BOOK POST

Notice of Extraordinary General Meeting



Dawood Lawrencepur Limited

Dawood Center, M.T. Khan Road, Karachi - 75530

DAWOOD LAWRENCEPUR LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Monday, July 13, 2020 at 11:00 a.m. through video link arrangement from 3rd Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

SPECIAL BUSINESS:

To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without
any modifications, to renew the second unsecured subordinated loan facility of up to PKR 1.0 billion
provided to Tenaga Generasi Limited (TGL), a subsidiary company of Dawood Lawrencepur Limited.

"RESOLVED that, the approval of the Members of Dawood Lawrencepur Limited (the **Company**) be and is hereby granted in terms of Section 199 of the Companies Act, 2017 and all other applicable laws, to renew the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to its subsidiary, Tenaga Generasi Limited (TGL), for a further one year period as per the terms and conditions disclosed to the shareholders.

FURTHER RESOLVED that, for the purpose of giving effect to this special resolution, any two of the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby authorized jointly to take all necessary actions and do all acts, deeds and things including execution of documents and agreements for the purposes of implementing the aforesaid resolution."

 To consider and, if thought appropriate, pass with or without modification, the following resolutions as Special Resolutions in terms of Section 199 of the Companies Act 2017, for issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, a subsidiary company of Dawood Lawrencepur Limited.

"RESOLVED that approval of members of Dawood Lawrencepur Limited (the **"Company"**) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for the issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, subsidiary company of Dawood Lawrencepur Limited as per the terms and conditions disclosed to the shareholders

FURTHER RESOLVED that any two of the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby authorized jointly to do all such things and take any and all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purposes of implementing this resolution including but not limited to the execution of all documents and agreements(s)."

Statements of material facts pursuant to Section 134(3) of the Companies Act, 2017 are annexed to the notice of meeting sent to the members.

By Order of the Board

Imran Chagani Company Secretary

Place: Karachi Dated: June 12, 2020

NOTES:

1. Coronavirus contingency planning for Extraordinary General Meeting (EGM) of shareholders:

Due to current COVID-19 situation, the Government has suspended large public gatherings at one place. Additionally, the Securities and Exchange Commission of Pakistan (SECP) in terms of its Circular No.5 of 2020 issued on March 17, 2020 and Pakistan Stock Exchange Limited (PSX) through its notice Ref: PSX/N-372 dated March 19, 2020 has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large.

Considering the above, the Company intends to convene this EGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the EGM through proxies.

The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EGM proceedings via video link. For this, members are required to email their Name, Folio Number, Cell No., and Number of Shares held in their name with subject "Registration for Dawood Lawrencepur Limited EGM" along with valid copy of CNIC (both sides) / Passport at info.reon@dawoodhercules.com. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 24 hours before the time of EGM.

Shareholders can also provide their comments and questions for the agenda items of the EGM at the email address info.reon@dawoodhercules.com.

Members are therefore, encouraged to attend the EGM through video link or by consolidating their attendance through proxies.

Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from Tuesday, July 7, 2020 to Monday, July 13, 2020 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by close of business on Monday, July 6, 2020, will be considered in time to attend and vote at the EGM.

3. Participation in the EGM:

All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint any person, regardless whether they are a member or not, as its proxy.

In case of corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. Proxy Form in English and Urdu languages is attached.

The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 hours before the time of the meeting.

CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the time of attending the meeting. b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- b. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- c. The proxy shall produce original valid CNIC or original passport at the time of the meeting.
- d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- e. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

4. Computerized National Identity Card (CNIC) / National Tax Number (NTN):

All those individual members holding physical shares who have not yet recorded their CNIC No., are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Members while sending CNIC must quote their respective folio numbers. The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificates to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

5. Payment of Cash Dividend Electronically

Under second proviso to Section 242 of the Companies Act, 2017, listed companies are required to pay declared cash dividends only through electronic mode directly into the bank accounts designated by the entitled shareholders.

Accordingly, the shareholders of the Company are requested to provide the following information for payment of cash dividend to be declared by the Company through electronic mode directly in the bank account designated by you.

Title of Bank Account	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline Number of Shareholder	
Email of Shareholder	

The shareholders are also required to intimate the changes, if any in the above-mentioned information to the Company and the Share Registrar as soon as these occur. In case of shares held electronically, then the above electronic credit mandate form must be submitted directly to shareholder(s)' broker/participant/CDC account services.

6. Deposit of Physical Shares into CDC Accounts

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its

physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017.

The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange limited.

