



Dec 19, 2016

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

Director (Enforcement)
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area
Islamabad

Dear Sirs,

ACQUISITION OF SHAREHOLDING IN ENGRO FOODS LIMITED

In terms of section Sections 96 and 131 of the Securities Act, 2015 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 notice from FrieslandCampina Pakistan B.V. (**FC Pakistan**) in respect of the completion of its acquisition of: (i) 361, 299,052 shares of EFoods (47.1%) from Engro Corporation Limited (**ECorp**); and (ii) 29,664,947 shares of EFoods (3.9%) through a mandatory tender offer under the Securities Act, 2015.

Further, ECorp has also confirmed divestment of its 47.1% ordinary shares in EFoods to FC Pakistan by letter dated December 19, 2016 (attached hereto).

Chairman of the Engro Foods Board of Directors, Mr. Samad Dawood stated “Not only was Engro Foods able to achieve its vision of elevating consumer delight and wellbeing by adding nourishment to the food market but the company was able to enhance the lives of 12 million consumers through its utmost sincerity and motivation each day, everyday. This is only the beginning of a better and brighter future for our organization and this novel partnership with the Royal FrieslandCampina Group will not only bring growth and prosperity for all of us but also tell a story about Engro’s commitment to growth and creating a broad-based impact for now and generations to come.”

Engro Foods Limited

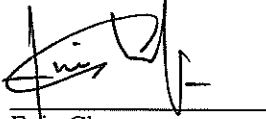
5th Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600 Pakistan.

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

engrofoods.com

A disclosure form as required under S.R.O. 143/(1)/2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed.

Yours Sincerely,
Engro Foods Limited

A handwritten signature in black ink, appearing to read 'Faiz Chapra', written over a horizontal line.

Faiz Chapra
COMPANY SECRETARY

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

Name of Company: Engro Foods Limited (**EFoods**)

Date of Report: December 19, 2016

Name of Company as specified in its Memorandum: Engro Foods Limited

Company's registered office: 5th Floor, the Harbour Front Building, HC-3, Marine Drive, Block-4, Clifton Karachi-756000

Contact information: Faiz Chapra - Company Secretary
Tel: 35297501
Email: fchapra@engro.com

Disclosure of inside information by a listed company:

We would like to inform you that we have received the attached notice from FrieslandCampina Pakistan B.V. (**FC Pakistan**) in respect of the completion of its acquisition of: (i) 361,299,052 shares of EFoods (47.1%) from Engro Corporation Limited (**ECorp**); and (ii) 29,664,947 shares of EFoods (3.9%) through a mandatory tender offer under the Securities Act, 2015.

Further, ECorp has also confirmed divestment of its 47.1% ordinary shares in EFoods to FC Pakistan by letter dated December 19, 2016 (attached hereto).

Chairman of the Engro Foods Board of Directors, Mr. Samad Dawood stated "Not only was Engro Foods able to achieve its vision of elevating consumer delight and wellbeing by adding nourishment to the food market but the company was able to enhance the lives of 12 million consumers through its utmost sincerity and motivation each day, everyday. This is only the beginning of a better and brighter future for our organization and this novel partnership with the Royal FrieslandCampina Group will not only bring growth and prosperity for all of us but also tell a story about Engro's commitment to growth and creating a broad-based impact for now and generations to come."

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

For and on behalf of
ENGRO FOODS LIMITED



Faiz Chapra
COMPANY SECRETARY



Engro Foods Limited
5th Floor, The Harbour Front Building,
Plot No. HC-3, Block-4,
Scheme No. 5,
Clifton,
Karachi.

December 19, 2016

Notice of completion of divestment of 47.1% shares in Engro Foods Limited to FrieslandCampina Pakistan Holding B.V.

Dear Sirs,

This is to notify you that Engro Corporation Limited has divested its 361,299,052 shares (47.1%) in Engro Foods Limited to FrieslandCampina Pakistan Holding B.V. in terms of a Share Purchase Agreement dated July 01, 2016.

Yours Sincerely,
Engro Corporation Limited

A handwritten signature in black ink, appearing to read "Faiz Chapra", is written over a horizontal line.

Faiz Chapra
COMPANY SECRETARY



FrieslandCampina 

Engro Foods Limited
6th Floor, The Harbour Front Building,
Plot No. HC-3, Block-4,
Scheme No. 5,
Clifton,
Karachi.

19 December 2016

**Notice of completion of acquisition of 51% shares of Engro Foods Limited
by FrieslandCampina Pakistan Holding B.V.
from Engro Corporation Limited and through a Mandatory Tender Offer to
the remaining shareholders of Engro Foods Limited, pursuant to the
Securities Act 2015 and the Listed Companies (Substantial Acquisition of
Voting Shares and Takeovers) Regulations 2008**

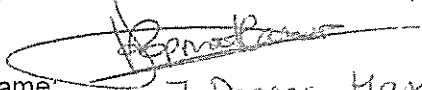
Dear Sirs,

This is to notify you that FrieslandCampina Pakistan Holding B.V. (the "Acquirer") has acquired a total of 390,963,999 ordinary shares of Rs. 10 each of Engro Foods Limited, representing 51% of the total issued share capital of Engro Foods Limited, through a share purchase agreement dated 1 July 2016 and supplemental share purchase agreement dated 2 December 2016 entered into with Engro Corporation Limited and through a Mandatory Tender Offer to the remaining shareholders of Engro Foods Limited as required under the Securities Act 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations 2008, in the following manner:

Name of Acquirer	No. and percentage of shares from Engro Corporation Limited	No. and percentage of shares through Mandatory Tender Offer	Total No. of shares and percentage
FrieslandCampina Pakistan Holding B.V.	361,299,052 shares (47.1%)	29,664,947 shares (3.9%)	390,963,999 shares (51%)

We enclose a copy of the CDC Outgoing and Incoming Reports as evidence of the shareholding acquired.

Yours faithfully,
For and on behalf of FrieslandCampina Pakistan Holding B.V.


Name: J. Popma-Haners
Title: Authorized Representative

Copy to:
The Chairman
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad