



# Dawood Lawrencepur Limited

September 23, 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 October 17, 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

**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 to the shareholders of Dawood Lawrencepur Limited ("DLL") that an extraordinary general meeting of DLL will be held on October 17, 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 with or without modification, the following special resolutions in terms of Section 199 of the Companies Act, 2017 (including any amendment thereto or re-enactment thereof) (the "**Act**"), in order to amend the Sponsor Support Agreement dated March 11, 2015 entered into by DLL (as the sponsor of Tenaga Generasi Limited ("**TGL**") with, *inter alios*, TGL as the Company, Dawood Corporation (Private) Limited ("**DCPL**") as the Parent, Citibank Europe PLC, UK Branch (legal successor to Citibank International Limited) as the Intercreditor Agent, Citibank, N.A., Karachi Branch as the Onshore Security Trustee and Citibank, N.A., London Branch as the Offshore Security Trustee (the "**SSA**") in relation to TGL's 49.5 MW wind power project at Khutti Kun, Mirpur Sakro, Thatta, Province of Sindh, Pakistan (the "**Project**") in order for TGL to achieve the "*Project Completion Date*" under the Common Terms Agreement dated March 11, 2015 entered into by TGL with, *inter alios*, International Finance Corporation, U.S. International Development Finance Corporation (formerly known as Overseas Private Investment Corporation), the Commercial Facility Financiers, the Commercial Facility Arranger, the Commercial Facility Agent, the Intercreditor Agent, the Onshore Security Trustee, the Offshore Security Trustee, the Onshore Account Bank and the Offshore Account Bank (each as defined therein and together as the "**Finance Parties**"), as amended, restated, supplemented, novated or otherwise modified from time to time (the "**CTA**");

Pursuant to the SSA, DLL (as the sponsor of TGL) agreed, *inter alia*, to: (i) pay TGL an amount up to the lesser of: (a) the amount of such deficiency which is required by DLL to be paid to TGL; or (b) the available contingency commitment amount (in any case, such amount (including any amount which DLL has already paid to TGL as the contingency commitment) shall not exceed USD 13,000,000/- (United States Dollar Thirteen Million only)) if TGL fails to meet its payment obligations, as and when they fall due, under its respective transaction documents in relation to the Project until the Project Completion Date (the "**Contingency Commitment**") and accordingly on the achievement of the Project Completion Date, DLL shall be released from such payment obligations under the SSA; and (ii) maintain shareholding in TGL up to: (A) at least fifty-one percent (51%) until the Project Completion Date; and (B) at least twenty-six percent (26%) following the Project Completion Date till such time as required as per the terms of the respective transaction documents in relation to the Project (the "**Maintenance of Shareholding**"). Whereas, through execution of a waiver letter which is to be executed by, *inter alios*, DLL, TGL and DCPL (as the parent company of DLL), the SSA shall be amended to the extent that: (i) the Contingency Commitment shall be extended up to July 31, 2023; and (ii) the restriction on the Maintenance of Shareholding shall be modified to the extent that: (A) until July 31, 2023, DLL shall maintain at least fifty-one percent (51%) shareholding in TGL; and (B) following July 31, 2023, DLL shall maintain at least twenty-six percent (26%) shareholding in TGL till such time as required as per the terms of the respective transaction documents in relation to the Project:

**"RESOLVED THAT** subject to grant of all approvals and consents, as required under applicable law, including the Act, in order for TGL to achieve the Project Completion Date under the CTA, the SSA shall be amended, by way of execution of a waiver letter which is to be executed by TGL, DLL (as the sponsor of TGL) and DCPL (as the parent company of DLL), and acknowledged by the intercreditor agent acting for, and on behalf of, the Finance Parties, where:

- (i) the payment obligations of DLL (as the sponsor of TGL) under the SSA of an amount in aggregate up to the lesser of: (A) the amount of such deficiency which is required by DLL to be paid to TGL; or (B) the available contingency commitment/amount (in any case, such amount (including any amount which DLL has already paid to TGL as the contingency commitment) shall not exceed USD 13,000,000/- (United States Dollar Thirteen Million only)) if TGL fails to meet its respective payment obligations, as and when they fall due, under its respective transaction documents in relation to the Project shall be extended until July 31, 2023; and