STATEMENTS OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS REFERRED TO THE NOTICE ABOVE

These Statements set out the material facts concerning the following Special Businesses to be transacted at the Extraordinary General Meeting of Shareholders of Dawood Lawrencepur Limited to be held on Monday, July 13, 2020.

The directors have certified that they have carried out necessary due diligence for the proposed investment before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company is such that it has the ability to repay the financing as per agreement. A duly signed recommendation of the due diligence report shall be made available for inspection of Members in the general meeting along with latest audit annual financial statements of associated company.

Item 1 of the Agenda:

The Company is seeking approval of its Members by passing special resolutions proposed herein for the renewal of the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to Tenaga Generasi Limited (TGL), a subsidiary of the Company.

Sr. No	NATURE OF INFORMATION REQUIRED TO BE DISCLOSED PURSUANT TO THE COMPANIES (INVESTMENTS IN ASSOCIATED COMPANIES OR UNDERTAKINGS) REGULATIONS, 2017	RELEVANT INFORMATION	
(a)	Disclosure for all types of investments		
	(A) Regarding associated compar	ny or associated undertaking: -	
	(i) Name of associated company or associated undertaking	Tenaga Generasi Limited (TGL).	
	(ii) Basis of relationship	By virtue of shareholding (75%) and common directorship.	
	(iii) Earnings per share for the last three years (PKR)	2017 2018 2019 1.46 1.61 3.57	
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 4,757,776,510 / 302,703,484 = 15.72 per share.	
	(v) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	December 31, 2019. Main items of Balance Sheet:	

(vi) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: Not applicable

- (1) description of the project and its history since conceptualization;.
- (II) starting date and expected date of completion of work;
- (III) time by which such project shall become c o m m e r c i a I I y operational;
- (IV) expected time by which the project shall start paying return on investment; and
- (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.

(B) General Disclosure: -

- (I) maximum amount of investment to be made;
- (II) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;
- (III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:
 - (I) justification for investment through borrowings;

Subordinated Loan not exceeding PKR 1.0 billion, in addition to a subordinated loan of PKR 300 million already provided to TGL.

To assist TGL for meeting its working capital requirements. The Company will earn markup income from TGL on the subordinated loan. The income will increase the profitability of the Company. The loan is being renewed for further one year.

TGL has commenced its operations in October 2016 and is not seized with sufficient free cash to meet its working capital requirements. Being the sponsor, the Company has an obligation to support Tenaga Generasi Limited for its working capital funding requirements.

(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and The funds to be borrowed shall be secured against a Corporate Guarantee or pledge of shares of Dawood Hercules Corporation Limited held by the Company or any other security as per the requirement of the lender.

(III) cost benefit analysis;

Subordinated Loan will be provided from the borrowed fund for which markup shall be charged at 3MK+2% (being 1% above average borrowing cost of the Company) which will improve the profitability of the Company.

(IV) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment: The Subordinated Loan will be unsecured.

(V) direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;

None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or proposed transaction, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration.

Further, TGL is a subsidiary of the Company and 4 out of 5 directors of TGL are shareholders of the Company as follows:

Mr. Shahid Hamid Pracha: 1,000 shares Mr. Shafiq Ahmed: 1,154 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Inam ur Rahman: 12,234 shares

TGL does not hold any share in the Company.

(VI) in case any investment in associated company associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs: and

The Company currently holds 75% of shareholding in TGL and during FY 2019, profit attributable to the Company amounted to PKR 810 million. The Company has also provided a subordinated loan facility amounting to PKR 300 million for Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.

(VII) any other important details necessary for the members to understand the transaction;

None

(b)		In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made: -	
	(1)	category-wise amount of investment;	Subordinated Loan not exceeding PKR 1.0 billion, in addition to a subordinated loan of PKR 300 million already provided to TGL.
	(11)	average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and	The current borrowings of the company are at rates up to 3MK + 1%.
	(III)	rate of return for unfunded facilities, as the case may be, for the relevant period;	Not applicable.
	(IV)	rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	3MK +2% or maximum borrowing rate of the company +1%, whichever is higher.
	(V)	particulars of collateral or security to be obtained in relation to the proposed investment;	The facility is unsecured as the Company has full oversight and is very well versed with the operations and plans of the borrowing company.
	(VI)	if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	No conversion feature.
	(VII)	repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	TGL to repay the loan with the accrued Profit from time to time (in full or parts therefore) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.

Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

Item 2 of the Agenda:

The Company is seeking approval of its Members by passing special resolutions proposed herein to enable it to issue a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, subsidiary company of Dawood Lawrencepur Limited.

