

**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 Members of Dawood Lawrencepur Limited (the Company) will be held on Friday, January 20, 2023 at 3:00 PM at the Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi and via video link facility to transact the following business:

ORDINARY BUSINESS:

1. To elect seven (7) directors of the Company as fixed by the Board of Directors, in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) year commencing from January 21, 2023. Names of the retiring directors who are eligible for re-election are given below:
 1. Mr. Muhammad Jawaid Iqbal
 2. Mr. Abdul Samad Dawood
 3. Ms. Sabrina Dawood
 4. Mr. Shafiq Ahmed
 5. Mr. Zamin Zaidi
 6. Mr. Ruhail Muhammad
 7. Mr. Mohammad Shamoan Chaudry

Attached to this notice being sent to the members is Statement under 166(3) of the Companies Act, 2017.

By Order of the Board

Imran Chagani
Company Secretary

Karachi
Dated: December 21, 2022

NOTES:

1. Video Conference Facility for Extraordinary General Meeting (EGM) of shareholders:

As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that shareholders can also participate in the EGM proceeding via video link. The general meeting can be attended using smart phones/tablets/computers while ensuring compliance with the quorum requirements.

Furthermore, the members who are willing to attend and participate in the EGM can do so through video-link. To attend the EGM through video-link, members are required to register their particulars by sending an email at lalarukh.hasnain@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 EGM'. 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 24 (twenty four) hours before the time of the EGM.

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 January 14, 2023 to January 20, 2023 (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 January 13, 2023, will be treated in time to determine entitlement of the transferees to attend and vote at the EGM.

3. Election of Directors

The term of office of the present Directors of the Company will expire on January 20, 2023. In terms of Section 159(1) of the Companies Act, 2017, the Directors have fixed the number of elected directors at seven (7) to be elected in the EGM for the next term of three year.

Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:

- a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No
- b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
- c) Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
- d) A detailed profile along with his/her office address for placement onto the Company's website <https://www.dawoodlawrencepur.com>.
- e) The selection of independent directors shall be as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- f) An attested copy of Computerized National Identity Card (CNIC).
- g) A declaration that
 - He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including Pakistan Stock Exchange Limited Regulations).
 - He/she is not serving as a director of more than seven listed companies.
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum &

4. 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. 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.

5. Change of Address:

Shareholders are requested to promptly notify any change in their address quoting their Folio No(s). to the Share Registrar of the Company.

6. 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 DLL'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 DLL'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.

7. Postal Ballot and E-voting:

Pursuant to Companies (Postal Ballot) Regulations 2018 where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

8. 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.

Furthermore, Securities and Exchange Commission of Pakistan 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, shareholder having physical shareholding are requested to 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.

9. 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.

10. The Company has placed the Notice of EGM along with Proxy Form on its website <https://www.dawoodlawrencepur.com>.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Persons eligible under Section 153, meet the criteria under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018, may submit their nominations to be elected as independent directors. However, it is noteworthy to mention that independent directors shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

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, 2022

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, 2022.
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, 2022.

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.

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, 2022.
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, 2022.

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 Friday, January 20,
2023 at 3:00 PM at the Dawood Foundation Business Hub, Ground Floor, Dawood Centre
M.T. Khan Road, Karachi and via video link facility, and at any adjournment thereof.

Signed this _____ day of _____ 2023

WITNESSES:

1. Signature: _____
Name: _____
Address: _____
CNIC No. or
Passport No. _____
2. 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:

1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before EGM.
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 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

داؤڈالارنس پورلیٹیٹڈ نمائندگی کا فارم

میں رہم _____ ساکن _____
 بحیثیت سہراؤڈالارنس پورلیٹیٹڈ کے رکن و حامل _____ عام حصص برطانیق شیئر رجسٹرڈ فولیو نمبر _____ اور ریاستی ڈی سی
 کے شراکتی آئی ڈی نمبر _____ اور ڈی جی کھانا نمبر _____ محترم محترمہ _____
 ساکن _____ یا بصورت دیگر محترم محترمہ _____ ساکن _____

کو بروز جمعہ مورخہ ۲۰۲۳ جنوری ۲۰۲۳ بوقت ۳:۰۰ بجے دوپہر بمقام داؤڈا فائونڈیشن برنس حب، گراؤنڈ فلور، داؤڈ سینٹر، ایم ٹی خان روڈ، کراچی میں ویڈیو لنک کی
 سہولت کے ساتھ منعقد یا ملتوی ہونے والے غیر معمولی اجلاس عام میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرنا/ کرتی ہوں۔

دستخط _____ بروز _____ ۲۰۲۳

مطلوبہ (پانچ روپے کا)
 ریوینیوٹ چیکس چسپاں کریں اور دستخط کریں

گواہ (۱)

دستخط گواہ:

نام:

پتہ:

دستخط کینی کے پاس پہلے 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 نامزدگیاں اسی 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 شہیر ہولڈرز اور ان کے نمائندوں سے فرادفراڈ درخواست ہے کہ وہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقشہ یا پاسپورٹ، نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔
- تمام پر آکس ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔

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



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