

NOTICE OF 71<sup>st</sup>  
ANNUAL GENERAL MEETING



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

# NOTICE OF 71<sup>st</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 71st Annual General Meeting of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Thursday, April 29, 2021 at 11:00 AM via video link facility to transact the following business:

## A) ORDINARY BUSINESS:

1. To receive, consider and adopt the audited unconsolidated and consolidated financial statements of the Company for the year ended December 31, 2020 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.
2. To appoint auditors and to fix their remuneration. The members are hereby notified that the Board of Directors and the Board Audit Committee have recommended reappointment of Messrs. A. F. Ferguson & Co. (Chartered Accountants), as auditors of the Company.

## B) SPECIAL BUSINESS:

3. To consider and if deemed fit, to pass the following resolutions as special resolutions for renewal of Subordinated Loan Facility of up to PKR 300 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company:

**"RESOLVED** that, the approval of the members of Dawood Lawrencepur Limited (the **Company**) be and is hereby granted in terms of Section 199 of the Companies Act, 2017 and all other applicable laws, for the renewal of Subordinated Loan Facility of up to PKR 300 million provided by the Company to its subsidiary, Messrs. Tenaga Generasi Limited (TGL) for a period of further one year, as per the terms and conditions disclosed to the members.

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

4. To consider and approve the Employees Stock Option Scheme, 2020 of Reon Energy Limited, wholly owned subsidiary of the Company, by passing the resolution as a special resolution, proposed in the statement of material facts.

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

By Order of the Board

Karachi,  
Dated: March 3, 2021

**Imran Chagani**  
Company Secretary

## **Notes:**

### **1. Coronavirus contingency planning for Annual General Meeting of shareholders:**

In pursuance of SECP's Circular No. 5 dated March 17, 2020, Circular No. 10 dated April 1, 2020, Circular No.33 dated November 05, 2020, Circular No. 4 of 2021 dated February 15, 2021 and Circular No. 6 of 2021 dated March 04, 2021 respectively pertaining to Regulatory Relief to dilute the impact of Corona Virus (COVID 19) for the Corporate Sector, Companies have been advised to modify their usual planning for annual general meetings for the well-being of the shareholders and avoid large gatherings by provision of video link facilities.

Considering the restriction imposed by the Government on public gatherings and SECP's directives, the Company intends to convene this AGM virtually via video link facilities managed from the Registered Office of the Company, Dawood Centre, M.T. Khan Road, Karachi for the safety and well-being of the shareholders of the Company. The general meeting can be attended using smart phones/tablets/computers while ensuring compliance with the quorum requirements and requests the Members to consolidate their virtual attendance and voting at the AGM through proxies. We recognize that our shareholders value the AGM as an opportunity to engage with the Board; however, the Company must ensure to put safety first and protect all stakeholders in these exceptional circumstances.

Furthermore, the Members who are willing to attend and participate in the AGM can do so through video-link. To attend the AGM through video-link, Members are required to register their particulars by sending an email at [mustaqeem.javed@dawoodhercules.com](mailto:mustaqeem.javed@dawoodhercules.com). The Members registering to connect through video-link facility are required to mention their Name, Folio Number and Number of Shares held in their name in the email with subject 'Registration for DLL's AGM. Video link and login credentials will be shared with the Members whose emails, containing all the required particulars, are received at the given email address at least 48 hours before the time of the AGM. The Members can also send their comments and questions for the agenda items of the AGM on the email address mentioned above.

### **2. Placement of Financial Statements**

The Company has placed the Annual Report which includes inter alia notice of meeting, audited annual financial statements together with the Chairman's Review Report, the Directors' and the Auditors' Report thereon for the year ended December 31, 2020 on its website: [www.dawoodlawrencepur.com](http://www.dawoodlawrencepur.com).

### **3. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from April 23, 2021 to April 29, 2021 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by close of business on April 22, 2021, will be considered in time to attend and vote at the AGM.

