

**NOTICE OF 73rd ANNUAL
GENERAL MEETING**



Dawood Lawrencepur Limited

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

NOTICE OF 73rd ANNUAL GENERAL MEETING

Notice is hereby given that 73rd Annual General Meeting (AGM) of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Tuesday, May 30, 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 businesses:

A) ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Unconsolidated and Consolidated Financial Statements of the Company for the year ended December 31, 2022 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.
2. To appoint Auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the reappointment of Messrs. A. F. Ferguson & Co. (Chartered Accountants), as auditors of the Company.

B) SPECIAL BUSINESS:

3. To consider and if deemed fit, to pass the following resolutions as special resolutions as required under Section 199 of the Companies Act, 2017 for renewal of the Subordinated Loan Facility of up to PKR 300 million provided to M/s Tenaga Generasi Limited (TGL), a subsidiary of the Company:

"RESOLVED that 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, for renewal of the Subordinated Loan Facility of up to PKR 300 million provided by the Company to its subsidiary, M/s Tenaga Generasi Limited (TGL) for a period of further one year, as per the terms and conditions disclosed to the Members.

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."

4. To consider and approve an increase in the amount of the continuing Stand-by Letter of Credit (SBLC) (approved by the shareholders in the Annual General Meeting held on April 28, 2022) from up to US \$ 8.5 million to up to US \$ 10 million in favor of Lenders of Tenaga Generasi Limited (a subsidiary company) and to pass the following resolutions as special resolutions as required under Section 199 of the Companies Act, 2017 with or without modification.

"RESOLVED that approval of the Members of Dawood Lawrencepur Limited (the Company) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to increase the amount of the continuing Stand by Letter of Credit (SBLC) from up to US \$ 8.5 million (United States Dollars Eight Million Five Hundred Thousand Only) to up to US \$ 10 million (United States Dollars Ten Million Only) issued by Habib Bank Limited in favor of Lenders of Tenaga Generasi Limited (a subsidiary company) through their Intercreditor Agent, Citibank International Limited, in terms of the Sponsors Support Agreement signed on March 11, 2015 between Dawood Lawrencepur Limited as the Sponsor, Dawood Corporation (Pvt) 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.

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 in the matter."

5. To consider, if deemed fit, approve by way of special resolution, sale of 102,600,000 shares constituting 100% of the issued and paid up capital of Reon Energy Limited ("REL"), a wholly owned subsidiary of Dawood Lawrencepur Limited (the Company), to Juniper International FZ LLC for an amount equivalent to the sum of PKR 300,000,000/- (Pak Rupees Three Hundred Million) **plus** any and all amounts / sums injected by the Company in REL *inter alia* in the form of a debt and/or equity (cash or otherwise) between November 30, 2022 and the date of issuance of the management accounts (both days included); **plus** interest accrued from one or more loans granted from time to time to REL by the Company and as reported in the management accounts as at December 31, 2022; and **minus** any and all incremental losses incurred by REL in the ordinary course of business during the period December 1, 2022 up till the date of the management accounts and subject to a minimum amount of PKR 100,000,000/- (Pak Rupees One Hundred Million) and a maximum amount of PKR 300,000,000/- (Pak Rupees Three Hundred Million), in accordance with the Companies Act, 2017.

The special resolutions to be passed (with or without modification) are as under:

"RESOLVED that subject to the approval of the Competition Commission of Pakistan, and in accordance with the Companies Act, 2017, Dawood Lawrencepur Limited (the Company) is hereby authorized to sell 102,600,000 shares constituting 100% of the issued and paid up capital of Reon Energy Limited ("REL") to Juniper International FZ LLC for an amount equivalent to the sum of PKR 300,000,000/- (Pak Rupees Three Hundred Million) **plus** any and all amounts / sums injected by the Company in REL *inter alia* in the form of a debt and/or equity (cash or otherwise) between November 30, 2022 and the date of issuance of the management accounts (both days included); **plus** interest accrued from one or more loans granted from time to time to REL by the Company and as reported in the management account as at December 31, 2022; and **minus** any and all incremental losses incurred by REL in the ordinary course of business during the period December 1, 2022 up till the date of the management accounts and subject to a minimum amount of PKR 100,000,000/- (Pak Rupees One Hundred Million) and a maximum amount of PKR 300,000,000/- (Pak Rupees Three Hundred Million).

