



Dawood Hercules

4<sup>th</sup> April 2019

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

Dear Sir,

**Notice of Annual General Meeting**

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on 27<sup>th</sup> April 2019, for circulation amongst the TRE Certificate Holders of the Exchange.

Kindly acknowledge receipt of the same.

Thanking you,

Yours sincerely,

Asim H. Akhund  
Company Secretary



**Notice of 51<sup>st</sup> Annual General Meeting**  
Dawood Hercules Corporation Limited



# NOTICE OF 51<sup>st</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-First Annual General Meeting of Dawood Hercules Corporation Limited (the "Company") will be held on Saturday, April 27, 2019 at 10:00 a.m. at the Dawood Foundation, Business Hub, Ground Floor, Dawood Center, M.T. Khan Road, Karachi to transact the following businesses:

## **ORDINARY BUSINESS**

- (1) To receive, consider and adopt the annual unconsolidated and consolidated Audited Financial Statements of the Company for the year ended December 31, 2018, together with Auditors' and Directors' Reports thereon and Chairman's Review Report.
- (2) To approve the payment of final cash dividend at the rate of PKR 4 per share i.e. (40%) as recommended by the Board of Directors. This is in addition to the interim cash dividend at the rate of PKR 6 i.e. (60%) already paid to the shareholders, thus making a total cash dividend of PKR 10 per share i.e. (100%) for the year ended December 31, 2018.
- (3) To appoint Auditors for the year ending December 31, 2019 and fix their remuneration. The Audit Committee and the Board of Directors have recommended the name of A.F. Fergusons & Co., for reappointment as auditors of the Company.

## **SPECIAL BUSINESS**

- (4) To consider and, if deemed appropriate, to pass, with or without modifications, Special Resolutions, as proposed in the statement of material facts, to provide short term funded and unfunded financing facilities to the associated companies.
- (5) To consider and, if deemed appropriate, to pass, with or without modifications, Special Resolutions, as proposed in the statement of material facts, for alteration in the Memorandum of Association of the Company.

Statement under Section 134(3) of the Companies Act, 2017, setting forth all the material facts including proposed Special Resolutions, concerning the above Special Businesses, to be transacted at the Fifty-First Annual General Meeting (the "Meeting") will be sent to the shareholders annexed to the Notice of the Meeting.

By Order of the Board

Karachi,  
Dated: February 20, 2019

Asim H. Akhund  
Company Secretary

## Notes:

- (1) The Share Transfer Books of the Company will be closed from Saturday, April 20, 2019 to Saturday, April 27, 2019 (both days inclusive). Transfers received in order at the office of our Registrar, FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Block 6, P.E.C.H.S. Shahra-e-Faisal, Karachi, PABX No. (92-21) 34380101-5 and email info.shares@famco.com.pk by the close of business (5:00 p.m) Friday, April 19, 2019, will be treated as being in time for the purposes of payment of final dividend to the transferees and to attend and vote at the Meeting.
- (2) A member entitled to attend and vote at this Meeting shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting as are available to a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting. A proxy need not be a member of the Company.
- (3) All those individual members holding physical shares who have not yet recorded their CNIC No. are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Block 6, P.E.C.H.S. Shahra-e-Faisal, Karachi. Members while sending CNIC must quote their respective folio numbers. The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificates to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.
- (4) In accordance with the provisions of Section 242 of the Companies Act, 2017 and Circular No. 18/2017, a listed company, is required to pay cash dividend to the shareholders ONLY through electronic mode directly into the bank account designated by the entitled members. In compliance with the said law, in order to receive your future dividends directly in your bank account, you are required to provide the information mentioned on the Divident Mandate Form placed on the Company's website and send the same to your brokers/ the Central Depository Company Ltd., if the shares are held in electronic form or to the Company's Shares Registrar, if the shares are held in paper certificate form.
- (5) The deduction of income tax from dividend payments shall be made on the basis of filers and non-filers as follows:

S. No.	Nature of Shareholders	Rate of deduction
1	Filers	15%
2	Non- Filers	20%

Tax deduction will be made on the basis of Active Tax Payers List provided on the website of Federal Board of Revenue.

The members seeking exemption from deduction of tax on dividend payment or are eligible for deduction at a reduced rate, are requested to submit a valid withholding tax exemption certificate or necessary documentary evidence, as the case may be.

The members who have joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the AGM date.

Folio/CDC Account No.	Name of Shareholder	CNIC	Shareholding	Total Shares	Principal/Joint Shareholder
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Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to FAMCO Associates (Private) Ltd., by the first day of Book Closure.

- (6) Members can also avail video conference facility under the provision of Section 134(1)(b) of Companies Act, 2017 to participate in the Meeting and consent from members as per following format. The members must hold in aggregate 10% or more shareholding residing in that city and consent of shareholders must reach at the registered address of the Company at least 10 days prior to the general meeting in order to participate in the meeting through video conference. The Company will intimate members regarding venue of video conference facility at least 7 days before the date of the Meeting along with complete information necessary to enable them to access such facility.

<p>I/We, _____ of _____, being a member of Dawood Hercules Corporation Limited, holder of _____ ordinary share (s) as per Register Folio/CDC Account No _____ hereby opt for video conference facility at _____.</p> <p>_____</p> <p>Signature of member</p>
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- (7) The members may exercise their right to demand a poll subject to the requirements of applicable provisions of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.
- (8) The Company has placed a copy of the Notice of the Meeting, Unconsolidated and Consolidated Financial Statements for the year ended 31 December 2018 along with Auditors and Directors Reports thereon and Chairman's Review on the website of the Company: [www.dawoodhercules.com](http://www.dawoodhercules.com)
- (9) Pursuant to Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it becomes due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Companies Act, 2017. Section 244(1)(a) of the Act requires the Company to give a 90 days' notice to the Members to file their claims with the Company. Further, SECP vide Direction No. 16 of 2017, issued on July 7, 2017 directed all listed companies to issue such notices to the members and submit statements of unclaimed shares or dividend or any other instrument which remain unclaimed or unpaid for a period of three years from the date it is due and payable as of May 30, 2017. Accordingly, the Company issued notices to the Shareholders and submitted statements of unclaimed shares or dividend or any other instrument with SECP.

