

Dawood Lawrencepur Limited

June 21, 2022

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

Dear Sir,

Notice of Extraordinary General Meeting

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on July 13, 2022, for circulation amongst the TRE Certificate Holders of the Exchange.

Kindly acknowledge receipt of the same.

Thanking you,

Yours sincerely,

Imran Chagani Company Secretary

UAN: 111 736 611 Website: www.dawoodlawrencepur.com Email: info.reon@dawoodhercules.com

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 Wednesday, July 13, 2022 at 2:00 PM at the Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi and via video link facility to transact the following business:

SPECIAL BUSINESS:

 To consider and if deemed fit, to pass the following resolution as special resolution, with or without any modifications, to renew the 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 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 in the statement of material facts.

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 deemed fit, to pass the following resolution as special resolution, with or without
modification 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 (TGL), subsidiary company of Dawood Lawrencepur Limited, subject to approval of TGL's Lenders, as per the terms and conditions disclosed to the shareholders in the statement of material facts.

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

Karachi

Dated: April 28, 2022

Imran Chagani Company Secretary

NOTES:

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

In the wake of prevailing situation due to COVID-19, the Company intends to convene this Extraordinary General Meeting (EGM) with minimal physical interaction. The Company has therefore made arrangements to ensure that all participants, including shareholders, can also participate in the EGM proceeding via video link. EGM can be attended using smart phones/tablets/computers while ensuring compliance with the quorum requirements and requests the Members to consolidate their virtual attendance and voting at the EGM through proxies. We recognize that our shareholders value the EGM as an opportunity to engage with the Board; however, the Company must ensure to put safety first and protect all stakeholders in these exceptional circumstances.

Furthermore, the Members who are willing to attend and participate in the EGM can do so through video-link. To attend the EGM through video-link, Members are required to register their particulars by sending an email at mustaqeem,javed@dawoodhercules.com. The Members registering to connect through video-link facility are required to mention their Name, Folio Number and Number of Shares held in their name in the email with subject 'Registration for DLL's EGM. Video link and login credentials will be shared with the Members whose emails, containing all the required particulars, are received at the given email address at least 24 hours before the time of the EGM. The Members can also send their comments and questions for the agenda items of the EGM on the email address mentioned above.

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

2. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from Thursday, July 7, 2022 to Wednesday, July 13, 2022 (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 Wednesday, July 6, 2022, 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 of whether they are a member or not, as its proxy through resolution of its board of directors.

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. A blank proxy form is attached.

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 EGM

- 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 above mentioned email address at least 48 hours before the EGM.
- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above mentioned email address at least 48 hours before the EGM (unless it has been provided earlier).

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.
- 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 above mentioned email address at least 48 hours before the meeting.
- d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 hours before the meeting (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.

Name of Shareholder	
Folio Number	
CNIC Number	
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	
Signature of Member	

Note: Signature must match specimen signature registered with the Company

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.

Furthermore, Securities and Exchange Commission of Pakistan vide its letter CSD/ED/Misc/2016-639-640 dated March 26, 2021, has directed all listed companies to pursue such shareholders who are still holding shares in physical form to convert the same into book entry form. In this regard, shareholder having physical shareholding are requested to 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 (EGM) of Shareholders of Dawood Lawrencepur Limited to be held on Wednesday, July 13, 2022.

The directors have certified that they have carried out necessary due diligence for the proposed investments before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company specially the significant receivables from Government of Pakistan are 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 at the EGM 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 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	Subsidiary Company.	
	(iii) Earnings per share for the last three years (PKR)	2019 2020 2021 3.57 3.73 4.42	
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 23.87	
	(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, 2021. 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. Due to circular debt issue, TGL may not be seized with sufficient free cash to meet its working capital requirements occasionally. Being the sponsor, the Company has an obligation to support TGL for its working capital funding requirements.

(II) detail of collateral, g u a r a n t e e s provided and assets pledged for obtaining such funds: and The funds to be borrowed shall be secured against a Corporate Guarantee or mortgage of property held by the Company or any other security as per the requirement of the lender(s).

