



Dawood Hercules

April 25, 2016

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

Dear Sir,

**Certified Resolutions adopted at the 48<sup>th</sup> Annual General Meeting of  
Dawood Hercules Corporation Limited**

We are pleased to attach a copy of Resolutions adopted by Shareholders of Dawood Hercules Corporation Limited (the Company) at the 48<sup>th</sup> Annual General Meeting of the Company held on Saturday, 23<sup>rd</sup> April 2016 at 11.00 am at Movenpick Hotel, Karachi.

The above is submitted for information as per the Regulation 5.6.4. (b) of the PSX Rule Book issued by the Exchange.

Kindly acknowledge receipt.

Best Regards,

Shafiq Ahmed  
Company Secretary

Encl.: As above



**RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD HERCULES CORPORATION LIMITED AT THE 48<sup>th</sup> ANNUAL GENERAL MEETING HELD ON SATURDAY 23<sup>rd</sup> APRIL 2016 AT MOVENPICK HOTEL, KARACHI**

**ORDINARY BUSINESS**

**1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015**

**"RESOLVED** that the Audited unconsolidated and consolidated financial statements of the Company (comprising of statement of financial position, Profit & Loss account, Statement of Comprehensive Income, Statement of Changes in Equity, Cash Flows Statement and related notes thereon) as at and for the year ended 31 December 2015 along with the Directors' and Auditors' report thereon be and are hereby adopted."

**2. PAYMENT OF FINAL CASH DIVIDEND**

**"RESOLVED** that the payment of final cash dividend for the year ended 31 December 2015 @ Rs 4.00 per share (40%) to those shareholders whose names appear in the Register of Members on 14 April 2016 and Interim cash dividend @ Rs. 12 per share (120%) already paid be and are hereby approved."

**3. APPOINTMENT OF AUDITORS**

**"RESOLVED** that Messer's. A.F Ferguson & Co., Chartered Accountants, be and are hereby appointed statutory auditors of the Company until the conclusion of 49<sup>th</sup> Annual General Meeting of the Company."

**SPECIAL BUSINESS**

**4. ALTERATIONS OF ARTICLES OF ASSOCIATION OF THE COMPANY**

**"RESOLVED** that pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 and any other law, Articles 66 and Article 74 be amended and a additional new Article 74(A) be added in Articles of Association of the Company, be and are hereby read as under:

66. The Company Secretary will be the Secretary of the General Meeting and shall cause minutes to be made of all resolutions and proceedings of the meeting. The Secretary shall cause the minutes to be entered into a minute book provided for that purpose. The minutes shall be read to the members attending the next General Meetings, whether Ordinary or Extraordinary, and shall be signed in their presence by the Chairman of the meeting or any other Director of the Board present at the meeting, after which such minutes shall be receivable as evidence of the facts and resolutions therein contained without further proof being required.





74. A person can be appointed as proxy and shall be qualified to vote even if he / she is not a member. Moreover, a corporation or a company being a member of the Company may by a resolution of the Directors authorise any of its official or any other person to act as its representative at any meeting of the Company. Subject to the provision of these Articles an agent duly authorised under a power of attorney shall be entitled to be present and vote on behalf of its appointer notwithstanding that such agent may not be member of the Company.

74(A). The provisions and requirements for e-voting as prescribed by the Securities and Exchange Commission of Pakistan (SECP) from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provision of these Articles of Association and notwithstanding anything contradictory therein.

**FURTHER RESOLVED** that the Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Company including filling of all requisite documents/ statutory forms as may be required to filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

**Certified True Copy**

Shafiq Ahmed  
Company Secretary



Dated: April 25, 2016