

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to all the shareholders of Dawood Lawrencepur Limited (the "Company") that the Sixty Sixth (66<sup>th</sup>) Annual General Meeting of the Company will be held on Friday, April 8, 2016 at 1000 hours at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business after recitation from the Holy Quran:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2015 together with the Auditor's and Directors' Reports thereon.
2. To approve as recommended by the Directors, payment of final cash dividend of Rs. 5/- per share i.e. 50% for the year ended December 31, 2015.
3. To appoint Auditors and to fix their remuneration.

## SPECIAL BUSINESS:

1. To consider and, if deemed fit, pass the following resolution as Special Resolution with or without modification for alterations in the Articles of Association of the Company:

**"RESOLVED** that pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 and any other law(s), a new Article 63(a) be added immediately after Article 63, and the Articles 67 of the Articles of Association of Dawood Lawrencepur Limited be altered to read as under;

63(a). **Electronic Voting:** The Company shall comply with the mandatory e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time.

67. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

### DAWOOD LAWRENCEPUR LIMITED

#### Option 1

#### Appointing other person as Proxy

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member of Dawood  
Lawrencepur Limited and holder of \_\_\_\_\_ (number of shares)  
Ordinary Shares as per Registered Folio No. \_\_\_\_\_ hereby appoint Mr. \_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ or failing whom Mr. \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us and on  
my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the  
Company to be held on \_\_\_\_\_ and at any adjournment thereof. Signed  
under my / our this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

**Option 2**

**E-voting as per The Companies (E-voting) Regulations, 2016**

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Dawood Lawrencepur Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Register Folio No. \_\_\_\_\_ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer \_\_\_\_\_ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured email address is \_\_\_\_\_, please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature should agree  
with the specimen signature  
registered with the Company

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Signature of Witness

**FURTHER RESOLVED** that the Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Company including filling of all requisite documents/statutory forms as may be required to filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

2. To consider and, if thought appropriate, pass with or without modification, the following Special Resolution in terms of Section 208 of the Companies Ordinance 1984, for equity investment in the Company's Subsidiary Company, Tenaga Generasi Limited:

**"RESOLVED** that approval of members of Dawood Lawrencepur Limited be and is hereby accorded in terms of Section 208 of the Companies Ordinance, 1984 for long term investment of upto USD 35.3 million (in equivalent Pakistani Rupees) for subscribing upto 380 million fully paid up ordinary shares, at par value of Rs. 10 each, of Tenaga Generasi Limited, a Subsidiary Company as per terms and conditions disclosed to the members.

**FURTHER RESOLVED** that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized to do all such things and acts necessary for this

investment in the best interests of the Company, including but not limited to the execution of all/any documents and completion of all legal formalities and filing of documents required for the purposes of implementing this resolution.”

**A Statements under section 160(1)(b) of the Companies Ordinance, 1984, setting forth all material facts pertaining to the Special Business referred to above is annexed to this notice is being sent to Members.**

By Order of the Board



**Hafsa Shamsie**  
Company Secretary

Karachi  
March 03, 2016

**Notes:**

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

The Share Transfer Books of the Company will remain closed from April 1, 2016 to April 8, 2016 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by close of business (5:00 p.m.) on March 31, 2016, will be treated in time to entitle the transferees to attend and vote at the Annual General Meeting.

**2. Participation in the Annual General Meeting:**

All Members, entitled to attend and vote at the Meeting, 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 member, may appoint any person, regardless whether they are a member or not, as its proxy. In case of 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 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 Head Office at least 48 hours before the time of the Meeting.

**3. CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.**

**A. For Attending the Meeting**

- 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 Computerized National Identity Card (CNIC) or the original Passport at the time of attending the meeting.

