

## DAWOOD LAWRENCEPUR LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EGM) of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Thursday, July 13, 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:

#### **SPECIAL BUSINESSES:**

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

**"RESOLVED** that the approval of the Members of Dawood Lawrencepur Limited (the **Company**) be and is hereby granted in terms of Section 199 of the Companies Act, 2017 and all other applicable laws, to renew the unsecured subordinated loan facility of up to PKR 1.0 billion provided to its subsidiary, Tenaga Generasi Limited (TGL), for a further one year period as per the terms and conditions disclosed to the shareholders in the statement of material facts.

**FURTHER RESOLVED** that for the purpose of giving effect to this special resolution, any two of the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby authorized jointly to take all necessary actions and do all acts, deeds and things including execution of documents and agreements for the purposes of implementing the aforesaid resolution."

2. To consider and if deemed fit, to approve circulation / dissemination of Annual Audited Financial Statements of the Company to its members through QR enabled code and weblink as part of the notice of Annual General Meeting instead of transmitting the same in the form of CD/DVD/USB in accordance with and pursuant to S.R.O. 389 (I)/2023 issued by the Securities and Exchange Commission of Pakistan dated March 21, 2023 by passing the following Ordinary Resolution(s) with or without modification(s):

**"RESOLVED** that circulation/ dissemination of Annual Audited Financial Statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O. 389 (I)/2023 dated March 21, 2023, or any other transmission medium allowed by the regulators, be and is hereby approved.

**FURTHER RESOLVED** that Chief Executive Officer and/or Company Secretary be and are hereby singly authorized to take and do all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution."

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

Karachi  
Dated: June 14, 2023

Imran Chagani  
Company Secretary

**Notes:**

**1. Video Conference Facility for 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 members and their proxies who intends to attend the EGM through video link must register their particulars by sending an email at [company.secretary@dawoodhercules.com](mailto: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 EGM**' 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 EGM.

**2. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from July 7, 2023 to July 13, 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 Shakra-e-Faisal, Karachi-74400, by close of business on July 6, 2023, will be considered in time to attend and vote at the EGM.

**3. Participation in the EGM:**

All members entitled to attend and vote at the EGM, 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 entity, 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 EGM**

- 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 EGM.
- 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 EGM (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 EGM.
- 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 EGM (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**

**4. Polling on Special Business:**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification S.R.O 2192/ (I)/2022 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.

Accordingly, members of Dawood Lawrencepur Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming EGM to be held on Thursday, July 13, 2023 at 3:00 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

**5. Procedure for E-Voting:**

- 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 July 6, 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 July 8, 2023, 09:00 AM and shall close on July 12, 2023, at 5:00 PM. 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.

**6. Procedure for Voting Through Postal Ballot**

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](mailto:company.secretary@dawoodhercules.com) one day before the Extraordinary General Meeting on July 12, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

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](http://www.dawoodlawrencepur.com) for download.

**INFORMATION ABOUT SCRUTINIZER**

With reference to the Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Extraordinary General Meeting (EGM) of Dawood Lawrencepur Limited (the Company) to be held on July 13, 2023.

<b>Name of Scrutinizer</b>	<b>Messrs. UHY Hassan Naeem &amp; Co, Chartered Accountants</b>
Qualification and Experience	<p>The firm has grown over the last decade as a leading multi-disciplinary organization offering auditing taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country.</p> <p>UHY Hassan Naeem &amp; Co. is a member of UHY International, one of the world’s leading accounting and business advisory network, with offices in over 330 business centers in 90 countries across the globe.</p> <p>The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of USAID.</p>
Purpose of appointment	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the EGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017.</p> <p>Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.</p>

**Statements of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business referred to the Notice above**

These Statements set out the material facts concerning the following Special Businesses to be transacted at the Extraordinary General Meeting (EGM) of Shareholders of Dawood Lawrencepur Limited to be held on Thursday, July 13, 2023.

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.

**Item 1 of the Agenda:**

The Company is seeking approval of its members by passing special resolution proposed herein for the renewal of the unsecured subordinated loan facility of up to PKR 1.0 billion provided to Tenaga Generasi Limited (TGL), a subsidiary of the Company.

Sr. No.	NATURE OF INFORMATION REQUIRED TO BE DISCLOSED PURSUANT TO THE COMPANIES (INVESTMENTS IN ASSOCIATED COMPANIES OR UNDERTAKINGS) REGULATIONS, 2017	RELEVANT INFORMATION												
<b>(a)</b>	<b>Disclosure for all types of investments</b>													
	(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" style="width: 100%; text-align: center;"> <thead> <tr> <th>2020</th> <th>2021</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>3.73</td> <td>4.42</td> <td>5.19</td> </tr> </tbody> </table>	2020	2021	2022	3.73	4.42	5.19						
2020	2021	2022												
3.73	4.42	5.19												
	(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" style="width: 100%; text-align: right;"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Non-current Assets</td> <td>12,931</td> </tr> <tr> <td>Current Assets</td> <td>5,474</td> </tr> <tr> <td>Total Equity</td> <td>8,796</td> </tr> <tr> <td>Non-current Liabilities</td> <td>6,468</td> </tr> <tr> <td>Current Liabilities</td> <td>3,141</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)													
Non-current Assets	12,931													
Current Assets	5,474													
Total Equity	8,796													
Non-current Liabilities	6,468													
Current Liabilities	3,141													