Sr. No	NATURE OF INFORMATION REQUIRED TO BE DISCLOSED PURSUANT TO THE COMPANIES (INVESTMENTS IN ASSOCIATED COMPANIES OR UNDERTAKINGS) REGULATIONS, 2017	RELEVANT I	NFORMATION
(a)	Disclosure for all types of investments		
	(A) Regarding associated compar	ny or associated undertakir	ng: -
	(i) Name of associated company or associated undertaking	Tenaga Generasi Limitec	I (TGL).
	(ii) Basis of relationship	By virtue of shareholding (7	5%) and common directorship.
	(iii) Earnings per share for the last three years (PKR)		2018 2019 1.61 3.57
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 4,757,776,510 / 302,7	03,484 = 15.72 per share
	(v) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	Financial Position as of December 31, 2019. Main items of Balance Shance Shanc	(Rs. in million) 12,503.7 3,019.2 4,757.7 8,814.4 1,950.7
	(vi) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: (I) description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become c o m m e r c i a l l y operational;	Not applicable	

- (IV) expected time by which the project shall start paying return on investment; and
- (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.

(B) General Disclosure: -

- (I) maximum amount of investment to be made:
- purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;
- (III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:
 - (I) justification for investment through borrowings;
 - (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and
 - (III) cost benefit analysis;
- (IV) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment:
- (V) direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration:

Corporate Guarantee of up to PKR 500 million in favor of financial institution on behalf of its subsidiary company to cover financial obligations under the financing agreement.

To assist TGL to obtain a line from a financial institution for meeting its working capital requirements. Since this is a corporate guarantee, there is no cost to the Company, however the Company will recover all allied charges in connection with the issuance of the Corporate Guarantee from TGL.

Not applicable.

Not applicable.

None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or the proposed arrangement, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration.

Further, TGL is a subsidiary of the Company and 4 out of 5 directors of TGL are shareholders of the Company as follows:

			Mr. Shahid Hamid Pracha: 1,000 shares Mr. Shafiq Ahmed: 1,154 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Inam ur Rahman: 12,234 shares
			TGL does not hold any share in the Company.
	(∨I)	in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	The Company currently holds 75% of shareholding in TGL and during FY 2019, profit attributable to the Company amounted to PKR 810 million. The Company has also provided a subordinated loan facility amounting to PKR 300 million for Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.
	(VII)	any other important details necessary for the members to understand the transaction;	None
(b)			ans, advances and guarantees, following disclosures in addition ub-regulation (1) of regulation 3 shall be made: -
	(1)	category-wise amount of investment;	Corporate Guarantee of up to PKR 500 million to cover financial obligation of PKR 500 million plus any mark-up.
	(11)	average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and	Not applicable
	(III)	rate of return for unfunded facilities, as the case may be, for the relevant period;	The company will charge a commission of a minimum of 1% per annum of the Guarantee amount
	(I∨)	rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	The company will charge a commission of a minimum of 1% per annum of the Guarantee amount
	(V)	particulars of collateral or security to be obtained in relation to the proposed investment;	The Guarantee is unsecured
	(VI)	if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	There are no conversion features in the subject facility.

(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Not applicable
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Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

DAWOOD LAWRENCEPUR LIMITED PROXY FORM

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	Passport No.				

IMPORTANT:

- 1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty eight (48) hours before EGM.
- 2. CDC shareholders and their proxies are each requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
- 3. All proxies attending the EGM are requested to bring their original CNIC/Passport for identification.

AFFIX CORRECT POSTAGE The Company Secretary Dawood Lawrencepur Limited 3rd Floor, Dawood Centre, M.T. Khan Road, Karachi-75530 Tel: +92 21 35632200 Fax: +92 21 35633970 www.dawoodlawrencepur.com

داۇدلارنس پورلىيىڭ نمائندگى كافارم

<i>الر</i> ہم		ساکن	
محیثیت ممبر داؤ دلارنس پورلمیٹڈ کے سرچہ ہے تیم کی مرخ		——— عام حصص بمطابق شیئر رجشر ڈ فولیونمبر میں میں	اور ریاسی ڈی تی
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- نمام نامزدگیاں ای صورت میں موثر ہوں گی جب پراکسی فارم بنام کمپنی کے رجنر ڈ آفس میں اجلاس کے مقررہ وقت ہے ۸۸ گھنے قبل موصول ہوں۔
- ى دُى ئى تى شير بولڈرز اوران كى ئىائندوں نے فردافر دافر داورخواست ہے كہ وہ اپنے كمپيوٹرائز دُقو می شاختى كار ڈى انصد اِق شدر نقل يا پاسپورٹ ، ئمائندگى فارم داخل كرنے تے اس كے ساتھ فسلك كريں۔
 - تمام پراکسی ہولڈرزا پی شاخت کے لئے اجلاس کے وقت اپنااصل شاختی کارڈیایا سپورٹ ضرور پیش کریں۔

AFFIX CORRECT POSTAGE The Company Secretary Dawood Lawrencepur Limited 3rd Floor, Dawood Centre, M.T. Khan Road, Karachi-75530 Tel: +92 21 35632200 Fax: +92 21 35633970 www.dawoodlawrencepur.com



Dawood Lawrencepur Limited
Dawood Center, M.T. Khan Road, Karachi -75530



DAWOOD LAWRENCEPUR LIMITED

Dawood Centre, M.T. Khan Road, Karachi-75530

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Monday, July 13, 2020 at 11:00 a.m. through video link arrangement from 3rd Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

SPECIAL BUSINESS:

2.

To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without any modifications, to renew the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to Tenaga Generasi Limited (TGL), a subsidiary company of Dawood Lawrencepur Limited.

"RESOLVED that, the approval of the Members of Dawood Lawrencepur Limited (the Company) be and is hereby granted in terms of Section 199 of the Companies Act, 2017 and all other applicable laws, to renew the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to its subsidiary, Tenaga Generasi Limited (TGL), for a further one year period as per the terms and conditions disclosed to the shareholders.

FURTHER RESOLVED that, for the purpose of giving effect to this special resolution, any two of the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby authorized jointly to take all necessary actions and do all acts, deeds and things including execution of documents and agreements for the purposes of implementing the aforesaid resolution.

To consider and, if thought appropriate, pass with or without modification, the following resolutions as Special Resolutions in terms of Section 199 of the Companies Act 2017, for issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, a subsidiary company of Dawood Lawrencepur Limited. "RESOLVED that approval of members of Dawood Lawrencepur Limited (the "Company") be and is hereby

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actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purposes of implementing this resolution including but not limited to the execution of all documents and agreements(s). Statements of material facts pursuant to Section 134(3) of the Companies Act, 2017 are being dispatched to the

shareholders along with this notice.

By Order of the Board

Karachi Imran Chagani

Place:

June 12 2020 Dated: Company Secretary Notes:

Coronavirus contingency planning for Extraordinary General Meeting (EGM) of shareholders:

Due to current COVID-19 situation, the Government has suspended large public gatherings at one place. Additionally, the Securities and Exchange Commission of Pakistan (SECP) in terms of its Circular No.5 of 2020 issued on March

advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large Considering the above, the Company intends to convene this EGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and

17, 2020 and Pakistan Stock Exchange Limited (PSX) through its notice Ref: PSX/N-372 dated March 19, 2020 has

voting at the EGM through proxies. The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EGM proceedings via video link. For this, members are required to email their Name, Folio Number, Cell No., and Number of Shares held in their name with subject "Registration for Dawood Lawrencepur Limited

EGM" along with valid copy of CNIC (both sides) / Passport at info.reon@dawoodhercules.com. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 24 hours before the time of EGM. Shareholders can also provide their comments and questions for the agenda items of the EGM at the email address

Members are therefore, encouraged to attend the EGM through video link or by consolidating their attendance through proxies

Closure of Share Transfer Books: The Share Transfer Books of the Company will remain closed from Tuesday, July 7, 2020 to Monday, July 13, 2020

(both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by close of

info.reon@dawoodhercules.com.

business on Monday, July 6, 2020, will be considered in time to attend and vote at the EGM. Participation in the EGM: All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their

3.

proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint any person, regardless whether they are a member or not, as its proxy. In case of corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company

along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 hours before the time of the meeting. CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and

Exchange Commission of Pakistan. For Attending the Meeting In case of individuals, the account holders or sub-account holders whose registration details are uploaded as a. per the Regulations shall authenticate his/her original valid CNIC or the original passport at the time of attending

the meeting.

roxy form

B.

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b.

C.

- In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature b. of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. For Appointing Proxies
- In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.

Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the

d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company

The proxy shall produce original valid CNIC or original passport at the time of the meeting.

- Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.
- Computerized National Identity Card (CNIC) / National Tax Number (NTN): All those individual members holding physical shares who have not yet recorded their CNIC No., are once again

reminded to immediately submit the copy of their CNIC to Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Members while sending CNIC must quote their respective folio numbers. The corporate members having CDC accounts are required

to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificates to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

Title of Bank Account

Payment of Cash Dividend Electronically Under second proviso to Section 242 of the Companies Act, 2017, listed companies are required to pay declared cash dividends only through electronic mode directly into the bank accounts designated by the entitled shareholders. Accordingly, the shareholders of the Company are requested to provide the following information for payment of cash

dividend to be declared by the Company through electronic mode directly in the bank account designated by you.

