



engro corp

January 26, 2023

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Karachi, Pakistan

Director/HOD
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Blue Area, Islamabad

Head of Operations & CSS
Central Depository Company of Pakistan Limited
CDC House, 99-B, Block B
S.M.C.H.S. Main Shahrah-e-Faisal
Karachi

Dear Sir/Madam,


Subject: Certified Copy of Special Resolution passed in the Extra-Ordinary General Meeting

Please find the enclosed herewith the resolution passed by the Member at the Extra-Ordinary General Meeting of Engro Corporation Limited held today.

You may circulate the same amongst the TRE Certificate Holders of Exchange accordingly.

This is for your information.

For and on behalf of
ENGRO CORPORATION LIMITED



SHOMAILA LOAN
Company Secretary

Enclosed: as stated above



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CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS/SHAREHOLDERS OF ENGRO CORPORATION LIMITED IN THE EXTRA-ORDINARY GENERAL MEETING HELD ON JANUARY 26, 2023.

Quote

RESOLVED THAT, subject to compliance with applicable laws (as may be further amended), approval of the members of Engro Corporation Limited (the “**Company**”) be and is hereby accorded under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the following acts by the Company:

- (a) purchase/buy-back of up to an aggregate number of 70,000,000 (Seventy Million) issued and paid-up ordinary shares of the Company, having paid-up/face value of PKR 10/- (Pak Rupees Ten Only) each, representing approximately 12.1% of the total issued and paid-up ordinary shares of the Company (the “**Purchase**”);
- (b) the Purchased shares be cancelled by the Company;
- (c) the Purchase be commenced no later than 7 (seven) calendar days of the public announcement of the Purchase and to end no later than 180 (one hundred and eighty) days from the date of the special resolution, in each case in accordance with applicable law;
- (d) the Purchase to be conducted through the Pakistan Stock Exchange Limited in accordance with the applicable law, including the Listed Companies (Buy-Back of Shares) Regulations, 2019 (as amended from time to time, the “**Regulations**”);
- (e) that the Company maintain sufficient funds in the designated clearing bank account(s) from time to time during the Purchase period for the timely settlements of the daily purchases;
- (f) that the Authorized Person(s) (including the Manager to the Offer) as appointed by the Board of Directors of the Company take all necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required for the purpose of carrying out and giving effect to the aforementioned resolutions, and for the purpose of implementing, procuring, and completing the Purchase; and
- (g) the aforesaid resolutions, as deemed appropriate and necessary, may be revised by the Authorized Person(s) in accordance with any amendments in applicable law, or as directed in writing by any Competent Authority, which revision shall then be deemed to be part of the resolutions without the need for the shareholders/members of the Company to pass fresh resolutions.

END QUOTE

For and on behalf of
ENGRO CORPORATION LIMITED


SHOMAILA LOAN
Company Secretary