



Dawood
Lawrencepur
Limited

**NOTICE OF 76TH
ANNUAL GENERAL MEETING**

NOTICE OF 76TH ANNUAL GENERAL MEETING

Notice is hereby given that the 76th Annual General Meeting ("AGM") of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Wednesday, April 15, 2026 at 3:00 PM at Karachi School of Business Leadership (KSBL), National Stadium Road, opposite Liaquat National Hospital, Karachi, and through video link facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Unconsolidated and Consolidated Financial Statements of the Company for the year ended December 31, 2025, together with the Directors' Report, Auditors' Reports thereon and Chairman's Review Report.

In accordance with Section 223 of the Companies Act, 2017 (the "Act") and SRO No. 389(I)/2023 dated March 21, 2023, the annual audited financial statements of the Company have been uploaded on the Company's website, and may be accessed through the following weblink and QR-enabled code:



<https://dawoodlawrencepur.com/documentuploaderdll/dll-annual-report-2025/>

2. To appoint Auditors of the Company and fix their remuneration. The members are hereby notified that the Board of Directors and the Audit Committee have recommended the reappointment of Messrs. A. F. Ferguson & Co., Chartered Accountants as auditors of the Company.
3. To elect seven (7) directors of the Company, as fixed by the Board of Directors, in accordance with Section 159(1) of the Act, for a term of three (3) years commencing from April 15, 2026. Names of the retiring directors are as follows:
 1. Mr. Ruhail Muhammad
 2. Mr. Abdul Samad Dawood
 3. Ms. Sabrina Dawood
 4. Mr. Muhammed Amin
 5. Mr. Shafiq Ahmed
 6. Mr. Sikander Hazir
 7. Mr. Muhammad Bilal Ahmed

The Statement of Material Facts under section 166(3) of the Act, in respect of the election of directors, is annexed with this notice.

SPECIAL BUSINESS:

1. To consider and, if deemed fit, pass with or without modification(s), the special resolution under Section 199 of the Act as set out in the statement of material fact, for approval of the proposed investment by way of loan and advances to its associated company, Engro Holdings Limited.
2. To consider and, if thought fit, pass, with or without modification(s), the special resolutions, in terms of Section 85 of the Act, as set out in the statement of material fact, for subdivision of the share capital of the Company.
3. To consider and, if deemed fit, pass, with or without modification(s), the special resolution(s) as set out in the statement of material fact, for change of the Registered Office of the Company from Karachi (the Province of Sindh) to Islamabad (Islamabad Capital Territory) and consequent alteration in the Memorandum of Association of the Company.

4. To consider and, if deemed fit, pass, with or without modification(s), the ordinary resolution(s), in terms of Section 183(3) of the Act, as set out in the statement of material fact for the sale of the Company's land.

The Statement of Material Facts under Section 134(3) of the Act, in respect of the aforesaid Special Businesses, is annexed hereto.

By Order of the Board

Karachi
Dated: March 17, 2026

Khwaja Osama Musharraf
Company Secretary

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from April 9, 2026, to April 15, 2026 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, M/s. CDC Share Registrar Services Limited [Address: CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400; email info@cdcsrsl.com] by the close of business on April 8, 2026, will be considered in time for attendance and voting at the AGM.

2. Video Conference Facility for AGM:

As per the directive issued by the Securities and Exchange Commission of Pakistan ("SECP"), the Company has arranged a video conference facility to enable shareholders to participate in the AGM through video link. The members and their proxies who intend to attend the AGM through video-link must register by sending an email to company.secretary@dawoodhercules.com. Such an email should include the member's name, CNIC/Passport number, folio number, phone number, and registered email address in the email with the subject 'Registration for Dawood Lawrencepur Limited's AGM' along with a valid copy of their CNICs (both sides) or passports. The video link and login credentials will be shared with those members whose complete registration details are received at least twenty-four (24) hours before the time of the AGM.

3. Participation in the AGM:

A member entitled to attend, speak and vote at the AGM may appoint another person as proxy to attend, speak and vote on his/her/its behalf. A proxy need not be a member of the Company.

The instrument appointing a proxy and the power of the attorney or other authority/board resolution under which it is signed or a notarized copy thereof must be deposited at the registered office of the Company at least forty-eight (48) hours before the time of the AGM (no account shall be taken of any part of the day that is not a working day).

The proxy form, in English and Urdu languages, is attached to this notice and is also available on the Company's website: www.dawoodlawrencepur.com

In case of appointment of proxy by 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 AGM.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least forty-eight (48) hours before the time of the AGM (no account shall be taken of any part of the day that is not a working day).