This of bank 7,000 and	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline Number of Shareholder	
Email of Shareholder	
	changes, if any in the above-mentioned information to the Company

mandate form must be submitted directly to shareholder(s)' broker/participant/CDC account services. **Deposit of Physical Shares into CDC Accounts** As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares

with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period

not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017. The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange limited.



داؤدلارس بورلميطر

داؤدسینٹر، ایم ٹی خان روڈ کراچی ۔ ۱۹۵۳ کے

غیر معمولی اجلاس عام کا نوٹس

بذریعه ہٰذامطلع کیاجاتا ہے کہ داؤد لارٹس پورلمیٹڈ ('دنمپنی'') کے صص یافتگان کاغیر معمولی اجلاسِ عام بروز پیر،13 جولائی2020ء مج 11.00 جبج بذریعه ویڈیو لنک تیسری منزل، داؤدسینٹر، ایم ٹی خان روڈ ، کراچی سے مندرجہ ذیل امور کی انجام دہی کے لیے منعقد کیا جائے گا:

1۔داؤدلارنس پورلمیٹڈی ذیلی ممپنی، تینا گاجنزاس کمیٹٹر(TGL) کیلئے ایک بلین روپے تک کے دوسرے غیرمحفوظ ماتحت قرض کی سہولت کے حصول کیلئے درج ذیل قرار دار پر غور وخوص اورموز وں منتمجھے جانے پرمع ترمیم یا بغیرترمیم بطورخصوصی قر ار دا دمنظوری دینا۔

خصص یا فتگان کوفراہم کی گئی شرا کط وضوابط کی روشنی میں اجازت دی جاتی ہے۔ مزید قرار دیاجا تا ہے کہ بذر بعہ ہٰذا کمپنی کے چیف ایگزیکٹو آفیسر، چیف فنانشل آفیسراور کمپنی سیکسی میں سے سی بھی دوعہدیداروں کومِشتر کہ طور پر کمپنی کی جانب سے اختیار دیاجا تا ہے کہوہ اس سلسلے میں تمام افعال اور امورانجام دیں اور تمام ضروری اقدامات کریں جس میں مذکورہ بالاقرار دادیچمل درآ مداور تکمیل اور وہ تمام معاملات جواس سے

متعلقه، ضروری اورا ہم ہوں ، ان کیلئے معاہدے اور کاغذات اور دیگر ضروری دستاویز ات پردستخط کرنے کا اختیار شامل ہے۔' 2۔داؤدلارنس پورلمیٹڈ کی ذیلی ممپنی، تینا گاجنز اسی لمیٹڈ (TGL) کیلئے الائیڈ بینک لمیٹڈ سے 500 ملین روپے کے رنگ فنانس(R F)/منی مارکیٹ لون (MML) کے حصول کیلئے بطور سیکیوریٹی ،کارپوریٹ گارنٹی کے اجراء کیلئے کمپنیزا میٹ 2017 کے سیشن 199 اور دیگر تمام لا گوقوانین کی روشنی میں درج ذیل قرار دارپرغور وخوص اور

موز وں مجھے جانے پرمع ترمیم یا بغیرترمیم ،اضافہ یا اخراج کے ساتھ موز وں سمجھے جانے پربطورخصوصی قرار دا دمنظوری دینا۔ '' قرار دیاجا تا ہے کہ بذر بعہ ہٰذِادا وَدلارنس پورلمیٹڈ کی ذیلی تمپنی ، تینا گاجز اسی لمیٹڈ (TGL) کیلئے کمپنیزا یکٹ2017 کے سیشن 199 کی روشن میں الائیڈ بینک لمیٹڈ سے 500 ملین روپے کے رنگ فنانس (RF)/منی مارکیٹ لون (MML) کے حصول کیلئے بطور سیکیو ریٹی ، کارپوریٹ گارنٹی کے اجراء کی داؤ دلارنس پورلمیٹڈ (سمپنی) کے صص یا فتگان کوفرا ہم کی گئی شرا کط وضوابط کی روشنی میں منظوری دی جاتی ہے۔

