



engro foods

March 3rd, 2016.

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

Fax: 32410825

MATERIAL INFORMATION

Dear Sir,

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:

We would like to inform you that we have received the attached announcement of intention to acquire up to 51% of Engro Corporation Limited's shareholding in the Company. We have been informed that the potential acquirer may commence due diligence shortly and we shall keep the exchange informed of further substantive events if and when they take place.

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 herewith,

You may please inform members of the Exchange accordingly.

Very truly yours,

FAIZ CHAPRA
Company Secretary

Encl: as above.

Engro Foods Limited

5th Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600 Pakistan.

T 00 92 (21) 35296000 (10 lines) F 00 92 (21) 35295961-2

engrofoods.com

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

NAME OF COMPANY	ENGRO FOODS LIMITED
DATE OF REPORT	3rd MARCH, 2016.
NAME OF COMPANY AS SPECIFIED IN ITS MEMORANDUM	ENGRO FOODS LIMITED
COMPANY'S REGISTERED OFFICE	5 TH FLOOR, THE HARBOUR FRONT BUILDING, HC-3, MARINE DRIVE, BLOCK-4, CLIFTON, KARACHI, 756000
CONTACT INFORMATION	FAIZ CHAPRA COMPANY SECRETARY TEL NO. 021-35296113 Email Address: fchapra@engro.com

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

We would like to inform you that we have received the attached announcement of intention to acquire up to 51% of Engro Corporation Limited's shareholding in the Company. We have been informed that the potential acquirer may commence due diligence shortly and we shall keep the exchange informed of further substantive events if and when they take place.

SIGNATURES

In case of a company 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.


FAIZ CHAPRA
Company Secretary

Dated: 3rd March, 2016.

Citibank N.A
AWT Plaza
I.I. Chundrigar road
P.O Box 4889
Karachi 74200

T +92 (0) 21 111-999-999
F +92 (0) 21 3529 3556



Dated: 03 March, 2016

The Chief Executive/ Company Secretary

Engro Foods Limited
5th, 6th Floor, Harbor Front Building
Marine Drive, Block 4, Clifton
Karachi.

Dear Sir,

Public announcement of the intention to acquire up to 51% of voting shares of Engro Foods Limited (the "Target") by FrieslandCampina International Holding BV (the "Acquirer"), under the Securities Act 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008.

Pursuant to regulation 6(2) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008, we have enclosed for your attention a copy of the public announcement of intention, which shall be published on the 8th of March 2016 in one Urdu and one English newspaper, In connection with the proposed acquisition mentioned above

Citibank N.A. Pakistan is manager to the offer in respect of the proposed acquisition.

Yours sincerely,

Faraz Hussain
Securities Country Manager
Direct Custody and Clearing
Citibank N.A. Pakistan



FrieslandCampina 

**Public Announcement of Intention
to acquire upto 51% of voting shares of Engro Foods Limited
by FrieslandCampina International Holding BV
under the Securities Act 2015
and the Listed Companies (Substantial Acquisition of Voting Shares and
Takeovers) Regulations, 2008**

(1) **INFORMATION ABOUT THE ACQUIRER**

- (a) Name(s) and Address(s) of acquirer along with persons acting in concert, if any.

FrieslandCampina International Holding BV – Stationsplein 4, 3818LE, Amersfoort, The Netherlands.

The acquisition may be undertaken by the Acquirer directly and/or through a special purpose company.

- (b) The Name(s) and Address(s) of financial advisors of the acquirer, if any.

Citigroup Global Markets Limited – Citigroup Centre, 33 Canada Square, Canary Wharf, London, E14 5LB, United Kingdom

- (c) In case the acquirer is a company(s):

- (i) *Names of the chief executive and directors of the company(s); and*

FrieslandCampina International Holding BV

- Chief Executive Officer: Roelof Joosten

- Directors:

Koninklijke FrieslandCampina N.V.

Executive Board - Royal FrieslandCampina N.V.

- R.A. Joosten, CEO
- H.M.A. Schumacher, CFO
- P.J. Hilarides
- G. Sklikas
- S.G. Van den Berg



FrieslandCampina 

Supervisory Board - Royal FrieslandCampina N.V

- P. Boer, Chairman
- J.P.C. Keijsers, Vice-chairman
- S.R.F. Ruiter
- P.A.F.W. Elverding
- F.A.M. Keurentjes
- B. van der Veer
- W.M. Wunnekink
- A.A.M. Huijben-Pijnenburg
- H. Stöcker
- L.W. Gunning
- J.W. Addink-Berendsen
- B.E.G. Ten Doeschot
- D.R. Hooft Graafland

(ii) *Names of major shareholders of the company.*

Koninklijke FrieslandCampina N.V. (100%)

(2) INFORMATION ABOUT THE TARGET COMPANY

(a) Name of the target company, its directors and major shareholders.

- **Name:** Engro Foods Limited
- **Names of Directors:**
 - Mr. Babur Sultan
 - Mr. Muhammad Amin
 - Mr. Abdul Samad Dawood
 - Ms. Sabrina Dawood
 - Mr. Marco L. Spits
 - Mr. Rehan Hassan
 - Mr. Zafaryab Ali Khan
 - Mr. Mr. Isfandiyar Shaheen
 - Mr. Wim Torfs
 - Mr. Khalid Siraj Subhani
- **Major Shareholders:**
 - Engro Corporation Limited (holding 667,374,991 Ordinary Shares representing 87.06% of the issued share capital of the Company).



FrieslandCampina

(b) Total number of issued shares of the company.

766,596,075 Ordinary Shares of Rs. 10 each

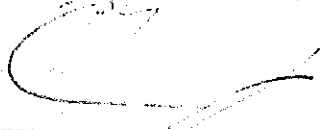
(3) NUMBER OF SHARES ALREADY HELD BY THE ACQUIRER(S), IF ANY.

Nil

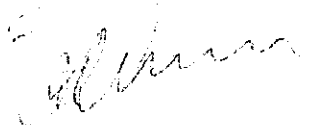
(4) NUMBER OF SHARES ALONG WITH THE PERCENTAGE INTENDED TO BE ACQUIRED BY THE ACQUIRER THROUGH PUBLIC OFFER OR AGREEMENT.

Up to 51% of the Ordinary Shares of the Company (representing approximately 390,963,998 Ordinary Shares of the Company) cumulatively through an agreement with the majority shareholders and a public offer.

For and on behalf of FrieslandCampina International Holding BV



R.A. Joosten
Chief Executive Officer



H.M.A. Schumacher
Chief Financial Officer