(III) cost benefit analysis;

Subordinated Loan will be provided from the borrowed fund for which markup shall be charged at 3month KIBOR+2% or 1% above average borrowing cost of the Company, whichever is higher. This 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. TGL to repay the loan with the accrued Profit from time to time (in full or parts thereof) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.

(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 3 out of 6 directors of TGL are shareholders of the Company as follows:

Mr. Shahid Hamid Pracha: 1,000 shares Mr. Shafiq Ahmed: 1,154 shares Mr. Muitaba Haider Khan: 1,150 shares

TGL does not hold any share in the Company.

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

The Company currently holds 75% of shareholding in TGL and during FY 2021, profit attributable to the Company amounted to PKR 1,004 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;	3 Months KIBOR +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 features.
	(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 thereof) 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, 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	RELEV <i>₽</i>	ANT INFORMATI	ON
(a)	Disclosure for all types of investments			
	(A) Regarding associated compar	ny or associated under	rtaking: -	
	(i) Name of associated company or associated undertaking	Tenaga Generasi Lim	mited (TGL).	
	(ii) Basis of relationship	Subsidiary Company.		
	(iii) Earnings per share for the last three years (PKR)	2019 3.57	2020 3.73	2021 4.42
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 23.87		
	(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 and December 31, 2021. Main items of Balance Non-current Assets Current Assets Total Equity Non-current Liabilities Main items of Profit of Sales-net Profit from operation Profit before taxatic	ce Sheet:	(Rs. in million) 11,996 4,424 7,224 6,801 2,395
	(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;			

- (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:
 - investment to be made;

 Allied Bank Limited on behalf of its subsidiary company to cover financial obligations under the financing agreement.
- purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;

To assist TGL to obtain a line from Allied Bank Limited for meeting its working capital requirements. Since this is a corporate guarantee, there is no cost to the Company, however the Company will charge a commission of 1% per annum and recover all allied charges in connection with the issuance of the Corporate Guarantee from TGL.

Corporate Guarantee of up to PKR 500 million in favor of

(III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: Not applicable.

- (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;

Not applicable.

(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 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 3 out of 6 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
			TGL does not hold any share in the Company.
		(VI) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justificati on for any impairment or write offs; and	The Company currently holds 75% of shareholding in TGL and during FY 2021, profit attributable to the Company amounted to PKR 1,004 million. The Company has also provided another subordinated loan facilities amounting to PKR 1.3 billion 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 sub-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
	(IV)	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.	. Tot 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

I/W	e	,	. of		
		Dawood Lawrencepur	Limited and	holder of	Ordinary
	res, as per:				
		o No ar			
CD	C Participant ID) No Su	b A/c No		
her	eby appoint			of	
as I	my/our proxy to	attend, speak, and v	vote for me/u	us and on my/our	behalf, at the
Extr	aordinary Gene	ral Meeting (EGM) of th	e Company to	o be held on Wedr	nesday, July 13
202	2 at 2:00 PM at	the Dawood Foundation	on Business Hu	b, Ground Floor, D	awood Centre
M.T	. Khan Road, Ko	ırachi and via video link	facility, and a	t any adjournment	thereof.
Sigr	ned this	day of	20)22	
WIT	NESSES: Signature: Name:				
	Address:			Signature	on
	CNIC No. or Passport No.			Revenue Sto of Rupees	
2.	Signature: Name: Address:			Signature should the specimen sig the Comp	nature with
	CNIC No. or 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 پورلمىيىڭ نمائندگى كافارم

ں رہم بثیت ممبر داؤ دلارنس بورلمیٹڈ کے رکن	باط ،	عام صص بمطابق شيئرر جيثر ڈ فوليونمبر	اورر ماسی ڈی سی
		محترم رمحترمه	
		_ ساكن	_ یا بصورتِ دیگرمحتر م _ا محتر مه
		ساكن	
و بروز بده مورخه ۱۳ جولا ئی ۲۰۲۲	ِقت ۲: ۰۰ بج دو پېر بمقام دا ؤد	ِنڈیشن بزنس حب،گراؤنڈ فلور، داؤدسینٹر،ایم ٹی خال	ڈ ، کراچی میں ویڈیوانک کی
ہولت کےساتھ منعقد یا ملتو ی ہو	نے والے غیر معمولی اجلاسِ عام میر	ائے دہندگی کے لئے اپنانمائندہ مقرر کرتا/ کرتی ہوا	
يخط	<i>39.</i> /	r•rr	
لواه (۱)		مطلوبه (یانچ رویے کا)	
تخط گواه: ———		صفوبدر پای روپے 6) ریوینیؤنکٹ چسپاں کریں اور د تنخط کر'	
	-		
	-		
ِ می شناختی کارڈنمبریا:		د شخط کمپنی کے پاس پہلے ہے محفوظ د شخطی نمونہ کے مطال	و نے ضروری ہیں
سپورٹ نمبر:		- '**- *	
لواه (۲)			
تخط گواه: ———	-		
; 			
 :			
ِ می شناختی کارڈنمبریا:			
سپيورٹ نمبر:			

وك:

- 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۔
- ئ ئى ئى شىم جولدُرز اوران كے نمائندوں ھے فروافر واورخواست ہے كہوہ استِ كمپيوٹرائز ڈقو می شاختى كارڈ كى تقعد يق شد فقل ياپا سپورٹ ، نمائندگى فارم داخل كرنے ہے۔ قبل اس كے ساتھ نسلنگ 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



دا وُ دلا رئس پورلم پیشر دا دُرمینز،ایم ٹی خان روڈ کرا چی - ۷۵۵۳

غیر معمولی اجلاس عام کا نوٹس

بذریعه بدامطلع کیاجا تا ہے کدواؤدلارٹس پورلمیٹٹر (''مکپنی'') تے صص یافتگان کا غیر معمولی اجلاپ عام بروز بدھ مور محد 13 جولا کی 2022 بوقت 2:00 ہے وو پیربمقام واؤدفاؤنٹر کیٹن برنس حب مگراؤنٹر فلور داؤنر بیٹر خان روڈ کراچی میں ویڈیولٹ کی سوات کے ساتھ صندرجہ ذیل امور کی انجام ددی کے لیے منعقد کیا جائے گا:

خصوصی امور:

1۔ داؤدلارٹس پورلمینٹڈ کی ذیلی کینی تینا گا جزای کمینٹڈ (TGL) کیلئے ایک بلین روپے تک کے فیرمخفوظ مختص شدہ قرض کی سجالت کی تجدید کیلئے درج ذیل قرار دار پرخور وخوص اورموز وں سمجھے جانے پرترمیم کے ساتھ یا بغیر کسی کے بلورخصوص قرار داد کی منظوری دینا۔

د قرار دیاجا تا ہے کہ بذریعہ بذا کینیز ایک 2017 سیکشن 199 اور دیگر تمام الا گو آئین کی روثنی شن داؤ دلارٹس پورلمیٹنگ کی قیان کے بیان میں مصصیا بفتگان کو مشخص شرائط و ضوابط کے تحت مزید ایک سال کیلئے ایک بلین روپے تک کے فیر مختو و مختص شدہ قرض کی مہولت کی تجدید کیلئے داؤ دلارٹس پورلمیٹنگ (سمچنی) کے ممبران کی جانب سے دی گئی منظوری کی روشنی میں اجازت دی جاتی ہے۔

م**زید قرار** دیا جاتا ہے کہ بذریعہ پُڈا کپنی کے چیف ایگزیکٹو ٹیسر چیف فائضل قیسر اور کپنی کیئر بٹری ٹیس سے کی بھی وہ عمد بداروں کوششر کہ طور پر کپنی کی جانب سے اختیار دیا جاتا ہے کہ وہ اس سلط میں تمام افعال اورامورانجام دیں اور تمام شروری القرامات کریں جس میں نڈکورہ بالاقرار داد پڑگل درآ مداور بھیل اور وہ تمام معاملات جواس سے متعلقہ شروری اوراہم جول ان کسکتے معاہدے اور کا غذات اور دیگر شروری دیتا ویز ات پر ویخوا کرنے کا ختیار شامل ہے۔

2۔ داؤولا نُس پورلمینڈی و بلی مکینی تنا گاجزای لمینڈ (TGL) کیلئے الا تیڈییک لمینڈ ہے 500 ملین روپے کے رنگ فٹانس (RF) /مئی مارکیٹ اون (MML) سے حصول کیلئے ابلورسکیو ریٹی کار پوریٹ گارٹی کے اجراء کیلئے کیلئے کیلیز ایک 2017 سے سیکٹن 1999 اور دیگر تمام لاگوقوا نین کی روشی میں ورج و ٹیل قرار دار پرٹور وخوس اور موزوں سمجھے جانے پرمع ترمیم یا بغیر ترمیم اضافہ یا اخراج کے ساتھ موزوں سمجھے جانے پراہلورخصوص قرار دارد منظوری و بیا۔

''قراردیا جاتا ہے کہ بذراید بنداداؤد دارنس پورلمیٹنگی فیلی مجنئی تنیا گاجزای لمیٹنڈ (TGL) کیلئے کہنیزا یک 2017 کے کیشن 199 کی روثنی میں ضروری حقائق کے بیان میں صص یافتٹان کو مکتشف شراکط وضوابط کے تحت الائیڈ بینک لمیٹنڈ سے 500 ملین روپ کے رنگ فٹانس (RF) /منی مارکیٹ لون (MML) کے حصول کیلئے بطور سکیو ریٹ کا رپوریٹ گارٹی کے اجراء کی منظوری TGIs کے قرض دہندگان کی منظوری سے شروط ہے۔

مزید قرار دیا جاتا ہے کہ بذراید بلز کمپنی کے چیف ایڈریکٹو ٹیسر، چیف فائشل آفیسراور کمپنی کی بیٹر ارداد پر جائی اس سلیط میں تمام افعال اور امورانجام دیں اور تمام ضروری اقدامات کریں جس میں فدکرہ بالاقرار داد پر مجل در آمداوراس سے متعلقہ بضروری کا غذات اور دیگر دستاویزات پر دستوط کرنے کا اختیار شامل ہے۔

کمپینز ایک2117 وکیش (3) 134 کے تبایان جس میں خصوصی امور کے بارے میں ٹھوں تھا گئی بیان کے گئے ہیں بوٹس کے ہمراقعم میں افتاکال کارسال کیا جارہا ہے۔

بحکم بورڈ **عمران جا گانی** سمپنی سیریٹری

کراچی

2022اپریل 2022

نونس:

۔ 1۔ کور دنا دائرس کی غیرمتوقع صور تحال کی دیہ سے شیئر ہولڈر ز کے غیر معمولی اجلاسِ عام کی منصوبہ بندی

کووڈو 11 کے ہاعث موجودہ صورت حال کے تناظر میں کمینی EGM کا انتقاد کم سے کا طبیع تعالی ہے ۔ چناں چیکونی نے تصصی یافنگان سے تنام شرکت کنندگان کے EGM کی کارردائی میں ویڈ پولنگ کے دریعے شرکت کوئیٹی بنانے کے انتظامات کے ہیں۔ EGM میں کو شرائط کی تکمیل کرتے ہوئے اسارٹ فون/ٹیلٹ /کمپیوٹراستعال کرتے ہوئے شریک ہوا جاسکتا ہے اور مجران سے گذارش کی جاتی ہے کہ وہ EGM میں اور چنگل حاضری اور دوننگ کے قمل میں شرکت کی تصدیق نے بدریعے پر اکسیز کریں۔ میں ادراک ہے کہ ہمارے مجران EGM کو پورڈ سے رابطے کا ایک شہری موقع تجھتے ہیں: تاہم کپنی پرلازم ہے کہ ان غیر معمول حالات میں شخط کو اور اسے تنام اسٹیک ہولڈرز کی تھا تھت کوئی بنائے۔