مزید قرار دیاجا تا ہے کہ بذر بعدہاذا کمپنی کے چیف ایگزیکٹوآ فیسر، چیف فنانشل آ فیسراور کمپنی سیکسی بھی دوعہدیداروں کومشتر کہ طور پر کمپنی کی جانب سے اختیار دیاجا تا ہے کہوہ اس سلسلے میں تمام افعال اور امور انجام دیں اور تمام ضروری اقد امات کریں جس میں مذکورہ بالاقر ار دادپرعمل درآ مداور اس سے متعلقہ ،ضروری کاغذات اور دیگردستاویزات پردستخط کرنے کا اختیار شامل ہے۔''

کمپنیزا میک، 2017ء کی شق (3) 134 کے تحت بیان، جس میں خصوصی امور کے بارے میں ٹھوس حقائق بیان کیے گئے ہیں، نوٹس کے ہمراہ خصص یافتگان کوارسال کیا جارہا ۔

تبحكم بورڈ عمران جإ گانی سمپنی سیکریٹری

کراچی 12 بون، 2020

1۔ کورونا وائرس کی غیرمتوقع صور تحال کی وجہ سے شیئر ہولڈرز کے غیرمعمولی اجلاسِ عام کی منصوبہ بندی

COVID-19 کی حالیہ وباء کے پیش نظر، حکومت نے ایک مقام پر بڑے اجتماعات پر پابندی عائد کررکھی ہے ، مزید برآل ، سیکیورٹیز اینڈ ایکی پیخ نمیش آف پاکستان PSX/N-372) نے اپنے نوٹس بحوالہ 372-PSX/N-372) نے بذریعہ سرِکلرنمبرو5/2020 بتاریخ مورخہ 17 مارچ ، 2020 ، اور پاکستان اسٹاک ایکی پینے کمیٹڈ (PSX) نے اپنے نوٹس بحوالہ 372-PSX/N بتاریخ 19 مارچ، 2020 کمپنیوں کومشورہ دیاہے کہ وہ خصص یافتگان کی فلاح و بہبود کیلئے غیر معمولی اجلاسِ عام کیلئے اپنی معمول کی منصوبہ بندی میں ردوبدل کریں اور بڑے

مندرجہ بالاحقائقِ کومدنظرر کھیے ہوئے تمپنی کورم تقاضوں کی تعمیل کرتے ہوئے اورشیئر ہولڈرز کے کم از کم فزیکل میل ملاپ کوفینی بناتے ہوئے، بیغیر معمولی اجلاسِ عام طلب کرنے کاارادہ رکھتی ہےاورممبران سے درخواست کی جاتی ہے کہوہ اپنی حاضری کو شکلم کریں اور پراکسیز کے ذریعے غیرمعمولی اجلاسِ عام میں ووٹنگ کریں۔

مزید برآل کمپنی نے ایسےانتظامات کئے ہیں کہتمام شرکاء بشمول شیئر ہولڈرز ،اب ویڈیولنک کے ذریعے اس غیر معمولی اجلاسِ عام کی کارروائی میں شرکت کر سکتے ہیں۔اس کے لئے ضروری ہے کہ ممبران ای ممیل ایڈرلیس <u>info.reon@dawoodhercules.com</u> پر جس کا عنوان (subject) "Registration for Dawood Lawrencepur Limited EGM" رکھاجائے، میں اپنے نام، فولیوتمبر، موبائل تمبراور اپنے نام پر موجود خصص کی تعداد کے حوالیے اور اپنے کمپیوٹرائز ڈقومی شناختی کارڈ کی مؤثر تقل (دونوں طرف) کے ساتھ ارسال کریں۔ ویڈیولنک اور لاگ اِن کی اسناد (تفصیلات) اِن ممبران کے ساتھ شیئر کی جائیں گی جن کی ای میلز، جن میں تمام مطلوبہ تفصیلات شامل ہیں، غیر معمولی اجلاسِ عام سے کم از کم 24 گھنٹے قبل موصول ہوجائیں گی۔ ممبرزای میل ایڈریس <u>info.reon@dawoodhercules.com</u> پرغیرمعمولی اجلاسِ عام کےایجنڈ اآئٹم سے متعلق تجاویز اورسوالات جیج سکتے ہیں۔

ممبران کوویڈیولنک باپراکسیز کے ذریعے اپنی حاضری مشحکم کرتے ہوئے غیر معمولی اجلاسِ عام میں شرکت کی ترغیب دی جاتی ہے۔