CDC account holders will further have to follow the guidelines below as laid down by the SECP:

(i) For Attending the AGM

- (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 forty-eight (48) hours before the AGM.

- (b) In case of a 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 forty-eight (48) hours before the AGM (unless it has been provided earlier).

(ii) 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 the 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 an original valid CNIC or original passport at the above-mentioned email address at least forty-eight (48) hours before -AGM.
- (d) In case of a corporate entity, the board of directors' resolution/power of attorney with specimen signature shall be submitted to the email address mentioned above at least forty-eight (48) hours before the AGM (unless it has been provided earlier) along with the proxy form to the Company.
- (e) Proxy form will be witnessed by two (2) persons whose names, addresses, and valid CNIC numbers shall be mentioned on the form.

4. Transmission/availability of Annual Report 2025

In compliance with Section 223(6) of the Act, the Company has electronically transmitted the Annual Report 2025 to the members through email whose email addresses are available with the Company's Share Registrar, M/s. CDC Share Registrar Services Limited. However, the Company shall provide hard copies of the Annual Report, free of cost, to any member upon request at their registered address within one week of receiving such request.

In accordance with Section 223(7) of the Act, the audited financial statements of the Company have also been placed on the Company's website, which may be accessed at www.dawoodlawrencepur.com

Further, pursuant to SECP S.R.O. 389(I)/2023 dated March 21, 2023, the Company has electronically circulated the Notice of the AGM along with a QR-enabled code and a web link providing access to the audited financial statements of the Company for the year ended December 31, 2025.

5. Election Of Directors

In terms of section 159(1) of the Act, the Board of Directors has fixed the number of Directors at seven (7), to be elected in the AGM of the Company for a term of three (3) years commencing from Wednesday, April 15, 2026.

Any person who seeks to contest the election for the office of director of the Company shall file the following information/documents with the Company at its registered office at least fourteen (14) days before the date of the AGM:

- a. Notice of his/her intention to offer himself/herself for election, under section 159(3) of the Act;

- b. Consent to act as a director on the Appendix to Form-9 of the Companies Regulations, 2024;
- c. Copy of CNIC (both sides) / Passport (in case of a foreign national) and NTN;
- d. Details of directorship/offices held in other entities;
- e. Detailed profile along with office address;
- f. A declaration confirming that:
 - He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "Code"), the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company, and other applicable laws/regulations.
 - He/she is not ineligible to become a director of a listed company under the provisions of the Act, the Code, and other applicable laws/regulations.
- g. A director shall be a member of the Company at the time of filing his / her consent for the contesting election of directors, except a person representing a member, which is not a natural person.
- h. Independent directors shall be elected in accordance with Sections 159 and 166 of the Act, and shall meet the criteria laid down under Section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

- i. Declaration of independence under Regulation 6(3) of the Code;
- ii. Undertaking on non-judicial stamp paper confirming that he/she meets the requirements of Section 166 of the Act and Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

6. Voting Through E-voting and Postal Ballot Paper

Pursuant to the Companies (Postal Ballot) Regulations, 2018 (as may be amended), members will be allowed to exercise their right of vote through postal ballot, that is, voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations for the purpose of election of directors, where the number of persons offering themselves for election exceeds the number of directors fixed under Section 159 of the Act, and for agenda items constituting special business.

7. Appointment of a scrutinizer

Under Regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (as amended), the Board of the Company has appointed M/s UHY Hassan Naeem & Co, Chartered Accountants, (a QCR-rated audit firm) to act as the Scrutinizer of the Company for the election of directors, investment in associated company and sale of land to be transacted in the AGM and to undertake other responsibilities as defined in Regulation 11A of the aforementioned Regulations.

8. Computerized National Identity Card (“CNIC”) / National Tax Number (“NTN”)

All those individual members holding physical shares who have not yet recorded their CNIC number are once again reminded to immediately submit a copy of their CNIC to the Company's Share Registrar, CDC Share Registrar Services Limited. Members, while sending CNIC, must quote the company name and 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 the 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.

9. Unclaimed Dividend/Shares

Shareholders, who for any reason could not claim their dividends/shares, if any, are advised to contact the Company's Share Registrar to collect/enquire about their unclaimed dividends/shares.

In compliance with Section 244 of the Act, after having completed the stipulated procedure, all such dividends outstanding for a period of 3 years or more from the date due and payable shall be deposited with the Federal Government in case of unclaimed dividends, and in case of shares, shall be delivered to the SECP.

