



Dawood Hercules

8th June 2015

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

The Secretary
Lahore Stock Exchange Limited
Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
Lahore 54000

The Secretary
Islamabad Stock Exchange Limited
Islamabad Stock Exchange Building
55-B, ISE Towers, Jinnah Avenue
Islamabad

Dear Sir,

**Certified Resolution passed in the Extra Ordinary General Meeting of
Dawood Hercules Corporation Limited**

We are pleased to attach a copy of Resolution adopted by Shareholders of Dawood Hercules Corporation Limited (the Company) at the Extra Ordinary General Meeting of the Company held on 8th June 2015 at 11.00 am at Movenpick Hotel, Karachi.

The above is submitted for information as per clause 5.6.4. (b) of Rule Book of Karachi Stock Exchange.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

Shafiq Ahmed
Company Secretary

Encl.: As above



RESOLUTION ADOPTED WITH OR WITHOUT MODIFICATIONS BY THE SHAREHOLDERS OF DAWOOD HERCULES CORPORATION LIMITED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON MONDAY, 8th JUNE 2015 AT MOVENPICK HOTEL KARACHI

APPROVAL FOR INVESTMENT IN ASSOCIATED COMPANIES UNDER SECTION 208 OF THE COMPANIES ORDINANCE, 1984 FOR AUTHORIZING INVESTMENT IN ASSOCIATED COMPANIES BY WAY OF PURCHASE OF SHARES OF ENGRO CORPORATION LIMITED AND THE HUB POWER COMPANY LIMITED FROM DH FERTILIZERS LIMITED, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

“**RESOLVED THAT** as and by way of a Special Resolution and pursuant to Section 208 of the Companies Ordinance, 1984 and subject to such other approvals and consents, as may be necessary under the law, the Company does hereby acquire 19,960,000 ordinary shares of Engro Corporation Limited and 125,140,000 ordinary shares of The Hub Power Company Limited from DH Fertilizers Limited at the applicable quoted price of such shares on the Karachi Stock Exchange on the date of purchase and upon such other terms as may be determined jointly by any two of Mr. Samad Dawood (CEO), Mr. Shafiq Ahmed (CFO and Company Secretary) and Mr. Muhammad Asif Saad (Director) of the Company.

FURTHER RESOLVED THAT any two of Mr. Samad Dawood (CEO), Mr. Shafiq Ahmed (CFO and Company Secretary) and Mr. Muhammad Asif Saad (Director) be and are hereby authorized, from time to time, to do all acts, deeds and things, to execute such agreements, documents and papers and make such applications, including but not limited to any applications required to be filed with the Competition Commission of Pakistan, Securities and Exchange Commission of Pakistan, stock exchanges and any other regulatory authorities, as the aforesaid officers of the Company may deem fit in connection with the acquisition of the ordinary shares of Engro Corporation Limited and The Hub Power Company Limited from DH Fertilizers Limited pursuant to the foregoing resolution.”

Certified True Copy

Shafiq Ahmed
Company Secretary

Dated: 8th June 2015