

July 24, 2024

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

Dear Sir / Madam,

Subject: Disclosure of Material Information

In continuation to our letters dated May 06, 2024 and May 17, 2024 and in accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the material information mentioned in the Disclosure Form enclosed herewith.

You are requested to disseminate this information to the TREC Holders of the Exchange.

For and on behalf of
Engro Corporation Limited



Mohammad Yasir Khan
Company Secretary

Copied:
Director / HOD
Listed Companies Department, Supervision Division
Securities & Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad

**Disclosure Form
(Securities Act, 2015)**

Name of Company:	Engro Corporation Limited
Date of Report:	July 24, 2024
Name of Company as specified in its Memorandum:	Engro Corporation Limited
Company's Registered Office:	8 th Floor, The Harbor Front Building, HC # 3, Marine Drive, Block 4, Clifton, Karachi
Contact Information:	Mohammad Yasir Khan Company Secretary +92 (21) 35295913

Disclosure of Inside Information by the Company:

The Scheme of Arrangement under Section 279 to 282 and 285 of the Companies Act, 2017 filed by Engro Corporation Limited (“**Engro Corp**”), Dawood Hercules Corporation Limited (“**DH Corp**”) and DH Partners Limited (“**DHPL**”) before the Islamabad High Court (the “**Scheme of Arrangement**”) has been sanctioned by the Islamabad High Court (the “**Order**”).

As mentioned in the Scheme of Arrangement, the Effective Date of the Scheme of Arrangement will be January 01, 2025. A copy of the Order passed by the Islamabad High Court has also been enclosed herewith.

We will keep the Exchange informed regarding the completion of post-sanction procedural requirements stipulated as part of the Scheme of Arrangement.

For and on behalf of
Engro Corporation Limited



Mohammad Yasir Khan
Company Secretary

DATED: July 24, 2024

BEFORE THE HON'BLE ISLAMABAD HIGH COURT, ISLAMABAD
(Original Jurisdiction)

Company Original No. 07 of 2024

1. **DAWOOD HERCULES CORPORATION LIMITED**
a listed company incorporated under the laws of Pakistan,
through its duly authorized representative Mr. Imran Chagani
having offices at House No. 68, Margalla Road, F-6/2, Islamabad and
Dawood Centre, M.T. Khan Road, Karachi.
2. **DH PARTNERS LIMITED**
an unlisted company incorporated under the laws of Pakistan,
through its duly authorized representative Mr. Imran Chagani, having its
head office at 55-B, 16th Floor, ISE Towers, Blue Area Islamabad.
3. **ENGRO CORPORATION LIMITED**
a listed company incorporated under the laws of Pakistan,
through its duly authorized representative Mr. Osama Ali Chaudhry, having
offices at 22nd Floor, Ufone Tower, 55-C, Service Road, W, Block J, F7/1,
Blue Area, Islamabad and 8th Floor, Harbor Front Building, Marine Drive,
Block 4, Clifton, Karachi

PETITIONERS

IN THE MATTER OF:

*Petition under section 279 to 282 and 285(8) of the Companies Act, 2017 read
with Rules 777 to 781 and 953 to 956 of the Sindh Chief Court Rules (Original
Side) as adopted by the Islamabad High Court under section 8(1)(ii) of the
Islamabad High Court Act, 2010, and Rules 19, 20, and 55 to 58 of the Companies
(Court) Rules, 1997 for sanction of the Scheme of Arrangement*

Respectfully sheweth,

1. That this Petition is being filed under sections 279 to 282 and 285(8) of the
Companies Act, 2017 ("**Companies Act**") seeking the sanction of this Hon'ble
Court for the composite Scheme of Arrangement among Petitioner No. 1 (i.e.,
Dawood Hercules Corporation Limited ("**DH Corporation**")), Petitioner No.
2 (i.e., DH Partners Limited ("**DHPL**")), and Petitioner No. 3 (i.e., Engro
Corporation Limited ("**Engro Corporation**")) (the "**Scheme**"). Briefly, the
Scheme involves the following:



10157
21-05-24
↓

ORDER SHEET
IN THE ISLAMABAD HIGH COURT, ISLAMABAD
(JUDICIAL DEPARTMENT)

Companies original no. 7/2024

Dawood Hercules Corporation Limited and others
versus
Public at Large

S. No. of order/ proceedings	Date of order/ Proceedings	Order with signature of Judge and that of parties or counsel where necessary.
3	18.07.2024	Barrister Jahanzeb Awan, Uzair Shafie and Adeel Chadna advocate for the petitioners Barrister Omer Azad Malik and Mr. Hassnain Raza, Special Public Prosecutor, SECP Ms. Erfa, Advocate for the respondent SECP.

CM no. 1107/2024

The reports on the meetings of members and creditors of the petitioners are placed on record, whereby the Scheme of Arrangement was approved by the members and creditors without any variation thereto.

CM no.1170/2024

By this CM, the petitioners tabulate their responses to SECP's observations on the members' and creditors' approvals of the Scheme of Arrangement aforesaid. The said responses are satisfactory to SECP, as confirmed by their counsels present in Court. The petitioners have also obtained the permission of the Competition Commission of Pakistan, which is appended to this CM.

CMs no.1108 and 1171 of 2024

Exemption sought for is allowed subject to all just and legal exceptions.

Main Case

The law is by now quite settled that the Court is not to second-guess the commercial and business wisdom and preference of the shareholders and creditors of companies. The Court's task is limited to watching over the

regulatory and legal compliances being properly carried out, for which SECP takes the lead in its assistance to the Court on such matters.¹

2 Therefore, the Scheme of Arrangement appended to this petition and approved by the members and creditors of the respective companies, as reported vide CM 1107/2024, is hereby sanctioned for its implementation in accordance with its terms. Any follow-on measures identified by the SECP to be taken for the Scheme's full and proper implementation, as recorded in the CM, such as change of name, increase of authorised share capital, and the like, will be duly carried out in accordance with the applicable legal framework.

3 There has not been any contested point of procedure, law, or commerce, for this Court to render any adjudicative analysis thereof. The Court's role in this case has been of a supervisory nature only, which does not necessitate a judgement.

4 **Disposed of accordingly.**

Rana M. Ift

Certified to Be True Copy

23 JUL 2024

Examiner
Copy Supply Section
Authorised Under Article-87 of
Qanoon-e-Shahadat Order, 1984
Islamabad High Court
Islamabad

(Sardar Ejaz Ishaq Khan)
Judge

¹ For the case law on this subject, see Company Original no. 9/2022, M/s Pebbles (Pvt.) Limited & another versus SECP through Registrar.

Application No. 24090
Date of Presentation of Application 18/7/24
Date of Deposit of Fee 18/7/24
No of Words _____
Copying Fee _____
Urgent Fee _____
Registration & Postage Fee _____
Agency Fee _____
Court Fee of Application 3
Total _____
Name of Copyist _____
Date of Receipt of Case _____
Date of Completion of Copy 23/7/24
Date of Delivery of Copy 23-07-24