

BOOK POST

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**



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

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 Monday, October 9, 2017 at 9:30 a.m. at The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve the disposal of all the assets relating to the Company's discontinued unit, Burewala Textile Mills (Dawoodabad Burewala), comprising of lands, buildings/civil-work, plant and machinery and related assets, and if thought fit, pass with or without modifications, addition or deletion, the following resolutions as ordinary resolutions, in terms of Section 183(3) of the Companies Act, 2017:

"RESOLVED, that approval of members of Dawood Lawrencepur Limited (the "Company") be and is hereby accorded in terms of Section 183 (3) of the Companies Act, 2017 to dispose of all the assets relating to the Company's discontinued unit, Burewala Textile Mills (Dawoodabad Burewala) comprising of land, buildings/civil-work, plant and machinery and related assets, and that the Board of Directors of the Company be and is hereby authorized to sell or otherwise dispose of the said assets in such lot or lots and in such manner and on such basis and on such terms and subject to such conditions and for such consideration as may be determined by the Board of Directors of the Company.

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 and empowered on behalf of the Company to do all acts, deeds and things and take all necessary steps for the disposal including negotiations and signing of the documents, deeds and papers, agreements and all other documents as may be necessary in order to give effect to, implement and complete the sale of the assets as aforesaid and all matters connected, necessary and incidental thereto."

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, to increase the Stand-by Letter of Credit by US \$ 5 million (already approved by shareholders up to US \$ 10 million in the Annual General Meeting held on April 25, 2017), reaching up to US \$ 15 million on behalf of Subsidiary Company, Tenaga Generasi 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 increase Stand-by Letter of Credit by US \$ 5 million (already approved by the shareholders up to US \$ 10 million in the Annual General Meeting held on April 25, 2017), reaching up to US \$ 15 million in favor of Citibank International Limited, Intercreditor Agent, in terms of Sponsor Support Agreement signed with the lenders of Tenaga Generasi Limited ("**TGL**"), a subsidiary company, to be a continuing SBLC.

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 under section 134(3) of the Companies Act, 2017, setting forth all material facts pertaining to the Special Businesses are attached.

By Order of the Board

Karachi
August 25, 2017

Imran Chagani
Company Secretary

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from October 3, 2017 to October 9, 2017 (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 Monday, October 2, 2017, 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. The members are requested to notify the Company / Share Registrar of any change in their address.

4. 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.
- a. 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):

CNIC or NTN of the shareholders is mandatory in terms of the directive of the Securities and Exchange Commission of Pakistan contained under S.R.O. 831(1)/2012 dated July 5,

2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs or NTN are once again advised to provide the attested copies of their CNICs or NTN (if not already provided) directly to our independent Share Registrar without any further delay.

6. 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 Bank	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline number of Shareholder	
Email of Shareholder	

The Shareholder will intimate the changes, if any in the above-mentioned information to the company and the concerned Share Registrar as soon as these occur.

7. 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 5 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

8. The Company is in the process of setting up the e-voting facility in accordance with the requirements of the Companies (E-Voting) Regulations, 2016 and in this connection, a special resolution for alteration of the Articles of Association to allow e-voting facility was passed by the members in the General Meeting held on April 8, 2016. However, the e-voting facility cannot be made available to the Members for this meeting as other mandatory conditions prescribed under the aforesaid Regulations including the availability of accredited intermediary could not be satisfied.

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

Below Statements are annexed to the Notice of the Extraordinary General Meeting of Dawood Lawrencepur Limited to be held on Monday, October 9, 2017 at which Special Businesses are to be transacted. These statements set forth the material facts concerning such Special Businesses.

Agenda Item (1) Disposal of all the assets relating to the Company's discontinued unit, Burewala Textile Mills (Dawoodabad Burewala), comprising of lands, buildings/civil-work, plant and machinery and related assets

The Burewala Textile Mills (Dawoodabad Burewala), a unit of the Company, was closed down in the year 2009 due to inefficiencies associated with old plant and machinery of this textile unit and losses in cotton yarn and grey fabric business.

The Board of Directors of the Company in its meeting held on December 21, 2011 after due consideration had decided to dispose of the assets of Burewala Textile Mills (Dawoodabad, Burewala) subject to the consent of the general meeting which was obtained in the general meeting held on January 25, 2012 and April 10, 2014.

Due to transaction size and adverse market conditions, despite intense negotiations with some interested parties, the sale deal was not materialized. Accordingly, the Directors of the Company in their meeting held on August 25, 2017 have re-considered this matter and decided to seek fresh consent from the shareholders to search for an appropriate buyer.