2۔ حصص کی منتقلی کے کھا توں کی بندش

کمپنی کے صصلی منتقلی کے کھاتے بتاریخ 7 جولائی 2020 سے 13 جولائی 2020 تک بندر ہیں گے (بشمول دونوں ایام)۔6 جولائی 2020 کوکاروباری اوقات کار کے اختنام تک کمپنی کے شیئر رجسٹر ارمیسرزسی ڈی سی شیئر رجسٹر ارسروسز کمیٹیڈ ہسی ڈی سی ہاؤس، B9-بلاک B،الیں ایم سی انتج ایس، مین شاہراہِ فیصل ،کراچی ۔ 74 400 کو موصول ہونے والی درخواستیں غیر معمولی اجلاسِ عام میں شرکت کرنے اور ووٹ دینے کے استحقاق کے لیے بروفت مجھی جائیں گی۔ 3 - غير معمولي اجلاس عام ميس شركت:

تمام ارکان جواس اجلاس میں شرکت کرنے اور رائے دہی کاحق رکھتے ہیں ،کسی بھی دوسرے شخص کواپنی جگہ شرکت کرنے اور ووٹ دینے کے لیے بطور پراکسی مقرر کر سکتے

ہیں۔ پراکسی کے لیے کمپنی کارکن ہونا ضروری نہیں ہے۔ کارپوریٹ ادارے ممبر ہونے کی صورت میں کسی بھی شخص کوقطع نظراس کے کہوہ ممبرہ یانہیں، پراکسی مقرر کرسکتا ہے۔ کار پوریٹ ادارے کی صورت میں بورڈ آف ڈائر بکٹرز کی جانب سے اجلاس میں شرکت اور ووٹ دینے کی منظوری/مختار نامہ مع نامز دفر دیے دستخط کانمونہ، ہر لحاظ سے مکمل یرانسی فارم کےساتھ کمپنی کوجمع کرانا ہوگا۔ پراکسی کواجلاس کے وقت اصل مؤثر کمپیوٹرائز ڈقومی شناختی کارڈیااصل پاسپورٹ پیش کرنا ہوگا۔ مؤثر پراکسی کے لیے، پراکسی نامزدگی فارم پُر کیا ہوااور با قاعدہ دستخط شدہ ،غیر معمولی اجلاسِ عام سے کم سے کم اڑتالیس (48) گھنٹے بل کمپنی کے رجسڑڑ آفس میں موصول ہونا

سى دُى سى اكا وُنٹ ہولڈرز كوسيكيور ٹيز اينڈ اليجيج نميش آف پاكستان كى جارى كردہ مندرجہ ذيل ہدايات پرعمل كرنا ہوگا:

A-اجلاس میں شرکت کے لیے

a۔ افراد کی صورت میں، اکاؤنٹ ہولڈرز یا سب اکاؤنٹ ہولڈرز کو، جن کی رجٹریشن کی تفصیلات قواعد کے مطابق اَپ لوڈ کی جاچکی ہیں ، اجلاس میں شرکت کے وقت اصل مؤثر کمپیوٹرائز ڈقومی شناختی کارڈیااصل پاسپورٹ پیش کرنا ہوگا۔ b۔ کار پوریٹ ادارے کی صورت میں ،اجلاس کے وقت بورڈ آف ڈائر بکٹرز کی منظوری/ مختار نامہ مع امیدوار کے دستخط کا نمونہ (اگر بیہ پہلے فراہم

نه کیا گیا ہو) فراہم کرنا ہوگا۔ B-پراکسیز مقردکرنے کے لیے:

a۔ افراد کی صورت میں اکاؤنٹ ہولڈرز یا سب اکاؤنٹ ہولڈرز کو ،جن کی رجٹریشن کی تفصیلات قواعد کے مطابق اَپ لوڈ کی جاچکی ہیں، مندرجہ بالاقواعد کے مطابق پرائسی فارم جمع کروانا ہوگا۔

b_ممبران اور پراکسی کےمؤثر کمپیوٹرائز ڈقومی شناختی کارڈیا پاسپورٹ کی تصدیق شدہ نقول پراکسی فارم کےساتھ پیش کی جانی جا ہیں۔ c-پراکسیز کواجلاس کے وفت اصل مؤثر کمپیوٹرائز ڈقومی شناختی کارڈیااصل یاسپورٹ پیش کرنا ہوگا۔

d۔ کار پوریٹ ادارے کی صورت میں ، بورڈ آف ڈائر میکٹرز کی منظوری/ مختار نامہ مع نامزد فرد کے دستخط کا نمونہ ، پراکسی فارم کے ساتھ سمپنی کوجمع كراناهوگا(اگرىيە يىلے جمع نەكردايا گياهو)_ e۔ پراکسی فارم پردوگواہان کی شہادت موجود ہونی جا ہے اور ان کے نام، پتے اور مؤثر کمپیوٹرائز ڈقومی شناختی کارڈنمبر درج ہونے جاہئیں۔