### **Statements under Section 134(3) of the Companies Act 2017**

This Statement is annexed to the Notice of the Fifty-First Annual General Meeting of Dawood Hercules Corporation Limited to be held on Saturday, April 27, 2019, at which certain Special Businesses are to be transacted. This Statement is to set forth all the material facts concerning such Special Businesses.

### **ITEM (4) OF THE AGENDA**

#### **Investment in Associated Companies**

The Company is seeking approval of its members by passing Special Resolutions proposed herein to enable it to lend and make available to associated companies, undertakings or subsidiary listed below, short term funded and unfunded financing facilities. This is being proposed only for short term liquidity management, where the Company has surplus liquidity from own or borrowed funds and the associated companies require liquidity.

**“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 upto the amount stated below in respect of each company for a period of one year starting from the date the funds are provided, at mark up rate which shall not be less than the 3 month Karachi Inter Bank Offererd Rate (3M KIBOR) + 100bps for the relevant period or the borrowing cost of the Company, whichever is higher, and as per terms and conditions of agreement and as disclosed to the members.

Name	Amount
Dawood Lawrencepur Limited	PKR 5bn
Tenaga Generasi Limited	PKR 1bn
Cyan Limited	PKR 2bn
Engro Corporation Limited	PKR 6bn
Engro Fertilizers Limited	PKR 2bn
Engro Polymers & Chemicals Limited	PKR 2bn
Engro Energy Limited	PKR 2bn
Engro EXIMP Agriproducts (Private) Limited	PKR 1bn

**RESOLVED FURTHER 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.

**RESOLVED FURTHER 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”.

The information required under S.R.O. 1240 (I) 2017 for loans and advances is provided below:

(A) Regarding associated company or associated undertaking:-

(i) name of associated company or associated undertaking;

S. No.	Name
1	Dawood Lawrencepur Limited
2	Tenaga Generasi Limited
3	Cyan Limited
4	Engro Corporation Limited
5	Engro Fertilizers Limited
6	Engro Polymers & Chemicals Limited
7	Engro Energy Limited
8	Engro EXIMP Agriproducts (Private) Limited

(ii) basis of relationship;

Name	Relationship	Holding: Direct and/or indirect
Dawood Lawrencepur Limited	Common Directorship	-
Tenaga Generasi Limited	Common Directorship	-
Cyan Limited	Common Directorship	-
Engro Corporation Limited	Subsidiary	37.2%
Engro Fertilizers Limited	Indirect Shareholding	20.9%
Engro Polymers & Chemicals Limited	Indirect Shareholding	20.9%
Engro Energy Limited	Indirect Shareholding	37.2%
Engro EXIMP Agriproducts (Private) Limited	Indirect Shareholding	37.2%

(iii) earnings per share for the last three years;

Earnings Per Share	2018	2017	2016
Dawood Lawrencepur Limited	9.6	2.4	18.9
Tenaga Generasi Limited	1.6	1.5	(0.6)
Cyan Limited	(3.7)	(9.2)	12.1
Engro Corporation Limited	24.3	21.7	118.1
Engro Fertilizers Limited	12.5	7.6	6.8
Engro Polymers & Chemicals Limited	5.4	3.1	1.0
Engro Energy Limited*	43.8	47.0	40.1
Engro EXIMP Agriproducts (Private) Limited	1.7	(1.5)	(2.5)

\*consolidated (previously Engro Powergen)

(iv) break-up value per share, based on latest audited financial statements;

Break-up Value Per Share	December 31, 2018
Dawood Lawrencepur Limited	52.3
Tenaga Generasi Limited	12.1
Cyan Limited	31.3
Engro Corporation Limited	162.5
Engro Fertilizers Limited	32.2
Engro Polymers & Chemicals Limited	18.4
Engro Energy Limited	842.2
Engro EXIMP Agriproducts (Private) Limited	7.0

- (v) financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and

Full year ended December 31, 2018, audited accounts of **Dawood Lawrencepur Limited:**

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**BALANCE SHEET** **PKR '000**

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**ASSETS**

**Non-current assets**

Property, plant and equipment	31,494
Intangible assets	19
Long term investments	3,201,795
Long term loan	195,000
Long term deposits	2,778
	3,431,086

**Current assets**

Stores and spares	892
Stock	47,380
Trade debts	4,411
Loans and advances	2,811
Taxes recoverable	5,121
Deposits, prepayments and other receivables	68,995
Interest accrued	21,229
Cash and bank balances	19,788
	170,627

**TOTAL ASSETS**

**3,601,713**

**EQUITY AND LIABILITIES**

**Equity**

Share capital	590,578
Capital reserves	206,666
Unappropriated profit	2,283,583
Unrealized gain on remeasurement of available for sale investments	10,238
	3,091,065

**Current liabilities**

Trade and other payables	57,655
Unclaimed dividend	44,635
Unpaid dividend	3,589
Short term borrowings	388,269
Provision	5,816
Accrued markup	10,684
	510,648

**TOTAL EQUITY AND LIABILITIES**

**3,601,713**

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**INCOME STATEMENT** **PKR '000**

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Revenue	7,840
Profit before tax	595,486
Profit after tax	477,208

Full year ended December 31, 2018, audited accounts of **Tenaga Generasi Limited**