مزید برآن بوارکان EGM میں حاضراور شرکت کے خواہشند ہیں وہ وڈیونک کے ذریبے ایسا کر سکتے ہیں۔ وڈیونک کے ذریبے EGM میں حاضروری ہے کہ مجران ای کمیل ایڈرلس mustaqeem.javed@dawoodhercules.comپر جس کا عنوان (Subject) "Registration for DLL's EGM" (کھا جائے میں اپنے نام فولیونبر موبائل نمبراور اپنے نام پر موجود بھس کی تعداد کے حوالے اور اپنے کمپیوٹرائز ڈوٹوی شافتی کا رڈی موٹرفنش (دونوں طرف) کے ساتھ ارسال کریں۔ ویڈیوئنک اور لاگ اِن کی استاد (تفصیلات) ان مجبران کے ساتھ ارسال کریں۔ ویڈیوئنک اور لاگ اِن کی استاد (تفصیلات) ان مجبران کے ساتھ ایشند کی جائیں گی ج

ممبران کوویڈ یولنک یا پراکسیز کے ذریعا نی حاضری مشحکم کرتے ہوئے EGM میں شرکت کی ترغیب دی جاتی ہے۔

2۔حص کی منتقلی کے کھاتوں کی بندش

کھپنی سے مصلی کی نتظا کے کھاتے بروز جسرات بتاریخ 7 جوانی 2022 سے بدھ 13 جوالی 2022 تک بندر میں گے (بشمول دفوں ایام)۔ بروز بدھ بتاریخ 6 جوالی 2022 کو کاروباری اوقات کارکے اختیام تک کمپنی سے شیئر رجسزار میسرزی ڈی ٹی شیئر رجسزار سر امیٹیڈ، ٹی ڈی ٹی ہاؤٹ 99-8، بلاکھ الیں ایم ٹی آگی ایس، میں شاہراو فیصل کرا ہی ۔ 74400 کوموصول ہونے والی درخوا شیں EGMسٹر کرتے کرنے اور دوٹ دیئے کے استحقاق کے لیے بروقت تھی جا تھیںگا۔

3_غير معمولي اجلاس عام مين شركت:

تمام ارکان جواس اجلاس میں شرکت کرنے اور رائے دی کا فق رکھتے ہیں گئی و در شخص کوا پئی جگہ شرکت کرنے اور ووٹ دینے کے لیے بطور پراکسی مقرر کر سکتے ہیں۔ پراکسی کے لیے سمپنی کارکن ہونا ضروری نہیں ہے۔ کارپوریٹ ادار مے مبر ہونے کی صورت میں کسی بھی تھنمی کو تھنے نظر اس کے کدو دمجبر ہے پائییں پراکسی مقرر کر سکتا ہے۔

کارپوریٹ ادار سے کی صورت میں بورڈ آف ڈائز کیکٹرز کی منظوری/ نتار مائٹ مع نامز وفر دید پیٹھ کانٹم مین کیا اردوزبان میں پر کئے گئے پراکسی فارم کے ساتھ کمپنی کوچھ کرانا نہوگا۔ کسی سے مصل میں بھی کہا ہے تھیں وہ انتہاں میں ایک میں ایک میں انتہاں کے انتہاں کا انتہاں کا انتہاں کا انتہاں کی

رِ اکسی کوا جلاس کے وقت اصل مؤثر کمپیوٹرائز ڈقو می شناختی کارڈیااصل پاسپورٹ پیش کرنا ہوگا۔

مؤثر پر کس کے لیے، پر کسی نامزدگی فارم پر کیا ہوااور با قاعد و دستنظ شدہ ، غیر معمولی اجلاس عام ہے کم ہے کم اڑتالیس (48) گھنٹے لیک کپنی کے رجٹر ڈ آفس میں موصول ہونا ضروری ہے۔ می ڈی ہی اکا ؤنٹ ہولڈرز کو کیلیج رمیز ایٹر آئیج پیچنو کمیشن آف یا کستان کی جاری کر رہ دور ایس ہورا

