



Dawood Lawrencepur Limited

May 7, 2024

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

PUBLICATION OF NOTICE OF ANNUAL GENERAL MEETING

Enclosed please find a copy of the Publication of Notice of the Annual General Meeting.

The notice of AGM will be published in newspapers on May 8, 2024 in Dawn and Daily Duniya (Karachi, Lahore, and Islamabad).

Sincerely,

Imran Chagani
Company Secretary

DAWOOD LAWRENCEPUR LIMITED

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

NOTICE OF 74th ANNUAL GENERAL MEETING

Notice is hereby given that 74th Annual General Meeting (AGM) of the shareholders of Dawood Lawrencepur Limited (the "Company") will 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 – 74800 and via video link facility to transact the following businesses:

A) ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Unconsolidated and Consolidated Financial Statements of the Company for the year ended December 31, 2023 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.

In accordance with Section 223 of the Companies Act, 2017 and SECP S.R.O No. 389(I)/2023 dated March 21, 2023, the annual audited financial statements of the Company have been uploaded on the website of the Company which can be accessed using the following weblink and QR enabled code:



<https://dawoodlawrencepur.com/investor-information/>

- 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:

- 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."

- 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."

- 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."

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.

Karachi
Dated: April 29, 2024

Notes:

1. Video Conference Facility for 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 intend 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. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from May 23, 2024 to May 29, 2024 (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 22, 2024, will be considered in time to attend and vote at the AGM.

3. 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 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 AGM

- 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.
- 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

- 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.
- Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- 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.
- 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.
- 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 AGM to be held on Wednesday, May 29, 2024 at 11:00 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

5. Procedure for E-Voting:

- 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 22, 2024.
- 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).
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from May 24, 2024, 09:00 AM and shall close on May 28, 2024, 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, Dawood Centre M. T. Khan Road Karachi, or email at company.secretary@dawoodhercules.com one day before the Annual General Meeting on May 28, 2024. 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 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 Annual General Meeting (AGM) of Dawood Lawrencepur Limited (the Company) to be held on May 29, 2024.

Name of Scrutinizer	Messrs. UHY Hassan Naeem & Co, Chartered Accountants
Qualification and Experience	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. UHY Hassan Naeem & 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. 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.
Purpose of appointment	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. 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.

DAWOOD LAWRENCEPUR LIMITED

BALLOT PAPER FOR POLLING ON SPECIAL BUSINESS

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) 35632200-09 Fax: (92-21) 35686001-16, Fax: +922135644147,
Website: www.dawoodlawrencepur.com, Email: company.secretary@dawoodhercules.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:

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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.

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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.

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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:

- Duly filled ballot paper should be sent to the Chairman of Dawood Lawrencepur Limited at 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 **Tuesday, May 28, 2024**. 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. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder Signature/Authorized Signatory _____ Date: _____
(In case of corporate entity, please affix company stamp)