<b>BALANCE SHEET</b>	<b>PKR '000</b>
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	12,191,860
<b>Current assets</b>	
Stores, spares and loose tools	21,384
Trade debts	988,909
Loans, advances, deposits, prepayments and receivables	135,247
Accrued interest	6,917
Cash and bank balances	585,697
<b>TOTAL ASSETS</b>	<b>13,930,288</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
Share capital	3,027,034
Accumulated profit	650,054
	<u>3,677,089</u>
<b>Non-current liabilities</b>	
Borrowings	8,693,130
Deferred liability – staff retirement benefits	819
<b>Current liabilities</b>	
Current portion of long term borrowings	952,829
Creditors, accrued and other liabilities	169,522
Accrued markup	228,577
Sales tax payable	12,963
Income tax provisions less payments	357
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>13,930,288</b>
<b>INCOME STATEMENT</b>	
Revenue	2,294,459
Profit before tax	487,447
Profit after tax	487,967

Full year ended December 31, 2018, audited accounts of **Cyan Limited**

<b>BALANCE SHEET</b>	<b>PKR '000</b>
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	13,405
Intangible assets	66
Long term loans	6,154
Long term deposits	2,500
Deferred taxation	74,051
	<u>96,176</u>
<b>Current assets</b>	
Short term investments	2,108,946
Long term loans – current portion	2,330
Trade and other receivables	43,772
Advances and short term prepayments	3,291
Cash and bank balances	9,570
	<u>2,167,909</u>
<b>TOTAL ASSETS</b>	<b>2,264,085</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
Share capital	586,277
Unappropriated profit	659,843
Reserves	133,088
Remeasurement on post-retirement benefit obligations	(1,855)
Surplus on revaluation of available-for-sale investments	456,777
	<u>1,834,130</u>
<b>Non-current liabilities</b>	
Deferred liability - gratuity	15,281
<b>Current liabilities</b>	
Trade and other payables	38,549
Unclaimed dividend	32,599
Short term borrowings	218,146
Taxation	125,380
	<u>414,674</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>2,264,085</b>
<b>INCOME STATEMENT</b>	
Return on investments	96,899
Loss before tax	(211,002)
Loss after tax	(218,086)

Full year ended December 31, 2018, audited accounts of **Engro Corporation Limited**

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**BALANCE SHEET** **PKR '000**

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**ASSETS**

**Non-current assets**

Property, plant and equipment	514,837
Intangible assets	58,246
Long term investments	24,652,289
Long term loans and advances	49,796
	25,275,170

**Current assets**

Loans, advances and prepayments	350,121
Receivables	499,462
Accrued interest	353,503
Short term investments	64,488,556
Cash and bank balances	1,609,160
	67,300,802

**TOTAL ASSETS**

**92,575,972**

**EQUITY AND LIABILITIES**

**Equity**

Share capital	5,237,848
Share premium	13,068,232
Reserves	4,429,240
Remeasurement of post employment benefits	(12,721)
Unappropriated profit	62,380,565
	85,103,164

**Non-current liabilities**

Deferred taxation	249
Retirement and other service benefit obligations	50,366

**Current liabilities**

Trade and other payables	1,386,693
Provisions	3,243,130
Taxes payable	1,431,589
Borrowings	998,164
Accrued markup	64,357
Unclaimed dividend	298,260
	7,422,193

**TOTAL EQUITY AND LIABILITIES**

**92,575,972**

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**INCOME STATEMENT**

**PKR '000**

Revenue	10,263,698
Profit before tax	16,675,911
Profit after tax	12,719,875

Full year ended December 31, 2018, audited accounts of **Engro Fertilizers Limited**

<b>BALANCE SHEET</b>	<b>PKR '000</b>
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	68,203,956
Intangible assets	4,487,771
Investment in subsidiaries	560,416
Long term loans and advances	140,784
	73,392,927
<b>Current assets</b>	
Stores, spares and loose tools	5,325,287
Stock in trade	2,959,696
Trade debts	2,374,797
Subordinated loan to subsidiary	13,677,700
Loans, advances, deposits and prepayments	702,171
Other receivables	8,299,348
Accrued income	439,345
Short term investments	6,334,613
Cash and bank balances	642,060
	40,755,017
<b>TOTAL ASSETS</b>	<b>114,147,944</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
Share capital	13,352,993
Share premium	3,384,904
Reserve on amalgamation	(304,027)
Remeasurement of post employment benefits	(45,083)
Unappropriated profit	26,606,961
	42,995,748
<b>Non-current liabilities</b>	
Borrowings	25,715,015
Deferred Liabilities	7,161,541
Service benefits obligations	190,531
	33,067,117
<b>Current liabilities</b>	
Trade and other payables	28,626,619
Short-term borrowings	636,878
Accrued markup	405,620
Taxes payable	3,203,439
Current portion of borrowings	5,095,584
Current portion of service benefit obligations	51,267
Unclaimed dividend	65,672
	38,085,079
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>114,147,944</b>
<b>INCOME STATEMENT</b>	
	<b>PKR '000</b>
Revenue	66,141,478
Profit before tax	21,399,827
Profit after tax	16,668,684

Full year ended December 31, 2018, audited accounts of **Engro Polymer and Chemicals Limited**

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**BALANCE SHEET** **PKR '000**

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**ASSETS**

**Non-current assets**

Property, plant and equipment	19,397,763
Intangible assets	106,773
Long term investment - at cost	50,000
Long term loans and advances	84,465
	19,639,001

**Current assets**

Stores, spares and loose tools	1,562,767
Stock in trade	3,581,387
Trade debts	430,400
Loans, advances, deposits and prepayments	1,694,483
Short term investments	7,703,059
Cash and bank balances	1,359,208
	16,331,304

**TOTAL ASSETS** **35,970,305**

**EQUITY AND LIABILITIES**

**Equity**

Share capital	9,089,233
Share premium	3,874,953
Unappropriated profit	3,779,400
	16,743,586

**Non-current liabilities**

Borrowings	7,500,000
Deferred tax	390,146

**Current liabilities**

Service benefit obligations	55,354
Trade and other payables	6,435,073
Accrued markup	64,911
Provisions	4,638,827
Income tax provisions less payments	89,227
Unclaimed and unpaid dividend	53,181
	11,336,573

