Pakistan Stock Exchange Limited
Stock Exchange Road
Stock Exchange Building, Karachi

Mr. Abid Hussain
Executive Director, Securities Market Division
Securities & Exchange Commission of Pakistan,
NIC Building, Jinnah Avenue, Blue Area,
Islamabad

Registered Office: Suite # 204, 2nd Floor, Business & Finance Centre, Opp State Bank, I.I. Chundigar Road, Karachi-Pakistan. PABX: (92-21) 32461468-70 Fax: (92-21) 32473951

Stock Office: Suite 137, 3rd Floor, Stock Exchange Building, Karachi-Pakistan. Phone: (92-21) 32446651-54 Fax: (92-21) 32446655

Lahore Office I: Suite # 218, 2nd Floor, Siddiq Trade Centre, 72 Main Boulevard Gulberg, Lahore-Pakistan. Tel: (92-42) 35781812-13 Fax: (92-42) 35781814

Peshawar Office: Ground Floor, State Life Building Peshawar Cantt. Peshawar-Pakistan. Phone: (92-91) 5254100 Fax: (92-91) 5254107



Pearl Securities Limited

SCHEDULE VI

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[Regulation 6 (5)]

**Public announcement of intention to acquire 5,900,000 shares (59.538%)
or control of the Data Textiles Limited
By
Mohammed Hasan Nawaz & Farria Nawaz
Under securities Act, 2015**

Disclaimer: Please note that the public announcement of intention to acquire voting shares/control of the Data Textiles Limited is subject to obtaining the requisite regulatory approvals including clearance of fit & proper criteria from the Securities and Exchange Commission of Pakistan and any other concerned authorities. The public announcement of Intention may be withdrawn, if the requisite approvals are not granted by the concerned regulatory authorities.

Part - A

Brief description of the intended acquisition-

Intended acquisition through	Number of shares	Percentage
Agreement(s)	5,900,000	59.538%
Public offer	2,004,808	20.231%

Part - B

1) Information about the acquirer

a) Name(s) and address (es) of acquirer along with persons acting in concert, if any.

Name: Mohammed Hasan Nawaz
Address: House No 68, Street No 29, Off Khayaban e Badar, DHA Phase VI, Karachi
Name: Farria Nawaz
Address: House No 68, Street No 29, Off Khayaban e Badar, DHA Phase VI, Karachi

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

Mohammed Hasan Nawaz
Farria Nawaz

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c) Name(s) and address(s) of manager to the offer of the acquirer.

Pearl Securities Limited
Suite No 204 & 205, 2nd Floor BFC, I I Chundrigar Road, Karachi

d) Principal areas of business of the acquirer and relevant experience

The acquirers, Mohammed Hasan Nawaz & Farria Nawaz are active in the construction services, building materials & interior design services market since 2009

e) In case the acquirer is a fund / Company(s); (N/A)

f) Detail of companies, where the intended acquirer(s) hold 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 % share or both
Absolute Development (Pvt.) Limited	0070893	Private	Construction/Architecture/Development Services	CRO Karachi	Both
Absolute Commodities (Pvt.) Limited	0073134	Private	PMEX Member	CRO Karachi	Both

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

In case of individuals:

(i) Name, CNIC, nationality and address of each person

Name: Mohammed Hasan Nawaz CNIC: 4230172069231 Nationality: Pakistan
Address: House No 68, Street No 29, Off Khayaban e Badar, DHA Phase VI, Karachi

Name: Farria Nawaz CNIC: 4230107763780 Nationality: Pakistan
Address: House No 68, Street No 29, Off Khayaban e Badar, DHA Phase VI, Karachi

In case of Fund / Company etc. (N/A)

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h) Details of any existing holding of voting rights in the target company

i. which the acquirer owns or over which it has control or direction;

Mohammed Hasan Nawaz 3000 shares

Farria Nawaz 500 shares

ii. Which is owned or controlled or directed by any person acting in concert with the acquirer; **(No such shares/control)**

iii. In respect of which the acquirer or any person acting in concert with him has received an Irrevocable commitment to accept the takeover offer; and in respect of which the acquirer or any person acting in concert with him holds an option to purchase or warrants or other convertible securities.

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

Part-C

2) Information about the target company

a) Name of Target Company, its directors and major shareholders along with number of shares and percentage of paid-up capital.

Name of Target Company:

Data Textiles Limited

Names of Directors of the target company:

Farhan Abbas Sheikh

Farría Nawaz

Mohammed Hasan Nawaz

Nadeem Ahmed

Sheikh Muhammad Salman ul Haq

Muhammad Amjad Chaudhry

M. Asad Shamim Siddiqi

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Major Shareholders of Target Company

Shareholder	Shares Held	%
Data Enterprises (Pvt) Ltd	3,180,000	32.09
Faazir Rahim Khan	2,198,949	22.25
Misbahul Hasan Siddique	674,912	6.81

- b) **Total number of issued shares of the company.**
9,909,616
- c) **Date of listing and offer price at the time of initial public offering**
The company was listed at PKR 10 per share in December 1991
- d) **Opening price at securities exchange at time of listing**
PKR 15 per share
- e) **Share price quoted on the securities exchange one day before the public announcement of intention**
PKR 0.5 per share.
- f) **The weighted average share price as quoted on the securities exchange during four weeks preceding the date of public announcement of intention.**
N/A as trading is suspended
- g) **Financial position/performance of the company for the last five years, including profit/loss after tax, earning per share, payouts.**

	2013 PKR	2014 PKR	2015 PKR	2016 PKR	2017 PKR
Profit after tax	(478,435)	(749,794)	(331,324)	(319,698)	(507,152)
Earnings per share	(0.05)	(0.08)	(0.03)	(0.03)	(0.05)
Dividend Per share	Nil	Nil	Nil	Nil	Nil