



engro fertilizers

April 19, 2019

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

Subject: Disclosure of Material Information

Dear Sirs,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1(a) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

On February 27, 2019 Engro Fertilizers Limited ("Company") received an unsolicited non-binding offer from Engro Corporation Limited ("Engro Corporation") for the acquisition of 100% (one hundred percent) of the issued and paid up share capital of Engro Eximp FZE, a wholly owned subsidiary of the Company (the "Transaction"). Thereafter, the working teams of both parties negotiated the terms of Transaction for onward presentation to the respective committees and Board of Directors of both parties for their consideration.

The Board of Directors of the Company have, in their meeting held on April 19, 2019, resolved to pursue the proposed Transaction at an aggregate price of PKR 1.76 Billion, subject to adjustments at the date of closing of the Transaction, Engro Corporation's approval, along with compliance with the applicable laws, including obtaining the necessary corporate and regulatory approvals. Additionally, the Board resolved to authorize the necessary persons to take all necessary steps with respect to the Transaction including to call an extraordinary general meeting of the shareholders of the Company for the purpose of, inter alia, obtaining the approval of the shareholders of the Company for the Transaction, in accordance with Sections 183(3) and 199 of the Companies Act, 2017.

You are requested to disseminate the above decision to the members of TRE certificate holders.

Sincerely yours,

Umair Mukhtar
Company Secretary

Cc:
Director / HOD
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad



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DISCLOSURE FORM

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

Name & Address of Company:	Engro Fertilizers Limited The Harbour Front Building, HC-3 Marine Drive, Clifton, Karachi
Date of Report:	April 19, 2019
Contact Information:	Umair Mukhtar Company Secretary Engro Fertilizers Limited The Harbour Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi Tell Number: 021-35297501-10 Fax Number: 021-35810669 Email Address: umair.mukhtar@engro.com

Disclosure of inside information by listed company in terms of Section 15D (1):

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

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Pursuant to the requirements of the Securities Act, 2015, the Company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

For and on behalf of
Engro Fertilizers Limited

Umair Mukhtar
Company Secretary
Dated: April 19, 2019

Engro Fertilizers Limited

7th & 8th Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600, Pakistan.

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