**TOTAL EQUITY AND LIABILITIES** **35,970,305**

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**INCOME STATEMENT** **PKR '000**

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Revenue	35,271,635
Profit before tax	6,448,735
Profit after tax	4,917,297

Full year ended December 31, 2018, audited accounts of **Engro Energy Limited (consolidated)**

<b>BALANCE SHEET</b>	<b>PKR '000</b>
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	105,603,610
Intangible assets	125,897
Investments	3,410,907
Long term deposits	5,016
Deferred tax asset	381,981
Long term loans and advances	1,833,128
	<u>111,360,539</u>
<b>Current assets</b>	
Inventories	379,474
Stores and spares	515,675
Markup receivable	101,640
Trade debts	7,821,790
Loans, advances, deposits, prepayments and other receivables	1,806,144
Taxes recoverable	145,334
Short term investments	5,977,431
Cheques in hand and balances with banks	5,064,430
	<u>21,811,918</u>
<b>TOTAL ASSETS</b>	<b>133,172,457</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
Share capital	364,760
Share premium	2,740,529
Maintenance reserve	156,301
Hedging reserve	9,823
Share issuance cost	(57,678)
Exchange translation reserve	158,294
Unappropriated profit	7,992,659
Non-controlling interest	19,355,766
	<u>30,720,454</u>
<b>Non-current liabilities</b>	
Borrowings	83,103,222
<b>Current liabilities</b>	
Creditors, accrued and other liabilities	6,766,285
Unclaimed dividend	23,933
Accrued markup	2,283,551
Current portion of borrowings	2,804,531
Deferred tax liability	151,986
Short term borrowings	7,318,495
	<u>102,452,003</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>133,172,457</b>
<b>INCOME STATEMENT</b>	
Revenue	11,954,606
Profit before tax	2,407,735
Profit after tax	1,596,856

Full year ended December 31, 2018, audited accounts of **Engro Eximp Agriproducts (Private) Limited**

<b>BALANCE SHEET</b>	<b>PKR '000</b>
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	1,224,776
Intangible assets	971
	<u>1,225,747</u>
<b>Current assets</b>	
Stores and spares	61,216
Stock in trade	1,729,108
Trade debts	10,024
Taxes recoverable	45,479
Advances, deposits, prepayments and other receivables	302,871
Cash and bank balances	5,253
	<u>2,153,951</u>
<b>TOTAL ASSETS</b>	<b>3,379,698</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
Share capital	2,008,609
Share premium	10,500,391
Accumulated loss	(11,177,881)
	<u>1,331,119</u>
<b>Current liabilities</b>	
Trade and other payables	143,259
Accrued markup	32,576
Short term finances	1,872,744
	<u>2,048,579</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,379,698</b>
<b>INCOME STATEMENT</b>	
Revenue	2,537,970
Profit before tax	356,294
Profit after tax	332,863

- (vi) in case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-

None

**B) General disclosures:-**

- (i) maximum amount of investment to be made;

Name	Amount
Dawood Lawrencepur Limited	PKR 5bn
Tenaga Generasi Limited	PKR 1bn
Cyan Limited	PKR 2bn
Engro Corporation Limited	PKR 6bn
Engro Fertilizers Limited	PKR 2bn
Engro Polymers & Chemicals Limited	PKR 2bn
Engro Energy Limited	PKR 2bn
Engro EXIMP Agriproducts (Private) Limited	PKR 1bn

- (ii) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;

This will enable the Company to lend to its associated companies, undertakings and subsidiary during the times it has access to funds / banking lines / security and / or the associated companies, undertakings or subsidiary require funds / banking lines / security for business purposes. This will be done in such a way as to benefit Company's shareholders.

- (iii) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;

There may be circumstances where the Company may lend to its associated companies, undertakings or subsidiary by utilizing borrowed funds and (I) it will be justified by earning a profit or mark up rate better than the rate payable by the Company and (II) Company secures its borrowed funds by pledging shares of its investments in listed companies and (III) the Company will charge the borrowing company mark up or profit rate which will improve the profitability of the Company

- (iv) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;

The company will enter into agreement after approval of the shareholders. The significant conditions are as under:

1. Mark up due shall be paid on quarterly basis within thirty (30) days of the end of quarter.
  2. The delayed payment shall be charged an additional sum equal to 20% on unpaid amount for the period for which payment is delayed.
  3. Associated companies shall provide corporate guarantee to secure the loans.
- (v) direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;

The Directors of the Company have no personal interest in the matter, however some directors of the Company are also directors of the associated companies, undertakings and/or subsidiary and own shares in these companies as follows:

Associated Company	Common Directorships
Dawood Lawrencepur Limited	Mr. Shahzada Dawood, Mr. Samad Dawood, Mr. Hasan Reza Ur Rahim and Mr. Shabbir Hashmi
Tenaga Generasi Limited	Mr. Inam ur Rahman
Cyan Limited	Mr. Hasan Reza Ur Rahim and Mr. Inam ur Rahman
Engro Corporation Limited	Mr. Hussain Dawood, Mr. Shahzada Dawood and Mr. Samad Dawood
Engro Fertilizers Limited	Mr. Samad Dawood
Engro Polymers & Chemicals Limited	-
Engro Energy Limited	-
Engro EXIMP Agriproducts (Private) Limited	-

- (vi) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and

Engro Corporation Limited	Investment value PKR 23.3 bn	No impairment or write-offs have been recorded
---------------------------	---------------------------------	---

- (vii) any other important details necessary for the members to understand the transaction;

None

(C) In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made,-

(i) category-wise amount of investment;

For the short term financing facilities / security, following are the associated company wise limits;

Name	Amount
Dawood Lawrencepur Limited	PKR 5bn
Tenaga Generasi Limited	PKR 1bn
Cyan Limited	PKR 2bn
Engro Corporation Limited	PKR 6bn
Engro Fertilizers Limited	PKR 2bn
Engro Polymers & Chemicals Limited	PKR 2bn
Engro Energy Limited	PKR 2bn
Engro EXIMP Agriproducts (Private) Limited	PKR 1bn

(ii) average borrowing cost of the investing company;

The Company had borrowings as at December 31, 2018 at a rate of 3 month KIBOR plus 100bps. The 3 month KIBOR as at 19/02/2019 was 10.72%.

