

April 4, 2023

The General Manager Pakistan Stock Exchange Limited Stock Exchange Building Stock Exchange Road Karachi

Dear Sir,

Notice of Annual General Meeting

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on April 26, 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Kindly acknowledge receipt of the same.

Sincerely,

Imran Chagani Company Secretary





Notice of 55th Annual General Meeting Dawood Hercules Corporation Limited

NOTICE OF 55th ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders of Dawood Hercules Corporation Limited (the "Company") that 55th annual general meeting of the Company will be held on April 26, 2023 at 11:00 AM at the Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi and via video link facility to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Unconsolidated and Consolidated Financial Statements of the Company for the year ended December 31, 2022 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.
- 2. To appoint Auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the reappointment of A. F. Ferguson & Co. (Chartered Accountants), as auditors of the Company.

By Order of the Board

Place: Karachi, Dated: March 02, 2023 Imran Chagani Company Secretary

Notes:

1. Video Conference Facility for Annual General Meeting (AGM) of shareholders:

As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that shareholders can also participate in the AGM proceeding via video link.

The members and their proxies who intends to attend the AGM through video-link register their particulars by must sending an email at company.secretary@dawoodhercules.com. The members registering to connect through video-link facility are required to mention their name, folio number and number of shares held in their name in the email with subject 'Registration for DH Corp AGM' alongwith valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all the required particulars, are received at the given email address at least 24 (twenty four) hours before the time of the AGM.

2. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from April 20, 2023 to April 26, 2023 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, (PABX No 021-34380101-5) and email info.shares@famco.com.pk, by close of business on April 19, 2023, will be considered in time to attend and vote at the AGM.

3. Placement of Financial Statements

The Company has placed the Annual Report which includes inter alia notice of meeting, Audited Annual Financial Statements together with Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended December 31, 2022 on its website: www.dawoodhercules.com

4. Participation in the Annual General Meeting:

All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint its representative to attend the meeting through resolution of its Board of Directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders.

In case of appointment of proxy by a corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form.

The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 (forty-eight) hours before the time of the meeting.

CDC account holders will further have to follow the under mentioned guidelines as laid down by the SECP.

A. For Attending the Meeting

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above-mentioned email address at least 48 (forty-eight) hours before the AGM.
- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty eight) hours before the AGM (unless it has been provided earlier).

B. For Appointing Proxies

a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit

the proxy form as per above requirements.

- b. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- c. The proxy shall produce original valid CNIC or original passport at the above mentioned email address at least 48 (forty eight) hours before the meeting.
- d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 (forty eight) hours before the meeting (unless it has been provided earlier) along with proxy form to the Company.
- e. Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

STATEMENT UNDER REGULATION 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017.

SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING HELD ON NOVEMBER 21, 2022:

In the Extraordinary General Meeting of the Company held on November 21, 2022, a special resolution was passed to make long term investments in the shares of following associated companies.

Total Investment Approved

•	Engro Fertilizers Limited	-	PKR 2 billion
•	Engro Polymers & Chemicals Limited	-	PKR 2 billion
•	Engro Powergen Qadirpur Limited	-	PKR 350 million
•	Frieslandcampina Engro Pakistan Limited	-	PKR 1 billion

The Company has so far made investment only in the shares of Engro Fertilizers Limited upto PKR. 76 million.

There is no deviation from the approved timeline of investment as the special resolution dated November 21, 2022 is valid for five (5) years.

SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON APRIL 27, 2019:

In the Annual General Meeting of the Company held on April 27, 2019, a special resolution was passed to extend the following short term funded and unfunded financing facilities for the following associated companies.

Total Investment Approved

•	Dawood Lawrencepur Limited	-	PKR 5 billion
•	Tenaga Generasi Limited	-	PKR 1 billion
•	Cyan Limited	-	PKR 2 billion
•	Engro Corporation Limited	-	PKR 6 billion
•	Engro Fertilizers Limited	-	PKR 2 billion
•	Engro Polymers & Chemicals Limited	-	PKR 2 billion
•	Engro Energy Limited	-	PKR 2 billion
•	Engro EXIMP Agriproducts (Private) Limited	-	PKR 1 billion

The Company has not made any investment so far in the above associated companies.

