

Annexure II
Regulation 10 and 11A
Result of Voting on Resolution/Execution Report

Name of the Company	DAWOOD HERCULES CORPORATION LIMITED
Date of the Annual General Meeting	April 26, 2024
Date of poll	April 26, 2024
Dates for casting e-voting	April 22, 2024 to April 25, 2024
Last date of receiving postal ballot	April 25, 2024
Any other related information	

RESOLUTION-1

ITEM 3 OF AGENDA

"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.

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".

Votes casted: RESOLUTION-1

Particulars			Result of voting on resolution			
Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
00208-20160	IN-PERSON	2	2	0	2	0
00208-43030	IN-PERSON	1	1	0	1	0
03277-6252	IN-PERSON	4,000	4,000	0	4,000	0
06122-20800	IN-PERSON	2	2	0	2	0
11387-42146	IN-PERSON	2	2	0	2	0

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Votes casted: RESOLUTION-1

Particulars			Result of voting on resolution			
Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
06684-89378	IN-PERSON	10	10	0	10	0
11387-31172	IN-PERSON	2	2	0	2	0
06684-90004	IN-PERSON	10	10	0	10	0
04143-19760	IN-PERSON	100	100	0	100	0
Sub Total		4,129	4,129	0	4,129	0
P2	PROXY	45,790,435	45,790,435	0	45,790,435	0
P3	PROXY	6,996	6,996	0	6,996	0
Sub Total		45,797,431	45,797,431	0	45,797,431	0
03277-460	PROXY POSTAL BALLOT	18,991,988	18,991,988	0	18,991,988	0
Sub Total		18,991,988	18,991,988	0	18,991,988	0
06452-166695	E-VOTING	600	600	0	600	0
04705-121998	E-VOTING	5	5	0	5	0
10629-15548	E-VOTING	1,000	1,000	0	1,000	0
06122-71621	E-VOTING	100	100	0	0	100
06452-153339	E-VOTING	200	200	0	0	200
17202-5667	E-VOTING	1,000	1,000	0	1,000	0
03277-115381	E-VOTING	240	240	0		240
03277-117988	E-VOTING	468	468	0		468
01651-35510	E-VOTING	1	1	0	1	0
06684-291750	E-VOTING	5	5	0	5	0
00307-144935	E-VOTING	1,000	1,000	0		1,000
03277-128294	E-VOTING	125,000	125,000	0	125,000	0
03277-91973	E-VOTING	47,450,048	47,450,048	0	47,450,048	0
03277-91954	E-VOTING	6,208,334	6,208,334	0	6,208,334	0
03277-92021	E-VOTING	3,166,666	3,166,666	0	3,166,666	0
03277-91951	E-VOTING	1,000,000	1,000,000	0	1,000,000	0
03277-91952	E-VOTING	1,790,316	1,790,316	0	1,790,316	0
03277-92058	E-VOTING	5,906,612	5,906,612	0	5,906,612	0
03277-181	E-VOTING	77,931,896	77,931,896	0	77,931,896	0
Sub Total		143,583,491	143,583,491	0	143,581,483	2,008
Total		208,377,039	208,377,039	0	208,375,031	2,008

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Consolidated Result of Voting on Resolution: RESOLUTION-1

Total No. of Shares/ Votes Held	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted In Favor	Number of Votes Casted Against	% of Votes Casted In Favor	Resolution Passed / Not Passed	Remarks
208,377,039	208,377,039	0	208,375,031	2,008	99.999%	Passed	

Signature of Chairman

Place :

Date :

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Last date of receiving postal ballot	April 25, 2024
Any other related information	

RESOLUTION-2

ITEM 4 OF AGENDA

"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."

Votes casted: RESOLUTION-2

Particulars			Result of voting on resolution			
Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
00208-20160	IN-PERSON	2	2	0	2	0
00208-43030	IN-PERSON	1	1	0	1	0
03277-6252	IN-PERSON	4,000	4,000	0	4,000	0
06122-20800	IN-PERSON	2	2	0	2	0
11387-42146	IN-PERSON	2	2	0	2	0
06684-89378	IN-PERSON	10	10	0	10	0
11387-31172	IN-PERSON	2	2	0	2	0
06684-90004	IN-PERSON	10	10	0	10	0
03277-94614	IN-PERSON	2,000	2,000	0	2,000	0
Sub Total		6,029	6,029	0	6,029	0
P2	PROXY	45,790,435	45,790,435	0	45,790,435	0
P3	PROXY	6,996	6,996	0	6,996	0
Sub Total		45,797,431	45,797,431	0	45,797,431	0
03277-460	PROXY POSTAL BALLOT	18,991,988	18,991,988	0	18,991,988	0
Sub Total		18,991,988	18,991,988	0	18,991,988	0
06452-166695	E-VOTING	600	600	0	600	0
03277-17062	E-VOTING	10,402	10,402	0	10,402	0
04705-121998	E-VOTING	5	5	0	5	0
10629-15548	E-VOTING	1,000	1,000	0	1,000	0
06122-71621	E-VOTING	100	100	0	100	0
06452-153339	E-VOTING	200	200	0	200	0
17202-5667	E-VOTING	1,000	1,000	0	1,000	0