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 jointly authorized to take any and all actions as may be required from time to time for the purposes of the above special resolutions, to complete all necessary legal and corporate formalities with regard to the above resolution and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters."

6. To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following special resolutions under Section 199 of the Companies Act, 2017 read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (as may be amended), to provide loan to its associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million Only) as recommended by the Board of Directors of the Company.

“RESOLVED that approval of the Members of Dawood Lawrencepur Limited (the Company) is hereby accorded by way of special resolution (in accordance with Section 199 of the Companies Act, 2017 read with Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017) to provide loan to its associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million Only), comprising of, inter alia, loans, advances and/or security in any form (including without limitation guarantees, government securities, cash, listed/unlisted securities etc.) on an arm's length basis, in the form of a revolving line of credit valid for a period of one year from the date of the special resolution, which may be renewed by the Company for up to four consecutive periods of one year each.

FURTHER RESOLVED that the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby authorized, any two jointly, to do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolutions."

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

Karachi
Secretary
Dated: May 2, 2023

Notes:

- 1. Video Conference Facility for Annual General Meeting (AGM) 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 AGM proceeding via video link.

The members and their proxies who intends to attend the AGM through video-link must register their particulars by sending an email at company.secretary@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 AGM**' along with valid copy of their CNIC/Passport. 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 AGM.

- 2. Placement of Financial Statements**

The Company has placed the Annual Report which includes *inter alia* notice of meeting, Audited Annual Financial Statements together with Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended December 31, 2022 on its website: www.dawoodlawrencepur.com.

- 3. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from May 24, 2023 to May 30, 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 May 23, 2023, will be considered in time to attend and vote at the AGM.

- 4. Participation in the AGM:**

All members entitled to attend and vote at the AGM, 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 a member, may appoint its representative to attend the meeting through resolution of its board of directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders.

In case of appointment of proxy by a 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 (forty-eight) hours before the time of the meeting.

CDC account holders will further have to follow the undermentioned guidelines as laid down by the SECP.

A. For Attending the AGM

- 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 above-mentioned email address at least 48 (forty-eight) hours before the AGM.

- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty eight) hours before the AGM (unless it has been provided earlier).
- B. For Appointing Proxies
- a. In the 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 above mentioned email address at least 48 (forty eight) hours before the AGM.
 - d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 (forty eight) hours before the AGM (unless it has been provided earlier) along with proxy form to the Company.
 - e. Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

5. Postal Ballot and E-voting:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

6. Procedure for E-Voting

In accordance with the Companies (Postal Ballot) Regulation, 2018, ("the Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017, ("the Act") in the manner and subject to conditions contained in the Regulations.

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on May 23, 2023.
- b) The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- c) Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from May 25, 2023, 09:00 a.m. and shall close on May 29, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

7. Procedure for Voting Through Postal Ballot

- a) The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, 3rd Floor, Dawood Centre M. T. Khan Road Karachi, or email at

company.secretary@dawoodhercules.com one day before the Annual General Meeting on May 29, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

- b) For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.dawoodlawrencepur.com for download.

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 sets out the material facts concerning the following Special Business to be transacted at the Annual General Meeting of shareholders of Dawood Lawrencepur Limited to be held on May 30, 2023.

Agenda Item No. 3

Renewal of Subordinated Loan Facility of up to PKR 300 million for a period of further one year provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.

The Company is seeking approval from its Members by passing special resolutions proposed herein for the renewal of the subordinated loan facility of up to PKR 300 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.

The Directors have certified that they have carried out necessary due diligence for the proposed investments before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company specially the significant receivables from Government of Pakistan are 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.

