

BOOK POST

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all the shareholders of Dawood Lawrencepur Limited (the "Company") that the Extraordinary General Meeting of the Company will be held on Friday, July 6, 2018 at 10:30 a.m. at The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

SPECIAL BUSINESS:

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, to issue 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, 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 to issue 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, subsidiary company of Dawood Lawrencepur Limited.

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)."

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

By Order of the Board

Karachi
June 4, 2018

Imran Chagani
Company Secretary

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from June 30, 2018 to July 6, 2018 (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 Shahrah-e-Faisal, Karachi-74400, by close of business (5:00 p.m.) on June 29, 2018, will be treated as being in time to attend and vote at the 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 Registered 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 (SECP) in Circular No. 1 of 2000.

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

With reference to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 19(I)/2014 and SRO 831(1)/2012 dated July 5, 2012, which mandate that the dividend warrants should bear CNIC number of the registered member or their authorized person, except in case of minor(s) and corporate members. 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 M/s. Central Depository Company of Pakistan 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. Consent for Video Conference Facility

Members can also avail video conference facility under the provision of Section 134(1)(b) of Companies Act, 2017 to participate in the general meeting and consent from members as per following format. The members must hold in aggregate 10% or more shareholding residing in that city and consent of shareholders must reach at the registered address of the Company at least 10 days prior to the general meeting in order to participate in the meeting through video conference. The Company will intimate members regarding venue of video conference facility at least 7 days before the date of 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

6. 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. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc.

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 concerned 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.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Below Statement is annexed to the Notice of the Extraordinary General Meeting of Dawood Lawrencepur Limited to be held on Friday, July 6, 2018 at which Special Business is to be transacted. This statement set forth the material facts concerning such Special Business.

To issue 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, subsidiary company of Dawood Lawrencepur Limited

The directors have carried out necessary due diligence for the said propose. The duly signed recommendation of the due diligence report shall be made available to the members for inspection in the extraordinary general meeting. The latest annual audited and reviewed financial statements of the subsidiary shall be available for inspection in the extraordinary general meeting.

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.																						
	(iii) Earnings per share for the last three years (PKR)	<table border="1"> <thead> <tr> <th style="text-align: center;">2015</th> <th style="text-align: center;">2016</th> <th style="text-align: center;">2017</th> </tr> </thead> <tbody> <tr> <td align="center">(0.48)</td> <td align="center">(0.81)</td> <td align="center">1.46</td> </tr> </tbody> </table>	2015	2016	2017	(0.48)	(0.81)	1.46																
2015	2016	2017																						
(0.48)	(0.81)	1.46																						
	(iv) Break-up value per share, based on the latest audited financial statements	PRK 10.54																						
	(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, 2017. Main items of Balance Sheet: <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;">(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Non-current Assets</td> <td align="right">11,146</td> </tr> <tr> <td>Current Assets</td> <td align="right">1,568</td> </tr> <tr> <td>Total Equity</td> <td align="right">3,189</td> </tr> <tr> <td>Non-current Liabilities</td> <td align="right">8,029</td> </tr> <tr> <td>Current Liabilities</td> <td align="right">1,496</td> </tr> </tbody> </table> Main items of Profit and Loss Account: <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;">(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Sales-net</td> <td align="right">2,041</td> </tr> <tr> <td>Profit from operations</td> <td align="right">1,159</td> </tr> <tr> <td>Profit before taxation</td> <td align="right">448</td> </tr> <tr> <td>Profit for the year</td> <td align="right">441</td> </tr> </tbody> </table>		(Rs. in million)	Non-current Assets	11,146	Current Assets	1,568	Total Equity	3,189	Non-current Liabilities	8,029	Current Liabilities	1,496		(Rs. in million)	Sales-net	2,041	Profit from operations	1,159	Profit before taxation	448	Profit for the year	441
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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 commercially operational;</p> <p>(IV) expected time by which the project shall start paying return on investment; and</p> <p>(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	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>Corporate Guarantee of PKR 500 million in favor of financial institution on behalf of its subsidiary company to cover financial obligations under the financing agreement.</p> <p>To assist TGL for meeting its working capital requirements. Since this is a corporate guarantee, there is no cost to DLL, however, the Company will recover all allied charges in connection with the issuance of the Corporate Guarantee from TGL.</p> <p>Not applicable.</p>

