



Dawood Lawrencepur Limited

March 25, 2026

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

PUBLICATION OF NOTICE OF THE ANNUAL GENERAL MEETING OF DAWOOD LAWRENCEPUR LIMITED

Dear Sir,

Reference is made to the Notice of Annual General Meeting ("AGM") of Dawood Lawrencepur Limited (the "Company") published on Pakistan Stock Exchange ("PSX" or the "Exchange") on March 24, 2026.

Please find the enclosed copies of Notice of AGM along with Statement of Material Facts, and Postal Ballot, published today in Business Recorder and Nawa-i-Waqt (English and Urdu – nationwide publication) for the information of the shareholders.

Kindly disseminate this information to the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of
Dawood Lawrencepur Limited

Khwaja Osama Musharraf
Company Secretary

Copied:

Director / HOD
Listed Companies Department, Supervision Division
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad



DAWOOD LAWRENCEPUR LIMITED

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

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 Stock Exchange (KSE), National Stadium Road, opposite Liaquat National Hospital, Karachi, and through video link facility, to transact the following business:

ORDINARY BUSINESS:

- 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 updated on the Company's website, and may be accessed through the following weblink and QR-enabled code:

<https://dawoodlawrencepur.com/documentuploader/dll/annual-report-2025/>
- 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.
- 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. Ruhai Muhammad
2. Mr. Abdul Samad Dawood
3. Ms. Sabrina Dawood
4. Mr. Muhammad Amin
5. Mr. Shafiq Ahmed
6. Mr. Sikander Haizir
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:

- 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.
- 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.
- 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.
- To consider and, if deemed fit, pass, with or without modification(s), the ordinary resolution(s), in terms of Section 163(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

Khwaja Osama Musharraf
Company Secretary

- Karachi
Dated: March 17, 2026
- Notes:**
- 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 of 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 Shakra-e-Faisal, Karachi-74400, email info@cdcsr.com) by the close of business on April 8, 2026, will be considered in time for attendance and voting at the AGM.
 - 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@dawoodlrc.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.

- 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 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

A corporate entity, being a member, may appoint 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:

- For Attending the AGM:**
 - 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.
 - 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).
- For Appointing Proxies**
 - In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirements.
 - Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - 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.
 - 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.
 - Proxy form will be witnessed by two (2) persons whose names, addresses, and valid CNIC numbers shall be mentioned on the form.

- 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 227(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.
- 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.

- 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.
- 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:
 - Declaration of independence under Regulation 6(3) of the Code;
 - 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.

- 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.

- Appointment of a scrutiner**
Under Regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (as amended), the Board of the Company has appointed M/s UHF Hassan Naem & 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 aforesaid Regulations.
- 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.

- Unclaimed Dividends/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.

- 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.
- Prohibition of Distribution of Gifts**
In compliance with Section 165 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										
(i) 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"> <tr> <th>Year</th> <th>2024</th> <th>2023</th> <th>2022</th> </tr> <tr> <td></td> <td>20.48</td> <td>21.50</td> <td>7.67</td> </tr> </table>	Year	2024	2023	2022		20.48	21.50	7.67
Year	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	2,012,364
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	9,654,391

(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.

(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;

Not applicable.

(iii) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:
(i) justification for investment through borrowings;
(ii) details 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 regard to the proposed investment:
As detailed above, each financing facility will be provided on an arm's length basis.
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:
Mr. Abdul Samad Dawood: 5,925,624
Ms. Sabrina Dawood: 9,228,646
Mr. Muhammad Amin: 100

The Company holds 77,931,896 shares of Engro Holdings Limited.

(v) 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
(vi) any other important details necessary for the members to understand the transaction.

(vii) 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
(vi) any other important details necessary for the members to understand the transaction.

(viii) 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
(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;
(iv) number of securities and percentage thereof held before and after the proposed investment.

(v) current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and
(vi) fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;

(vii) 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;
(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 unlisted facilities, as the case may be, for the relevant period;
(iii) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;
(iv) particulars of collateral or security to be obtained in relation to the proposed investment;

(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 exercised; and
(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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

WORLD ECONOMY & POLITICS

Iran war may halve India's LPG imports in March

MOSCOW: The war in Iran and the blockade of the strategic Strait of Hormuz are likely to halve this month's imports of liquefied petroleum gas by India, its number one importer, according to traders and ship-tracking data. India covers around 60 percent of its LPG needs with imports and until the February US-Israeli strikes on Iran, data from LSEG suggests the Middle East had accounted for around 90 percent of this month, down 46 percent

