



**BALLOT PAPER FOR POLLING ON SPECIAL BUSINESS**  
**DAWOOD LAWRENCEPUR LIMITED**

for voting through post for the Special Business at the Annual General Meeting to be held on Wednesday, May 29, 2024 at 11:00 AM at Karachi School for Business Leadership (KSBL) situated at National Stadium Road, opp. Liaquat National Hospital, Karachi  
Tel: +92-21-35686001-16, Fax: +92-21-35644147 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 resolution 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, if deemed fit, approve by way of special resolution, approval for the 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 PKR 100,000,000/- (Pak Rupees One Hundred Million), in accordance with the Companies Act 2017 ("Proposed Transaction").

It being clarified that, while the shareholders of the Company had already, at the Annual General Meeting of the Company held on May 30, 2023, approved the sale of 102,600,000 shares constituting 100% of the issued and paid up capital of 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) ("Original Approval"). The Original Approval is stated to expire on May 30, 2024 as per Section 183(5) of the Companies Act, and it is expected that the Proposed Transaction will not be consummated and completed before May 30, 2024. Accordingly, fresh approval is being sought from the shareholders of the Company for the Proposed Transaction.

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

**"RESOLVED** that in accordance with the Companies Act, 2017, Dawood Lawrencepur Limited (the Company) is hereby granted fresh approval 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 PKR 100,000,000/- (Pak Rupees One 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. 5**

To consider and if thought appropriate, pass with or without modification, the following special resolution in accordance with the Companies Act, 2017, to authorize and approve the disposal of the entire shareholding of the Company in Tenaga Generasi Limited ("TGL") (75% of the outstanding paid-up capital of TGL) to Artistic Milliners (Private) Limited for an amount equivalent to the sum of USD 23,175,000/- (US Dollar twenty three million one hundred seventy five thousand), which may be subject to adjustment under the terms of the Share Purchase Agreement, ("Proposed Transaction") on such terms and conditions as may be specified under the Share Purchase Agreement.

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

**"RESOLVED** that subject to the approval of the members of Dawood Lawrencepur Limited (the Company) in accordance with the Companies Act, 2017 and all other applicable laws, at the general meeting of the Company, the consent of the Board be and is hereby accorded for disposal of the entire shareholding of the Company in Tenaga Generasi Limited ("TGL") (75% of the outstanding paid-up capital of TGL) to Artistic Milliners (Private) Limited for an amount equivalent to the sum of USD 23,175,000/- (US Dollar twenty three million one hundred seventy five thousand) which may be subject to adjustment under the terms of the Share Purchase Agreement, ("Proposed Transaction") on such terms and conditions as may be specified under the Share Purchase Agreement.

**FURTHER RESOLVED** that any two of the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary be and are hereby jointly authorized to do all acts, deeds and things, to execute such agreements, documents and papers and make any applications, including but not limited to any applications, notices, disclosures required to be filed with the Competition Commission of Pakistan, Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and any other regulatory authorities, and undertake all such steps for the purposes of the Proposed Transaction as the aforesaid officer of the Company may deem fit."

**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 |                                     |  |

**NOTES:**

1. Dully filled ballot paper should be sent to the Chairman of Dawood Lawrencepur Limited, Dawood Centre M. T. Khan Road Karachior 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 **Tuesday, May 28, 2024**. 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.

\_\_\_\_\_  
Shareholder / Proxy holder Signature/Authorized Signatory  
(In case of corporate entity, please affix company stamp)

\_\_\_\_\_  
Date