10. 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, the SECP 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, shareholders having physical shareholding are requested to open a CDC sub-account with any of the brokers or an investor's account directly with CDC to place their physical shares into scrip-less form. This will facilitate them in many ways, including safe custody, instant credit of entitlements (bonus shares and right shares and the ability to sell their shares at any time, as trading in physical shares is not permitted under the existing regulations of the Pakistan Stock Exchange Limited.

11. Prohibition of Distribution of Gifts

In compliance with Section 185 of the Act, read with SRO 452(I)/2025 dated March 17, 2025, no gift shall be offered to the shareholders at the AGM.

Statement of Material Facts under section 166(3) of the Act

The statement sets out the material facts pertaining to the justification for selecting the persons for appointment as an independent directors to be elected at the AGM of the Company to be held on April 15, 2025.

The independent directors shall be elected through the process of election of directors in terms of Section 159 and 166(1) of the Act, read with the Code; they shall meet the criteria laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The Company shall exercise its due diligence of candidates contenting as an independent directors and ensure that the names of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.

Final list of contesting directors will be published in Newspapers not later than seven (7) days before the date of the said meeting in terms of section 159(4) of the Act. Further, the website of the Company will also be updated with the required information for each Director.

The Directors of the Company have no interest in the above business except their eligibility for re-election as directors of the Company.

Statement of Material Facts under section 134(3) of the Act

The statement sets out below the material facts concerning the special businesses to be transacted at the AGM of the Company to be held on April 15, 2025:

Agenda 1:

The information required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, is as follows:

S. No.	Description	Relevant Information					
(a)	Disclosures for all types of investments						
	(A) Regarding associated company or associated undertaking:						
	(i) Name of associated company or associated undertaking	Engro Holdings Limited					
	(ii) Basis of relationship	Common directorship					
	(iii) Earnings per share for the last three years (PKR)	<table border="1"><thead><tr><th>2024</th><th>2023</th><th>2022</th></tr></thead><tbody><tr><td>20.48</td><td>21.50</td><td>7.67</td></tr></tbody></table>	2024	2023	2022	20.48	21.50
2024	2023	2022					
20.48	21.50	7.67					
(iv) Break-up value per share, based on the latest audited financial statements; and	PKR 69.3						

(v) Financial position, including main items of the statement of financial position and profit and loss account on the basis of its latest financial statements; and

Financial Position as of December 31, 2024 and Income Statement for the year ended December 31, 2024 are as follows:

Main items of the statement of financial position:

Particulars	(PKR in '000)
Property and equipment	39,921
Right-of-use assets	5,735
Investment properties	48,268
Long-term investments	23,309,927
Advances, deposits and prepayments	12,015
Other receivables	28,516
Short-term investments	16,546,268
Cash and bank balances	260,773
Total Assets	40,251,423
Defined benefit liabilities	7,633
Deferred taxation	2,012,564
Current portion of lease liabilities	7,870
Trade and other payables	1,095,892
Unclaimed dividend	1,000,870
Taxation - net	2,754,388
Total Liabilities	6,879,217
Total Equity	33,372,206

Main items of Profit or Loss Account:

Particulars	(PKR in '000)
Return on Investments-net	14,414,780
Profit before Tax	13,092,111
Profit after Tax	9,854,391

<p>(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:</p> <p>(I) description of the project and its history since conceptualization;</p> <p>(II) starting date and expected date of completion of work;</p> <p>(III) time by which such project shall become commercially operational;</p> <p>(IV) expected time by which the project shall start paying return on investment; and</p> <p>(V) funds invested or to be invested by the promoters, sponsors, associated company, or associated undertaking, distinguishing between cash and non-cash amounts.</p>	<p>Not applicable.</p>
<p>(B) General Disclosure:</p>	
<p>(i) maximum amount of investment to be made;</p>	<p>Loan upto Rs. 7,000,000,000</p>
<p>(ii) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</p>	<p>Purpose:</p> <p>To provide assistance to the associated company.</p> <p>Benefits to the Company and its members:</p> <p>The company will earn more income than by keeping the money in the bank.</p> <p>Period:</p> <p>The tenure of the investment shall be one year.</p>
<p>(iii) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p>	<p>The Company intends to use surplus funds/banking lines/security available to it to provide the requisite financing to Engro Holdings Limited. Additionally, if the Company has unutilized overdraft lines, it may opt to avail such lines to provide the required financing. For this, the Company's responses to the queries raised are as follows:</p>
<p>(i) justification for investment through borrowings;</p>	<p>Engro Holdings Limited will pay a markup rate that is not lower than the borrowing cost of the Company;</p>