- b. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

**A. For Appointing Proxies**

- a. In 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 time of the meeting.
- d. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- e. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

**4. New Tax Implications on dividends:**

**Increased Tax Rates on Filers / Non-Filers:**

Through the Finance Act, 2015, enhanced rate of withholding tax on dividend amount has been prescribed in the Income Tax Ordinance, 2001 (Ordinance). New tax rates are as under;

- a. For Filers of Income Tax return: 12.5%
- b. For Non-Filers of Income Tax return: 17.5%

A 'filer' is a taxpayer, whose name appears in the Active Taxpayers List (ATL) issued by FBR from time to time, whereas 'non-filer' is a person other than a 'filer'. FBR has uploaded an ATL on its website, which can be accessed at <http://fbr.gov.pk>

The Company / Share Registrar will check each shareholder's status on the latest ATL available at the first day of Book Closure and, if the shareholder's name does not appear on the ATL, the increased rate of withholding tax at 17.5% would be applied. In case of 'filer' withholding rate of 12.5% will be applicable.

The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders should send copy of their NTN certificate to our Share Registrar, mentioning their Folio no. and Company name.

**Taxation for Joint Shareholders:**

The FBR has clarified that where the shares are held in joint accounts / names, each account / joint holder will be treated individually as either a filer or a non-filer and tax will be deducted according to his/her shareholding. The shareholders who are having joint shareholding status are requested to kindly intimate their joint shareholding proportions to the Share Registrar of the Company i.e. Messrs. Central Depository Company of Pakistan Limited as per the following format:

Company Name	Folio/CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC No.	Shareholding proportion (No.of Shares)	Name & CNIC No.	Shareholding proportion (No.of Shares)

If the shareholding proportion is not advised or determined, each joint shareholder will be assumed to hold equal proportion of shares and deduction of withholding tax will be made accordingly.

**Requirement of valid tax exemption certificate for claiming exemption from withholding tax:**

As per FBR Circulars C. No. 1 (29) WHT/2006 dated June 30, 2010 and C. No. 1 (43) DG (WHT) /2008- Vol. II -66417-R dated May 12, 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax U/S 150 of the Income Tax Ordinance 2001 (tax on dividend amount) where the statutory exemption under clause 47B of part – IV of Second Schedule is available. The shareholders who fall in the category mentioned in above clause and want to avail exemption U/S 150 of the Ordinance, must provide valid Tax Exemption Certificate to our Share Registrar before book closure otherwise tax will be deducted on dividend as per applicable rates.

**5. Notice to members who have not provided their CNIC:**

As instructed by the Securities & Exchange Commission of Pakistan (SECP) dividend warrants cannot be issued without insertion of CNIC Numbers; therefore, all shareholders holding physical shares and have not as yet despite various letters and notices, submitted photocopy of their valid Computerized National Identity Card are once again requested to send a photocopy of their valid CNIC along with the folio numbers to the Company's Share Registrar. In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with the said SROs of SECP and, therefore, will be constrained under Section 251 (2) (a) of the Companies Ordinance 1984 to withhold dividend warrants of such Shareholders.

**6. Payment of dividend electronically (e-mandate):**

In order to enable a more efficient method of cash dividend, SECP through its Circular No. 8(4) SM/CDC 2008 of April 5, 2013, the SECP has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to electronically credit their dividend to their accounts. Accordingly, all non CDC shareholders are requested to send their bank account details to the Company's Registrar. Shareholders who hold shares with CDC or Participants/ Stock Brokers, are advised to provide the mandate to CDC or their Participants/ Stock Brokers.

**7. Audited Financial Statements Through e-mail:**

SECP through its Notification SRO 787 (I)/2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members of the Company through e-mail. Shareholders of the Company are requested to give their consent on prescribed format to our Share Registrar to update their record if they wish to receive Annual Audited Financials Statement and Notice of General Meeting through email. However, if shareholders, in addition, request for hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven days of receipt of such request.