(iii) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;

The Company shall charge minimum of 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. The mark up shall be paid within 30 days of the end of every quarter.

(iv) particulars of collateral or security to be obtained in relation to the proposed investment;

Normally no security is to be obtained since the Company has full oversight and is very well versed with the operations and plans of the borrowing company. The Company and its associated companies, undertakings and subsidiary are confident that any financing arrangement will be repaid. However, Corporate Guarantees shall be obtained to secure the loans.

(v) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and

No Conversion feature.

- (vi) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.

Facility granted for a period of one year, renewable for four further periods of one year each. The other terms are mentioned above.

## **ITEM (5) OF THE AGENDA**

### **Alteration in Memorandum of Association**

The proposed alteration in the Memorandum of Association are necessitated by the Companies Act, 2017, which brings the Memorandum of Association in conformity with the Companies Act, 2017.

Accordingly, the Board of Directors of the Company have recommended the alteration in Memorandum of Association by replacing its existing object Clause III with the new Clause III. The following resolutions are proposed to be passed as special resolutions, with or without any modification:

**“RESOLVED** that subject to confirmation of the Securities and Exchange Commission of Pakistan (“SECP”) the existing Clause III of the Memorandum of Association of the Company be and is hereby substituted to read as follows:

- a) To carry on in Pakistan or elsewhere the business of general trading, investments (in including but not limited to its subsidiaries and/or associated companies), and to sell, purchase, advance, exchange, subscribe, acquire, undertake, underwrite, hold, auction, convert or other wise to deal in all types of assets including but not limited to real estate, shares, securities, stocks, bonds, fully convertible debentures, partly convertible debentures, non-convertible debentures, debentures stocks, warrants, certificate, premium notes, mortgages, obligations, inter corporate deposits, call money deposits, public deposits, commercial paper and other similar instruments whether issued by government, semi government, local authorities, public sector undertakings, companies, corporations, co-operative societies, trusts, societies, foundations, partnerships, and other similar originations at national and international levels and to do all incidental acts and things necessary for the attainment of the above objects.
- b) Except for the businesses mentioned in sub-clause (d) hereunder, the Company shall engage in all lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
- c) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-Banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust Management Company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba

management company, stock brokerage business, forex, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the SECP.

- d) It is hereby undertaken that the Company shall not:
- i. engage in any of the business mentioned in sub-clause (c) above or any unlawful operation;
  - ii. launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
  - iii. engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

**RESOLVED FURTHER** that the Chief Executive Officer and / or Company Secretary be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities, make amendments, modification addition or deletion and file all requisite documents / application with the Registrar / SECP to effectuate and implement this special resolution.

**RESOLVED FURTHER** that the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the SECP which suggestion, direction and advise shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh special resolution”.

**Statement by the Board of Directors:**

The proposed alterations are in line with the applicable provisions of the law and the regulatory framework. Further the proposed changes will not be detrimental to the interest of the Company or its members as a whole.

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as directors/Chief Executive/shareholders.

**Inspection:**

A copy of the existing Memorandum and Articles of Association along with copy of Memorandum and Articles of Association as will appear after alterations have been kept at the Registered Office of the Company and may be inspected during business hours (9am-5pm) on any working day from the date of publication / issue of this notice till the conclusion of the meeting.

## **UPDATE UNDER RULE 4(2) OF S.R.O. 1240/1/2017**

### **Note relating to EDOTCO Pakistan (Private) Limited**

The shareholders of the Company passed a Special Resolution at the Extraordinary General Meeting held on March 6, 2018, with respect to the total investment of PKR 17,430 million to EDOTCO Pakistan (Private) Limited. The Share Subscription Agreement entered into for this purpose amongst Dawood Hercules Corporation Limited, Edotco Investments (Labuan) Limited and Edotco Pakistan (Private) Limited (the Agreement) prescribed various conditions that needed to be satisfied before consummating the transaction. Certain material conditions were not satisfied prior to the longstop date prescribed in the Agreement. Therefore, the Company exercised its right to terminate the Agreement and the same was notified to the shareholders, the Pakistan Stock Exchange and the Securities and Exchange Commission of Pakistan on September 17, 2018 along with necessary disclosures under the Securities Act 2015.



Dawood Hercules

# Proxy Form

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

Share Register Folio No. \_\_\_\_\_ and/or \_\_\_\_\_  
CDC Participant IDNo. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her \_\_\_\_\_  
of \_\_\_\_\_, as my/our proxy to attend, speak and vote for me/us and on my/our  
behalf, at the 51<sup>st</sup> Annual General Meeting (AGM) of the Company to be held at The Dawood  
Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi on  
Saturday, 27<sup>th</sup> April 2019, at 10:00 a.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

**WITNESSES -1:**

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC No. or \_\_\_\_\_  
Passport No. \_\_\_\_\_



Signature should agree with  
the specimen signature with  
the Company.