	(ii) details of collateral, guarantees provided and assets pledged for obtaining such funds; and	The Company secures its overdraft lines by providing a ranking charge over movable assets (excluding long-term investments)
	(iii) cost-benefit analysis;	The Company will charge the associated company a mutually agreed markup rate, which will be higher than the bank borrowing rate, which will improve the profitability of the Company.
	(iv) salient features of the agreement(s), if any, with associated company or associated undertaking with regard to the proposed investment;	As detailed above, each financing facility will be provided on an arm's length basis.
	(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>The sponsors, majority shareholders and their relatives and directors of the Company have no interest in the matter. However, the following directors of the Company are also serving as directors on the Engro Holdings Limited Board as of December 31, 2025, along with their respective shareholdings, as follows:</p> <p>Mr. Abdul Samad Dawood: 5,925,624 Ms. Sabrina Dawood: 9,228,646 Mr. Muhammed Amin: 100</p> <p>The Company holds 77,931,896 shares of Engro Holdings Limited.</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	Not Applicable.
	(vii) any other important details necessary for the members to understand the transaction;	Not Applicable.
(b)	In case of equity investment, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made:	
	(i) maximum price at which securities will be acquired	Not Applicable
	(ii) in case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;	
	(iii) maximum number of securities to be acquired;	

	<p>(iv) number of securities and percentage thereof held before and after the proposed investment;</p> <p>(v) current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and</p> <p>(vi) fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;</p>	Not Applicable
(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:	
	(i) category-wise amount of investment;	Loan upto Rs. 7,000,000,000
	(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 rate of return for unfunded facilities, as the case may be, for the relevant period;	<p>The average borrowing cost of the Company on its short-term borrowings is 3 months KIBOR + 50 bps.</p> <p>The KIBOR rates as of December 31, 2025 for one, three, and six months were 10.84%, 10.63%, and 10.65%, respectively.</p>
	(iii) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	The rate of interest, mark-up, profit, fees or commission to be charged by the Company will be higher than or equal to what the Company must pay if it borrows similar facilities. Where it has no such facilities, the associated company will be charged rates that are greater than or equal to the market rates for such facilities. Each financing facility will be provided on an arm's length basis.
	(iv) particulars of collateral or security to be obtained in relation to the proposed investment;	No security is obtained since the Company and Engro Holdings Limited are associated companies.
	(v) 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.
	(vi) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Facility granted for a period of one year. The terms and conditions are already mentioned above.

Except to the extent as mentioned in B(v) above, none of the Directors of the Company has any direct or indirect interest in the above-mentioned special business, except to the extent of their shareholding in the Company.

The following resolutions is proposed to be passed as special resolutions:

“RESOLVED that, the approval of the members of Dawood Lawrencepur Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to make investment in the form of a revolving loan and advances facility to its associated company, Engro Holdings Limited, an aggregate amount of up to Pakistani Rupees Seven Billion (Rs. 7,000,000,000) on an arm's length basis, valid for a period of one year from the date of the special resolution.

FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the foregoing resolution and to complete all necessary corporate and legal compliances and formalities required in connection therewith.”

Agenda No. 2

The shareholders are hereby informed that the subscribed and paid-up capital of the Company comprises 80,076,652 ordinary shares, each with a face value of Rs. 10/-. The market price of the Company shares is significantly higher than their face value, making them less accessible to retail and individual investors. Accordingly, to increase market liquidity of the Company's shares and broaden the shareholders' base, the Board of Directors has proposed subdividing the Company's capital by reducing the face value of shares from Rs. 10/- to Rs. 1/-. Accordingly, the shareholders will receive 10 shares of face value Rs. 1/- each against every 1 share of Rs. 10/- held in their names as on the effective date to be announced later.

The new shares proposed to be created, as a result of subdivision, shall rank pari passu with no change in the rights and privileges attached to the shares as compared to the existing shares. The new shares with a reduced face value of Rs. 1/- will be issued to the shareholders either in physical form or by crediting in their investor accounts maintained with Central Depository Company of Pakistan Limited, as the case may be, as per the entitlement of respective shareholders on the effective date.

The Board of Directors approved and recommended the proposed resolution to be passed as a special resolution under Section 85 of the Act and Article 11 of the Articles of Association of the Company.

For the purpose of the subdivision of shares and resultant increase in the number of shares, the existing Clause V of the Memorandum of Association and Clause 4 of the Articles of Association of the Company need to be amended.

