



www.dawoodhercules.com

November 27, 2024

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

Dear Sir,

NOTICE OF EXTRAORDINARY GENERAL MEETING

Enclosed please find a copy of the Notice of the Extraordinary General Meeting of Dawood Hercules Corporation Limited scheduled for Wednesday, December 18, 2024 at 3:00 PM at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi.

Sincerely,

Imran Chagani
Company Secretary



Dawood Hercules Corporation Limited

Dawood Centre, M.T Khan Road, Karachi 75530, Pakistan | Tel: +92 21 35686001 | Fax: +92 21 35644147 | info@dawoodhercules.com

NOTICE OF EXTRAORDINARY GENERAL MEETING



DAWOOD HERCULES CORPORATION LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the members of Dawood Hercules Corporation Limited (the "Company") will be held on Wednesday, December 18, 2024 at 03:00 PM at the Karachi School of Business & Leadership, National Stadium Road, Opposite Liaquat National Hospital, Karachi, 74800, Sindh to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass a special resolution proposed in the statement of material facts, to change the name of the Company from 'Dawood Hercules Corporation Limited' to 'Engro Holdings Limited'.

A statement of material facts pursuant to Section 134(3) of the Companies Act, 2017 is annexed to the notice of meeting sent to the Members.

By Order of the Board

Karachi:
October 29, 2024

Imran Chagani
Company Secretary

NOTES:

1. Video conference facility for Extraordinary General Meeting (EOGM) 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 EOGM proceeding via video link. The members and their proxies who intends to attend the EOGM through video-link must register their particulars by 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 EOGM' along with 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 EOGM.
2. The Share Transfer Books of the Company will remain closed from December 12, 2024 to December 18, 2024 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, FAMCO Share Registration Services (Private) Limited, 8-F, Near Hotel Faran, Block-6, P.E.C.H.S, Shahrāh-e-Faisal, Karachi, (PABX No 021 34380101-5) and email info.shares@famcosrs.com, by close of business on December 11, 2024, will be considered in time to attend and vote at the EOGM.
3. Members entitled to attend and vote at the EOGM, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf at the EOGM. A proxy need not be a member of the Company. A corporate entity, being member, may appoint its representative to attend the EOGM. 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 entity, 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 EOGM. The instrument appointing a proxy and the power of the attorney or other authority / board resolution under which it is signed or notarized must be deposited at the registered office of the Company at least forty-eight (48) hours before the time of the EOGM. The Forms of Proxy are attached to this notice.

4. CDC account holders will further have to follow the below guidelines as laid down by the SECP:
 - (i) For Attending the EOGM
 - (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 EOGM.
 - (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 EOGM (unless it has been provided earlier).
 - (ii) 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 EOGM.
 - (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 EOGM (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.
5. Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.

**PROCEDURE FOR ELECTRONIC VOTING AND VOTING FACILITY AND VOTING THROUGH
POSTAL BALLOT ON SPECIAL BUSINESS**

The members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming EOGM to be held on Wednesday December 18, 2024 at 03:00 PM.

Procedure for E – Voting:

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on December 11, 2024.
- b) The web address, login details and password, will be communicated to members via email. The security codes will be communicated to members through SMS/Email from the web portal of FAMCO Share Registration Services (Private) Limited (being the e-voting service provider).
- c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from December 12, 2024 at 09:00 a.m. and shall close on December 17, 2024 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, Dawood Centre M.T. Khan Road, Karachi or email at company.secretary@dawoodhercules.com one day before the EOGM during working hours. The signature on the ballot paper shall match with the signature on CNIC.

For the convenience of the members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.dawoodhercules.com for download.

The Company has placed the Notice of EOGM along with Proxy Form on its website: www.dawoodhercules.com.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

The Statement set out the material facts concerning the following Special Business to be transacted at the EOGM of Shareholders of Dawood Hercules Corporation Limited (the "Company") to be held on Wednesday, December 18, 2024.

Change of Name of the Company.

Pursuant to the Scheme of Arrangement, the name of Dawood Hercules Corporation Limited is required to be changed to Engro Holdings Limited.

In the light of the same the Board of Directors of the Company has resolved (subject to obtaining the approval of the members of the Company) to change the name of the Company to Engro Holdings Limited.

