

**Notice of Extraordinary
General Meeting**



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

DAWOOD LAWRENCEPUR LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Monday, July 13, 2020 at 11:00 a.m. through video link arrangement from 3rd Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

SPECIAL BUSINESS:

1. To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without any modifications, to renew the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to Tenaga Generasi Limited (TGL), a subsidiary company of Dawood Lawrencepur Limited.

"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, to renew the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to its subsidiary, Tenaga Generasi Limited (TGL), for a further one year period as per the terms and conditions disclosed to the shareholders.

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."

2. To consider and, if thought appropriate, pass with or without modification, the following resolutions as Special Resolutions in terms of Section 199 of the Companies Act 2017, for issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, a subsidiary company of Dawood Lawrencepur Limited.

"RESOLVED that approval of members of Dawood Lawrencepur Limited (the **"Company"**) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for the issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, subsidiary company of Dawood Lawrencepur Limited as per the terms and conditions disclosed to the shareholders.

FURTHER RESOLVED that 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 do all such things and take any and all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purposes of implementing this resolution including but not limited to the execution of all documents and agreements(s)."

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

Imran Chagani
Company Secretary

Place: Karachi
Dated: June 12, 2020

NOTES:

1. Coronavirus contingency planning for Extraordinary General Meeting (EGM) of shareholders:

Due to current COVID-19 situation, the Government has suspended large public gatherings at one place. Additionally, the Securities and Exchange Commission of Pakistan (SECP) in terms of its Circular No.5 of 2020 issued on March 17, 2020 and Pakistan Stock Exchange Limited (PSX) through its notice Ref: PSX/N-372 dated March 19, 2020 has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large.

Considering the above, the Company intends to convene this EGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the EGM through proxies.

The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EGM proceedings via video link. For this, members are required to email their Name, Folio Number, Cell No., and Number of Shares held in their name with subject "Registration for Dawood Lawrencepur Limited EGM" along with valid copy of CNIC (both sides) / Passport at info.reon@dawoodhercules.com. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 24 hours before the time of EGM.

Shareholders can also provide their comments and questions for the agenda items of the EGM at the email address info.reon@dawoodhercules.com.

Members are therefore, encouraged to attend the EGM through video link or by consolidating their attendance through proxies.

2. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from Tuesday, July 7, 2020 to Monday, July 13, 2020 (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 Shakra-e-Faisal, Karachi-74400, by close of business on Monday, July 6, 2020, will be considered in time to attend and vote at the EGM.

3. Participation in the EGM:

All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. 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. Proxy Form in English and Urdu languages is attached.

The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

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

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 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. 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 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.

5. 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.

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	

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

6. 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.

STATEMENTS OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS REFERRED TO THE NOTICE ABOVE

These Statements set out the material facts concerning the following Special Businesses to be transacted at the Extraordinary General Meeting of Shareholders of Dawood Lawrencepur Limited to be held on Monday, July 13, 2020.

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 as financial health of the associated company is such that it has the ability to repay the financing as per agreement. A duly signed recommendation of the due diligence report shall be made available for inspection of Members in the general meeting along with latest audit annual financial statements of associated company.

Item 1 of the Agenda:

The Company is seeking approval of its Members by passing special resolutions proposed herein for the renewal of the second unsecured subordinated loan facility of up to PKR 1.0 billion provided to Tenaga Generasi Limited (TGL), a subsidiary of the 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)	Disclosure for all types of investments																							
	(A) Regarding associated company or associated undertaking: -																							
	(i) Name of associated company or associated undertaking	Tenaga Generasi Limited (TGL).																						
	(ii) Basis of relationship	By virtue of shareholding (75%) and common directorship.																						
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	(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	Financial Position as of and for the year ended December 31, 2019. Main items of Balance Sheet: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th></th> <th style="text-align: right;">(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Non-current Assets</td> <td style="text-align: right;">12,503.7</td> </tr> <tr> <td>Current Assets</td> <td style="text-align: right;">3,019.2</td> </tr> <tr> <td>Total Equity</td> <td style="text-align: right;">4,757.7</td> </tr> <tr> <td>Non-current Liabilities</td> <td style="text-align: right;">8,814.4</td> </tr> <tr> <td>Current Liabilities</td> <td style="text-align: right;">1,950.7</td> </tr> </tbody> </table> Main items of Profit and Loss Account: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th></th> <th style="text-align: right;">(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Sales-net</td> <td style="text-align: right;">3,231.80</td> </tr> <tr> <td>Profit from operations</td> <td style="text-align: right;">1,964.03</td> </tr> <tr> <td>Profit before taxation</td> <td style="text-align: right;">1,080.68</td> </tr> <tr> <td>Profit for the year</td> <td style="text-align: right;">1,080.68</td> </tr> </tbody> </table>		(Rs. in million)	Non-current Assets	12,503.7	Current Assets	3,019.2	Total Equity	4,757.7	Non-current Liabilities	8,814.4	Current Liabilities	1,950.7		(Rs. in million)	Sales-net	3,231.80	Profit from operations	1,964.03	Profit before taxation	1,080.68	Profit for the year	1,080.68
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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> <p>(I) description of the project and its history since conceptualization;</p> <p>(II) starting date and expected date of completion of work;</p> <p>(III) time by which such project shall become c o m m e r c i a l l y operational;</p> <p>(IV) expected time by which the project shall start paying return on investment; and</p> <p>(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	Not applicable
(B) General Disclosure: -		
	<p>(I) maximum amount of investment to be made;</p> <p>(II) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</p> <p>(III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <p>(I) justification for investment through borrowings;</p>	<p>Subordinated Loan not exceeding PKR 1.0 billion, in addition to a subordinated loan of PKR 300 million already provided 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 Tenaga Generasi Limited for its working capital funding requirements.</p>