Existing Clause V of the Memorandum of Association and Clause 4 of the Articles of Association:

The authorised share capital of the company is PKR 6,600,000,000/- divided into 660,000,000 ordinary shares of Rs. 10/- each with powers to increase, reduce, sub-divide, consolidate or reorganize the capital of the Company and to divide the shares in the capital of the Company into several classes and kinds in accordance with the provisions of the Companies Act, 2017.

Proposed Existing Clause V of the Memorandum of Association and Clause 4 of the Articles of Association:

The authorised share capital of the company is PKR 6,600,000,000/- divided into 6,600,000,000/-

ordinary shares of Rs. 1/- each with powers to increase, reduce, sub-divide, consolidate or reorganize the capital of the Company and to divide the shares in the capital of the Company into several classes and kinds in accordance with the provisions of the Companies Act, 2017.

None of the Directors of the Company has any direct or indirect interest in the above-mentioned special business, except to the extent of their shareholding in the Company.

The following resolutions are proposed to be passed as special resolutions:

“RESOLVED that the approval of the members of Dawood Lawrencepur Limited (the “Company”) be and is hereby accorded, pursuant to Section 85 of the Companies Act, 2017 and Article 11 of the Articles of Association of the Company, to alter the existing capital of the Company, including its authorized, issued and paid-up capital, in such a manner that each ordinary share of the Company having a face value of Rs. 10/- be and is hereby subdivided into ten (10) ordinary shares of Rs. 1/- each, without any change in the rights and privileges attached to the shares.

FURTHER RESOLVED that the Authorized Capital of the Company, comprising 660,000,000 Ordinary Shares of Rs. 10/- each, be and is hereby subdivided into 6,600,000,000 Ordinary Shares of Rs. 1/- each.

FURTHER RESOLVED that Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be amended accordingly to reflect the above subdivision.

FURTHER RESOLVED that the issued and paid-up capital of the Company, comprising 80,076,652 Ordinary Shares of Rs. 10/- each, be and is hereby subdivided into 800,766,520 Ordinary Shares of Rs. 1/- each.

FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the foregoing resolutions and to complete all necessary corporate and legal compliances and formalities required in connection therewith.”

Agenda No. 3

The shareholders are hereby informed that, at present, the registered office of the Company is in the Province of Sindh at Dawood Center, M.T. Khan Road, Karachi. It is proposed that the Registered Office of the Company be changed to 68, Margalla Road, F-6/2, Islamabad, in Islamabad Capital Territory.

Relocating the registered office to Islamabad may improve overall cost efficiency by aligning the Company’s regulatory and statutory framework with the applicable jurisdiction and may also provide greater flexibility for future corporate initiatives.

The shareholding of the Company is geographically dispersed across Pakistan. Members of the Company are located across various regions, including Sindh, Punjab, Baluchistan, Khyber Pakhtunkhwa and the Islamabad Capital Territory.

The Board believes that the proposed relocation will result in improved administrative efficiency, streamlined regulatory coordination and overall operational convenience, which would be beneficial for the Company and its members.

There is no inquiry, inspection or investigation initiated or pending against the Company by any regulatory authority.

Existing Clause II of the Memorandum of Association:

The Registered Office of the company shall be situated in the Province of Sindh.

Proposed Clause II of the Memorandum of Association:

The Registered Office of the company shall be situated in the Islamabad Capital Territory.

None of the Directors of the Company has any direct or indirect interest in the above-mentioned special business except to the extent of their shareholding in the Company.

The following resolutions are proposed to be passed as special resolutions:

"RESOLVED that, the approval of the members of Dawood Lawrencepur Limited (the "Company") be and is hereby accorded, subject to fulfillment of requirements as per the Companies Act, 2017, for change of the Registered Office of the Company from Dawood Center, M. T. Khan Road, Karachi in the Province of Sindh to 68, Margalla Road, F-6/2, Islamabad in the Islamabad Capital Territory.

RESOLVED FURTHER that Clause II of the Memorandum of Association of the Company be and is hereby amended accordingly to reflect the above change of registered office.

FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the foregoing resolutions and to complete all necessary corporate and legal compliances and formalities required in connection therewith."

Agenda No. 4

The shareholders are hereby informed that, in line with the Company's strategy to optimize asset utilization and divest from non-core or underperforming assets, the Board of Directors has approved the disposal of the Burewala Land, located at Mahal 439/E-B and 445/E-B on Luddan Road, Burewala.