- (ii) the restriction on DLL to maintain at least fifty-one percent (51%) shareholding in TGL shall be extended up to July 31, 2023, and accordingly, following July 31, 2023, DLL shall maintain at least twenty-six percent (26%) shareholding in TGL till such time as required as per the terms of the respective transaction documents in relation to the Project,

accordingly, on the occurrence of July 31, 2023, DLL (as a sponsor of TGL) shall be released from its above said payment obligations with respect to the contingency commitment and the restriction to maintain at least fifty-one percent (51%) shareholding in TGL, provided that DLL shall maintain at least twenty-six percent (26%) shareholding in TGL after July 31, 2023 and correspondingly, the SHA shall be amended to make it consistent with the Amendments to SSA, and the PCD Waiver Letter (including the Amendments to SSA) and the Amendments to SHA are collectively hereinafter referred to as the **"PCD Transaction Documents"**).

**FURTHER RESOLVED THAT** the terms of the PCD Transaction Documents including, as applicable, any amendments, supplements and/or restatements thereto and any other agreement, deed, notice, instrument, document, certificate, acknowledgement or other ancillary document or instrument required to be issued or executed in respect thereof or ancillary thereto, from time to time) (the **"PCD Transaction Instruments"**) and the transactions contemplated by the PCD Transaction Instruments are approved, and the shareholders of DLL hereby authorize, affirm, ratify and approve the entry into, signing, execution, delivery of, and performance of the transactions and obligations contemplated by the PCD Transaction Instruments and all acts necessary and incidental to the aforesaid, for and on behalf of DLL.

**FURTHER RESOLVED THAT** any two of the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of DLL in each case (the **"Authorized Signatories"**), be and are hereby jointly authorized and empowered to enter into, sign, execute and deliver and perform obligations under the PCD Transaction Instruments, for and on behalf of DLL, and to take all actions and to do all such acts, deeds and things as may be necessary and/or expedient for and on behalf of DLL in relation to the above resolutions or in furtherance thereof, including but not limited to: (i) signing, execution, filing and registration of all required forms, documents, affidavits and instruments on behalf of DLL as required to be filed with any competent authority under applicable law, (ii) appearance before any other competent authority, (iii) seeking approvals and consents as required under the PCD Transaction Instruments and/or applicable law, (iv) payment of any fees, costs, charges and expenses in relation to the implementation of the above resolutions; and (v) taking of all such steps and actions for the purposes of completing the transactions contemplated under the PCD Transaction Instruments and implementing the resolutions herein, and giving full effect thereto and complying with all other obligations as may be necessary under applicable law."

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

By Order of the Board

Karachi,  
Dated: September 19, 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, DLL intends to convene this extraordinary general meeting ("EGM") with minimal physical interaction. DLL 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, DLL 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 lalarkh.hasnain@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 DLL will remain closed from October 11, 2022 to October 17, 2022 (both days inclusive). Transfers received in order at the office of DLL'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 October 10, 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. Such proxy will have the right to attend, speak and vote in place of the member. A proxy need not be a member of DLL. 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 DLL 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 DLL's Registered Office at least 48 hours before the time of the meeting and in default thereof, a proxy will not be treated as valid.

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 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.
- 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 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 DLL'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 DLL'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 Act, 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 DLL are requested to provide the following information for payment of cash dividend to be declared by DLL 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 DLL

The shareholders are also required to intimate the changes, if any in the above-mentioned information to DLL 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.

Members are requested to notify at the registered office of DLL promptly of changes in their address.

## **6. Deposit of Physical Shares into CDC Accounts**

As per Section 72 of the Act 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 Act 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 AND DISCLOSURES UNDER SRO 423(I)/2018 ISSUED BY THE SECP AND DATED 03 APRIL 2018

These statements set out the material facts concerning the following special business to be transacted at the Extraordinary General Meeting of the Shareholders of Dawood Lawrencepur Limited (the "Company") to be held on October 17, 2022.

The directors of the Company have certified that they have carried out necessary due diligence for the proposed investments (as set out below) before making recommendation for approval of the Members of the Company. As per the due diligence, the investment is being made as the financial health of Tenaga Generasi Limited (the "Associated Company" or "TGL"), which includes the receivables from the Government of Pakistan, is such that TGL has the ability to repay the investment. A duly signed recommendation of the due diligence report shall be made available for inspection by the Members of the Company in the general meeting along with latest audited annual financial statements of the Associated Company.