### **4. Participation in the Annual General Meeting:**

All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint any person, regardless of whether they are a member or not, through resolution of its Board of Directors. In case of corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

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

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

**A. For Attending the Meeting**

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above mentioned email address at least 48 hours before the AGM.
- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above mentioned email address at least 48 hours before the AGM (unless it has been provided earlier).

**B. For Appointing Proxies**

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- b. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- c. The proxy shall produce original valid CNIC or original passport at the above mentioned email address at least 48 hours before the meeting.
- d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 hours before the meeting (unless it has been provided earlier) along with proxy form to the Company.
- e. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

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

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

**6. Withholding Tax on Dividend**

Pursuant to the Finance Act, 2020, effective July 01, 2020, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001, from payment of dividend to a NON-FILER of income tax return is prescribed as 30% and for FILER of tax returns as 15%. List of filer is available at Federal Board of Revenue's (FBR) website: <http://www.fbr.gov.pk>. Members are therefore advised to update their tax FILER status latest by April 22, 2021.

Further, according to clarification received from FBR, withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

		Principal Shareholder		Joint Holder(s)	
Folio/CDC A/c No.	Total Number of Shares	Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Share Registrar by the close of business on April 22, 2021, otherwise it will be assumed that the shares are equally held by the principal shareholder and the joint holder(s).

The Corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or Share Registrar. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote company name and their respective folio numbers.

The information received within the above specified time would enable the Company to deduct income tax at the applicable rates from the payment of dividend if announced by the Company.

Members seeking exemption from deduction of income tax or deduction at a reduced rate under the relevant provisions of the Income Tax Ordinance, 2001, are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be, latest by April 22, 2021.

For any query/problem/information, the investors may contact the Share Registrar at info@cdcsrsl.com.

## 7. Payment of Cash Dividend Electronically

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

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

Name of Shareholder	
Folio Number	
CNIC Number	
Title of Bank Account	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline number of Shareholder	
Email of Shareholder	
Signature of Member	

Note: Signature must match specimen signature registered with the Company

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

## **8. Unclaimed Dividend**

Shareholders, who by any reason, could not claim their dividends/shares, if any, are advised to contact our Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, to collect / enquire about their unclaimed dividend/shares.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

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

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e., May 31, 2017.

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

## **10. Transmission of Annual Accounts, Notices of Meetings, Auditor's Report and Directors' Report through CD, DVD or USB**

Pursuant to S.R.O 470(I)/2016 dated May 31, 2016, the shareholders of the Company have accorded approval in general meeting for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. The shareholders who intend to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website: [www.dawoodlawrencepur.com](http://www.dawoodlawrencepur.com).

**Statements of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business referred to the Notice above**

This Statement sets out the material facts concerning the following Special Business to be transacted at the Annual General Meeting of Shareholders of Dawood Lawrencepur Limited to be held on April 29, 2021.

**Agenda Item No. 3**

**Renewal of Subordinated Loan Facility of up to PKR 300 million for a period of further one year provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.**

The Company is seeking approval from its Members by passing special resolutions proposed herein for the renewal of the subordinated loan facility of up to PKR 300 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.