4_كمپيوٹرائز ڈقومی شناختی كارڈ/نیشنلٹیکس نمبر ایسے ممبران جنہوں نے ابھی تک اپنے مؤثر کمپیوٹرائز ڈقومی شاختی کارڈ/ این ٹی این کی نقول جعنہیں کروائیں، کوایک مرتبہ پھریادد ہانی کروائی جاتی ہے کہ وہ فوری طور پراپنے کمپیوٹرائز ڈقومی شاختی کارڈ کی نقل مع ممبران کے فولیونمبر/سی ڈی سی اکاؤنٹ نمبر کمپنی کے شیئر رجسٹر ارمیسرزسی ڈی سی شیئر رجسٹر ارسروسز لمیٹڈ،سی ڈی سی

ہاؤس،B-99، بلاکB،الیں ایم سی ایچ ایس، مین شاہراہِ فیصل، کراچی ۔74 400 کو جمع کردا کیں ۔سی ڈی سی اکا ؤنٹ کے حامل کارپوریٹ ممبران ہے درخواست ہے کہ وہ اپنے متعلقہ پارٹیسپنٹ کے پاس اپنااین ٹی این اُپ ڈیٹ کروا نیں ، جبکہ فزیکل شیئرز کے حامل کارپوریٹ ادارے اپنے این ٹی این سرٹیفکیٹ کی نقل کمپنی کے شیئر 5- نفذو الديد الميكراني طريقي الكيكراني طريق الماكيكي کمپنیزا یک 2017 کے سیشن 242 کی دوسری شق کے تحت لسٹہ کمپنیوں کیلئے ضروری ہے کہ نقذ ڈیویڈنڈ کی ادائیگی اہل شیئر ہولڈرز کے نامز دکر دہ بینک اکاؤنٹس میں الیکٹرانی طریقے سے براہ راست کریں۔

لہٰدا کمپنی کے شیئر ہولڈرز سے درخواست کی جا تا ہے کہ کمپنی کی جانب سے اعلان کردہ ڈیویڈنڈ ،الیکٹرا نک طریقے سے اپنے نامزد کردہ بینک ا کاؤنٹس میں حاصل کرنے کیلئے درج ذیل معلومات فراہم کریں۔

بینک ا کا وُ نٹ ٹائٹل
اكاؤنٹنمبر
الم المبر BAN
بینک کانام

برانج كانام اوريبة شيئر ہولڈر کا موبائل نمبر شيئر ہولڈر کالینڈ لائن نمبر

شيئر ہولڈر کاای میل

شیئر ہولڈرز سے ریجھی درخواست ہے کہا گرمندرجہ بالامعلومات میں کوئی تبدیلی واقع ہوئی ہو،تواس کی اطلاع فوری طور پر کمپنی اورمتعلقہ شیئر رجسڑ ارکوفراہم کریں۔اگرشیئرز الیکٹرا نک صورت میں ہوں تو مذکورہ بالاالیکٹرا نک مینڈیٹ فارم براہِ راست شیئر ہولڈر(ز) کی بروکر/ پارٹیسپیٹ/سی ڈیسی اکاؤنٹ سروسز میں جمع کروائیں۔ 6_فزيكل خصص كوى دى مى اكاؤنٹس ميں دياز كرنا

کمپنیزا یک 2017 کے سیشن 72 کے تحت کمپنی کواپنے فزیکل شیئر زکو جب مذکور ہواور کمیشن کی جانب سے مقررہ تاریخ ، کمپنیزا یک 2017 کے آغاز لینی 31 مئی 2017 سے زیادہ سے زیادہ 4سال کے لیے بک انٹری کی شکل میں لا ناضروری ہے۔ فزیکل حصص یافتگان،اینے فزیکل شیئرز کواسکرپ لیس شکل میں رکھنے کے لیے اپناسی ڈی سی سب اکاؤنٹ کسی بھی بروکریا انوبسٹرا کاؤنٹ کے ساتھ براہ راست سی ڈی سی کے ساتھ کھول سکتے ہیں۔اُس سے انہیں کئی سہولیا ت حاصل ہوں گی ،جس میں سیف کسٹڈی اوران کی مرضی کے مطابق کسی بھی وقت حصص کی فروخت کی سہولت شامل ہے، کیونکہ پاکستان اسٹاک ایجیجنج لمیٹڈ کے موجودہ قواعد کی روسے فزیکل شیئر ز کے لیے ایسی فروخت کی اجازت نہیں ہے۔