



9th March 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi
Fax: 111-573-329

The General Manager
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
P.O. Box: 1315
Lahore
Fax: 042-36368484-85

The General Manager
Islamabad Stock Exchange Limited
ISE Towers
55-B, Jinnah Avenue
Islamabad
Fax: 051 111-473-329

Re: **Material Information**

Dear Sirs,

In accordance with Section 15D of the Securities and Exchange Ordinance, 1969 and Clause (xx) of the Code of Corporate Governance, 2012, we hereby convey the following information:

The Board of Directors of the Company at their meeting held on March 7, 2015 has resolved as follows:

- a) To enter into a Share Purchase Agreement (SPA) with Pakarab Fertilizers Limited ("Buyer") in connection with the sale of the entire shareholding of the Company in DH Fertilizers Limited ("DHFL") to the Pakarab Fertilizers Limited subject to negotiated and finalizing SPA and procuring corporate approvals and regulatory consents. This is in furtherance to the disclosure made vide our letter dated 12 February 2015.
- b) To purchase the entire shareholding of DHFL in Engro Corporation Limited and The Hub Power Company Limited at the market price of such shares on the date of acquisition. This decision has been made since the Company would like to retain its investments in associated companies while selling the fertilizer undertaking to the Buyer. The Board of Directors of the Company has also resolved that the shares of Engro Corporation Limited and The Hub Power Company Limited, to be acquired from DHFL, may be pledged as security in favour of financial institutions who have extended finance facilities obtained by DH Fertilizers Limited until the sale of shares in DHFL.

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Dawood Hercules

- c) To purchase 7,735,000/- shares of The Hub Power Company Limited from Patek (Private) Limited – an associated company at the market price prevailing on the Karachi Stock Exchange on the date of acquisition.
- d) To provide loan of up to Rs. 90 million to e2e Business Enterprises (Private) Limited, an associated company on commercial terms.
- e) To give a guarantee and/or provide security in the form of pledge of ordinary shares of e2e Business Enterprises (Private) Limited, held by the Company, in connection with a loan or loans obtained from commercial bank on commercial terms by e2e Business Enterprises (Private) Limited.

The above matters have been approved subject to regulatory and shareholder approvals (as may be required).

A disclosure form as required under S.R.O. 143/(1)/2012 read with Section 15D of the Securities and Exchange Ordinance, 1969 is enclosed as **Annexure A**.

Yours truly,

Shafiq Ahmed
Company Secretary

Cc:
Chairman
Securities and Exchange Commission of Pakistan



DISCLOSURE FORM
IN TERMS OF SECTION 15D OF THE
SECURITIES AND EXCHANGE ORDINANCE, 1969

Name of Company:	DAWOOD HERCULES CORPORATION LIMITED
Date of Report:	9 th March 2015
Name of Company as specified in its Memorandum	Dawood Hercules Corporation Limited
Company's Registered Office	Dawood Centre, M.T. Khan Road, Karachi
Contact Information	Mr. Shafiq Ahmed Company Secretary, Tel Number: (021) 35633972 Email Address: shafiq.ahmed@dawoodhercules.com

Disclosure of inside information by listed company in terms of section 15D(1).

The Board of Directors of the Company at their meeting held on March 7, 2015 has resolved as follows:

- a) To enter into a Share Purchase Agreement (SPA) with Pakarab Fertilizers Limited ("Buyer") in connection with the sale of the entire shareholding of the Company in DH Fertilizers Limited ("DHFL") to the Pakarab Fertilizers Limited subject to negotiated and finalizing SPA and procuring corporate approvals and regulatory consents. This is in furtherance to the disclosure made vide our letter dated 12 February 2015.
- b) To purchase the entire shareholding of DHFL in Engro Corporation Limited and The Hub Power Company Limited at the market price of such shares on the date of acquisition. This decision has been made since the Company would like to retain its investments in associated companies while selling the fertilizer undertaking of DHFL to the Buyer. The Board of Directors of the Company has also resolved that the shares of Engro Corporation Limited and The Hub Power Company Limited to be acquired from DHFL, may be pledged as security in favour of financial institutions who have extended finance facilities obtained by DH Fertilizers Limited until the sale of shares in DHFL.
- c) To purchase 7,735,000/- shares of The Hub Power Company Limited from Patek (Private) Limited – an associated company at the market price prevailing on the Karachi Stock Exchange on the date of acquisition.
- d) To provide loan of up to Rs. 90 million to e2e Business Enterprises (Private) Limited, an associated company on commercial terms.

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Dawood Hercules

- e) To give a guarantee and/or provide security in the form of pledge of ordinary shares of e2e Business Enterprises (Private) Limited, held by the Company, in connection with a loan or loans obtained from commercial bank on commercial terms by e2e Business Enterprises (Private) Limited.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Ordinance of 1969 (XVII of 1969), the Company has duly caused this form / statement to be signed on its behalf by the undersigned hereunto duly authorized.

Shafiq Ahmed
Company Secretary

Dated: 9th March 2015