## Agenda:

Pursuant to the Sponsor Support Agreement signed on March 11, 2015 between Dawood Lawrencepur Limited as the Sponsor, Dawood Corporation (Private) Limited as the Parent, Tenaga Generasi Limited as the company, Citibank International Limited as the Intercreditor Agent, Citibank N.A., Karachi Branch as the Onshore Security Trustee and Citibank N.A., London Branch as the Offshore Security Trustee, Dawood Lawrencepur Limited is required to extend a contingency commitment amounting to US\$ 13,000,000/- for one (1) year post project completion date (the "Proposed Investment").

The Company is now seeking approval of its Members by passing the special resolutions proposed herein in respect of the Proposed Investments.

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 company or associated undertaking: -													
	(i) Name of associated company or associated undertaking	Tenaga Generasi Limited (TGL).												
	(ii) Basis of relationship	Subsidiary Company. The Company has 75% shareholding in TGL.												
	(iii) Earnings per share for the last three years (PKR)	<table><tr><th>2019</th><th>2020</th><th>2021</th></tr><tr><td>3.57</td><td>3.73</td><td>4.42</td></tr></table>	2019	2020	2021	3.57	3.73	4.42						
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	<p>Financial Position as of and for the year ended December 31, 2021.</p> <p>Main items of Balance Sheet:</p> <table><tr><th></th><th>(PKR in million)</th></tr><tr><td>Non-current Assets</td><td>11,996</td></tr><tr><td>Current Assets</td><td>4,424</td></tr><tr><td>Total Equity</td><td>7,224</td></tr><tr><td>Non-current Liabilities</td><td>6,801</td></tr><tr><td>Current Liabilities</td><td>2,395</td></tr></table>		(PKR in million)	Non-current Assets	11,996	Current Assets	4,424	Total Equity	7,224	Non-current Liabilities	6,801	Current Liabilities	2,395
	(PKR in million)													
Non-current Assets	11,996													
Current Assets	4,424													
Total Equity	7,224													
Non-current Liabilities	6,801													
Current Liabilities	2,395													

		Main items of Profit and Loss Account: <table><tr><td></td><td>(PKR in million)</td></tr><tr><td>Sales-net</td><td>3,021</td></tr><tr><td>Profit from operations</td><td>1,767</td></tr><tr><td>Profit before taxation</td><td>1,342</td></tr><tr><td>Profit for the year</td><td>1,338</td></tr></table>		(PKR in million)	Sales-net	3,021	Profit from operations	1,767	Profit before taxation	1,342	Profit for the year	1,338
	(PKR in million)											
Sales-net	3,021											
Profit from operations	1,767											
Profit before taxation	1,342											
Profit for the year	1,338											
(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 commercially 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.	Not applicable, as project has already commenced operations.										
(B) General Disclosure: -												
(I)	maximum amount of investment to be made;	Maximum amount of the contingency commitment shall be US\$ 13,000,000/-										
(II)	purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	Company as a Sponsor under Sponsor Support Agreement is obligated to provide the Proposed Investment. This will enable TGL to achieve Project Completion Date and the Company will get the rights to receive dividends.										
(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;	The Proposed Investment amounting to USD 13,000,000/- can be in form of equity injection or a subordinated loan.										