This proposed disposal is aligned with the Company's long-term strategic objectives to enhance operational efficiency, reduce maintenance and holding costs, and reallocate capital to higher-return initiatives.

The Board has authorized the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary to initiate the disposal process, which includes identifying and evaluating potential buyers, appointing legal and financial advisors, and ensuring a fair and transparent transaction process. A comprehensive proposal will be submitted to the Board for final consideration and approval following receipt of credible offers and completion of all necessary due diligence.

As the land constitutes a sizeable part under Section 183(3) of the Act, the sale shall be subject to the approval of shareholders through ordinary resolutions.

The material facts required to be disclosed under SECP SRO 423 (I)/2018 dated April 3, 2018 when the Board of Directors proposes to sell, lease or otherwise dispose of an 'undertaking' or a 'sizeable part' thereof is to be transacted under clause (a) or (b) of sub-section (3) of section 183 of the Act, are given hereunder:

S. No.	Description	Relevant Information
(1)	Details of assets to be sold, leased or disposed of:	
(a)	Description / Name of asset	The Company's land measuring approximately 313.725 acres, situated at Mahal 439/E-B and 445/E-B, Luddan Road, Burewala, Pakistan.
(b)	Acquisition date of the asset	1954
(c)	Cost	Rs. 3,109,000
(d)	Revalued amount and date of revaluation (if applicable)	Rs. 12,749,784,000 to Rs. 13,250,000,000 dated October 31, 2025
(e)	Book value	Rs. 3,109,000
(f)	Approximate current market price/fair value	Rs. 13,000,000,000
(g)	In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof:	The value of the land is subject to market fluctuation. The exact sale price will be known when actual offers will be received.
(h)	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease	Not Applicable.
	Additional information in case of disposal of land:	
(i)	(i) Location;	Mahal 439/E-B and 445/E-B, Luddan Road, Burewala, Pakistan.
	(ii) Nature of land	Industrial.
	(iii) Area proposed to be sold	313.725 acres.
(ii)	The proposed manner of disposal of the said assets.	The land is proposed to be disposed of through negotiations with the buyer(s) through person(s) authorized by the Board of Directors.
(iii)	In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts	Not Applicable.
	Additional information in case of disposal of land:	
(iv)	a. Utilization of the proceeds received from the transaction	Proceeds to be directed towards higher return initiatives.
	b. Effect on operational capacity of the company, if any	No effect on the operational capacity of the Company.
	c. Quantitative and qualitative benefits expected to accrue to the members	Proceeds from the sale of Land will be directed towards higher return initiatives, which will be beneficial for the Company and its members.

None of the Directors of the Company has any direct or indirect interest in the above-mentioned special business except to the extent of their shareholding in the Company.

The following resolutions are proposed to be passed as ordinary resolutions:

“RESOLVED that, approval of the members of Dawood Lawrencepur Limited (the “Company”) be and is hereby accorded, pursuant to Section 183(3) and other applicable provisions of the Companies Act, 2017, and subject to such terms and conditions as may be determined by the Board of Directors, the sale of land, located at Mahal 439/E-B and 445/E-B on Luddan Road, Burewala, as per other details provided in the statement of material facts.

FURTHER RESOLVED that the Board of Directors be and are hereby authorized to finalize, approve and execute all necessary documents, deeds, agreements, and arrangements and to do all acts, matters, and things, including the appointment of consultants, legal advisors, and valuers, for the purpose of effecting the disposal of the land fairly, transparently and in the best interest of the Company.

FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the aforementioned resolutions and to complete all necessary corporate and legal compliances and formalities required in connection therewith.”



POSTAL BALLOT PAPER

Dawood Lawrencepur Limited

Office Address: 9th Floor, Dawood Centre, MT Khan Road, Karachi
Contact: +92 21 35686001 – 16

Ballot Paper for voting on special businesses through post for the poll to be held at the Annual General Meeting (“AGM”) of Dawood Lawrencepur Limited, being held on Wednesday, April 15, 2026, at 3:00 PM at the Karachi School of Business and Leadership, situated at National Stadium Road, Opposite Liaquat National Hospital, Karachi, and through video conferencing.