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Votes casted: RESOLUTION-2

Particulars			Result of voting on resolution			
Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
03277-115381	E-VOTING	240	240	0	240	0
03277-117988	E-VOTING	468	468	0	468	0
01651-35510	E-VOTING	1	1	0	1	0
06684-291750	E-VOTING	5	5	0	5	0
00307-144935	E-VOTING	1,000	1,000	0	1,000	0
03277-128294	E-VOTING	125,000	125,000	0	125,000	0
03277-91973	E-VOTING	47,450,048	47,450,048	0	47,450,048	0
03277-91954	E-VOTING	6,208,334	6,208,334	0	6,208,334	0
03277-92021	E-VOTING	3,166,666	3,166,666	0	3,166,666	0
03277-91951	E-VOTING	1,000,000	1,000,000	0	1,000,000	0
03277-91952	E-VOTING	1,790,316	1,790,316	0	1,790,316	0
03277-92058	E-VOTING	5,906,612	5,906,612	0	5,906,612	0
03277-181	E-VOTING	77,931,896	77,931,896	0	77,931,896	0
Sub Total		143,593,893	143,593,893	0	143,593,893	0
Total		208,389,341	208,389,341	0	208,389,341	0

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Consolidated Result of Voting on Resolution: RESOLUTION-2

Total No. of Shares/ Votes Held	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted In Favor	Number of Votes Casted Against	% of Votes Casted In Favor	Resolution Passed / Not Passed	Remarks
208,389,341	208,389,341	0	208,389,341	0	100.000%	Passed	

Signature of Chairman

Place :

Date :

To,

The Chairman,
Dawood Hercules Corporation Limited,
Dawood Center, M.T. Khan Road,
Karachi.

RESOLUTION TO PROVIDE SHORT TERM FUNDED AND UNFUNDED FINANCIAL ASSISTANCE TO THE ASSOCIATED COMPANIES.

Dear Sir,

We, UHY Hassan Naeem & Co. Chartered Accountants, appointed as Scrutinizer by the Board of directors of Dawood Hercules Corporation Limited under the Postal Ballot Regulations, 2018 ("the Regulations") for the purpose of monitoring and validating the voting undertaken on the resolution(s), as per the requirements of the Regulations, at the Annual General Meeting of the Company, held on April 26, 2024 at 10:30 am at the Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, opposite Liaquat National Hospital, Karachi - 74800, submit our report as required under the Regulations as under:

- Details of voting taken place during the meeting are as following:

Vote casted in person or through proxy:

Particulars		
No. of members present in person	No. of members present through proxy	Total no. of shares held or no. of votes
10	2	45,803,560

Result of resolution for agenda item I			
Total No. of Votes Casted	Total No. of Invalid Votes	Resolution	
		Favor	Against
45,803,560	2,000	45,801,560	-

Vote casted through e-voting:

Particulars	
No. of members casting the vote	Total no. of shares held or no. of votes
19	143,583,491

Result of resolution for agenda item I			
Total No. of Votes Casted	Total No. of Invalid Votes	Resolution	
		Favor	Against
143,583,491	-	143,581,483	2,008

Vote casted through post:

Particulars			
No. of members casting the vote		Total no. of shares held or no. of votes	
1		18,991,988	
Result of resolution for agenda item I			
Total No. of Votes Casted	Total No. of Invalid Votes	Resolution	
		Favor	Against
18,991,988	-	18,991,988	-

Consolidated report of voting

Resolution		Resolution I
Total No. of shares/votes held		208,379,039
Total No. of Votes Casted		208,379,039
Total No. of Invalid Votes		2,000
Number of Votes Casted in	Favor	208,375,031
	Against	2,008
Percentage of Votes Casted in Favor		99.9981%
Resolutions Passed/Not Passed		Passed
Remarks		-

2. That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018 except for the matters disclosed below (if any):

N/A

3. Any other necessary information that the Scrutinizer would like to disclose for the information of members of the Company:

N/A

Other Details:

Date and Time of un-blocking of e-voting results by the Chairman.	April 26, 2024 10:45 AM
Last date and time of receiving postal ballot by the Company.	April 25, 2024 During Working Hours

Place: Karachi
Date: 26 April 2024

UHY Hassan Naeem & Co.
UHY Hassan Naeem & Co.
Chartered Accountant