<p>(I) justification for investment through borrowings;</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>Not applicable</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>None of the directors, sponsors, majority shareholders and their relatives have any interest in the proposed arrangement, 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 DLL and 4 out of 5 directors of TGL are shareholders of DLL as follows:</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>Mr. Shahid Hamid Pracha: 1,000 shares Mr. Shafiq Ahmed: 1,154 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Inam ur Rahman: 12,034 shares</p> <p>DLL currently holds 75% of shareholding in TGL and during FY 2017, profit attributable to DLL amounted to PKR 331 million. No impairment on investment in TGL has been recognized by DLL.</p>
<p>(VII) any other important details necessary for the members to understand the transaction;</p>	<p>None</p>

(b)	In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made: -	
	(I) category-wise amount of investment;	Corporate Guarantee to cover financial obligation of PKR 500 million plus any mark-up thereon.
	(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;	Not applicable
	(III) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Not applicable
	(IV) particulars of collateral or security to be obtained in relation to the proposed investment;	Not applicable
	(V) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Not applicable
	(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Not applicable

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

Inspection of documents:

All documents including agreements related to special business have been kept at the registered office of the Company and can be inspected during business hours till the date of the meeting.



Proxy Form

I/We _____
of _____ being a 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 _____, or failing him/her _____
of _____, as my/our proxy to attend, speak and vote for me/us and on my/our behalf, at the

Extra Ordinary General Meeting (EGM) of the Company to be held at The Dawood Foundation Business
Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi on Friday, July 6, 2018, at 10:30 a.m. and at
any adjournment thereof.

Signed this _____ day of _____ 2018.

WITNESSES:

1. Signature : _____

Name : _____

Address : _____

CNIC No. : _____

Passport No. : _____

Signature on
Revenue Stamps
of Rupees Five

2. Signature : _____

Name : _____

Address : _____

CNIC No. : _____

Passport No. : _____

Signature should agree with
the specimen signature with
the Company.

IMPORTANT:

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

AFFIX
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Share Registrar Department
Central Depository Company of Pakistan Limited
CDC House, 99 – B, Block 'B', S.M.C.H.S.,
Main Shakra-e-Faisal, Karachi-74400
Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275)
Fax: (92-21) 34326053
E-mail: info@cdcpak.com Website: www.cdcpakistan.com

نمائندگی کا فارم



میں رہم _____ ساکن _____
 بحیثیت ممبر داؤد لارنس پورلیٹنڈ کے رکن و حال عام حصص برطانیہ سٹیز رجسٹرڈ فولیو نمبر _____
 اور ری ای سی ڈی سی کے شراکتی آئی ڈی نمبر _____ اور ڈیلی کھائی نمبر _____ محترم محترمہ _____
 ساکن _____ یا بصورت دیگر محترم محترمہ _____
 ساکن _____ کو اپنی جگہ بروز جمعہ مورخہ ۶ جولائی ۲۰۱۸ بوقت ۱۰:۳۰ بجے صبح بمقام داؤد فاؤنڈیشن برنر زوب، گراؤنڈ فلور،
 داؤد سٹیز، ایم ٹی خان روڈ، کراچی میں منعقد یا ملتوی ہونے والے کھٹی کے غیر معمولی اجلاس عام میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرتا کرتی ہوں۔

دستخط _____ بروز _____ ۲۰۱۸

گواہ (۱)

دستخط گواہ: _____

نام: _____

قومی شناختی کارڈ نمبر یا: _____

پاسپورٹ نمبر: _____

مطلوبہ (پانچ روپے کا)
 ریوینچنگ کھپاں کریں اور دستخط کریں

دستخط کھٹی کے پاس پہلے سے محفوظ دستخطی نمونہ کے مطابق ہونے ضروری ہیں۔

گواہ (۲)

دستخط گواہ: _____

نام: _____

قومی شناختی کارڈ نمبر یا: _____

پاسپورٹ نمبر: _____

نوٹ:

- تمام ناظر دیکھیں اسی صورت میں موثر ہوں گی جب پراسی فارم ہمام کھٹی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۲۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی ہیمیر ہولڈرز اور ان کے نمائندوں سے فرد افراد درخواست ہے کہ وہ اپنے کپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ، نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔
- تمام پراسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔

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Share Registrar Department
Central Depository Company of Pakistan Limited
CDC House, 99 – B, Block 'B', S.M.C.H.S.,
Main Shakra-e-Faisal, Karachi-74400
Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275)
Fax: (92-21) 34326053
E-mail: info@cdcpak.com Website: www.cdcpakistan.com



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