		Main items of Profit and Loss Account:	
		(Rs. in million)	
		Sales-net	3,432
		Profit from operations	2,066
		Profit before taxation	1,591
		Profit for the year	1,572
	<p>(vi) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <p>(I) description of the project and its history since conceptualization;</p> <p>(II) starting date and expected date of completion of work;</p> <p>(III) time by which such project shall become commercially operational;</p> <p>(IV) expected time by which the project shall start paying return on investment; and</p> <p>(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	Not applicable	
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>Subordinated Loan not exceeding PKR 1.0 billion. In addition, another subordinated loan of PKR 300 million is also provided to TGL.</p> <p>To assist TGL in 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>(III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <p>a) justification for investment through borrowings;</p> <p>b) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>c) cost benefit analysis;</p> <p>d) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p> <p>e) 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>f) 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</p>	<p>TGL has commenced its operations in October 2016. Due to circular debt issue, TGL may not be seized with sufficient free cash to meet its working capital requirements occasionally. Being the sponsor, the Company has an obligation to support TGL for its working capital funding requirements.</p> <p>The funds to be borrowed shall be secured against a Corporate Guarantee or 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 + 2.5% (being 1.5% above average borrowing cost of the 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 3 out of 5 directors of TGL are shareholders of the Company as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares Mr. Mujtaba Haider Khan: 1,150 shares Mr. Mohammad Shamoan 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 300 million to Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p>
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	any impairment or write offs; and  g) any other important details necessary for the members to understand the transaction;	None
<b>(b)</b>	<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: -</b>	
	(I) category-wise amount of investment;	Subordinated Loan not exceeding PKR 1.0 billion. In addition, another subordinated loan of PKR 300 million is also provided to TGL.
	(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	The current borrowings of the Company are at rates up to 3 months KIBOR + 1%.
	(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 +2.5%.
	(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 Profit from time to time (in full or parts thereof) within 30 days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.
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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.

**Item 2 of the Agenda:**

The Company is seeking approval of its members by passing ordinary resolution proposed herein to enable it to dissemination of Annual Audited Financial Statements through QR Enabled Code and Weblink.

Pursuant to the authorization of the Securities and Exchange Commission of Pakistan vide its SRO 389 (1)/2023 dated March 21, 2023 regarding the dissemination of information such as annual audited financial statements, the Company proposes to utilize QR codes and weblink instead of traditional methods like CDs, DVDs, and USBs.

However, to accommodate the shareholders' preferences, a standard request form is available on the Company's website for those who wish to receive physical copies of the annual audited financial statements and related documents at their registered addresses.

Subsequently, the notice of the annual general meeting shall be dispatched to the members as per requirements of the Companies Act 2017, to their registered addresses, containing the QR code and the weblink address to view and download the Annual Audited Financial Statements.

**ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017, WITH RESPECT TO THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON MAY 30, 2023**

Loan to associated company, Dawood Hercules Corporation Limited, an intercompany loan in the aggregate amount of up to PKR 1,500,000,000/-.

Total investment approved	PKR 1.5 billion.
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 investment can be made in one year time from May 30, 2023.
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 May 30, 2023.

**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 Thursday, July 13, 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. \_\_\_\_\_

Signature on  
Revenue Stamps  
of Rupees Five

2. Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
CNIC No. or \_\_\_\_\_  
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 (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.



## نمائندگی کا فارم

میں رہم \_\_\_\_\_ ساکن \_\_\_\_\_  
 بحیثیت ممبر داؤد لارنس پور لیٹڈ کے رکن و حامل \_\_\_\_\_ عام حصص برطانیہ شیئرز جسٹرز ڈیفو لیو نمبر \_\_\_\_\_ اور ری ای سی ڈی سی  
 کے شراکتی آئی ڈی نمبر \_\_\_\_\_ اور ذیلی کھاتا نمبر \_\_\_\_\_ محترم محترمہ \_\_\_\_\_  
 \_\_\_\_\_ ساکن \_\_\_\_\_

مورخہ ۱۳ جولائی ۲۰۲۳ء بوقت ۳:۰۰ بجے شام بمقام داؤد فاؤنڈیشن برزنجب، گراؤنڈ فلور، داؤد سینٹر، ایم ٹی خان روڈ، کراچی میں منعقد یا ملتوی ہونے والے کھیتی کے غیر معمولی اجلاس  
 عام میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرنا کرتی ہوں۔

دستخط \_\_\_\_\_ بروز \_\_\_\_\_ ۲۰۲۳

مطلوبہ (پانچ روپے کا)  
 ریونیو ٹیکٹ چسپاں کریں اور دستخط کریں

گواہ (۱)

دستخط گواہ: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

دستخط کھیتی 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 ہنام کھیتی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۳۸ گھنٹے قبل موصول ہوں۔

• سی ڈی سی شیئر 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**

**BALLOT PAPER**

for voting through post for the Special Business at the Extraordinary General Meeting to be held on Thursday, July 13, 2023, at 3:00 PM 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. 1**

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

**RESOLVED** that the approval of the Members of Dawood Lawrencepur Limited (the Company) be and is hereby granted in terms of Section 199 of the Companies Act, 2017 and all other applicable laws, to renew the unsecured subordinated loan facility of up to PKR 1.0 billion provided to its subsidiary, Tenaga Generasi Limited (TGL), for a further one year period as per the terms and conditions disclosed to the shareholders in the statement of material facts.

**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."

**Instructions For Poll**

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

**NOTES:**

- Duly 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
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Wednesday, July 12 2023. Any postal Ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport. (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- 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.
- Ballot Paper form has also been placed on the website of the Company at: [www.dawoodlawrencepur.com](http://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)