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

Sr. No.	Nature of information required to be disclosed pursuant to the Companies (investments in associated companies or undertakings) Regulations, 2017	Relevant Information																						
(a)	<b>Disclosure for all types of investments</b>																							
	(A) Regarding associated company or associated undertaking: -																							
	(i) Name of associated company or associated undertaking	Tenaga Generasi Limited (TGL).																						
	(ii) Basis of relationship	Subsidiary Company																						
	(iii) Earnings per share for the last three years (PKR)	<table border="1"> <thead> <tr> <th>2018</th> <th>2019</th> <th>2020</th> </tr> </thead> <tbody> <tr> <td>1.61</td> <td>3.57</td> <td>3.73</td> </tr> </tbody> </table>	2018	2019	2020	1.61	3.57	3.73																
2018	2019	2020																						
1.61	3.57	3.73																						
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 19.44																						
	(v) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	<p>Financial Position as of and for the year ended December 31, 2020.</p> <p>Main items of Balance Sheet:</p> <table border="1"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Non-current Assets</td> <td>12,051</td> </tr> <tr> <td>Current Assets</td> <td>3,719</td> </tr> <tr> <td>Total Equity</td> <td>5,886</td> </tr> <tr> <td>Non-current Liabilities</td> <td>7,555</td> </tr> <tr> <td>Current Liabilities</td> <td>2,330</td> </tr> </tbody> </table> <p>Main items of Profit and Loss Account:</p> <table border="1"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Sales-net</td> <td>2,969</td> </tr> <tr> <td>Profit from operations</td> <td>1,735</td> </tr> <tr> <td>Profit before taxation</td> <td>1,130</td> </tr> <tr> <td>Profit for the year</td> <td>1,128</td> </tr> </tbody> </table>		(Rs. in million)	Non-current Assets	12,051	Current Assets	3,719	Total Equity	5,886	Non-current Liabilities	7,555	Current Liabilities	2,330		(Rs. in million)	Sales-net	2,969	Profit from operations	1,735	Profit before taxation	1,130	Profit for the year	1,128
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<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> <ul style="list-style-type: none"> <li>(I) description of the project and its history since conceptualization;</li> <li>(II) starting date and expected date of completion of work;</li> <li>(III) time by which such project shall become commercially operational;</li> <li>(IV) expected time by which the project shall start paying return on investment; and</li> <li>(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</li> </ul>	<p>Not applicable</p>
<p>(B) General Disclosure: -</p>	
<ul style="list-style-type: none"> <li>(I) maximum amount of investment to be made;</li> <li>(II) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</li> <li>(III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: <ul style="list-style-type: none"> <li>(I) justification for investment through borrowings;</li> <li>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</li> </ul> </li> </ul>	<p>Subordinated Loan not exceeding PKR 300 million. The Company has also provided a second subordinated loan facility amounting to PKR 1.0 billion to TGL.</p> <p>To assist TGL for meeting its working capital requirements. The Company will earn markup income from TGL on the subordinated loan. The income will increase the profitability of the Company. The loan is being renewed for further one year.</p> <p>TGL has commenced its operations in October 2016 and is not seized with sufficient free cash to meet its working capital requirements. Being the sponsor, the Company has an obligation to support TGL for its working capital funding requirements.</p> <p>The funds to be borrowed shall be secured against a Corporate Guarantee or pledge of shares of Dawood Hercules Corporation Limited held by the Company or any other security as per the requirement of the lender.</p>



	<p>(III) cost benefit analysis;</p> <p>(IV) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p> <p>(V) direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;</p> <p>(VI) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification any impairment or write offs; and</p> <p>(VII) any other important details necessary for the members to understand the transaction;</p>	<p>Subordinated Loan will be provided from the borrowed fund for which markup shall be charged at 3 month KIBOR + 2% (being 1% above average borrowing cost of the Company) which will improve the profitability of the company.</p> <p>The Sub-ordinated loan will be unsecured.</p> <p>None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or proposed transaction, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration.</p> <p>Further, TGL is a subsidiary of the Company and 4 out of 6 directors of TGL are shareholders of the Company as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares  Mr. Shafiq Ahmed: 1,154 shares  Mr. Mujtaba Haider Khan: 1,150 shares  Mr. Inam ur Rahman: 12,234 shares</p> <p>DLL currently holds 75% of shareholding in TGL and during FY 2020, profit attributable to DLL amounted to PKR 846 million. No impairment on investment in TGL has been recognized by the Company. The Company has also provided another subordinated loan facility of PKR 1 billion to TGL.</p> <p>None</p>
<b>(b)</b>	<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: -</b>	
	<p>(I) category-wise amount of investment;</p> <p>(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and</p>	<p>Subordinated Loan not exceeding PKR 300 million. The Company has also provided a second subordinated loan facility amounting to PKR 1.0 billion to TGL.</p> <p>The current borrowings of the Company are at the rates up to 3 month KIBOR + 1%.</p>