Goldman Sachs slashes India growth forecast
MUMBAI: Goldman Sachs has pared its growth estimate for India for 2026, while forecasting a 50 basis points hike in policy rates as the South Asian economy contends with sharp depreciation in its currency. Goldman forecasts the Indian economy will grow by 5.9 percent in calendar year 2026 compared to its pre-Jan war forecast of 7 percent, it said in a report on Tuesday. The Wall Street bank had cut its growth forecast for the South Asian economy to 6.5 percent on March 13. The fresh cut in growth estimate by Goldman's analysts follows a change in their assumptions on oil prices and the period of disruption to supplies. Elevated crude prices are a key foreign exchange, inflation and fiscal risk for net energy importer India. Goldman now expects the near-shutdown of flows through the Strait of Hormuz to extend into mid-April before normalizing over the following 30 days, with Brent crude oil prices to average USD105 in March and USD115 in April before falling to USD80 per barrel in the fourth quarter of the year. Analysts at the bank now see inflation in India rising to 4.6 percent in 2026 from their earlier expectation of 3.9 percent. While inflation will remain within the central bank's tolerance band of 2-6 percent, Goldman expects a 50 basis point hike in the policy repo rate to counter pressures from a depreciating Indian currency.—Reuters

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 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 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 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 authorized share capital of the company is PKR 6,800,000,000/- divided into 680,000,000 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 authorized share capital of the company is PKR 6,800,000,000/- divided into 6,800,000,000/- 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, 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 680,000,000 Ordinary Shares of Rs. 10/- each, be and is hereby subdivided into 6,800,000,000 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 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 439E-B and 445E-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
--------	-------------	----------------------



DAWOOD LAWRENCEPUR LIMITED

Dawood Centre, MT, Khan Road, Karachi-75530

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:

- 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 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/documentuploader/dil-annual-report-2025/>

- 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.
- 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:
 - Mr. Ruhail Muhammad
 - Mr. Abdul Samad Dawood
 - Ms. Sabrina Dawood
 - Mr. Muhammad Amin
 - Mr. Shafiq Ahmed
 - Mr. Skander Hazer
 - 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:

- To consider and, if deemed fit, pass with or without modification(s), the special resolution under Section 159 of the Act as set out in the statement of material fact, for approval of the proposed investment(s) by way of loan and advances to its associated company, Engro Holdings Limited.
- 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.
- 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.
- 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:

- 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 Shahr-e-Faisal, Karachi-74400; email info@cdcsr.com) by the close of business on April 8, 2026, will be considered in time for attendance at the AGM.

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 Dawood Lawrencepur Limited's AGM" along with a valid copy of their CNIC(s) (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.

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 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-bearing document 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
- A corporate entity, being a member, may appoint one or more persons as its proxies to attend, speak and vote on its behalf. The instrument appointing a proxy and the power of the attorney or other authority-bearing document 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 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.
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).

For Attending the AGM:

- 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.
- Altered copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- 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.
- 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.
- 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:

- Notice of his/her intention to offer himself/herself for election, under section 159(3) of the Act;
- Consent to act as a director on the Appendix to Form-9 of the Companies Regulations, 2024;
- Copy of CNIC (both sides) / Passport (in case of a foreign national) and NTN;
- Details of directorship/offices held in other entities;
- Detailed profile along with office address;
- 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.

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.

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:

- Declaration of independence under Regulation 6(3) of the Code;
- 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.

Appointment of a scrutineer
Under Regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (as amended), the Board of the Company has appointed M/s UHF Hassan Naem & Co, Chartered Accountants, (a QCR-rated audit firm) to act as the Scrutineer 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 aforesaid Regulations.

Computerized National Identity Card ("CNIC") / National Tax Number ("NTN")
All those individual members holding physical shares who have not yet returned 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 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.

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 CS/ED/Misc/2016-639-640 dated March 28, 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 director to be elected at the AGM of the Company to be held on April 15, 2026.

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 contesting as an independent director 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.

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, 2026:

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)	
		2024 2023 2022
		20.48 21.50 7.67

(iv) Break-up value per share, based on the latest audited financial statements; and

(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

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	16,548,268
Cash and bank balances	263,773
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 dividends	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

(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:

- description of the project and its history since conceptualization;
- starting date and expected date of completion of work;
- time by which such project shall become commercially operational;
- expected time by which the project shall start paying return on investment; and
- 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:

- maximum amount of investment to be made;
- purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;
- sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds;
- justification for investment through borrowings;
- details of collateral, guarantees provided and assets pledged for obtaining such funds; and
- cost-benefit analysis;

(vii) salient features of the agreement(s), if any, with associated company or associated undertaking with regard to the proposed investment;

(viii) 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;

Mr. Abdul Samad Dawood: 5,925,624
Ms. Sabrina Dawood: 9,220,646
Mr. Muhammad Amin: 100

The Company holds 77,931,896 shares of Engro Holdings Limited.

(v) 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

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

(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:

- maximum price at which securities will be acquired
- 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;
- maximum number of securities to be acquired;
- number of securities and percentage thereof held before and after the proposed investment;
- current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and
- fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;

(c) 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:

- category-wise amount of investment;
- 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;
- rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;
- proportion of collateral or security to be obtained in relation to the proposed investment;
- if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions, including conversion formulae, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and
- repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.