	<p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) cost benefit analysis;</p> <p>(IV) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p> <p>(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;</p> <p>(VI) 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</p> <p>(VII) any other important details necessary for the members to understand the transaction;</p>	<p>The funds borrowed shall be secured against mortgage of property held by the Company or any other security as per the requirement of the lender.</p> <p>The subordinated loans will be provided at an interest rate much higher than the cost of funds of the Company, while equity investment will benefit the Company through dividends.</p> <p>The Proposed Investment can be in form of equity injection or a subordinated loan as and when needed by TGL. 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. There is a restriction on transfer of shares that will decrease the Company's shareholding in TGL below 51%.</p> <p>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.</p> <p>Further, TGL is a subsidiary of the Company and 3 out of 6 directors of TGL are shareholders of the Company as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares Mr. Shafiq Ahmed: 1,154 shares Mr. Mujtaba Haider Khan: 1,150 shares</p> <p>TGL does not hold any share in the Company.</p> <p>The following investments without impairment have already been made in TGL by Dawood Lawrencepur Limited:</p> <p>Following facilities and financial support already provided by the Company to TGL:</p> <p>a) <i>PKR 1bn subordinated loan,</i> b) <i>PKR 300mn subordinated loan,</i> c) <i>Corporate guarantee in favor of Allied Bank Limited (ABL) amounting to PKR500mn, and</i> d) <i>Standby Letter of Credit in favor of HBL for Debt Service Reserve Account (DSRA) support amounting to US\$8.5m</i></p> <p>There has been no impairment on the loans and equity to date. TGL has drawn PKR137m from the PKR 1 billion loan facility, while the PKR 300m facility is fully drawn. The Corporate Guarantee in favor of ABL is yet to be issued.</p> <p>None</p>
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(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: -	
	<p>(I) category-wise amount of investment;</p> <p>(II) 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</p> <p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p> <p>(IV) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</p> <p>(V) particulars of collateral or security to be obtained in relation to the proposed investment;</p> <p>(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</p> <p>(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.</p>	<p>Proposed Investment is a contingency commitment of US\$ 13,000,000/- in favour of the lenders of TGL under the Sponsor Support Agreement.</p> <p>The current borrowings of the Company are at the rates up to 3 Month KIBOR + 1%.</p> <p>Not applicable</p> <p>In case the investment is in form of subordinated loan, an interest rate 1% above the borrowing cost of the Company will be charged.</p> <p>The facility will be unsecured as the Company has full oversight and is very well versed with the operations and plans of the borrowing company.</p> <p>No conversion features</p> <p>TGL to repay the subordinated loan with the accrued profits from time to time (in full or parts) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.</p>

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.

**UPDATE UNDER CLAUSE 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017, WITH RESPECT TO THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING HELD ON JULY 13, 2022**

1. A second unsecured Subordinated Loan Facility of up to PKR 1 billion for Tenaga Generasi Limited.

Total investment approved	PKR 1 billion
Amount of investment made to date	PKR 137 million
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and	There is no deviation as the investment can be made in one year time from July 13, 2022.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	No material change as the investment was approved on July 13, 2022.

2. 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.

Total investment approved	Corporate Guarantee of PKR 500 million.
Amount of investment made to date	Nil.
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and	There is no deviation as the Corporate Guarantee can be issued in one year time from July 13, 2022.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	No material change as the issuance of the Corporate Guarantee was approved on July 13, 2022.

# DAWOOD LAWRENCEPUR LIMITED

## PROXY FORM

I/We \_\_\_\_\_, of \_\_\_\_\_,  
being member of Dawood Lawrencepur Limited and holder of \_\_\_\_\_ Ordinary  
Shares, as per:  
Share Register Folio No. \_\_\_\_\_ and/or  
CDC Participant ID No. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend, speak, and vote for me/us and on my/our behalf, at the  
Extraordinary General Meeting (EGM) of the Company to be held on Monday, October 17,  
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, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

### WITNESSES:

1. Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
  
CNIC No. or  
Passport No. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
2. Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
  
CNIC No. or  
Passport No. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature on  
Revenue Stamps  
of Rupees Five

Signature should agree with  
the specimen signature with  
the Company

### 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](http://www.dawoodlawrencepur.com)

## داؤد لارنس پورلیٹیڈ نمائندگی کا فارم

میں رہم \_\_\_\_\_ ساکن \_\_\_\_\_  
 بحیثیت نمبر داؤد لارنس پورلیٹیڈ کے رکن و حامل \_\_\_\_\_ عام حصص برطانیہ شیئر رجسٹرڈ فولیو نمبر \_\_\_\_\_ اور یا سی ڈی سی  
 کے شراکتی آئی ڈی نمبر \_\_\_\_\_ اور ڈی جی کھانا نمبر \_\_\_\_\_ محترم محترمہ \_\_\_\_\_  
 ساکن \_\_\_\_\_ یا بصورت دیگر محترم محترمہ \_\_\_\_\_ ساکن \_\_\_\_\_  
 کو بروز پیر مورخہ ۱۱ اکتوبر ۲۰۲۲ بوقت ۳:۰۰ بجے دوپہر بمقام داؤد فاؤنڈیشن برنس جب، گراؤنڈ فلور، داؤد سینٹر، ایم ٹی خان روڈ، کراچی میں ویڈیو لنک کی  
 سہولت کے ساتھ منعقد یا ملتوی ہونے والے غیر معمولی اجلاس عام میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرتا/ کرتی ہوں۔