A۔اجلاس میں شرکت کے لیے

a۔ فرد کی صورت میں، اکاؤنٹ ہولڈرز یاسب اکاؤنٹ ہولڈرز کو، جن کی رجٹریشن کی تفییلات تواعد کے مطابق اَپ لوڈ کی جا چکی ہیں EGM سے تم از کم 48 گھنٹی تم ندکورہ بالاای میل ایڈریس پراسے اصل مؤٹر کیمپیٹرائز ڈقو می شاختی کارڈیا اصل یا سپورٹ کی تو بیش کرنا ہوگی۔

۵۔کار پوریٹ ادارے کی صورت میں EGM سے کم از کم 48 گھنے تمل مذکورہ بالا ای میل ایڈر لیس پر پورڈ آف ڈائز کیکٹرز کی منظوری/ مختار نامدن امیدوار کے دستینط کانمونہ (اگرید پہلے فراہم ندکیا گیا ہو) فراہم کرنا ہوگا۔

B- يراكسيز مقردكرنے كے ليے:

a_ فرد کی صورت میں اکاؤنٹ ہولڈرزیا سب اکاؤنٹ ہولڈرز کوجن کی رجنزیشن کی تضییلات قواعد کےمطابق آپ اوڈ کی جاچکی میں مندرجہ بالانشروریات کےمطابق پرائسی فارم جمع کروانا ''دگا۔

ا۔ بیفشل آنرزاور پرائسی کےمؤٹر کمپیوٹرائز ڈقو می شاختی کارڈیا یا سپورٹ کی تقیدیق شدہ نقول پرائسی فارم کےساتھ پیش کی جانی جا ہیں۔

o-پراکسیز کواجلاس سے کم از کم 48 گھنے تمل مذکورہ بالا ای میل ایٹرریس پراصل مؤثر کمپیوٹرائز ڈتو می شاختی کارڈیااصل یاسپورٹ بیش کرنا ہوگا۔

a کار پوریٹ ادار سے کی صورت میں اجلاس سے کم از کم 48 گھنے تل نہ کور وہالاای میں اپنے رئیں پر بورڈ آف ڈائر کیٹرز کی منظوری/ مختار نامد مع نا مزوفر د کے دستیخدا کانمونہ پراکس فارم سے ساتھ کمپنی کوچھ کرانا ہوگا (اگر یہ پہلیج تو نیکر وایا گیا ہو)۔

a _ براکس فارم پردوگواہان کی شہادت موجود ہونی جا ہے اوران کے نام ہے اورمؤ ترکمپیوٹرائز ڈقو می شناختی کارڈنمبر درج ہونے جائیس۔

4_كمپيوٹرا ئز ڈقومی شاختی كارڈ/نیشنل کیس نمبر

ایے مبران جنہوں نے ابھی تک اپنے مؤر کہیوٹرائز ڈو می شاختی کارڈ/این ٹی این کی نقل جج میں کروا کی ایک سرتیہ پھر یادد ہائی کروائی جاتی ہے کہ وہ فوری طور پر اپنے کہیوٹرائز ڈو تو می شاختی کارڈ کی نقل مح ممبران کے فیلوئم کری کا کاؤنٹ نمبر کھنٹی کے شیئر رجٹرا رئیسرزی ڈی می شیئر رجٹرا در سر ملیٹرٹ ہی ڈی می ہاؤٹ ہے ایس ایک ہی اسکا ایس ایم میں انٹھ ایس، میں شاہراو فیعل، کرا پچ ۔ 74400 کوچح کروا کیں۔ یو ڈی کی اکاؤنٹ کے مال کار پوریٹ ممبران سے درخواست ہے کہ وہ کپنی کے شیئر رجٹرا دکوا سے این ٹی این سرٹیقایٹ کی انٹھ کے ہمراہ اپنااین ٹی این آپ ڈیٹ کروا کیں۔ کارپوریٹ مہران اپنے این ٹی این سرٹیقایٹ کی آئیں ارسال کرتے وقت کپنی کے نام اور اپنے فیلوئم کا حوالہ شرور دیں۔