The average borrowing cost of the Company on its short-term borrowings is 3 months KIBOR + 50 bps. The KIBOR rates as of December 31, 2025 for one, three, and six months were 10.84%, 10.63%, and 10.65%, respectively.

No security is obtained since the Company and Engro Holdings Limited are under common control. The Company & Engro Holdings Limited are confident that any financing arrangement will be repaid.

No conversion features.

Facility granted for a period of one year. The terms and conditions are already mentioned above.

WORLD ECONOMY & POLITICS

Iran war may halve India's LPG imports in March

MOSCOW: The war in Iran and the blockade of the strategic Strait of Hormuz are likely to halve this month's imports of liquefied petroleum gas by India, its number one importer, according to traders and ship-tracking data. India covers around 60 percent of its LPG needs with imports until the February 28 US-Israeli strikes on Iran, the Middle East had accounted for around 90 percent of sea-borne supplies, reaching 22.7 million metric tons last year. However, this month so far, imports have fallen to around 55 percent of the amount coming from the US and Russia and Argentina earlier this month asked customers to avoid panic buying of LPG cylinders and shift to piped natural gas where possible. Traders and ship-tracking data from LSEG suggest India is set to import 1.90 million metric tons of LPG this month, down 46 percent from February on a daily basis. LPG is mainly used as fuel for cars, heating and to produce other petrochemicals. Imports from Russia though are constrained by scarcity of available volumes and vessels, as well as relatively long routes from the key LPG exporting outlet of the US-Louisiana Gulf Coast. India's government has said the local refineries have increased LPG output by around 40 percent from the start of March.—Reuters

Goldman Sachs slashes India growth forecast
MUMBAI: Goldman Sachs has pared its growth estimate for India for 2026, while forecasting a 50 basis points hike in policy rates as the South Asian economy contends with sharp depreciation in its currency. Goldman forecasts the Indian economy will grow by 5.9 percent in calendar year 2026 compared to its pre-Iran war forecast of 7 percent, it said in a report on Tuesday. The Wall Street bank had cut its growth forecast for the South Asian economy to 6.5 percent on March 13. The fresh cut in growth estimate by Goldman's analysts follows a change in their assumptions on oil prices and the period of disruption to supplies. Elevated crude prices are a key foreign exchange, inflation and fiscal risk for net energy importer India. Goldman now expects the near-shutdown of flows through the Strait of Hormuz to extend into mid-April before normalizing over the following 30 days, with Brent crude oil prices to average USD105 in March and USD115 in April before falling to USD80 per barrel in the fourth quarter of the year. Analysts at the bank now see inflation in India rising to 4.6 percent in 2026 from their earlier expectation of 3.9 percent. While inflation will remain within the central bank's tolerance band of 2-6 percent, Goldman expects a 50 basis point hike in the policy repo rate to counter pressures from a depreciating Indian currency.—Reuters

Except to the extent as mentioned in Bv(i) 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.

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.

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 shareholders of the Company are 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.

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.



DAWOOD LAWRENCEPUR LIMITED

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

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:

- 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. 389/1/2023 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/documentuploader/dli-annual-report-2025/>

- 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.
- 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:
 - Mr. Ruhail Muhammad
 - Mr. Abdul Samad Dawood
 - Ms. Sabrina Dawood
 - Mr. Muhammad Amin
 - Mr. Shafiq Ahmed
 - Mr. Sikander Haair
 - 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:

- 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.
- 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.
- 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.
- 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

Notes:

- 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 Shakra-e-Faisal, Karachi-74400; email: info@cdcsr.com) by the close of business on April 8, 2026, will be considered in time for attendance and voting at the AGM.

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.

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 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

A corporate entity, being a member, may appoint a person as 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:

- For Attending the AGM**
 - In case of individuals, the account holders or sub-account holders whose registration details are updated 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.
 - 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).
- For Appointing Proxies**
 - In case of individuals, the account holders or sub-account holders whose registration details are updated as per the Regulations shall submit the proxy form as per the above requirements.
 - Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - 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.
 - 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 by the Company.
 - Proxy form will be witnessed by two (2) persons whose names, addresses, and valid CNIC numbers shall be mentioned on the form.

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. 389/1/2023 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.

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:

- Notice of his/her intention to offer himself/herself for election, under section 159(3) of the Act;
- Consent to act as a director on the Affidavit to Form-F of the Companies Regulations, 2024;
- Copy of CNIC (both sides) / Passport (in case of a foreign national) and NTN;
- Details of directorship/offices held in other entities;
- Detailed profile along with office address;
- 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:

- Declaration of independence under Regulation 6(3) of the Code;
- 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.

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 procedures 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.

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 aforesaid 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.

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.

</