Contact Details of the Chairman, where ballot paper may be sent:

Business Address: Dawood Lawrencepur Limited, 9th Floor, Dawood Centre, MT Khan Road, Karachi, Pakistan
Attention: Company Secretary
Designated email address: company.secretary@dawoodhercules.com

Name of Shareholder / Joint Shareholders	
Registered Address of Shareholder	
Number of Shares Held	
Folio Number / Participant or Investor Account Number	
CNIC Number (copy to be attached)	
Additional Information & Enclosures (In case of Representative of Body Corporate, Corporation & Federal Government)	

I/we hereby exercise my/our vote in respect of the following agenda through postal ballot by conveying my/our assent or dissent to the following resolutions by placing a tick (√) mark in the appropriate boxes below:

Agenda Item	Nature and Description of Resolutions	No. of Ordinary Shares for which votes are cast	I / We assent to the Special Resolution(s) (FOR)	I / We dissent to the Special Resolution(s) (AGAINST)
1.	<p>“RESOLVED that, the approval of the members of Dawood Lawrencepur Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to make investment in the form of a revolving loan and advances facility to its associated company, Engro Holdings Limited, an aggregate amount of up to Pakistani Rupees Seven Billion (Rs. 7,000,000,000) on an arm’s length basis, valid for a period of one year from the date of the special resolution.</p> <p>FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the foregoing resolution and to complete all necessary corporate and legal compliances and formalities required in connection therewith.”</p>			
2.	<p>“RESOLVED that the approval of the members of Dawood Lawrencepur Limited (the “Company”) be and is hereby accorded, pursuant to Section 85 of the Companies Act, 2017 and Article 11 of the Articles of Association of the Company, to alter the existing capital of the Company, including its authorized, issued and paid-up capital, in such a manner that each ordinary share of the Company having a face value of Rs. 10/- be and is hereby subdivided into ten (10) ordinary shares of Rs. 1/- each, without any change in the rights and privileges attached to the shares.</p>			

	<p>FURTHER RESOLVED that the Authorized Capital of the Company, comprising 660,000,000 Ordinary Shares of Rs. 10/- each, be and is hereby subdivided into 6,600,000,000 Ordinary Shares of Rs. 1/- each.</p> <p>FURTHER RESOLVED that Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be amended accordingly to reflect the above subdivision.</p> <p>FURTHER RESOLVED that the issued and paid-up capital of the Company, comprising 80,076,652 Ordinary Shares of Rs. 10/- each, be and is hereby subdivided into 800,766,520 Ordinary Shares of Rs. 1/- each.</p> <p>FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the foregoing resolutions and to complete all necessary corporate and legal compliances and formalities required in connection therewith."</p>			
3.	<p>"RESOLVED that, the approval of the members of Dawood Lawrencepur Limited (the "Company") be and is hereby accorded, subject to fulfillment of requirements as per the Companies Act, 2017, for change of the Registered Office of the Company from Dawood Center, M. T. Khan Road, Karachi in the Province of Sindh to 68, Margalla Road, F-6/2, Islamabad in the Islamabad Capital Territory.</p> <p>RESOLVED FURTHER that Clause II of the Memorandum of Association of the Company be and is hereby amended accordingly to reflect the above change of registered office.</p> <p>FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the foregoing resolutions and to complete all necessary corporate and legal compliances and formalities required in connection therewith."</p>			
4.	<p>"RESOLVED that, approval of the members of Dawood Lawrencepur Limited (the "Company") be and is hereby accorded, pursuant to Section 183(3) and other applicable provisions of the Companies Act, 2017, and subject to such terms and conditions as may be determined by the Board of Directors, the sale of land, located at Mahal 439/E-B and 445/E-B on Luddan Road, Burewala, as per other details provided in the statement of material facts.</p> <p>FURTHER RESOLVED that the Board of Directors be and are hereby authorized to finalize, approve and execute all necessary documents, deeds, agreements, and arrangements and to do all acts, matters, and things, including the appointment of consultants, legal advisors, and valuers, for the purpose of effecting the disposal of the land fairly, transparently and in the best interest of the Company.</p> <p>FURTHER RESOLVED that the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby authorized, any two acting jointly, to take all necessary steps to give effect to the aforementioned resolutions and to complete all necessary corporate and legal compliances and formalities required in connection therewith."</p>			

Signature of Member(s) / Proxy Holder / Authorized Representative

Place:

Date:

NOTES:

1. The duly filled and signed Postal Ballot Paper must be sent to the Chairman of AGM at the above-mentioned postal or email address.
2. A copy of the valid CNIC (both sides)/Passport (in case of a foreigner) must be enclosed with the Postal Ballot Paper.
3. In case of a representative of a body corporate, corporation or Federal Government/Provincial Government, the Postal Ballot Paper must be accompanied by a copy of the valid CNIC (both sides)/Passport (in case of a foreigner) of an authorized person and an attested copy of Board Resolution/Power of Attorney/Authorization Letter etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable.
4. The Postal Ballot Paper must reach the Chairman of AGM on or before April 14, 2026, by 5:00 PM. Any Postal Ballot Paper(s) received after this date and time shall not be considered for voting.
5. The signature on the Postal Ballot Paper must match the signature on the CNIC/Passport (in case of a foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, or overwritten Postal Ballot Paper(s) shall be rejected.
7. Postal Ballot Paper has also been placed on the Company's website at www.dawoodlawrencepur.com. Members may download the Postal Ballot Paper from the website or use the original/photocopy published in the newspaper, if applicable.

