

# DAWOOD LAWRENCEPUR LIMITED

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given of the Extraordinary General Meeting of the Members of the Company, which will be held at Beach Luxury Hotel, M.T. Khan Road, Karachi on December 6, 2016 at 9:30 a.m. to transact the following special business after recitation from the Holy Quran:

### **SPECIAL BUSINESS:**

The Company has decided that, as part of the proposed internal restructuring, the shares of Dawood Hercules Corporation Limited (**DH Corp**) held by the Company will be transferred to Mozart (Private) Limited (**Mozart**) (a wholly owned subsidiary of the Company) (**Proposed Transfer**).

Accordingly, the Proposed Transfer will result in the Company holding the shares in DH Corp indirectly through Mozart as opposed to the current position where such shares are directly owned.

In light of the above, the consent of the Members as set out under Section 208 of the Companies Ordinance, 1984 (**Ordinance**) will be required to give effect to the Proposed Transfer, as such transfer will result in a change in the nature of investments held by the Company in an associated company (i.e DH Corp, which is an associated company of the Company due to common control).

Additionally, the Proposed Transfer will also be considered as transfer of a “*sizeable asset*” of the Company, and hence require the consent of the members in terms of Section 196(3) of the Ordinance.

With respect to the foregoing, the consent of the members of the Company is required to effect the Proposed Transfer by way of a special resolution in terms of Section 208 of the Ordinance, and by way of an ordinary resolution in terms of Section 196(3) of the Ordinance.

Therefore, the members of the Company are required to consider and if thought fit, to approve the transfer of 77,931,896 shares of DH Corp held by the Company to Mozart in consideration of the internal restructuring, and for this purpose to pass the following resolutions as Special Resolutions with or without amendment.

**“RESOLVED THAT BY WAY OF A SPECIAL RESOLUTION** the transfer of shares of Dawood Hercules Corporation Limited held by the Company to Mozart (Private) Limited in consideration of the internal restructuring, be and is hereby accepted and approved as required under Section 208 of the Companies Ordinance, 1984.


**FURTHER RESOLVED THAT** the transfer of the shares of Dawood Hercules Corporation Limited held by the Company, which form part of a sizeable portion of the assets of the Company is hereby approved and accepted as required under Section 196(3) of the Companies Ordinance, 1984.

**FURTHER RESOLVED THAT** Mr. Inam ur Rahman, Chief Executive Officer and Mr. Imran Chagani, Company Secretary of the Company, (the Authorized Persons), be and are hereby, jointly or singly, authorized to take such other steps and execute such other documents, agreements, deeds, statutory forms, affidavits and authority letters as may be necessary or expedient for the purpose of giving effect to the spirit and intent of above resolutions.

**FURTHER RESOLVED THAT** all actions heretofore taken by any of the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed, ratified and adopted by the Company in full.”

**A Statements under section 160(1)(b) of the Companies Ordinance, 1984, setting forth all material facts pertaining to the Special Business referred to above is annexed to this notice is being sent to Members.**

By order of the Board



Imran Chagani  
Company Secretary

Karachi dated this 27<sup>th</sup> day of October, 2016.

**Notes:**

**1. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from November 30, 2016 to December 6, 2016 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400, by close of business (5:00 p.m.) on November 29, 2016, will be treated in time to entitle the transferees to attend and vote at the Extraordinary General Meeting.

**2. Participation in the Extraordinary 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 whether they are a member or not, as its proxy. 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 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 Head Office at least 48 hours before the time of the Meeting.

**3. 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 Computerized National Identity Card (CNIC) or the original Passport at the time of attending the meeting.
- b. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

**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 time of the meeting.
- d. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- e. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

**4. Notice to members who have not provided their CNIC:**

As instructed by the Securities & Exchange Commission of Pakistan (SECP) dividend warrants cannot be issued without insertion of CNIC Numbers; therefore, all shareholders holding physical shares and have not as yet despite various letters and notices, submitted photocopy of their valid Computerized National Identity Card are once again requested to send a photocopy of their valid CNIC along with the folio numbers to the Company's Share Registrar. In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with the said SROs of SECP and, therefore, will be constrained under Section 251 (2) (a) of the Companies Ordinance 1984 to withhold dividend warrants of such Shareholders.

**5. Consent for Video Conference Facility**

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Extraordinary General Meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate Members regarding venue of video conference facility at least 5 days before the date of the Extraordinary General Meeting along with complete information necessary to enable them to access such facility.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Dawood Lawrencepur Limited, holder of \_\_\_\_\_ ordinary share (s) as per Register Folio/CDC Account No \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of Members

**STATEMENT UNDER SECTION 160(1)(B) OF**  
**THE COMPANIES ORDINANCE 1984**

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of the Company to be held at Beach Luxury Hotel, M.T. Khan Road, Karachi on December 6, 2016 at 9:30 a.m.

**1. Transfer of DH Corp shares held by the Company to Mozart**

By way of background, Dawood Lawrencepur Limited (**DLL**) had engaged in discussions with financial, tax and legal advisors for the purposes of finalizing the structure of its internal restructuring. Accordingly, DLL, in conjunction with financial, tax and legal advice, has currently finalized (as part of the internal restructuring), the voluntary arrangement between DLL and Mozart (Private) Limited (**Mozart**) (a wholly owned subsidiary of DLL), whereby, 77,931,896 shares of DH Corp held by DLL shall be transferred to Mozart in consideration of the internal restructuring (**Proposed Transfer**).

The Proposed Transfer will be finalized and consummated subject to procuring all applicable regulatory and corporate consents.

**2. Passage by means of Special Resolution**

Accordingly, the Board has recommended that the resolutions as set forth under the heading of special business of the notice convening the Extraordinary General Meeting of the Company should be passed by the Members as special resolutions.

The Directors are interested to the extent of the shares held by them in the Company.