**8. Consent for Video Conference Facility**

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate Members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Dawood Lawrencepur Limited, holder of \_\_\_\_\_ ordinary share (s) as per Register Folio/CDC Account No \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of Members

**9. Change of Address and Non-Deduction of Zakat Declaration Form:**

Physical shareholders are requested to notify any change in their addresses immediately and if applicable provide their non-deduction of Zakat Declaration Form to the Company's Shares Registrar, Messrs. Central Depository Company of Pakistan Limited. Furthermore, if not provided earlier, members holding shares in CDC/Participants accounts are also requested to update their addresses and if applicable, to provide their non-deduction of Zakat Declaration Form to CDC or their Participants/Stock Brokers.

# STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE, 1984

**THIS STATEMENT SETS OUT THE MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF THE COMPANY**

**TO BE HELD ON APRIL 08, 2016**

## **1. AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Securities and Exchange Commission of Pakistan has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1)/2016. The directors have recommended alteration in the Articles of Association by inserting a new Article 63 (a) therein and replace Article 67 which will give the members option to be part of the decision making in the general meeting of the Company through electronic means.

The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of Shareholding annexed to the Directors Report.

### **Addition of New Article 63(a);**

63(a). **Electronic Voting:** The Company shall comply with the e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time.

### **Article 67 be altered to read as;**

67. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

### **DAWOOD LAWRENCEPUR LIMITED**

#### **Option 1**

#### **Appointing other person as Proxy**

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of Dawood Lawrencepur Limited and holder of \_\_\_\_\_ (number of shares) Ordinary Shares as per Registered Folio No. \_\_\_\_\_ hereby appoint Mr. \_\_\_\_\_ of \_\_\_\_\_ or failing whom Mr. \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the Company to be held on \_\_\_\_\_ and at any adjournment thereof. Signed under my / our this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

#### **Option 2**

#### **E-voting as per The Companies (E-voting) Regulations, 2016**

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Dawood Lawrencepur Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Register Folio No. \_\_\_\_\_ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer \_\_\_\_\_ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured email address is \_\_\_\_\_, please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature should agree  
with the specimen signature  
registered with the Company

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Signature of Witness

**Article 67 Before Alteration;**

67. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member of **Dawood Lawrencepur Limited AND HOLDER** of \_\_\_\_\_ Shares  
as per Share Register Folio No. \_\_\_\_\_ and/or CDC Participant ID No. \_\_\_\_\_ and Sub  
Account No. \_\_\_\_\_ hereby appoint \_\_\_\_\_  
(Name)

of \_\_\_\_\_ or failing him \_\_\_\_\_  
\_\_\_\_\_  
(Name)

of \_\_\_\_\_ as my /our proxy to  
vote for me/us and on my/our behalf, at the \_\_\_\_\_ Annual General Meeting / Extra Ordinary  
General Meeting of the Company to be held on \_\_\_\_\_, at \_\_\_\_\_ and at any  
adjournment thereof.

As witnessed given under my/our hand (s) \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_

**1. Witness:**

Signature \_\_\_\_\_  
Name \_\_\_\_\_  
NIC No. \_\_\_\_\_  
Address \_\_\_\_\_

Affix Revenue  
Stamps of 5/-

\_\_\_\_\_  
**Signature of Members**

**2. Witness:**

Signature \_\_\_\_\_ Shareholder's Folio No. \_\_\_\_\_  
Name \_\_\_\_\_ CDC A/c No. \_\_\_\_\_  
NIC No. \_\_\_\_\_ NIC No. \_\_\_\_\_  
Address \_\_\_\_\_

## 2. INVESTMENT IN THE SUBSIDIARY COMPANY

Tenaga Generasi Limited (TGL) was a wholly owned subsidiary of Dawood Lawrencepur Limited (DLL). However, due to participation of International Finance Corporation, the shareholding of DLL in TGL has come down from 100% to 75%. Accordingly, the Directors have recommended passing of special resolution for further investments in TGL.