The information required under Notification No. S.R.O. 1227/2005 dated December 12, 2005 is as follows:

Sr. No.	Description of Information	Detail of Information
1	<p>Detail of assets to be disposed of:</p> <ul style="list-style-type: none">Description of assetsCost of assetsBook value of assetsRevalued amountApproximate current market price / fair value	<p>Lands, buildings/civil-work, plant and machinery of ginning units, weaving units, spinning units, dismantled machinery, a laboratory, firefighting equipment including without limitation all plant, machinery, related equipment, stores and spares of Burewala Mills. Land of Burewala Mills is located at Chak# 439/EB, Burewala, Tehsil Vehari, District Multan and measuring 313.725 Acres.</p> <p>Rs. 461.3 million</p> <p>Rs. 56.9 million</p> <p>Rs. 2,400 million as per valuation reports dated August 18, 2017, of Messrs.Hamid Mukhtar & Co. (Pvt) Ltd.</p> <p>Current market price / fair value is expected to be in line with the re-valued amount as stated above. The exact amount, however, will be ascertained only after receipt of bids/quotations.</p>
2	The proposed manner of disposal	Through open tender.
3	Reason for the disposal of assets	Due to inefficiencies associated with old plant and machinery and losses in the cotton yarn and grey

		<p>fabric business, the directors with a view to save shareholders value had decided to close down the operations of Burewala Textile Mills unit.</p> <p>In line with the Company's strategic intent, the Board decided to dispose of these assets and focus on the renewable energy business.</p>
4	Benefits expected to accrue to the shareholders	The proceeds from the disposal of these assets will be invested in energy and other businesses of the Company and will hopefully result in better performance.
5	Nature and extent of interest, if any, of Directors	None of the Directors have any direct or indirect interest in the sale or disposal of the assets save and except as shareholders of the Company.

Agenda Item (2) Increase of Stand-by Letter of Credit by US \$ 5 million (already approved by the shareholders up to US \$ 10 million in the Annual General Meeting held on April 25, 2017), reaching up to US \$ 15 million, on behalf of Subsidiary Company, Tenaga Generasi Limited

Tenaga Generasi Limited ("TGL") is a subsidiary of Dawood Lawrencepur Limited. TGL has set up a wind energy project of 49.5 MW which is located at Khutikun, Mirpur Sakro. As a condition of the project financing, the Company has entered into Sponsors Support Agreement which requires issue of a stand by letter of credit in favour of Citibank International Limited (Intercreditor Agent), to secure the repayments of loan obtained by TGL from the lenders of this project. The Company's obligation is contingent upon TGL inability to make repayments on due date as per the terms of Agreement. Based on the above, the Company seeks shareholders' approval for the increase of Stand-by Letter of Credit by US \$ 5 million (already approved by the shareholders up to US \$ 10 million in the Annual General Meeting held on April 25, 2017), reaching up to US \$ 15 million on behalf of TGL in favour of Intercreditor Agent to secure the obligation of TGL in terms of agreements with the lenders. The Company is also seeking approval of the shareholders by passing the resolution as proposed in the notice of the meeting as a special resolution to invest up to US \$ 15 million in TGL if and when required to fulfil the requirements of Section 199 of the Companies Act, 2017.

The directors have carried out necessary due diligence for the proposed SBLC for the investment. 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, 2012	RELEVANT INFORMATION
1	Name of associated company or associated undertaking along with the criteria based on which the associated relationship established	<ul style="list-style-type: none"> • Tenaga Generasi Limited (TGL) • Subsidiary Company • Common directorship
2	Amount of loan or advances	Increase in continuing Stand-by Letter of Credit (SBLC) by US \$ 5 million
3	Purpose of loans or advances and benefits likely to accrue to the	The purpose of the SBLC is to cover any shortfall in full repayment of amounts due to the lenders of