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	Subsidiary Company																						
	(iii) Earnings per share for the last three years (PKR)	<table border="1"> <thead> <tr> <th style="text-align: center;">2020</th> <th style="text-align: center;">2021</th> <th style="text-align: center;">2022</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">3.73</td> <td style="text-align: center;">4.42</td> <td style="text-align: center;">5.19</td> </tr> </tbody> </table>	2020	2021	2022	3.73	4.42	5.19																
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	(iv) Break-up value per share, based on the latest audited financial statements	PKR 29.06																						
	(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, 2022. 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 style="text-align: right;">12,931</td> </tr> <tr> <td>Current Assets</td> <td style="text-align: right;">5,474</td> </tr> <tr> <td>Total Equity</td> <td style="text-align: right;">8,796</td> </tr> <tr> <td>Non-current Liabilities</td> <td style="text-align: right;">6,468</td> </tr> <tr> <td>Current Liabilities</td> <td style="text-align: right;">3,141</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 style="text-align: right;">3,432</td> </tr> <tr> <td>Profit from operations</td> <td style="text-align: right;">2,066</td> </tr> <tr> <td>Profit before taxation</td> <td style="text-align: right;">1,591</td> </tr> <tr> <td>Profit for the year</td> <td style="text-align: right;">1,572</td> </tr> </tbody> </table>		(Rs. in million)	Non-current Assets	12,931	Current Assets	5,474	Total Equity	8,796	Non-current Liabilities	6,468	Current Liabilities	3,141		(Rs. in million)	Sales-net	3,432	Profit from operations	2,066	Profit before taxation	1,591	Profit for the year	1,572
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	<p>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>	
	<p>(B) General Disclosure: -</p> <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>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) cost benefit analysis;</p>	<p>Subordinated Loan not exceeding PKR 300 million. The Company has also provided another subordinated loan facility of PKR 1 billion 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 TGL for its working capital funding requirements.</p> <p>The funds borrowed shall be secured against mortgage of property held by the Company or any other security as per the requirement of the lender.</p> <p>Subordinated Loan has been provided from the borrowed fund for which markup shall be charged at 3 Month + 2% (being 1% above average borrowing cost of the</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>Company) which will improve the profitability of the Company.</p> <p>The Subordinated Loan will be unsecured. TGL to repay the loan with the accrued Profit from time to time (in full or parts thereof) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.</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, their names and shareholding in the Company are as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Mohammad Shamoon Chaudry: 1,150 shares</p> <p>TGL does not hold any share in the Company.</p> <p>DLL currently holds 75% of its shareholding in TGL and during FY 2022, profit attributable to DLL amounted to PKR 1,179 million. The Company has also provided another subordinated loan facility of up to PKR 1.3 billion to Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</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: -	
	<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</p>	<p>Subordinated Loan not exceeding PKR 300 million. The Company has also provided another subordinated loan facility of PKR 1 billion to TGL.</p> <p>The current borrowings of the Company are at the rates up to 3 Month KIBOR + 1%.</p>

	for Shariah compliant products and	
(III)	rate of return for unfunded facilities, as the case may be, for the relevant period;	Not applicable
(IV)	rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	3 Months KIBOR + 2% or maximum borrowing rate of the Company + 1%, whichever is higher.
(V)	particulars of collateral or security to be obtained in relation to the proposed investment;	The facility is unsecured as the Company has full oversight and is very well versed with the operations and plans of the borrowing company.
(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	No conversion features.
(VII)	repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	TGL to repay the loan with the accrued profits from time to time (in full or parts) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.

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.

Agenda Item No. 4:

To increase the amount of the continuing Stand-by Letter of Credit (SBLC) from up to US \$ 8.5 million to up to US \$ 10 million in favor of Lenders of Tenaga Generasi Limited, a subsidiary of the Company.

The Company is seeking approval from its Members by passing special resolutions proposed herein for the increase in the amount of the continuing SBLC from up to US \$ 8.5 million to up to US \$ 10 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.

The directors have certified that they have carried out necessary due diligence for the proposed investments before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company specially the significant receivables from Government of Pakistan are 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.