	<p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) cost benefit analysis;</p> <p>(IV) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p> <p>(V) direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;</p> <p>(VI) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and</p> <p>(VII) any other important details necessary for the members to understand the transaction;</p>	<p>The funds 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>Subordinated Loan will be provided from the borrowed fund for which markup shall be charged at 3MK+2% (being 1% above average borrowing cost of the Company) which will improve the profitability of the Company.</p> <p>The Subordinated 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 5 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>TGL does not hold any share in the Company.</p> <p>The Company currently holds 75% of shareholding in TGL and during FY 2019, profit attributable to the Company amounted to PKR 810 million. The Company has also provided a subordinated loan facility amounting to PKR 300 million for Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p> <p>None</p>
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(b)	In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made: -	
	<p>(I) category-wise amount of investment;</p> <p>(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and</p> <p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p> <p>(IV) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</p> <p>(V) particulars of collateral or security to be obtained in relation to the proposed investment;</p> <p>(VI) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and</p> <p>(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.</p>	<p>Subordinated Loan not exceeding PKR 1.0 billion, in addition to a subordinated loan of PKR 300 million already provided to TGL.</p> <p>The current borrowings of the company are at rates up to 3MK + 1%.</p> <p>Not applicable.</p> <p>3MK +2% or maximum borrowing rate of the company +1%, whichever is higher.</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>No conversion feature.</p> <p>TGL to repay the loan with the accrued Profit 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>

Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

Item 2 of the Agenda:

The Company is seeking approval of its Members by passing special resolutions proposed herein to enable it to issue a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of PKR 500,000,000 to be obtained by Tenaga Generasi Limited, subsidiary company of Dawood Lawrencepur Limited.

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	<p>(VI) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and</p> <p>(VII) any other important details necessary for the members to understand the transaction;</p>	<p>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>TGL does not hold any share in the Company.</p> <p>The Company currently holds 75% of shareholding in TGL and during FY 2019, profit attributable to the Company amounted to PKR 810 million. The Company has also provided a subordinated loan facility amounting to PKR 300 million for Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p> <p>None</p>
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	<p>(I) category-wise amount of investment;</p> <p>(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and</p> <p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p> <p>(IV) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</p> <p>(V) particulars of collateral or security to be obtained in relation to the proposed investment;</p> <p>(VI) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and</p>	<p>Corporate Guarantee of up to PKR 500 million to cover financial obligation of PKR 500 million plus any mark-up.</p> <p>Not applicable</p> <p>The company will charge a commission of a minimum of 1% per annum of the Guarantee amount</p> <p>The company will charge a commission of a minimum of 1% per annum of the Guarantee amount</p> <p>The Guarantee is unsecured</p> <p>There are no conversion features in the subject facility.</p>

	(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Not applicable
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Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

DAWOOD LAWRENCEPUR LIMITED

PROXY FORM

I/We _____, of _____,
being member of Dawood Lawrencepur Limited and holder of _____ Ordinary
Shares, as per:
Share Register Folio No. _____ and/or
CDC Participant ID No. _____ Sub A/c No. _____
hereby appoint _____ of _____
as my/our proxy to attend, speak, and vote for me/us and on my/our behalf, at the
Extraordinary General Meeting (EGM) of the Company to be held on Monday, July 13,
2020 at 11:00 a.m. through video link arrangement from 3rd Floor, Dawood Centre, M.T.
Khan Road, Karachi, and at any adjournment thereof.

Signed this _____ day of _____ 2020

WITNESSES:

- Signature: _____
Name: _____
Address: _____

CNIC No. or
Passport No. _____

- Signature: _____
Name: _____
Address: _____

CNIC No. or
Passport No. _____

Signature on
Revenue Stamps
of Rupees Five

Signature should agree with
the specimen signature with
the Company

IMPORTANT:

- This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty eight (48) hours before EGM.
- 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.
- All proxies attending the EGM are requested to bring their original CNIC/Passport for identification.

AFFIX
CORRECT
POSTAGE

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

داد و دلاریس پورلیٹیٹڈ نمائندگی کا فارم

میں رہم _____ ساکن _____
بجیٹ نمبر داد و دلاریس پورلیٹیٹڈ کے کرن و حال _____ عام حصص برطانی شیشرز جنرڈ فولیو نمبر _____ اور ری ای سی ڈی سی
کے شراکت آئی ڈی نمبر _____ اور ڈی جی کھاتا نمبر _____ محترم محترمہ _____
_____ ساکن _____ یا بصورت دیگر محترم محترمہ _____
_____ ساکن _____ کو اپنی جگہ بروز جیر
مورخہ ۱۳ جولائی ۲۰۲۰ء کو بذریعہ پری یونک ۱۱:۰۰ بجے صبح بمقام تیسری منزل، داد و سینٹرا ایم بی خان روڈ کراچی میں منعقدہ ملائی ہونے والے کینی کے غیر معمولی اجلاس عام میں
رہنے و ہنگی کے لئے اپنا نمائندہ مقرر کرتا کرتی ہوں۔

دستخط _____ بروز _____ ۲۰۲۰

مطلوبہ (پانچ روپے کا) ریوینیکٹ چسپاں کریں اور دستخط کریں

گواہ (۱)

دستخط گواہ:

نام:

پتہ:

دستخط کینی کے پاس سپیل سے محفوظ دستخطی نمونہ کے مطابق ہونے ضروری ہیں

قومی شناختی کارڈ نمبر یا:

پاسپورٹ نمبر:

گواہ (۲)

دستخط گواہ:

نام:

پتہ:

قومی شناختی کارڈ نمبر یا:

پاسپورٹ نمبر:

نوٹ:

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

AFFIX
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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



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