

**THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED**

KSE/N-22

**NOTICE**

January 03, 2012

**DAWOOD LAWRENCEPUR LIMITED**

Source: "BUSINESS RECORDER"

Dated: January 02, 2012

**Dawood Lawrencepur Limited**35-A, Shahrah-e-Abdul Hameed Bin Baadees  
(Empress Road), Lahore-54000**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given to all the shareholders of Dawood Lawrencepur Limited (the "Company") that an Extraordinary General Meeting of the Company will be held on Wednesday, January 25, 2012 at 11:30 hours at the Company's Registered Office 35-A, Shahrah-e-Abdul Hameed Bin Baadees (Empress Road), Lahore to transact the following business after recitation from the Holy Quran:

**SPECIAL BUSINESS:**

1. To consider and approve the disposal of all the assets relating to the Company's discontinued units, Burewala Textile Mills (Dawoodabad Burewala), Dawood Cotton Mills (Landhi) and Dilon Mills (Landhi), comprising of land, buildings/civil-work, plant and machinery and related assets by passing the following resolution as an ordinary resolution, with or without any modification, addition or deletion in terms of Section 196 (3) (a) of the Companies Ordinance, 1984:

"RESOLVED, that consent of the general meeting be and is hereby accorded to the disposal of all the assets relating to the Company's discontinued units, Burewala Textile Mills (Dawoodabad Burewala) comprising of land, buildings/civil-work, plant and machinery and related assets, and disposal of land, buildings/civil-work of Dawood Cotton Mills (Landhi) and Dilon Mills (Landhi), and that the Board of Directors of the Company be and are hereby authorized to sell and otherwise dispose of the said assets in such lot or lots and in such manner and on such basis and on such terms and subject to such conditions and for such consideration as may be determined by the Board of Directors of the Company.

FURTHER RESOLVED, that the Board of Directors of the Company or their nominee(s) / representative(s) be and are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things and take all necessary steps for the disposal including negotiations and signing of the documents, deeds and papers, agreements and all other documents as may be necessary in order to give effect to, implement and complete the sale of the assets as aforesaid and all matters connected, necessary and incidental thereto."

2. To consider and, if thought fit, to pass, with or without modification, the following Resolutions as Special Resolutions to approve alterations in Clause II of the Memorandum of Association of the Company for shifting the Registered Office of the Company from Lahore in the Province of Punjab, to Karachi in the Province of Sindh.

"RESOLVED, that subject to the fulfillment of Regulatory requirements as contained in the Companies Ordinance, 1984, shifting of the Registered Office of the Company from Lahore in the Province of Punjab, to Karachi in the Province of Sindh, be and is hereby approved.

FURTHER RESOLVED, that Clause II of the Memorandum of Association of the Company, be and is hereby amended to read as follows:

- ii. The Registered Office of the Company will be situated in the Province of Sindh.

FURTHER RESOLVED, that the Company Secretary, be and is hereby authorized to undertake all such actions, execute all such documents and do all such things for and on behalf of the Company, including seeking the approval of the Securities and Exchange Commission of Pakistan for alteration in the Memorandum of the Company, filing of all requisite returns with the Registrar of Companies and complying with all requirements of the Companies Ordinance, 1984, so as to effectuate the change of the Registered Office of the Company from Lahore in the Province of Punjab, to Karachi in the Province of Sindh."

By Order of the Board:

**Hafsa Shamsie**

Company Secretary

Karachi  
December 21, 2011**Notes:**

1. The register of members of the Company will remain closed and no transfer of shares will be accepted for registration from January 19, 2012 to January 25, 2012 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, M/s. C & K Management Associates (Private) Limited, 404-Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi by the close of business (1600 hours) on Wednesday, January 18, 2012 will be treated in time for the purpose of attending the Extraordinary General Meeting.
2. All Members of the Company are entitled to attend the Meeting and vote thereat in person or through Proxy. A Proxy, duly appointed, shall have such rights in respect to speaking and voting at the Meeting as are available to a Member. The proxies shall produce their original CNICs or original Passport at the time of the Meeting.
3. A Member of the Company may appoint another Member as his/her Proxy to attend and vote instead of him/her. A Corporation being a Member may appoint any person, whether or not a Member of the Company, as its Proxy. In the case of corporate entities, the Board of Directors' resolution / Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, unless provided earlier, shall be submitted to the Company alongwith the Proxy Form.

1/2