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	(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.																									
	(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 style="padding-left: 40px;">(I) justification for investment through borrowings;</p> <p style="padding-left: 40px;">(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>Standby Letter of Credit (SBLC) up to USD 10 Million.</p> <p>To guarantee TGL's loan repayments and its related mark-up payable to the lenders, in case of any default by TGL.</p> <p>The continuing operations of TGL will likely result in steady dividend stream on DLL's investment</p> <p>SBLC will be issued through Habib Bank Limited (Pakistan) Limited against payment of fees which will be fully recovered from TGL.</p> <p>As per the Sponsor support agreement between TGL, DLL, and other parties, either DSRA balance has to be maintained or an equivalent SBLC has to be issued.</p> <p>a) Charge over land and building by ways of Memorandum of Constructive Deposit to Title Deed of the company amounting to PKR 1,600 million.</p> <p>b) Pledge of shares of Dawood Hercules Corporation with 30% margin.</p> <p>SBLC facility at 4% per annum.</p> <p>TGL is a subsidiary of DLL. As a condition of the project financing, the Company has entered into Sponsors Support Agreement on March 11, 2015 made between DLL (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 continuing SBLC in favour of the lenders of TGL through their Intercreditor Agent, Citibank International Limited, to secure the repayments of loan obtained by TGL from the lenders of the Wind Power Project. DLL will be required to make payment only in case TGL fails to make repayments of loan and mark-up on due date as per the Agreement. The Company, therefore, is seeking shareholders' approval to increase the</p>
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	<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>amount of the continuing SBLC as detailed above.</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, their names and shareholding in the Company are as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Mohammad Shamoony Chaudry: 1,150 shares</p> <p>TGL does not hold any share in the Company.</p> <p>DLL currently holds 75% of its shareholding in TGL and during FY 2022, profit attributable to DLL amounted to PKR 1,179 million. The Company has also provided another subordinated facilities of up to PKR 1.3 billion to Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p> <p>None</p>
<p>(b)</p>	<p>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>	
	<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 <i>Shariah</i> 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>Standby Letter of Credit (SBLC) up to USD 10 Million</p> <p>The current borrowings of the Company are at the rates up to 3 Month KIBOR + 1%.</p> <p>Not applicable</p> <p>3 Months KIBOR + 2% or maximum borrowing rate of the company + 1%, whichever is higher.</p> <p>The facility is unsecured.</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>No conversion features.</p> <p>Not applicable.</p>
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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.

Agenda Item No. 5:

The Company seeks approval from its shareholders' to pass the Special Resolutions provided in item no. 2 of the Notice allowing sale of 102,600,000 shares constituting 100% of the issued and paid up capital of Reon Energy Limited (REL), a wholly owned subsidiary of the Company to Juniper International FZ LLC for an amount equivalent to the sum of PKR 300,000,000/- (Pak Rupees Three Hundred Million) plus any and all amounts / sums injected by the Company in REL *inter alia* in the form of a debt and/or equity (cash or otherwise) between November 30, 2022 and the date of issuance of the management accounts (both days included); plus interest accrued from one or more loans granted from time to time to REL by the Company and as reported in the management account as at December 31, 2022; and minus any and all incremental losses incurred by REL in the ordinary course of business during the period December 1, 2022 up till the date of the management accounts and subject to a minimum amount of PKR 100,000,000/- (Pak Rupees One Hundred Million) and a maximum amount of PKR 300,000,000/- (Pak Rupees Three Hundred Million), in accordance with the Companies Act, 2017.

In compliance with the relevant provisions of the Companies Act 2017, and S.R.O. 423 (I)/2018 dated April 3, 2018, information about the proposed disposal is as under:

Name of the subsidiary	Reon Energy Limited
Cost and book value of investment in subsidiary	Cost: PKR 1,026,000,000/- Book Value: PKR 339,000,000/-
Total market value of subsidiary based on value of the shares of the subsidiary company: In case of non-listed subsidiary: value determined by a registered valuer, who is eligible to carry out such valuation along with name of the valuer	PKR: 144,000,000/- to PKR 162,000,000/-
Net worth of subsidiary as per latest audited financial statements and	PKR 137,406,000/-

subsequent interim financial statements, if available	
Total consideration for disposal of investment in subsidiary, basis of determination of the consideration and its utilization	PKR: 300,000,000 plus the Equity Injection; plus interest accrued from the Seller Loan as at December 31, 2022; and minus the Losses and subject to a minimum amount of PKR 100,000,000/- (Pak Rupees One Hundred Million) and a maximum amount of PKR 300,000,000/- (Pak Rupees Three Hundred Million),
Quantitative and qualitative benefits expected to accrue to the members	At this stage, divestment from REL will minimize the expected future losses to DLL.
Any other information	None

Except to the extent as mentioned 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.