There is no deviation from the approved timeline of investment as the special resolution dated April 27, 2019 is valid for five (5) years.

Attention of the Shareholder is drawn towards the following:

1. Computerized National Identity Card (CNIC) / National Tax Number (NTN):

All those individual members holding physical shares who have not yet recorded their CNIC No., are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar, FAMCO Associates (Private) Limited, 8-F, near Hotel Faran, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi. Members while sending CNIC must quote their respective folio numbers. The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificates to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

2. Payment of Cash Dividend Electronically

Under second proviso to Section 242 of the Companies Act, 2017, listed companies are required to pay declared cash dividends only through electronic mode directly into the bank accounts designated by the entitled shareholders.

Accordingly, the shareholders of the Company are requested to provide the following information for payment of cash dividend to be declared by the Company through electronic mode directly in the bank account designated by you.

Name of Shareholder	
Folio Number	
CNIC Number	
Title of Bank Account	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline number of Shareholder	
Email of Shareholder	
Signature of Member	

Note: Signature must match specimen signature registered with the Company

The shareholders are also required to intimate the changes, if any in the above-mentioned information to the Company and the Share Registrar as soon as these occur. In case of shares held electronically, then the above electronic credit mandate form must be submitted directly to shareholder(s)' broker/participant/CDC account services.

3. Withholding Tax on Dividend

In compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001 withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted at 30% for non-filers. Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Share Registrar, M/s. FAMCO Associates (Private) Limited, of the Company by the first day of book closure.

According to the FBR, withholding tax in case of joint accounts will be determined separately based on the 'Filer/ Non-Filer' status of the principal shareholder as well as the status of the joint holder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to our

Share Registrar, M/s. FAMCO Associates (Private) Limited, in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s).

4. Zakat Declaration

The members are requested to submit their Zakat Declarations to the Share Registrar in order to claim exemption from deduction of Zakat.

5. Unclaimed Dividend

Shareholders, who by any reason, could not claim their dividends/shares, if any, are advised to contact our Share Registrar, FAMCO Associates (Private) Limited, 8-F, near Hotel Faran, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, to collect / enquire about their unclaimed dividend/shares, if any.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

6. Transmission of Annual Accounts, Notices of Meetings, Auditor's Report and Directors' Report through CD, DVD or USB:

The shareholders of the Company have accorded approval in general meeting for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies. Please note that from this year we are sending Annual Reports / Notice of AGM through emails to those shareholders whose email addresses are available with the Company and rest shareholders will be dispatched Annual Report on CDs and printed Notice of AGM and Proxy form through Book Post.

The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. The shareholders who intend to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website: www.dawoodhercules.com.

7. Deposit of Physical Shares into CDC Accounts

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from

the commencement of the Companies Act, 2017 i.e., May 31, 2017.

Furthermore, Securities and Exchange Commission of Pakistan vide its letter CSD/ED/Misc/2016-639-640 dated March 26, 2021, has directed all listed companies to pursue such shareholders who are still holding shares in physical form to convert the same into book entry form. In this regard, shareholder having physical shareholding are requested to open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited.

Dawood	Hercul

Proxy Form

Dawoou Hercules				
I/We				
of being a member of Dawood Hercules Corporation Limited and				
holder of Ordinary Shares, as per:				
Shara Dagiatar Falia Na				
CDC Participant IDNo.	nare Register Folio No and/or DC Participant IDNo Sub A/c No			
hereby appoint	ereby appoint of as my/our proxy to attend,			
speak, and vote for me/us and on my/our behalf, at the Annual General Meeting (AGM) of the				
	day, April 26, 2023 at 11:00 AM at the Dawood Foundation awood Centre M.T. Khan Road, Karachi and via video link			
facility, and at any adjournment t				
Signed this	_ day of 2023.			
WITNESSES -1:				
Signature:				
Passport No.				
WITNESSES -2:	Signature should agree with			
Signature:	the specimen signature with			
Name:	the Company.			
Address:				
CNIC No. or				
Passport No.				

