



www.dawoodhercules.com

April 26, 2024

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

Dear Sir,

**Certified Copy of Resolutions Adopted at the Annual General Meeting of  
Dawood Hercules Corporation Limited held at 10:30 AM on Friday, April 26, 2024 at  
Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, opp Liaquat  
National Hospital, Karachi - 74800,  
and via video link**

Dear Sir,

We are pleased to attach a certified copy of the resolutions adopted by the shareholders of Dawood Hercules Corporation Limited (the Company) at the Annual General Meeting of the Company held at 10:30 AM on Friday, April 26, 2024 at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, opp Liaquat National Hospital, Karachi - 74800, and via video link.

The above is submitted for information as per the Regulation 5.6.9(b) of the Rule Book of Pakistan Stock Exchange Limited.

Thanking you,

Yours faithfully,

Imran Chagani  
Company Secretary



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**RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD HERCULES CORPORATION LIMITED AT THE ANNUAL GENERAL MEETING HELD AT 10:30 AM ON FRIDAY, APRIL 26, 2024 AT KARACHI SCHOOL OF BUSINESS AND LEADERSHIP (KSBL) SITUATED AT NATIONAL STADIUM ROAD, OPP LIAQUAT NATIONAL HOSPITAL, KARACHI - 74800, AND VIA VIDEO LINK**

**ORDINARY BUSINESS**

- 1. To receive, consider and adopt the audited unconsolidated and consolidated financial statements of the Company for the year ended December 31, 2023 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.**

**RESOLUTION**

**"RESOLVED** that the Audited Financial Statements (comprising of statement of financial position, profit and loss account, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes thereon) together with the Auditors' and Directors' Report and the Review Report of the Chairman, of Dawood Hercules Corporation Limited for the year ended December 31, 2023 be and are hereby adopted."

- 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.**

**RESOLUTION**

**"RESOLVED** that, A. F. Ferguson & Company, Chartered Accountants, be and are hereby appointed as Auditors of Dawood Hercules Corporation Limited for the year ending December 31, 2024 at a fee mutually agreed."

**SPECIAL BUSINESS**

- 3. To consider and, if deemed appropriate, to pass, with or without modifications, following Special Resolutions, to provide short term funded and unfunded financing facilities to the associated companies.**

**RESOLUTIONS**

**"RESOLVED** that approval of the members of Dawood Hercules Corporation Limited (the "Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017 and the Company be and is hereby authorized to provide short term funded and unfunded financial assistance to the following associated companies up to the amount stated below in respect of each company for a period of one year starting from the date the funds are provided, at markup rate which shall not be less than the 3 month Karachi Inter Bank Offered Rate (3M KIBOR) + 100bps for the relevant period or the borrowing cost of the Company, whichever is higher, and as per terms and conditions as disclosed to the members.



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Name of the Associated Company	Amount
Dawood Lawrencepur Limited	PKR 5 bn
Cyan Limited	PKR 2 bn
Engro Corporation Limited	PKR 6 bn
Engro Fertilizers Limited	PKR 2 bn
Engro Polymer & Chemicals Limited	PKR 2 bn
Engro Energy Limited	PKR 2 bn
Engro EXIMP Agriproducts (Private) Limited	PKR 1 bn

**FURTHER RESOLVED** that approval be and is hereby granted for annual renewal of the above short term funded and unfunded assistance for further periods of four (4) years if required by the associated companies on the same terms and conditions.

**FURTHER RESOLVED** that this Special Resolution shall be valid for a period of Five (5) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions”.

4. To consider and if deemed fit, to approve circulation of annual audited accounts, auditors and other reports (“Annual Audited Financial Statements”) to the Company’s members through QR enabled code and weblink as part of the notice of Annual General Meeting instead of transmitting the same in the form of CD/DVD/USB in accordance with and pursuant to S.R.O. 389 (I)/2023 issued by the Securities and Exchange Commission of Pakistan dated March 21, 2023 by passing the following Ordinary Resolution(s) with or without modification(s):

**RESOLUTIONS**

“**RESOLVED** that circulation/transmission of Annual Audited Financial Statements to the shareholders through QR enabled code and weblink instead of CD/DVD/USB as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O. 389 (I)/2023 dated March 21, 2023, or any other transmission medium allowed by the regulators, be and is hereby approved.

**FURTHER RESOLVED** that Chief Executive Officer and/or Company Secretary be and are hereby singly authorized to take and do all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution.”

**Certified True Copy**

Imran Chagani  
Company Secretary