	investing company and its members from such loans and advances	TGL																		
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	Previously SBLC for US \$ 10 million was provided with the approval of shareholders. This amount will now be enhanced to US \$ 15 million																		
5	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	<p>Financial Position as of December 31, 2016 (audited)</p> <p>Main item of Balance Sheet: (Rs in million)</p> <table> <tr> <td>Non-current Assets:</td> <td>11,300</td> </tr> <tr> <td>Current Assets:</td> <td>1,015</td> </tr> <tr> <td>Total Equity:</td> <td>2,748</td> </tr> <tr> <td>Non-current Liabilities:</td> <td>8,473</td> </tr> <tr> <td>Current Liabilities:</td> <td>1,093</td> </tr> </table> <p>Main item of Profit and Loss Account: (Rs in million)</p> <table> <tr> <td>Sales-net:</td> <td>203</td> </tr> <tr> <td>Loss from operations:</td> <td>44</td> </tr> <tr> <td>Loss before taxation:</td> <td>182</td> </tr> <tr> <td>Loss for the year:</td> <td>183</td> </tr> </table>	Non-current Assets:	11,300	Current Assets:	1,015	Total Equity:	2,748	Non-current Liabilities:	8,473	Current Liabilities:	1,093	Sales-net:	203	Loss from operations:	44	Loss before taxation:	182	Loss for the year:	183
Non-current Assets:	11,300																			
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Current Liabilities:	1,093																			
Sales-net:	203																			
Loss from operations:	44																			
Loss before taxation:	182																			
Loss for the year:	183																			
6	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	3 months KIBOR + 0.65 % to 0.9 %																		
7	Rate of interest, mark up, profit, fees or commission etc. to be charged	DLL shall recover all costs charged to it on this account from TGL																		
8	Sources of funds where loans or advances will be given	SBLC will be increased through Standard Chartered Bank Pakistan Limited on behalf of TGL in favour of Intercreditor Agent																		
9	Where loans or advances are being granted using borrowed funds: <ul style="list-style-type: none"> • Justification for granting loan or advances out of borrowed funds • Details of guarantee/ assets pledged for obtaining such funds, if any and • Repayment schedule of borrowings of the investing company 	Not applicable																		
10	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;	Not applicable																		

11	If the loan or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not applicable
12	Repayment schedule and terms of loans or advances to be given to investee company	The SBLC shall be required throughout the tenure of debt
13	Salient feature of all agreement entered or to be entered with its associated company or associated undertaking with regard to proposed investment	TGL is a subsidiary of Dawood Lawrencepur Limited. As a condition of the project financing, the Company has entered into Sponsors Support Agreement made between Dawood Lawrencepur Limited (as the Sponsor), Dawood Corporation (Private) Limited (as the Parent), Tenaga Generasi Limited (as the Company), Citibank International Limited (as the Intercreditor Agent), Citibank N.A., Karachi Branch (as the Onshore Security Trustee) and Citibank N.A., London Branch (as the Offshore Security trustee), which requires issuance of a SBLC in favour of Intercreditor Agent to secure the repayments of debt service obtained by TGL from the lenders of this project. The SBLC will only be called in case TGL fails to make repayments on due date as per the Agreement. The Company is seeking shareholders' approval for enhancing the facility by US \$ 5 million in favour of Intercreditor Agent to secure the debt obligation of TGL in terms of Agreements with the lenders
14	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	None of the directors, sponsors, majority shareholders and their relatives have any interest in the proposed transaction, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration. Further, TGL is a subsidiary of DLL and some of its Directors are shareholders of DLL holding the following number of shares: Shahid Hamid Pracha: 1,000 Shafiq Ahmed: 1,154 Mujtaba Haider Khan: 1,150 Inam ur Rahman: 8,534
15	Any other important details necessary for the members to understand the transaction; and	Not applicable

16	<p>In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely:</p> <ul style="list-style-type: none"> • A description of the project and its history since conceptualization • Starting date and expected date of completion • Time by which such project shall become commercially operational • Expected return on total capital employed in the project • Funds invested or to be invested by the promoters distinguishing between cash and noncash amounts 	<p>Not applicable</p> <p>Not applicable</p> <p>Not applicable</p> <p>Not applicable</p> <p>Not applicable</p>
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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 shareholdings.

Inspection of documents:

All documents including agreements related to special businesses 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 IDNo. _____ 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 Monday, October 9 2017, at 9:30 a.m. and
at any adjournment thereof.

Signed this _____ day of _____ 2017.

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.



نمائندگی کا فارم

میں رہم _____ ساکن _____
بحیثیت ممبر داؤد لائسنس پور لیٹڈ کے رکن و حال _____ عام حصص برطانیق شیئر رجسٹرڈ فو لیو نمبر _____
اور ری ایسی ڈی سی کے شرکائی آئی ڈی نمبر _____ اور ذیلی حکایت نمبر _____ محترم محترمہ _____
ساکن _____ یا بصورت دیگر محترم محترمہ _____
ساکن _____ کو اپنی جگہ بروز پیر مورخہ ۱۹ اکتوبر ۲۰۱۷ء بوقت ۹:۳۰ بجے صبح بمقام داؤد فاؤنڈیشن برز نر جب، گراؤڈ فلور،
داؤد سینٹر، 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 _____ ۲۰۱۷

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

گواہ (۱)

دستخط گواہ: _____

نام: _____

قومی شناختی کارڈ نمبر یا: _____

پاسپورٹ نمبر: _____

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 نامزد گیلیاں اسی صورت میں موثر ہوں گی جب پر کسی فارم ہنام 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 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۔



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