**WITNESSES -2:**

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC No. or \_\_\_\_\_  
Passport No. \_\_\_\_\_

**IMPORTANT:**

1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty eight hours before the meeting.
2. CDC shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
3. All proxies attending the AGM 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 Fax: +92-21-35644147  
[www.dawoodhercules.com](http://www.dawoodhercules.com)



Dawood Hercules

## نمائندگی کا فارم

میں / ہم \_\_\_\_\_ ساکن \_\_\_\_\_  
بجائے میں ہمدرد اور ہر کوئس کارپوریشن لمیٹڈ کے رکن و حامل \_\_\_\_\_ عام حصص برطانیہ شیئرز ہسٹریڈ فولیو نمبر \_\_\_\_\_  
اور ایسی ڈی سی کے شرکائی آئی ڈی نمبر \_\_\_\_\_ اور ڈی بی کھانا نمبر \_\_\_\_\_ محترم احترام \_\_\_\_\_  
ساکن \_\_\_\_\_ یا بصورت دیگر محترم / محترمہ \_\_\_\_\_  
ساکن \_\_\_\_\_ کو اپنی جگہ بروز ہفتہ مورخہ ۱۲ اپریل ۲۰۱۹ بوقت ۱۰:۰۰ بجے صبح بہ مقام دادو ڈاؤن ٹاؤنیشن برنس جب گراؤنڈ فلور،  
دادو ڈسٹریکٹ ایم ٹی خان روڈ، کراچی میں منعقد یا ملتوی ہونے والے کینی کے ۵۱ ویں سالانہ اجلاس عام میں رائے و ہندگی کے لئے اپنا نمائندہ مقرر کرنا کرتی ہوں۔

دستخط \_\_\_\_\_ بروز \_\_\_\_\_ ۲۰۱۹

دستخط کینی کے پاس پہلے سے محفوظ دستخطی 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: \_\_\_\_\_

نوٹ:

- تمام نامزدگیاں اسی صورت میں موثر ہوں گی جب پر کسی فارم بنام کینی کے ہسٹریڈ آفس میں اجلاس کے مقررہ وقت سے ۳۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی شیئرز ہولڈرز اور ان کے نمائندوں سے فرداً فرداً درخواست ہے کہ وہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ، نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔
- تمام پر کسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔








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


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## 51 واں سالانہ اجلاس عام کی اطلاع

بذریعہ ہذا مطلع کیا جاتا ہے کہ داؤد ہرکولیس کارپوریشن لمیٹڈ ("کمپنی") کے حصص یافتگان کا 51 واں سالانہ اجلاس عام بروز ہفتہ 27 اپریل، 2019ء کی صبح 10.00 بجے، دی داؤد فاؤنڈیشن برنس حب، گراؤنڈ فلور، داؤد سینٹر، ایم ٹی خان روڈ، کراچی میں مندرجہ ذیل امور کی انجام دہی کے لیے منعقد کیا جائے گا:

### عمومی امور

- (1) مؤرخہ 31 دسمبر، 2018ء کو ختم ہونے والے مالی سال کے لیے کمپنی کے سالانہ آڈٹ شدہ، غیر انضمام شدہ اور انضمام شدہ مالی گوشواروں کو، مع آڈیٹرز اور ڈائریکٹرز کی رپورٹوں اور چیئرمین کی جائزہ رپورٹ کی وصولی، ان پر غور و خوض اور منظوری دینا۔
- (2) بورڈ آف ڈائریکٹرز کی تجویز کے مطابق، 31 دسمبر، 2018ء کو ختم ہونے والی مالی سال کے لیے حتمی منافع منقسم بشرح 4.00 روپے (یعنی 40%) فی حصہ کی منظوری دینا۔ یہ منافع منقسم اس عبوری نقد منافع منقسم کے علاوہ ہے جو 6.00 روپے (یعنی 60%) فی حصہ کی شرح سے پہلے ہی حصص یافتگان کو ادا کیا جا چکا ہے۔ اس طرح مؤرخہ 31 دسمبر، 2018ء کو ختم ہونے والے مالی سال کے لیے کل نقد منافع منقسم 10.00 روپے فی حصہ (100%) ہو جائے گا۔
- (3) مؤرخہ 31 دسمبر، 2019ء کو ختم ہونے والے مالی سال کے لیے آڈیٹرز کی تقرری اور ان کے مشاہرے کا تعین۔ بورڈ آف ڈائریکٹرز اور آڈٹ کمیٹی نے، کمپنی کے آڈیٹرز کے طور پر، اے ایف فرگوسن اینڈ کمپنی (چارٹرڈ اکاؤنٹنٹس) کی تقرری کی تجویز دی ہے۔

### خصوصی امور

- (4) کمپنی کو اپنی منسلک کمپنیاں کو تقصیر الیجا فنڈ ڈاؤر ان فنڈ ڈاؤر مالیاتی سہولت کے فراہم کرنے پر غور کرنا اور اگر مناسب ہو، کسی ترمیم یا ترمیم کے بغیر مجوزہ خصوصی قرارداد جو کہ اہم حقائق پر مبنی بیان کے ساتھ منسلک ہے کا منظور کرنا۔
  - (5) کمپنی کے ممبرانڈم آف ایسوسی ایشن میں تبدیلی کے لیے غور کرنا اور ترمیم یا بغیر ترمیم، اضافہ یا اخراج کے ساتھ موزوں سمجھے جانے پر مجوزہ خصوصی قرارداد جو کہ حقائق پر مبنی بیان کے ساتھ منسلک ہے کا منظور کرنا۔
- کمپنیز ایکٹ، 2017ء کی سیکشن (3) 134 تحت تمام اہم حقائق پر مبنی بیان، بشمول اجلاس میں انجام دیے جانے والے مجوزہ بالا خصوصی امور سے تعلق رکھنے والی خصوصی قراردادیں، اجلاس کے نوٹس کے ہمراہ حصص یافتگان کو ارسال کیا جا رہا ہے۔