Agenda Item No. 6:

To provide loan to the Company's associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million Only) as recommended by the Board of Directors 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: -	Dawood Hercules Corporation		
	(i) Name of associated company or associated undertaking	Dawood Hercules Corporation		
	(ii) Basis of relationship	Associated Company. Effective Holding (16.19%)		
	(iii) Earnings per share for the last three years (PKR)	2020	2021	2022
		7.75	8.27	7.67
	(iv) Break-up value per share, based on the latest audited financial statements	PKR 55.86 / Share		
	(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	Particulars	Rs. In 000s	
		Assets		
		Property, plant and equipment	110,616	
		Right-of-use assets	40,141	
		Capital work-in-progress	1,921	
		Long-term investments	23,748,950	
		Deferred taxation	304,935	
		Short-term investments	10,530,484	
		Other assets	194,053	
		Total Assets	34,931,100	
		Liabilities		
		Borrowings	6,530,093	
		Trade and other payables	92,637	

		Other liabilities	1,423,616
		Total Liabilities	8,046,346
		Total Equities	26,884,754
		Income Statement	
		Return on Investment	6,222,433
		Profit before tax	5,280,585
		Profit after tax	3,692,274
	(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:	Not applicable	
	(i) description of the project and its history since conceptualization;		
	(ii) starting date and expected date of completion of work;		
	(iii) time by which such project shall become commercially operational;		
	(iv) expected time by which the project shall start paying return on investment; and		
	(v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.		
	(B) General Disclosure: -		
	(i) maximum amount of investment to be made;	PKR: 1,500,000,000/-	
	(ii) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	This will enable the Company to lend to its associated company when/if it has access to excess funds/banking lines, and the associated company require the same. The facility will be provided on an arm's length basis and will be done in a way which benefits the Company's shareholders. The period of investment is 1 year, renewable for 4 further periods of 1 year each.	
	(iii) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:		

	<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>(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 Company intends to use excess liquidity/banking lines/ available to it to provide the requisite financing to the associated company.</p> <p>The associated company will pay a mark-up rate which is not lower than the borrowing cost of the Company</p> <p>The Company will charge the associated Company a mutually agreed mark-up rate, which will improve the profitability of the Company;</p> <p>Financing facility will be provided on an arm's length basis</p> <p>The Sponsors, majority shareholders and their relatives and Directors of the Company have no interest in the matter. However, the following Directors on the Board of Directors of the Company are also directors of the associated companies: Mr. Abdul Samad Dawood Ms. Sabrina Dawood Mr. Zamin Zaidi Mr. Mohammad Shamooun Chaudry</p> <p>None</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: -	
	<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</p>	<p>Loan: PKR 1,500,000,000/-</p> <p>Borrowing Cost of DLL: 3 Months KIBOR + 1%</p>

	<p>period, rate of return for <i>Shariah</i> 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>3 Months KIBOR: 22.05% (As of April 28, 2023)</p> <p>The rate of interest, mark-up, profit, fees or commission to be charged by the Company will be higher than or equal to what the Company must pay if it borrows a similar facility. Where it has no such facility, the associated company will be charged rates which are greater than or equal to the market rate of such facility. The financing facility will be provided on an arm's length basis.</p> <p>Normally no security is to be obtained since the Company has full oversight and is well versed with the operations and plans of the borrowing company. The Company and its associated companies, undertakings and subsidiary are confident that any financing arrangement will be repaid. However, Corporate Guarantees shall be obtained to secure the loan.</p> <p>No conversion feature.</p> <p>Facility granted for a period of 1 year, renewable for 4 further periods of 1 year each. The other terms are mentioned above.</p>
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Except to the extent as mentioned above, the Directors of the Company have no direct or indirect interest in the above said special businesses except to the extent of their shareholding in the Company.

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 OCTOBER 17, 2022

1. 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.

2. Issuance of 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.

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.

Attention of the Shareholder is drawn towards the following:

1. 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 the Company's Share Registrar, CDC Share Registrar Services Limited. 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.

2. 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.

Name of Shareholder	
Folio Number	
CNIC Number	
Title of Bank Account	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline number of	
Email of Shareholder	
Signature of Member	

Note: Signature must match specimen signature registered with the Company

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 the case of shares held electronically, then the above electronic credit mandate form must be submitted directly to shareholder(s)' broker/participant/CDC account services.

3. Withholding Tax on Dividend

In compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001 withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted at 30% for non-filers. Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Share Registrar, M/s. CDC Share Registrar Services Limited, of the Company by the first day of book closure.