<p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p>	<p>Not applicable</p>
<p>(IV) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</p>	<p>Relevant Period KIBOR + 2% or maximum borrowing rate of the Company + 1%, whichever is higher.</p>
<p>(V) particulars of collateral or security to be obtained in relation to the proposed investment;</p>	<p>The facility is unsecured as the Company has full oversight and is very well versed with the operations and plans of the borrowing company.</p>
<p>(VI) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and</p>	<p>No conversion features.</p>
<p>(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.</p>	<p>TGL to repay the loan with the accrued profits from time to time (in full or parts) therefore within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.</p>

#### Agenda Item No. 4

#### **Employees Stock Option Scheme, 2020 of Reon Energy Limited, a wholly owned subsidiary of the Company.**

Reon Energy Limited, a wholly owned subsidiary of the Company (the '**Subsidiary**') has decided to set up **Employees Stock Option Scheme, 2020** (ESOS2020) for its employees and Directors/CEO as provided under the Companies Act, 2017 (hereinafter referred to as the "**Act**"). The Scheme is approved by the Securities and Exchange Commission of Pakistan (the '**SECP**').

The core objective of the Scheme is to reward such Eligible Persons, as defined the Scheme who have contributed substantial efforts towards the establishment and running of the business of the Company and to motivate and reward those Eligible Persons who have a critical role of contribution / oversight towards betterment of long term interest of all stakeholders of the Company, to reward the abilities and efforts of all such Eligible Persons as considered fit in accordance with the Scheme, to render them a sense of ownership of the Company resulting in motivation towards better performance and growth of the Company; to attract and retain such Eligible Persons and to align their interest with the interest of the Company and its shareholders.

The maximum number of shares to be issued by the Subsidiary under the Scheme is 18,150,000 shares which is 17.69% of the current paid up share capital of the Subsidiary (PKR 1,026,000,000). Out of this, 7,260,000 shares will be issued to the Directors, Executives and Non-Executives of the Company and the Subsidiary. Further, the SECP has also required that the Company shall obtain approval of its shareholders through special resolution for the Employees Stock Option Scheme, 2020 of Reon Energy Limited. The vesting period of Options granted shall be one and half year from the date of grant while exercise period shall be two (2) years after completion of vesting period, however, 25% of the First Options must be exercised within three (3) months of vesting period. The Exercise Price per shares for Exercise Period 2022, 2023, and 2024 shall be PKR 16, PKR 18, and PKR 20, respectively.

#### **Interest of Directors:**

The Directors, Executive or Non-Executive, of the Company and Subsidiary are interested in their capacities as Directors / shareholders of the Company and Stock Options to be granted/shares to be issued under Employees Stock Option Scheme.

#### **Proposed Special Resolution:**

**"RESOLVED** that approval of the members of Dawood Lawrencepur Limited (the "Company") be and is hereby accorded to the Employees Stock Option Scheme, 2020 (ESOS2020) of its Subsidiary, Reon Energy Limited (the 'Subsidiary) approved by the Securities and Exchange Commission of Pakistan and as may be amended from time to time, placed before the meeting and initiated by the Company Secretary for identification purposes and the Board of Directors of the Subsidiary be and is hereby authorized to grant options to the directors / chief executive of the Company, issue and allot from time to time such number of its ordinary shares not exceeding 7,260,000 ordinary shares of the Subsidiary in accordance with ESOS2020.

**FURTHER RESOLVED** that for the purpose of giving effect to this special resolution, the Chief Executive and the Company Secretary be and are hereby authorized, jointly or severally, on behalf of the Company to do all such acts, deeds, matters and things as may be necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company".