دستخط \_\_\_\_\_ بروز \_\_\_\_\_ ۲۰۲۲

مطلوبہ (پانچ روپے کا)  
 ریونیو ٹیکٹ چپاں کریں اور دستخط کریں

گواہ (۱)

دستخط گواہ:

نام:

پتہ:

دستخط کہنی کے پاس پہلے سے محفوظ دستخطی نمونہ کے مطابق ہونے ضروری ہیں

قومی شناختی کارڈ نمبر یا:

پاسپورٹ نمبر:

گواہ (۲)

دستخط گواہ:

نام:

پتہ:

قومی شناختی کارڈ نمبر یا:

پاسپورٹ نمبر:

نوٹ:

- تمام نامزدگیاں اسی صورت میں موثر ہوں گی جب پر کسی فارم بنام کہنی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۲۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی شیئر ہولڈرز اور ان کے نمائندوں سے فرد افراد درخواست ہے کہ وہ اپنے پیپٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ، نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔
- تمام پر کسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔

AFFIX  
CORRECT  
POSTAGE

The Company Secretary  
Dawood Lawrencepur Limited  
3rd Floor, Dawood Centre, M.T. Khan Road,  
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Dawood Center, M.T. Khan Road, Karachi -75530



مزید برآں جو ارباب EGM میں حاضر اور شرکت کے خواہشمند ہیں وہ ویڈیو لنک کے ذریعے ایسا کر سکتے ہیں۔ ویڈیو لنک کے ذریعے EGM میں شرکت کے لئے ضروری ہے کہ ممبران ای سیل ایڈریس لالارکھن.حسنین@dawoodhercules.com پر جس کا عنوان "Registration for DLL's EGM" (Subject) رکھا جائے میں اسے نام ویڈیو نمبر موبائل نمبر اور اسے نام پر موجود شخص کی تعداد کے حوالے اور اسے پکیر ہارڈ ڈسک یا شائع کی یا مؤثر شکل (دو طرفہ) کے ساتھ ارسال کریں۔ ویڈیو لنک اور لاگ ان کی اسناد (تصدقات) کے ممبران کے ساتھ شہر کی جانیں کی جن کی ای سیل میں تمام مطلوبہ تصدیقات شامل ہیں EGM سے 24 مارچ کو تک پہنچائی موصول ہونا چاہیگی۔

ممبران کو ڈیوٹیکہ یا پراسیسر کے ذریعے اپنی حاضری مستحکم کرتے ہوئے EGM میں شرکت کی ترغیب دی جاتی ہے۔

## 2- حصص کی منتقلی کے حکاوتوں کی بندش

DLL کے حصص کی منتقلی کے احکامات بتاریخ 11 اکتوبر 2022 سے 17 اکتوبر 2022 تک بند رہیں گے (شمول دونوں ایام)۔ بروز پیر بتاریخ 10 اکتوبر 2022 کو کاروباری اوقات کار کے اختتام تک DLL کے شیئر رجسٹر ارمسری ڈی سی شیئر رجسٹر ارمسری لمیٹڈ، سی ڈی سی ہاؤس 99-B، بلاک B، ایس ایم سی ایچ ایس، مین شاہراہ فیصل، کراچی۔ 74400 کو موصول ہونے والی درخواستیں EGM میں شرکت کرنے اور ووٹ دینے کے استحقاق کے لیے بروقت بھی جائیں گی۔

## 3- غیر معمولی اجلاس عام میں شرکت:

اجلاس میں شرکت کرنے اور ووٹ دینے کا استحقاق رکھنے والے تمام ممبران کسی اور فرد کو اپنی جانب سے اجلاس میں شرکت کرنے اور ووٹ دینے کے لیے بذریعہ تحریر برپا کسی مقرر کرنے کا استحقاق رکھتے ہیں۔ برپا کسی کو ممبران کی جگہ پر اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کا حق حاصل ہوگا۔ برپا کسی کو DLL کا ممبر ہونا چاہیے۔ ممبر ہونے کی حیثیت سے کوئی کارپوریٹ ادارہ کسی بھی فرد کو اپنے پورے آف ڈائریکٹری قرار دے کے ذریعے، قطع نظر اس کے کہ وہ ممبر ہے یا نہیں، اپنا برپا کسی مقرر کر سکتا ہے۔