بجگم پورڈ

عاصم حمید آخوند

کمپنی سیکریٹری

کراچی،

20 فروری 2019ء

### نوٹس:

(1) کمپنی کی حصص منقولہ کی کتب بروز ہفتہ 20 اپریل، 2019ء سے بروز ہفتہ 27 اپریل، 2019ء (بشمول دونوں ایام) بند رہیں گی۔ اس سلسلے میں کمپنی کے رجسٹرار فیکو ایسوسی ایشن (پرائیویٹ) لمیٹڈ، 8- ایف، متصل ہوٹل فاران، بلاک 6، پی ای سی ایچ ایس، شارع فیصل، کراچی، پی ایس ایف ایس نمبر 5-34380101-21 (92) اور ای میل info.shares@famco.com.pk کے دفتر میں بروز ہفتہ 19 اپریل، 2019ء کو اوقات کار کے اختتام (5:00 بجے) تک موصول ہونے والی منتقلیاں سالانہ اجلاس عام میں شرکت، ووٹ دینے کے استحقاق اور حتمی منافع منقسم کی ادائیگی کے لیے بروقت تصوری جائیں گی۔

(2) کوئی بھی رکن، جو اس اجلاس میں شرکت کرنے اور رائے دہی کا حق رکھتا رکھتی ہے، کسی بھی دوسرے شخص کو اپنی جگہ شرکت کرنے، بولنے اور ووٹ دینے کے لیے بطور نمائندہ (proxy) مقرر کر سکتا/سکتی ہے اور اس طرح مقرر کئے گئے/گی کسی نمائندہ کو اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کا حق حاصل ہوگا جیسا کہ رکن کو حاصل ہے۔ ایسی نمائندگیوں کے مؤثر ہونے کے لیے لازم ہے کہ وہ اجلاس منعقد ہونے سے کم از کم 48 گھنٹے قبل کمپنی کو موصول ہو جائیں۔ نمائندہ کے لیے کمپنی کا رکن ہونا ضروری نہیں ہے۔

(3) ایسے تمام حصص یافتگان کو، جن کے پاس مطبوعہ حصص (physical shares) موجود ہیں اور انہوں نے اب تک اپنے CNIC نمبر فراہم نہیں کیے ہیں، ایک مہینہ پہلے یاد دہانی کرائی جاتی ہے کہ وہ اپنے CNIC کی نقل فوری طور پر کمپنی کے شیئر رجسٹرار فیکو ایسوسی ایشن (پرائیویٹ) لمیٹڈ، 8- ایف، متصل ہوٹل فاران، بلاک 6، پی ای سی ایچ ایس، شارع فیصل، کراچی، کے پاس جمع کرا دیں۔ ارکان اپنے CNIC کی نقل بھیجیے وقت ان پر اپنا فوٹو نمبر لازماً درج کریں۔ ایسے کارپوریٹ ارکان جن کے سی ڈی سی اکاؤنٹ ہیں، ان کے لیے لازمی ہے کہ وہ اپنے بروکر کے پاس اپنے پیشگی نمبر (NTN) کی تیدیکر والیں جبکہ ایسی کارپوریٹ انٹیٹیو (corporate entities) جن کے پاس مطبوعہ حصص (physical shares) موجود ہیں، ان کو چاہیے کہ وہ اپنے این ٹی این سرٹیفکیٹس کی نقل کمپنی کے شیئر رجسٹرار کے پاس جمع کرا دیں۔ کارپوریٹ ارکان کو چاہیے کہ اپنا این ٹی این (NTN) یا این ٹی این سرٹیفکیٹس کی نقل بھیجیے وقت، جو بھی صورت ہو، اپنی کمپنی کا نام اور متعلقہ فوٹو نمبر ضرور بتائیں۔

(4) کمپنیز ایکٹ، 2017ء کی سیکشن 242 کے مطابق اور سرگنمبر 18/2017 تحت لسٹڈ کمپنی کے لیے ضروری ہے کہ وہ حصص یافتگان کو نقد منافع منقسم صرف الیکٹرونک طریقے سے، براہ راست حقدار ارکان کے متعین کردہ بینک اکاؤنٹ میں ادا کرے۔ مذکورہ قانون پر عمل درآمد اور مستقبل میں منافع منقسم براہ راست اپنے بینک اکاؤنٹ میں وصول کرنے کی غرض سے، اگر حصص الیکٹرونک صورت میں ہیں یا کمپنی کے شیئر رجسٹرار کے پاس کاغذی سرٹیفکیٹس کی صورت میں ہیں، آپ کے لیے ضروری ہے کہ آپ کمپنی کی ویب سائٹ پر دستیاب فارم کے ذریعے مطلوبہ معلومات فراہم کریں اور اسے اپنے بروکر/اینٹیپرائز ڈیپازٹری کمپنی لمیٹڈ کو بھیج دیں۔

(5) منافع منقسم کی ادائیگیوں میں سے انکم ٹیکس، ریزرو جمع کرانے والوں (فائلرز) اور جمع نہ کرانے والوں (نان فائلرز) کی بنیاد پر، درج ذیل کے مطابق منہا کیا جائے گا:

نمبر شمار	حصص یافتگان کی نوعیت	کٹوتی کی شرح
1-	فائلرز	15%
2-	نان-فائلرز	20%

ٹیکس کی منہائی، فیڈرل بورڈ آف ریونیو کی ویب سائٹ پر دستیاب ایکٹیو ٹیکس پayers لسٹ (Active Tax Payers List) کی بنیاد پر کی جائے گی۔