#### **Availability of Relevant Documents**

A copy of Employees Stock Option Scheme, 2020 of the Subsidiary bearing the initial of the Company Secretary for identification purposes along with all other relevant documents is available for inspection at the registered office of the Company from 9:00 AM to 5:00 PM on any working day, up to the last working day before the date of the AGM. The same shall also be available for inspection by the members in the AGM.

**UPDATE UNDER CLAUSE 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017, WITH RESPECT TO THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING HELD ON JULY 13, 2020**

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

Total investment approved	PKR 1 billion.
Amount of investment made to date	PKR 137 million
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and	There is no deviation as the investment can be made in one year time from July 13, 2020.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment	No material change as the investment was approved on July 13, 2020.

2. Issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of Rs. 500,000,000 to be obtained by Tenaga Generasi Limited.

Total investment approved	Corporate Guarantee of PKR 500 million.
Amount of investment made to date	Nil.
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and	There is no deviation as the Corporate Guarantee can be issued in one year time from July 13, 2020.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment	No material change as the issuance of the Corporate Guarantee was approved on July 13, 2020.

# Proxy Form

I/We \_\_\_\_\_ of \_\_\_\_\_  
, being member of Dawood Lawrencepur Limited and holder of \_\_\_\_\_  
Ordinary Shares, as per:

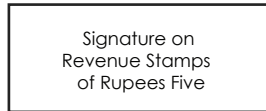
Share Register Folio No. \_\_\_\_\_ and/or  
CDC Participant ID No. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy  
to attend, speak, and vote for me/us and on my/our behalf, at the Annual General Meeting  
(AGM) of the Company to be held on Thursday, April 29, 2021 at 11:00 AM via video link facility  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

## WITNESSES:

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



Signature should agree with  
the specimen signature with  
the Company

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

## IMPORTANT:

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

AFFIX  
CORRECT  
POSTAGE

The Company Secretary  
Dawood Lawrencepur Limited  
3rd Floor, Dawood Centre, M.T. Khan Road.  
Karachi - 75530  
Tel: +92 21 35632200 Fax: +92 21 35633970  
[www.dawoodlawrencepur.com](http://www.dawoodlawrencepur.com)

## نمائندگی کا فارم

میں رہم \_\_\_\_\_ ساکن \_\_\_\_\_  
 بحیثیت ممبر دائرہ دلائل پور لیمنڈ کے رکن و حامل \_\_\_\_\_ عام حصص برطانیق سینئر رجسٹرڈ فوئیو نمبر \_\_\_\_\_ اور ریاسی ڈی سی  
 کے شراکتی آئی ڈی نمبر \_\_\_\_\_ اور ڈیلی کھانہ نمبر \_\_\_\_\_ محترم محترمہ \_\_\_\_\_  
 ساکن \_\_\_\_\_ یا بصورت دیگر محترم محترمہ \_\_\_\_\_  
 مورخہ ۲۹ اپریل ۲۰۲۱ء بوقت ۱۱:۰۰ بجے صبح کراچی میں بذریعہ ویڈیو لنک منعقد یا ملتوی ہونے والے کھینی کے سالانہ اجلاس عام میں رائے دہندگی کے لئے اپنا نمائندہ  
 مقرر کرتا کرتی ہوں۔

دستخط \_\_\_\_\_ بروز \_\_\_\_\_ ۲۰۲۱

گواہ (۱)

دستخط گواہ: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

قومی شناختی کارڈ نمبر یا: \_\_\_\_\_

پاسپورٹ نمبر: \_\_\_\_\_

گواہ (۲)

دستخط گواہ: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

قومی شناختی کارڈ نمبر یا: \_\_\_\_\_

پاسپورٹ نمبر: \_\_\_\_\_

نوٹ:

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

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