



By PUCRAS & Courier

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

26th May 2016

Dear Sirs,

Re: Disclosure of Material Information

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.19.13(c) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following:

At a meeting of the Board of Directors of Byco Petroleum Pakistan Limited (hereinafter referred to as the "**Company**") held at 4:30 pm on 26th May 2016 at the corporate office of the Company, the Board of Directors approved the draft Scheme of Arrangement under Sections 284 to 288 of the Companies Ordinance, 1984 laid before the Board of Directors of the Company ("**Scheme**"), in terms of which Byco Oil Pakistan Limited ("**BOPL**") and Byco Terminals Pakistan Limited are to be merged with and into the Company, subject to obtaining all necessary shareholders', creditors' and regulatory approvals and the sanction of the Scheme by the High Court along with fulfilment of related legal formalities. The Board of Directors approved the draft of the Scheme (subject to finalization thereof and any changes and modifications as may be required by the shareholders of the merger parties and / or the Honourable High Court of Sindh and such amendments as may be considered necessary without affecting the substance thereof) along with the swap ratio of 1.67 shares of the Company for every 1 (one) share of BOPL held by each of the shareholders of BOPL, as calculated by Deloitte Yousuf Adil Chartered Accountants (a member of Deloitte Touche Tohmatsu Limited), based on the valuation carried out by Arif Habib Limited.

The Scheme will be circulated to the Stock Exchange and the shareholders in due course subject to directions / order of the High Court of Sindh.

A disclosure form as required under S.R.O. 143(1)/2012 dated December 5, 2012 read with Section 131 of the Securities Act, 2015 is also enclosed as **Annexure 'A'**.

Yours faithfully,

Majid Muqtadir
Company Secretary

Copy: Commissioner
Company Law Division
Securities and Exchange Commission of Pakistan, Islamabad

Reference: BPPL/COR/PSX/017

Byco Petroleum Pakistan Limited

The Harbour Front, 9th Floor, Dolmen City
HC-3, Block 4, Marine Drive, Clifton
Karachi - 75600, Pakistan

UAN: (92 21) 111 222 081
Fax: (92 21) 111 888 081
Web: www.byco.com.pk



ANNEXURE 'A'

**DISCLOSURE FORM
IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015**

Name of Company:	Byco Petroleum Pakistan Limited
Date of Report:	26 th May 2016
Contact Information:	Majid Muqtadir Company Secretary The Harbour Front, 10 th Floor, Dolmen City, HC-3, Block 4, Marine Drive, Clifton, Karachi Telephone Number: +92 21 111 222 081 Fax Number: +92 21 111 888 081 Email Address: majid.muqtadir@byco.com.pk

Please mark the appropriate box below (see General Instruction A.1 below before filing the details).

Disclosure of price sensitive / inside information by listed company

Public disclosure of price sensitive / inside information, which directly concerns the listed securities:

At a meeting of the Board of Directors of Byco Petroleum Pakistan Limited (hereinafter referred to as the "**Company**") held at 4:30 pm on 26th May 2016 at the corporate office of the Company, the Board of Directors approved the draft Scheme of Arrangement under Sections 284 to 288 of the Companies Ordinance, 1984 laid before the Board of Directors of the Company ("**Scheme**"), in terms of which Byco Oil Pakistan Limited ("**BOPL**") and Byco Terminals Pakistan Limited are to be merged with and into the Company, subject to obtaining all necessary shareholders', creditors' and regulatory approvals and the sanction of the Scheme by the High Court along with fulfilment of related legal formalities. The Board of Directors approved the draft of the Scheme (subject to finalization thereof and any changes and modifications as may be required by the shareholders of the merger parties and / or the Honourable High Court of Sindh and such amendments as may be considered necessary without affecting the substance thereof) along with the swap ratio of 1.67 shares of the Company for every 1 (one) share of BOPL held by each of the shareholders of BOPL, as calculated by Deloitte Yousuf Adil Chartered Accountants (a member of Deloitte Touche Tohmatsu Limited), based on the valuation carried out by Arif Habib Limited.

The company has duly caused this form / statement to be signed / on its behalf by the undersigned hereunto duly authorized.


Majid Muqtadir
Company Secretary

Thursday, 26th May 2016