The availability of the said name has been confirmed by the office of the Registrar of Companies, Securities and Exchange Commission of Pakistan ("SECP"), Karachi. This change is subject to regulatory approval and upon obtaining the approval of the members, the Company shall make an application to the Registrar of Companies, SECP, Karachi for the change in the name of the Company and issuance of a certificate of incorporation on change of name to the Company.

It is hereby confirmed that the proposed name of the Company i.e. "Engro Holdings Limited" will not be incommensurate with the principal line of business of the Company.

For the purposes of the same, corresponding amendments are required to be made to the Memorandum of Association of the Company to reflect the change of name, as detailed in the proposed resolutions appearing in the notice of the EOGM.

The above requires the approval of the members of the Company, through special resolutions, in accordance with Section 12 of the Companies Act, 2017.

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

None of the directors of the Company have any personal interest, directly or indirectly, in the aforesaid special business, except in their capacity as members and directors of the Company.

For the aforesaid purpose, the following resolutions are proposed to be passed as special resolutions, with or without modifications:

"RESOLVED THAT the name of the Company be and is hereby changed from Dawood Hercules Corporation Limited (the "Company") to Engro Holdings Limited, subject to approval of the Registrar, Securities and Commission of Pakistan ("SECP").

FURTHER RESOLVED THAT the name of the Company wherever appearing in the Memorandum and Articles of Association and all other documents of the Company be and is hereby altered to read as Engro Holdings Limited.

FURTHER RESOLVED THAT the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby jointly and / or severally, authorized to do or cause to be done all acts, deeds and things and necessary actions and fulfill all legal, corporate, secretarial and procedural formalities including filing of returns with the Registrar of Companies, SECP, intimation to stock exchange(s) and SECP under applicable provision and making of necessary entries in the statutory registers to that effect and for accomplishing the change of name of the Company and for alteration of the Company's Memorandum and Articles of Association and take all requisite actions as may be necessary for the purpose of implementing the aforesaid resolutions."



Proxy Form

I/We _____
of _____ being member of Dawood Hercules Corporation Limited and
holder of _____ Ordinary Shares, as per:

Share Register Folio No. _____ and/or _____
CDC Participant ID No. _____ Sub A/c No. _____
hereby appoint _____ of _____ as my/our proxy to attend,
speak, and vote for me/us and on my/our behalf, at the Extraordinary General Meeting
(EOGM) of the Company to be held on Wednesday, December 18, 2024 at 03:00 PM at the
Karachi School of Business and Leadership (KSBL) situated at National Stadium Road,
Opposite Liaquat National Hospital, Karachi - 74800 with video link arrangement, and at any
adjournment thereof.

Signed this _____ day of _____ 2024.

WITNESSES -1:

Signature: _____
Name: _____
Address: _____
CNIC No. or _____
Passport No. _____



WITNESSES -2:

Signature: _____
Name: _____
Address: _____
CNIC No. or _____
Passport No. _____

Signature should agree with
the specimen signature with
the Company.

IMPORTANT:

1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before EOGM.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC or passport of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. All proxies attending the EOGM are requested to bring their original CNIC/Passport for identification

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

نمائندگی کا فارم

میں / ہم _____ ساکن _____
 بحیثیت ممبر/ادارہ ہر کولیس کارپوریشن لمیٹڈ کے رکن و حامل _____ عام حصص برطانیہ شیئرز جسٹریٹ ٹریڈنگ نمبر _____
 اور/یا سی ڈی سی کے شراکتی آئی ڈی نمبر _____ اور ذیلی اکھائی نمبر _____ محترم / محترمہ _____
 ساکن _____ کو بروز بدھ ۱۸ دسمبر، ۲۰۲۳ بوقت ۳:۰۰ بجے دوپہر بمقام کراچی اسکول آف بزنس اینڈ لیڈرشپ (KSBL) نیشنل اسٹیڈیم روڈ، بالقاتل لیاقت نیشنل ہسپتال، کراچی - 74800 میں ویڈیو لنک کی سہولت کے ساتھ منعقد یا ہونی والے غیر معمولی اجلاس (EOGM) میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرنا کرتی ہوں۔
 دستخط _____ بروز _____ ۲۰۲۳