According to the FBR, withholding tax in case of joint accounts will be determined separately based on the 'Filer/ Non-Filer' status of the principal shareholder as well as the status of the joint holder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to our Share

Registrar, M/s. CDC Share Registrar Services Limited, in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s).

4. **Zakat Declaration**

The members are requested to submit their Zakat Declarations to the Share Registrar in order to claim exemption from deduction of Zakat.

5. **Unclaimed Dividend**

Shareholders, who for any reason, could not claim their dividends/shares, if any, are advised to contact our Share Registrar, CDC Share Registrar Services Limited, to collect / enquire about their unclaimed dividend/shares, if any.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

6. **Transmission of Annual Accounts, Notices of Meetings, Auditor's Report and Directors' Report through CD, DVD or USB:**

The shareholders of the Company have accorded approval in general meeting for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies.

The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. The shareholders who intend to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website: www.dawoodlawrencepur.com

7. **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, shareholders 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.



DAWOOD LAWRENCEPUR LIMITED BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on Tuesday, May 30, 2023, at 03:00 p.m. at The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi
Tel (92-21) 35632200-09 Fax: (92-21) 35633970 UAN: 111-736-611 Website: www.dawoodlawrencepur.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 3
To consider and if deemed fit, to pass the following resolutions as special resolutions as required under Section 199 of the Companies Act, 2017 for renewal of the Subordinated Loan Facility of up to PKR 300 million provided to M/s Tenaga Generasi Limited (TGL), a subsidiary of the Company:
*RESOLVED that 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, for renewal of the Subordinated Loan Facility of up to PKR 300 million provided by the Company to its subsidiary, M/s Tenaga Generasi Limited (TGL) for a period of further one year, as per the terms and conditions disclosed to the Members.
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.*

Resolution For Agenda Item No. 4
To consider and approve an increase in the amount of the continuing Stand-by Letter of Credit (SBLC) (approved by the shareholders in the Annual General Meeting held on April 28, 2022) from up to US \$ 8.5 million to up to US \$ 10 million in favor of Lenders of Tenaga Generasi Limited (a subsidiary company) and to pass the following resolutions as special resolutions as required under Section 199 of the Companies Act, 2017 with or without modification:
*RESOLVED that approval of the Members of Dawood Lawrencepur Limited (the Company) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to increase the amount of the continuing Stand by Letter of Credit (SBLC) from up to US \$ 8.5 million (United States Dollars Eight Million Five Hundred Thousand Only) to up to US \$ 10 million (United States Dollars Ten Million Only) issued by Habib Bank Limited in favor of Lenders of Tenaga Generasi Limited (a subsidiary company) through their Intercreditor Agent, Citibank International Limited, in terms of the Sponsors Support Agreement signed on March 11, 2015 between Dawood Lawrencepur Limited as the Sponsor, Dawood Corporation (Pvt) 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.
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 in the matter.*

Resolution For Agenda Item No. 5
To consider, if deemed fit, approve by way of special resolution, sale of 102,600,000 shares constituting 100% of the issued and paid up capital of Reon Energy Limited ("REL"), a wholly owned subsidiary of Dawood Lawrencepur Limited (the Company), to Juniper International FZ LLC for an amount equivalent to the sum of PKR 300,000,000/- (Pak Rupees Three Hundred Million) plus any and all amounts / sums injected by the Company in REL inter alia in the form of a debt and/or equity (cash or otherwise) between November 30, 2022 and the date of issuance of the management accounts (both days included); plus interest accrued from one or more loans granted from time to time to REL by the Company and as reported in the management accounts as at December 31, 2022; and minus any and all incremental losses incurred by REL in the ordinary course of business during the period December 1, 2022 up till the date of the management accounts and subject to a minimum amount of PKR 100,000,000/- (Pak Rupees One Hundred Million) and a maximum amount of PKR 300,000,000/- (Pak Rupees Three Hundred Million), in accordance with the Companies Act, 2017:
The special resolutions to be passed (with or without modification) are as under:
*RESOLVED that subject to the approval of the Competition Commission of Pakistan, and in accordance with the Companies Act, 2017, Dawood Lawrencepur Limited (the Company) is hereby authorized to sell 102,600,000 shares constituting 100% of the issued and paid up capital of Reon Energy Limited ("REL") to Juniper International FZ LLC for an amount equivalent to the sum of PKR 300,000,000/- (Pak Rupees Three Hundred Million) plus any and all amounts / sums injected by the Company in REL inter alia in the form of a debt and/or equity (cash or otherwise) between November 30, 2022 and the date of issuance of the management accounts (both days included); plus interest accrued from one or more loans granted from time to time to REL by the Company and as reported in the management account as at December 31, 2022; and minus any and all incremental losses incurred by REL in the ordinary course of business during the period December 1, 2022 up till the date of the management accounts and subject to a minimum amount of PKR 100,000,000/- (Pak Rupees One Hundred Million) and a maximum amount of PKR 300,000,000/- (Pak Rupees Three Hundred Million).
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 jointly authorized to take any and all actions as may be required from time to time for the purposes of the above special resolutions, to complete all necessary legal and corporate formalities with regard to the above resolution and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters.*