5_نفذ ڈیویڈنڈ کی الیکٹرانی طریقے ہے ادائیگی

کھینزا بکے 2017 سے سیشن 242 کی دوسری شق سے تحت اسٹر کمینیوں کیلیے ضروری ہے کہ نفقہ ؤیویڈیٹر کی ادائیگی اٹل شیئر ہولڈرز کے نامزد کردہ بیٹ اکاؤنٹس میں الیکٹرانی طریقے سے براہ راست کریں۔

ا اہذا کھنی کشیئر ، ولڈرزے درخواست کی جاتی ہے کہ کینی کی جانب سے اعلان کردہ ڈیو پُیٹر الکیٹرا تک طریقے سے اپنا نامزد کردہ بینک اکا ونٹس بیں حاصل کرنے کیلئے درج ذیل معلومات فراہم کریں۔

- . /
شيئر ہولڈر کا نام
فوليونمبر
CNIC نمبر
بینک اکا وَنٹ ٹائٹل بینک اکا وَنٹ ٹائٹل
ا کاؤنیش نمیر
IBANنمبر
بينكانام
برائج کا نام اور پیة
شيئز ہولڈر کامو ہائل نمبر
شيئر ہولڈر کالینڈ لائن نمبر
IBAN المبدئ الم
رکن کے دستخط

نوٹ: دستخطالا زما کمپنی کے ہاں رجسٹر ڈمخصوص دستخط سے بیچے ہونے جاہئیں۔

شیئر ہولڈرز سے بیجی ورخواست ہے کہ اگر مندرجہ بالامعلومات میں کوئی تنبدیلی واقع ہوئی ہوتو اس کی اطلاع فور کی طور پر کمپنی اور متعلقہ شیئر رجمزار کوفراہم کریں۔اگرشیئرزا کیکٹرا نکہ صورت میں ہول تو ذکورہ بالا البیٹرا تک کریڈٹ مینڈیٹ فارم براوراست شیئر ہولڈر(ز) کی بروکر کیا رکھیے ہوئے کا کا زشب رومز میں جمع کروائیں۔

6_فزيكل حصص كوى ذى سى اكاؤنش ميس ديازك كرنا

کمپنزایک 2017 کے کیشن 72 تحت کمپنی کواپنے فزیکل ٹیئرز کوجب نہ کور ہواور کمپیشن کی جانب سے مقررہ تاریخ کمپنیزا یک 2017 کے آغاز لیمن 16 مکی 2017 سے زیادہ 4 سال کے لیے بک انٹری کی شکل میں لانا ضروری ہے۔

مزید برآس، سیکورٹیز اینڈ ایجیجی میشن آف پاکستان نے اپنے مراسانیبر CSD/ED/Misc/2016-639-640 مورخہ 26 بارچ آ 202 کے ذریعے تمام لسفہ کمپنیوں کوفر یکل شکل میں حصص یافت گان کو بک اخری حکمل میں حصص کی شکل پر رامنی کرنے کی ہدایات دی ہیں۔ اس مضمن میں طبحی حکم میں حصص ما لگان سے اکتمان ہے کہ جو کہ اور جب وہ چاہیں اپنے شیئر زفر وخت مجمی بروکر یا انوسٹر کے پاس ذیلی اکا وَمنٹ کھول لیس جس میں وہ بھی رسید یا پر بھی کے بغیرائے جصص رکھ سیس سے انہیں محفوظ ہاتھوں میں شیئر رکھنے اور جب وہ چاہیں اپنے شیئر زفر وخت کرنے سیسے کئی ایک سہولیات میسر بول کی کیول کہ اب پاکستان اسٹاک ایکسی خام موردہ قواعد کی دوسے بھی شرحص کی فرید وفروخت کی اجازت نہیں ہے۔