دستخط کھینچی کے پاس پہلے سے محفوظ و محفوظ نمونہ کے مطابق ہونے ضروری ہیں۔

گواہ (۱)

دستخط گواہ: _____
 نام: _____
 پتہ: _____
 قومی شناختی کارڈ نمبر یا: _____
 پاسپورٹ نمبر: _____

گواہ (۲)

دستخط گواہ: _____
 نام: _____
 پتہ: _____
 قومی شناختی کارڈ نمبر یا: _____
 پاسپورٹ نمبر: _____

ضروری ہدایات:

- تمام نامزد گواہیں اسی صورت میں موثر ہوں گی جب پر کسی فارم بنام کھینچی کے رجسٹرڈ آفس میں غیر معمولی اجلاس (EOGM) کے مقررہ وقت سے 48 گھنٹے قبل موصول ہوں۔
- پر کسی فارم پر دو افراد گواہی دیں گے جن کے نام، پتہ اور کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) نمبر فارم پر درج ہوں گے۔
- پر کسی فارم کے ساتھ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا پاسپورٹ کی تصدیق شدہ کاپی کھینچی کو جمع کرانے سے پہلے منسلک کریں۔
- غیر معمولی اجلاس (EOGM) میں شرکت کرنے والے تمام پراکسیز سے درخواست کی جاتی ہے کہ اپنا اصل سی آئی سی پاسپورٹ شناخت کے لئے اپنے ساتھ لائیں۔

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

Ballot Paper for Voting Through Post
DAWOOD HERCULES CORPORATION LIMITED

Registered Office: Dawood Centre, M.T. Khan Road, Karachi-75530
Contact: (+92-21) 35686001, Website: <https://www.dawoodhercules.com/>

For poll to be held at the Extraordinary General Meeting (EOGM) of Dawood Hercules Corporation Limited on Wednesday, December 18, 2024, at 03:00 PM at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi as well as through video-link facility to transact the following businesses:

Contact Details of Chairman, where ballot paper may be sent:

Business Address: The Chairman, Dawood Hercules Corporation Limited, Dawood Centre, M.T. Khan Road, Karachi-75530.

Attention: Company Secretary, **Designated Email Address:** company.secretary@dawoodhercules.com

Name of shareholder/proxy holder	
Registered address of shareholder(s)	
Number of shares held	
Folio number / CDC Account	
CNIC No./Passport No (in case of foreigner) (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

INSTRUCTIONS FOR POLL

1. Please indicate your vote by ticking (√) the relevant box.

2. In case both the boxes are marked as (√), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the below resolutions through ballot by conveying my/our assent or dissent to the resolution(s) by placing tick (√) mark in the appropriate box below.

S. No.	Nature and description of Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<p>"RESOLVED THAT the name of the Company be and is hereby changed from Dawood Hercules Corporation Limited (the "Company") to Engro Holdings Limited, subject to approval of the Registrar, Securities and Commission of Pakistan ("SECP").</p> <p>FURTHER RESOLVED THAT the name of the Company wherever appearing in the Memorandum and Articles of Association and all other documents of the Company be and is hereby altered to read as Engro Holdings Limited.</p> <p>FURTHER RESOLVED THAT the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby jointly and / or severally, authorized to do or cause to be done all acts, deeds and things and necessary actions and fulfill all legal, corporate, secretarial and procedural formalities including filing of returns with the Registrar of Companies, SECP, intimation to stock exchange(s) and SECP under applicable provision and making of necessary entries in the statutory registers to that effect and for accomplishing the change of name of the Company and for alteration of the Company's Memorandum and Articles of Association and take all requisite actions as may be necessary for the purpose of implementing the aforesaid resolutions."</p>		

Signature of shareholder(s)

Place

Date

NOTES / PROCEDURES FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled and signed original postal ballot should be sent to the Chairman, at above-mentioned business or email address.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach Chairman of the EOGM on or before December 17, 2024 during working hours (i.e. by 5:00 p.m.). Any postal ballot received after this date and time, will not be considered for voting.
4. Signature on postal ballot should match the signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.
6. In case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted alongwith the Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper has also been placed on the website of the Company www.dawoodhercules.com Members may download the Ballot Paper from the website or use Original/Photocopy as published in newspapers.