Resolution For Agenda Item No. 6
To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following special resolutions under Section 199 of the Companies Act, 2017 read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (as may be amended), to provide loan to its associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million Only) as recommended by the Board of Directors of the Company:
*RESOLVED that approval of the Members of Dawood Lawrencepur Limited (the Company) is hereby accorded by way of special resolution (in accordance with Section 199 of the Companies Act, 2017 read with Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017) to provide loan to its associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million Only), comprising of, inter alia, loans, advances and/or security in any form (including without limitation guarantees, government securities, cash, listed/unlisted securities etc.) on an arm's length basis, in the form of a revolving line of credit valid for a period of one year from the date of the special resolution, which may be renewed by the Company for up to four consecutive periods of one year each.
FURTHER RESOLVED that the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby authorized, any two jointly, to do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolutions.*

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case if both the boxes are marked as (✓), you poll shall be treated as **"Rejected"**.

I/We hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution No. 3		
Resolution No. 4		
Resolution No. 5		
Resolution No. 6		

NOTES:

1. Dully filled ballot paper should be sent to the Chairman of Dawood Lawrencepur Limited at 3rd Floor, Dawood Centre M. T. Khan Road Karachi e-mail at company.secretary@dawoodhercules.com

2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.

3. Ballot paper should reach the Chairman within business hours by or before **Monday, May 29, 2023**. Any postal Ballot received after this date, will not be considered for voting.

4. Signature on ballot paper should match with signature on CNIC/ Passport. (in case of foreigner).

5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

7. Ballot Paper form has also been placed on the website of the Company at: **www.dawoodlawrencepur.com**. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date _____

Shareholder / Proxy holder Signature/Authorized Signatory _____

(In case of corporate entity, please affix company stamp)

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 Annual General Meeting (AGM) of the Company to be held on Tuesday, May 30, 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 AGM.
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 AGM 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

نمائندگی کا فارم

میں رہم _____ ساکن _____
 بحیثیت ممبر اور ڈالرس پولیٹیکل کے رکن و حامل _____ عام حصص برطانیق شیئر رجسٹرڈ فوئیو نمبر _____ اور ریاستی ڈی سی
 کے شراکتی آئی ڈی نمبر _____ اور ڈی پٹی کھاتا نمبر _____ محترم محترمہ _____
 _____ ساکن _____ یا بصورت دیگر محترم محترمہ _____
 کو اپنی جگہ بروز بدھ _____ ساکن _____
 مورخہ ۳۰ مئی ۲۰۲۳ بوقت ۳:۰۰ بجے شام بمقام ڈاؤنٹاؤن ڈیلٹیشن بزنس جب، گراؤنڈ فلور، ڈاؤنٹینٹر، ایم ٹی خان روڈ، کراچی میں منعقد یا ملتوی ہونے والے کمیٹی کے سالانہ اجلاس
 عام میں رائے دہندگی کے لئے اپنا نمائندہ تقرر کرتا کرتی ہوں۔

دستخط _____ بروز _____ ۲۰۲۳

مطلوبہ (پانچ روپے کا)
 ریویو بینکٹ چسپاں کریں اور دستخط کریں

گواہ (۱)

دستخط گواہ:

نام:

پتہ:

دستخط کمیٹی 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 اسی فارم بنام کمیٹی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۲۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی شیئر ہولڈرز اور ان کے نمائندوں سے فرد افراد اور خواست 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 اسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔

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