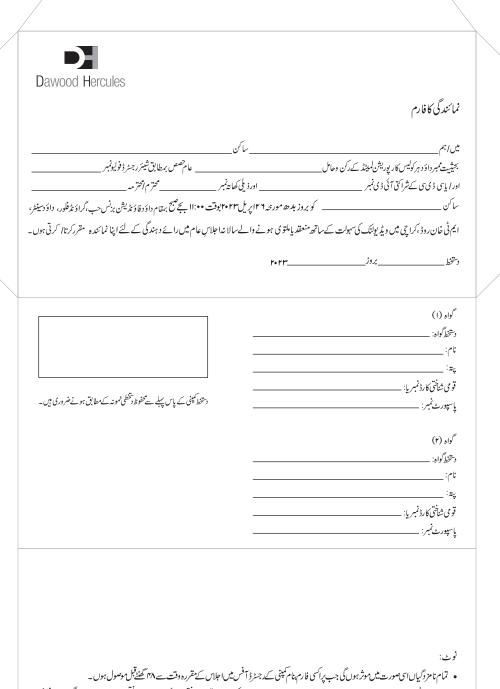
IMPORTANT:

- 1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before AGM.
- 2. CDC shareholders and their proxies are requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
- 3. All proxies attending the AGM are requested to bring their original CNIC/Passport for identification.

AFFIX CORRECT POSTAGE

Dawood Hercules Corporation Limited

Dawood Centre, M.T. Khan Road, Karachi - 75530 Tel: +92-21-35686001 Fax: +92-21-35644147 www.dawoodhercules.com



- ی ڈی تیئر بولڈرز اور ان کے نمائندوں نے فردافر داور خواست ہے کہ وہ اپنے کمپیٹورائز ڈقو می شاختی کارڈ کی تصدیق شدہ فقل یا پاسپورٹ ،نمائندگی فارم داخل کرنے یے قبل اس کے ساتھ منسلک کریں۔
 - تمام پراکسی ہولڈرزا پنی شناخت کے لئے اجلاس کے وقت اپنااصل شناختی کا رڈیا پا سپورٹ ضرور پیش کریں۔

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داؤد ہرکولیس کار پوریشن کمیٹڈ



داؤدسینٹر،ایم ٹی خان روڈ کراچی۔ 📲 ۲۵۵۷

55 ویں سالانہ اجلاسِ عام کا نوٹس

بذریعه لذا مطلع کیاجاتا ہے کدداؤد ہرکولیس کار پوریٹن کیپٹن'') کے صفص یافتگان کا55وال سالا ندا جلاس عام 26ا پریل 2023 کو بوقت صبح 11:00 بیج' واؤد فاؤنڈیشن برنس حب''،گراؤنڈ فلور، داؤد سینر، ایم ٹی خان روڈ کراچی میں اور بذریعہ ویڈیولنک کی سیولت منعقد ہوگا جس میں درج ذیل امور نرشائے جائیں گے۔

عمومي امور

1۔31 دسمبر 2022 کو تحتم ہونے والے سال کے لیے کمپنی کے سالانہ آڈٹ شدہ غیراشتمال شدہ اور اشتمال شدہ مالی گو شواروں کو مع آڈیٹرز اور ڈائر یکٹرز کی رپورٹوں اور چیئر ثین کی جائزہ رپورٹ کی وصولی ان پر غور دفوط اور منظوری دیتا۔

2۔ آڈیٹرز کا تقررادران کے معاوضے کافتین کرنا ممبران کوذریعہ بندانوٹس دیاجا تا ہے کہ بورڈاور آڈٹ سمیٹی نے اے ایف فرگون اینڈ کمپنی (چارٹرڈا کاؤشیٹس) کی کمپنی کے آڈیٹرز کے طور پر دوبارہ تقرر کی کی سفارش کی ہے۔