ایسے ارکان جو اپنے منافع منقسم میں سے ٹیکس کی منہائی سے استثناء چاہتے ہیں یا کم شرح پر کٹوتی کے حقدار ہیں، ان سے درخواست ہے کہ وہ وہ وہ ہولڈنگ ٹیکس سے استثناء کا فعال سرٹیفکیٹ یا ضروری شہادت، جیسا بھی معاملہ ہو، جمع کرائیں۔ ایسے ارکان جن کی مشترکہ حصص یافتگی ریزرو جمع کرانے والوں (فائلرز) اور ریزرو جمع نہ کرانے والوں (نان-فائلرز) کی صورت میں ہو، انہیں علیحدہ علیحدہ منہا کیا جائے گا اور ایسی مخصوص صورت حال میں، ہر کھاتے دار کو فائلر یا نان-فائلر کی بنیاد پر برتا جائے گا اور ٹیکس اس کی حصص یافتگی کے مطابق منہا کیا جائے گا۔ اگر حصص یافتگی کا پتا چلانا ناممکن نہ ہو تو ایسی صورت میں ہر کھاتے دار کو مساوی حصہ دار تصور کیا جائے گا اور ٹیکس کی منہائی اس کے مطابق کی جائے گی۔ لہذا، مزید شرح پر ٹیکس کی منہائی سے بچنے کے لیے مشترکہ حصص یافتگان سے درخواست ہے کہ وہ اپنی حصص یافتگی کے بارے میں درج ذیل تفصیلات، سالانہ اجلاس عام کی تاریخ تک، کمپنی کے شیئر رجسٹرار کو فراہم کریں۔

فولیو/سی ڈی سی اکاؤنٹ نمبر	حصص یافتگان کا نام	کمپیوٹرائزڈ فوٹو شناختی کارڈ نمبر	حصص کی تعداد	حصص کی کل تعداد	پرنسپل/مشترکہ حصص یافتہ
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منافع منقسم میں سے وہ ہولڈنگ ٹیکس سے استثناء کی اجازت صرف اس صورت میں ہوگی اگر ٹیکس کی منہائی سے استثناء کا فعال سرٹیفکیٹ فیکو ایسوسی ایشن (پرائیویٹ) لمیٹڈ کے کتب کی بندش کے پہلے دن تک فراہم کر دیا جائے۔

(6) کمپنیز ایکٹ 2017ء کی سیکشن (b)(1) 134 کے تحت ارکان اجلاس عام میں شرکت کے لیے درج ذیل طریقہ کار کے مطابق اور درج ذیل فارمیٹ کے مطابق، دیگر ارکان کی رضامندی سے، ویڈیو کانفرنس کی سہولت سے بھی فائدہ اٹھا سکتے ہیں۔ ویڈیو کانفرنس کی سہولت کے لیے اس شہر کے ارکان میں سے مجموعی طور پر 10 فیصد ارکان کی رضامندی ضروری ہے جس کی اطلاع کمپنی کے رجسٹرار چھپنے پر اجلاس عام سے کم از کم 10 دن قبل موصول ہو جانا چاہیے۔ کمپنی، ارکان کو، سالانہ اجلاس عام کے انعقاد کی تاریخ سے کم از کم 07 دن قبل، ویڈیو کانفرنس کی سہولت کے متعلق اور اس تک رسائی کے لیے مطلوبہ مکمل معلومات سے مطلع کرے گی۔

میں/ہم \_\_\_\_\_ کے \_\_\_\_\_ بطور رکن داؤد ہرکولیس کارپوریشن لمیٹڈ، رجسٹرار/سی ڈی سی اکاؤنٹ نمبر \_\_\_\_\_ کے مطابق  
عمومی حصص کا/کے مالک ہوں/ ہیں اور بذریعہ ہذا بہ تمام \_\_\_\_\_ ویڈیو کانفرنس کی سہولت حاصل کرنا چاہتا ہوں/ چاہتی ہوں/ چاہتے ہیں۔

رکن/ارکان کے دستخط

(7) کمپنیز ایکٹ، 2017ء کو کمپنیز (پروویڈنٹ) ریگولیشنز، 2018ء کے قابل اطلاق تقاضوں کے تحت ارکان بذریعہ ڈاک رائے دہندگی کا تقاضا کرنے کی غرض سے اپنا حق استعمال کر سکتے/سکتی ہیں۔

(8) کمپنی نے سالانہ اجلاس عام کا نوٹس اور 31 دسمبر، 2018ء کو ختم ہونے والے سال کے لیے سالانہ، مقبب کردہ اور انضمام شدہ مالی گوشوارے اور ان کے بارے میں آڈیٹرز اور ڈائریکٹرز کی رپورٹیں اور چیئرمین کے جائزہ کی نقل کمپنی کی ویب سائٹ www.dawoodhercules.com پر شائع کر دی گئی ہیں۔

(9) کمپنیز ایکٹ 2017ء کی سیکشن 244 کے مطابق میں، کمپنی کی جانب سے جاری کردہ حصص یا اعلان کردہ منافع منقسم، جس کا واجب الادا ہونے کی تاریخ سے، تین برسوں کے دوران دعویٰ نہ کیا گیا ہو یا غیر ادا شدہ ہوں کمپنیز ایکٹ، 2017ء میں وضع کردہ طریقہ کار کی تعمیل کے بعد وفاقی حکومت کے اختیار میں چلے جائیں گے۔ ایکٹ کی سیکشن (a) 244(1) کمپنی کو پابند کرتی ہے کہ وہ ارکان کو کمپنی کے پاس اپنا دعویٰ دائر کرنے کے لیے 90 دن کا نوٹس جاری کرے۔ مزید برآں، سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) نے بھی اپنی ہدایت نمبر 16 آف 2017ء، مجریہ 7 جولائی، 2017ء کے ذریعہ تمام لسٹڈ کمپنیوں کو ہدایت کی ہے کہ وہ اپنے ارکان کو ایسا نوٹس جاری کریں اور غیر دعویٰ شدہ حصص یا منافع منقسم یا کسی اور دستاویز کے بارے میں، جس کا دعویٰ نہ کیا گیا ہو یا وہ اپنے واجب الادا یا قابل ادائیگی ہونے کی تاریخ 30 مئی 2017ء سے تین برسوں کے دوران غیر ادا شدہ رہے ہوں، گوشوارے جمع کرائے۔ چنانچہ کمپنی نے حصص یافتگان کو نوٹس جاری کیے اور غیر دعویٰ شدہ حصص یا منافع منقسم یا کوئی دستاویز کے بارے میں گوشوارے ایس ای پی کے پاس جمع کرائیے ہیں۔