کارپوریٹ ادارے کی صورت میں پورے آف ڈائریکٹری منظوری/حق نامہ مع نامزد کے دستخط کا نمونہ، اگر برپا یا اردو زبان میں برپا کسی فام کے ساتھ کھیتی کو جمع کرانا ہوگا۔

برپا کسی کا اجلاس کے وقت اصل موثر کیپیٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔

موثر بنانے کی غرض سے باقاعدہ اور مدہ دستخط شدہ برپا کسی فاموں کو DLL کے رجسٹرار آفس میں اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل تک موصول ہونا لازمی ہے بصورت دیگر برپا کسی کو موثر نہیں سمجھا جائیگا۔

سی ڈی سی اکاؤنٹ ہولڈرز کو ٹیکہ ریجسٹر ایڈز آپٹیکل کیٹیشن آف پاکستان کی جاری کردہ مندرجہ ذیل ہدایات پر عمل کرنا ہوگا:

## A- اجلاس میں شرکت کے لیے

a. فرد کی صورت میں، اکاؤنٹ ہولڈرز یا سب اکاؤنٹ ہولڈرز کو جن کی رجسٹریشن کی تفصیلات قواعد کے مطابق آپ لوڈ کی جائیں گی EGM سے کم از کم 48 گھنٹے قبل مذکورہ بالا ای میل ایڈریس پر اپنے اصل موثر کیپیٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ کی تصدیق کرنا ہوگی۔

b۔ کارپوریٹ ادارے کی صورت میں EGM سے کم از کم 48 گھنٹے قبل مذکورہ بالا ای میل ایڈریس پر پورے آف ڈائریکٹری منظوری/حق نامہ مع امیدوار کے دستخط کا نمونہ (اگر یہ پہلے فراہم نہ کیا گیا ہو) فراہم کرنا ہوگا۔

## B- پراسیسر مقرر کرنے کے لیے:

a. فرد کی صورت میں اکاؤنٹ ہولڈرز یا سب اکاؤنٹ ہولڈرز کو جن کی رجسٹریشن کی تفصیلات قواعد کے مطابق آپ لوڈ کی جائیں گی، مندرجہ بالا ضروریات کے مطابق برپا کسی فام جمع کرانا ہوگا۔

b۔ مختل آئز اور برپا کسی کے موثر کیپیٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ بقول برپا کسی فام کے ساتھ کھیتی کی جائی جائیں۔

c۔ پراسیسر کو اجلاس سے کم از کم 48 گھنٹے قبل مذکورہ بالا ای میل ایڈریس پر اصل موثر کیپیٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔

d۔ کارپوریٹ ادارے کی صورت میں اجلاس سے کم از کم 48 گھنٹے قبل مذکورہ بالا ای میل ایڈریس پر پورے آف ڈائریکٹری منظوری/حق نامہ مع نامزد کے دستخط کا نمونہ برپا کسی فام کے ساتھ کھیتی کو جمع کرنا ہوگا (اگر یہ پہلے جمع نہ کر دیا گیا ہو)۔

e۔ برپا کسی فام پر دو دہان کی شہادت موجود ہونی چاہئے اور ان کے نام سے اور موثر کیپیٹرائزڈ قومی شناختی کارڈ نمبر درج ہونے چاہئیں۔

## 4- کیپیٹرائزڈ قومی شناختی کارڈ/تفصیل نمبر

اے ممبران جنہوں نے ابھی تک اپنے موثر کیپیٹرائزڈ قومی شناختی کارڈ/این ٹی این کی نقول جمع نہیں کروائیں کو ایک مرتبہ پھر یاد دہانی کروائی جاتی ہے کہ وہ فوری طور پر اپنے کیپیٹرائزڈ قومی شناختی کارڈ کی نقول مع ممبران کے ڈیوٹیکہ/سی ڈی سی اکاؤنٹ نمبر DLL کے شیئر رجسٹر ارمسری ڈی سی شیئر رجسٹر ارمسری لمیٹڈ، سی ڈی سی ہاؤس 99-B، بلاک B، ایس ایم سی ایچ ایس، مین شاہراہ فیصل، کراچی۔ 74400 کو جمع کروائیں۔ سی ڈی سی اکاؤنٹ کے حامل کارپوریٹ ممبران سے درخواست ہے کہ وہ DLL کے شیئر رجسٹر ارمسری ڈی سی شیئر رجسٹر ارمسری لمیٹڈ کی نقول کے ہمراہ اپنا این ٹی این آپ ڈیٹ کروائیں۔ کارپوریٹ ممبران اپنے این ٹی این سرٹیفکیٹ کی نقول یا اپنا این ٹی این ارسال کرتے وقت کھیتی کے نام اور اپنے ڈیوٹیکہ کا حوالہ ضرور دیں۔