بحکم بورڈ **عمران چاگانی** کمپنی سیکریٹری

کراچی،مورخه 02 مارچ 2023

نوش:

1 _ ویڈیوکا نفرنس کی سہولت کے ذریعے سالا نہ اجلاس عام میں شرکت:

سکیو رشیز ایند ایجینی میشن آف پاکستان (''SECP'') کی ہدایات کے مطابق کمپنی نے سالا ندا جلاسِ عام کی کارردانی میں صحص یا فتطان کی جمر پورشرکت کونیتی بنانے کی خاطرویڈ یو کانفرنس کی سولت کا انتظام کیا ہے۔ سالا ندا جلاس عام میں شرکت کے خواہاں مجران اوران کے پراکسیز کو چاہیئے کدا ہے کو انف (''Registration for DH Corp AGM میں اوران کے پراکسیز کو یو بیئے کدا ہے کو انف سری ہوئی کی جر پورشرکت کے خود کو رجنر ڈکردا کمیں۔ ویڈ یو لائک کی سول ندی میں شرکت کے خواباں مجران اوران کے پراکسیز کو چاہیئے کہ اور کی یو ندیز ایڈ ایک جو پیئے کدا ہے کو انف سری میں کی میں میں اور کار کر کے خود کو رجنر ڈکردا کمیں۔ ویڈ یو لائک کی سولت کا زنگا میں ایک خود کو رجنر ڈکردا کمیں۔ ویڈ یو لائک سولت کی شرکت کے خواباں مجران کر کے خود کو رجنر ڈکردا کمیں۔ ویڈ یو لائک ک سمولت کے ذریع پورٹرکت کی فرض سے رجنر میش کروانے والے مجران کو '' Registration for DH Corp AGM '' سے مواب کی میں این کی میں اپنے متوثر کارانگ سراہ اپنا م، فو یو نم اورا سے نام پر موجود شیئرز کی تعداد بیان کرنا ہو گا۔ ویڈ یو لائک اور کی تعلی میں ایٹ کر ک

2- مص كى شقل ك كاتوں كى بندش:

سمپنی سے صص منتقل کھاتے بتاریخ 20 اپریل 2023 تاکا پریل 2023 تک (بشمول دونوں ایام) بندر میں گے۔19 اپریل 2023 کوکاروبار کی اوقات کار کے اختباً م تک سمپنی کے شیئر رجمرا ررمیسر زنیمکو ایسوسی ایٹس (پرائیویٹ) کمیڈ، FLC.HS کو اپریل 3023 تاک (بشمول ہونے والی درخوں ایام) بندر میں PABX نمبر 5-101 کو موصول ہونے والی درخواستیں سالانہ اجلاس عام میں شرکت کرنے اور رائے دینے کے انتحاق کیلئے بروقت بھی جائیتگی۔

3_مالیاتی گوشواروں کی فراہمی

سمپنی نے اپنی سالانہ رپورٹ جس میں میں جملہ دیگرا شیاء کے اجلاس کا نوٹس،31 دسمبر 2022 کوافقتام پذیرہونے والے سال کے لئے آڈٹ شدہ سالانہ مالیاتی گوشوار مےمع چیئر میں کی جائزہ رپورٹ،ڈائر یکٹرز اورآڈیٹرز کی رپورٹ شامل میں،اپنی ویہ سائٹ www.dawoodhercules.com پر کھود بیے گئے ہیں۔

4-سالانداجلاس عام ميں شركت:

اجلاس میں شرکت اوررائے دبی کے حفدارتمام ممبران مستحق بیں کدان کی جانب سے اجلاس میں شرکت اوروٹ ڈالنے کے لئے کسی دوسر شخص کی تفرر کی بطوران کے پراکسی تحریر کی طور پراطلاع کریں۔ ضرور ی نہیں کہ پراکسی مینی کاممبر ہو یہ کار پوریٹ ادارہ، رکن ہونے کے ناطے، کسی بھی فرد کی تفرر رکی نوازہ اف وار اور ای مالکان کو جار کی کر دہوٹش کے ساتھ مسلک ہیں۔