Proxy Form

AFFIX
REVENUE
STAMP

I/We _____ of _____
being a member of DAWOOD LAWRENCEPUR LIMITED and holder of _____
Ordinary shares as per share (Number of Shares)

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 Annual General Meeting of the Company to be held on Wednesday, April 15, 2026 at 3:00 PM at the Karachi School for Business Leadership, situated at National Stadium Road, opposite Liaquat National Hospital, Karachi - 74800, Karachi and via video link facility, and at any adjournment thereof.

Signed this _____ day of _____ 2026

Signature of the Member

WITNESSES:

1. Signature: _____
Name: _____
Address: _____

CNIC No. or _____
Passport No. _____

2. Signature: _____
Name: _____
Address: _____

CNIC No. or _____
Passport No. _____

IMPORTANT:

1. The signature of the member must agree with the specimen signature registered with the Company.
2. This proxy form, to be effective, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before the AGM.
3. CDC shareholders and their proxies are required to attach an attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with the proxy form before submission to the Company. In the case of corporate entities, a certified copy of the Board resolution/power of attorney, together with the specimen signature, must be submitted (unless already provided earlier) along with the proxy forms.

ریونیو سٹیپ
چسپا کریں

پراکسی فارم

میں/ہم _____ بابت _____ بحیثیت ممبر داؤد لارنس پورلیٹیڈ اور مالک _____ معمولی حصص (تعداد حصص) بمطابق شیئر رجسٹر فولیو نمبر _____ اور/یا سی ڈی سی پارٹیسپنٹ آئی ڈی نمبر _____ اور ذیلی اکاؤنٹ نمبر _____ ذریعہ ہذا جناب/محترمہ _____ بابت _____ کو بروز بدھ مورخہ ۱۵ اپریل ۲۰۲۶ بوقت ۳:۰۰ بجے دوپہر، بمقام کراچی اسکول آف بزنس اینڈ لیڈرز شپ (KSBL) نیشنل انسٹیٹیوٹ روڈ، بالمقابل لیاقت نیشنل ہسپتال، کراچی - 74800 میں ویڈیولنک کی سہولت کے ساتھ منعقد یا ملٹوی ہونے والے سالانہ اجلاس عام میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرتا/کرتی ہوں۔

آج بروز _____ مورخہ _____ ۲۰۲۶ء کو دستخط کئے گئے۔

دستخط

دستخط کمپنی میں جمع کرائے گئے دستخط کے عین مطابق ہونا چاہیے۔

گواہان:

(1) دستخط _____

نام _____

پتہ _____

سی این آئی سی نمبر _____

یا پاسپورٹ نمبر _____

(2) دستخط _____

نام _____

پتہ _____

سی این آئی سی نمبر _____

یا پاسپورٹ نمبر _____

نوٹ:

- ۱۔ ممبر کے ارسال کردہ دستخط عین وہی ہونا چاہئیں جو کمپنی کے ریکارڈ میں موجود ہیں۔
- ۲۔ تمام نامزدگیاں اسی صورت میں موثر ہوں گی جب پراکسی فارم بنام کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۴۸ گھنٹے قبل موصول ہوں۔
- ۳۔ سی ڈی سی شیئر ہولڈرز اور ان کے پراکسیز کو چاہئے کہ پراکسی فارم کے ساتھ اپنے مؤثر کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا پاسپورٹ کی مصدقہ فوٹو کاپی منسلک کریں۔ کارپوریٹ ادارہ ہونے کی صورت میں بورڈ کی قرارداد کی مصدقہ نقل/مختار نام مع نمونہ دستخط (اگر قبل ازیں فراہم نہیں کیا ہو تو)، پراکسی فارم کے ساتھ جمع کرائے جائیں۔



Dawood
Lawrencepur
Limited

Head Office/Registered Office:
Dawood Centre, M.T. Khan Road,
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company.secretary@dawoodhercules.com
www.dawoodlawrencepur.com