## 5- نقد ڈیوٹیکہ کی ایسٹریٹری طریقے سے ادائیگی

کمپنیز ایکٹ 2017 کے سیکشن 242 کی دوسری شق کے تحت لنڈ کمپنیز کیلئے ضروری ہے کہ نقد ڈیوٹیکہ کی ادائیگی اہل شیئر ہولڈرز کے نامزد کردہ بینک اکاؤنٹس میں، الیکٹران طریقے سے براہ راست کریں۔

لنڈ DLL کے شیئر ہولڈرز سے درخواست کی جاتی ہے کہ DLL کی جانب سے اعلان کردہ نقد ڈیوٹیکہ الیکٹران طریقے سے اپنے نامزد کردہ بینک اکاؤنٹس میں حاصل کرنے کیلئے درج ذیل معلومات فراہم کریں۔

شیئر ہولڈر کا نام	
فولیو نمبر	
CNIC نمبر	
بینک اکاؤنٹ نمبر	
اکاؤنٹ نمبر	
IBAN نمبر	
بینک کا نام	
برانچ کا نام اور پتہ	
شیئر ہولڈر کا موبائل نمبر	
شیئر ہولڈر کا لینڈ لائن نمبر	
شیئر ہولڈر کا ای میل	
رکن کے دستخط	

نوٹ: دستخط لازماً DLL کے پاس رجسٹرڈ مخصوص دستخط سے متفق ہونے چاہئیں۔

شیئر ہولڈرز سے یہ بھی درخواست ہے کہ اگر مندرجہ بالا معلومات میں کوئی تبدیلی واقع ہوئی ہو تو اس کی اطلاع فوری طور پر DLL اور متعلقہ شیئر رجسٹر ارمسری ڈی سی شیئر رجسٹر ارمسری لمیٹڈ میں ہوں تو مذکورہ بالا الیکٹران بینک ریٹ فارم براہ راست شیئر ہولڈرز (ز) کی بروکر/پارٹنیشنر/سی ڈی سی اکاؤنٹ سروسز میں جمع کروائیں۔

ممبران سے درخواست ہے کہ وہ اپنے پیسے میں کسی بھی قسم کی تبدیلی سے DLL کے رجسٹرار آفس کو فوری طور سے مطلع کریں۔

## 6- فزیکل حصص کو سی ڈی سی اکاؤنٹس میں ڈپازٹ کرنا

سیکشن 72 کے تحت کمپنی کو اپنے فزیکل شیئرز کو جب مذکور ہو اور کمپنیشن کی جانب سے مقررہ تاریخ تک کمپنیز ایکٹ 2017 کے آغاز یعنی 31 مئی 2017 سے زیادہ سے زیادہ 4 سال کے لیے ایک انٹری کی شکل میں لانا ضروری ہے۔

مزید برآں، سیکیورٹیز ایڈز آپٹیکل کیٹیشن آف پاکستان نے اپنے مراسلہ نمبر CSD/ED/Misc/2016-639-640 مورخہ 26 مارچ 2021 کے ذریعے تمام لنڈ کمپنیز کو فزیکل شکل میں حصص یافتگان کو ایک انٹری شکل میں حصص کی منتقلی پر راضی کرنے کی ہدایات دی ہیں۔ اس ضمن میں ملحقہ شکل میں حصص یافتگان سے انتظام ہے کہ وہ سی ڈی سی میں براہ راست اکاؤنٹ رکھنے والے کسی بھی بروکر یا انوسٹر کے پاس ڈیٹ اکاؤنٹ کھول لیں جس میں وہ وہی سرمایہ یا برپا کے بغیر اپنے حصص رکھ سکیں۔ اس سے انہیں محفوظ ہاتھوں میں شیئر کرنا ہوگا جب وہ چاہیں۔ اپنے شیئر فروخت کرنے سمیت کی ایک سہولیات میسر ہوں گی کیوں کہ پاکستان اسٹاک ایکسچینج لینڈ کے موجودہ قواعد کی رو سے ملحقہ شکل میں حصص کی خرید و فروخت کی اجازت نہیں ہے۔