کار پوریٹ اداروں کی صورت میں، کار پوریٹ اداروں کی طرف سے نمائندگی اوررائے دینے کے لئے ناحز⁶خص کے دینخط کے نصونے کے ساتھ بورڈ آف ڈائر کیٹر زامختارنا مہ کی قرار داد بکمل پراکسی فارم کے ساتھ کمپنی کوچیش کی جائے گی۔ پراکسی ہولڈرز کواجلاس کے وقت اپنے اصل درست CNICS (شافتی کارڈ) یا اصل چاسپورٹ ساتھ النے کی ضرورت ہے۔

موژ ہونے کے لئے اس کاشیئر رجسڑار کے دفتر میں اجلاس کے انعقاد ہے کم از کم 48 گھنڈخل با ضابطہ طور پر کیمل اورد یتخط شدہ پراکسی فارم موصول ہونالا زمی ہے۔

ی ڈی جی اکا ؤنٹ ہولڈرزکوسیکور ٹیز اینڈ کیجینج نمیشن آف پا کستان کی جاری کردہ مندرجہ ذیل ہدایات پڑمل کرنا ہوگا:

A_اجلاس میں شرکت کے لئے:

a۔افراد کی صورت میں،اکاؤنٹ ہولڈرزیا سب اکاؤنٹ ہولڈرزکو، جن کی رجٹریشن تفسیلات قواعد کے مطابق اپ لوڈ کی جاچکی ہیں، سالانہ اجلاس سے کم از کم 48 گھنٹیل اُورد یچے گھےای میں ایڈرلیس پراصل کارآ مد CNL یاصل یا سپورٹ چیش کر کے شاخت ثابت کرنا ہوگی۔

b-کارپوریٹ ادارے کی صورت میں، سالا نہ اجلاس سے کم از کم 48 تھٹے تل اُو پر دیئے گئے ای میں ایڈرلیں پر بورڈ آف ڈائر یکٹرز کی منظوری/مختار نامہ مع امید وارک د یخط کانمونہ (اگر پہلے فراہم نہ کیا گیا ہو) فراہم کرنا ہوگا۔

B-برائے تقررری پراکسیز :

a-افراد کی صورت میں،ا کا وّنٹ ہولڈرزیاب اکا وّنٹ ہولڈرز کو،جن کی رجڑیشن تفصیلات قواعد کے مطابق پالوڈ کی جا چکی میں،مندرجہ بالاقواعد کے مطابق پراکسی فارم تیح کروانا ہوگا۔ 1_مبران اور پراکسی کے موّثر کیپیوڑائز فوقو میشاختی کارڈیاصل یا سپورٹ کی تصدیق شدہ فقول پراکسی فارم تی ساتھ چیش کی جانی جا ہیں۔

ماہ روپ در بعد میں مرد بیدر دروں من من من میں پر برے میں بید در پر من میں در بعد میں بی بی بی بی بی بی میں بی ب ۵۔ پر کسیاد نداجلاس کے مارکم 48 کھنے کمل اور بیے گئے ای میل ایڈرلس پرامل مؤثر کمپیڈائز ڈنو می شاختی کارڈیا اصل ما سیودر بیش کرنا ہوگا۔

۔ b- کار پوریٹ ادارے کی صورت میں بورڈ آف ڈائر مکٹرز کی منظوری/ مختارنا مدمع نامزدفر دے د شخط کانمونہ، پراکس فارم کے ساتھ کمپنی کو سالا نداجلاس سے کم از کم 48 گھنے قبل اُو پر دیئے گئے ای میل ایڈریس پر (اگر یہ پہلے جمع ندکر وایا گیا ہو) فراہم کرنا ہوگا۔

۵- پراکسی فارم پردوگواہان کی شہادت موجود ہونی چا ہے اوران کے نام، بیتے اور مؤثر قومی شاختی کارڈ نمبر درج ہونے چاہئیں۔