#	NATURE OF INFORMATION REQUIRED TO BE DISCLOSED PURSUANT TO THE COMPANIES (INVESTMENTS IN ASSOCIATED COMPANIES OR UNDERTAKINGS) REGULATIONS, 2012	RELEVANT INFORMATION
1.	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Tenaga Generasi Limited (hereinafter, referred to as "TGL") is a subsidiary of Dawood Lawrencepur Limited ("DLL" or "Company").
2.	Purpose, benefits and period of investment	<p><b>Purpose &amp; Benefit</b></p> <p>The objective of the Company is to establish itself in the alternate energy space through investment in the Wind Power Project of TGL. The Project of TGL consists of the construction, operation and maintenance of a 49.5 MW wind farm and associated facilities in Mirpur Sakro, District Thatta, Sindh. The Project is an Independent Power Producer and will sell electricity to the National Transmission and Despatch Company Limited under a 20-year Energy Purchase Agreement. NTDC's payment obligations under the EPA will be guaranteed by the Government of Pakistan.</p> <p><b>Period of Investment</b></p> <p>Long term investment.</p> <p>The investment proposed herein will be made in multiple tranches over the course of the next few months until the Project of TGL achieves its commercial operations (which is expected by end of 2016).</p>

		<p><b>Benefits of Investment</b></p> <p>The investment will bring attractive returns to the shareholders of DLL in the form of dividend based on 20 years Energy Purchase Agreement with the Government as the Project has an attractive rate of return based on the tariff.</p>
3.	Maximum amount of investment	Pak Rupee Equivalent of upto USD 35.3 million.
4.	Maximum price at which securities will be acquired	PKR 10/- per ordinary share
5.	Maximum number of securities to be acquired	Upto 380 million ordinary shares of Rs. 10/- each
6.	Number of securities/units and percentage thereof held before and after the proposed investment	<p><b>Before acquisition</b></p> <p>91.38 million shares of Rs. 10/- each – 75%</p> <p><b>After acquisition</b></p> <p>Upto 380 million shares of Rs. 10/- each – 75% or higher</p>
7.	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	N/A
8.	In case of investment in unlisted securities fair market value of such securities determined in terms of regulation 6(1)	TGL's Wind Power Project is currently in a construction phase. The current fair value of investment is assumed at PKR 10/- due to the above factor. The fair value of the investment will be applicable once the company commences its operations.
9.	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	PKR 9.25 per share (December 31, 2015 audited accounts).
10.	Earning/(Loss) per share of the associated company or associated undertaking for the last three years	<p>Loss per share 2015 (0.48)</p> <p>Loss per share 2014 (0.26)</p> <p>Loss per share 2013 (0.41)</p>
11.	Sources of fund from which securities will be acquired	Company's cash resources

12.	<p>If the securities are intended to be acquired using borrowed funds;</p> <p>a. justification for investment through borrowings; and</p> <p>b. detail of the guarantees and assets pledged for obtaining such funds</p>	N/A
13.	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	TGL is an associated company and the investment will be made in Right Shares, hence no agreement is required for this investment.
14	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>None of the directors, sponsors, majority shareholders and their relatives have any interest in the proposed acquisition, 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 DLL and some of its directors are shareholders of DLL holding the following number of shares;</p> <p>Shahid Hamid Pracha: 1,000  Inam ur Rahman: 7,134  Shafiq Ahmed: 1,154  Abdul Samad Dawood: 1,677,177</p>
15.	Any other important details necessary for the members to understand the transaction	None

16.	<p>In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, disclose further information as follows:</p> <p>a. Description of the project and its history since conceptualization.</p> <p>b. Starting and expected date of completion of work.</p> <p>c. Time by which such project shall become commercially viable.</p> <p>d. Expected time by which the project shall start paying return on investment.</p>	<p>The Project is currently under construction. China Machinery Engineering Corporation (CMEC) is the Engineering, Procurement and Construction (EPC) Contractor. The Project is financed through Debt (75%) and Equity (25%). Debt participants include International Finance Corporation (IFC). Overseas Private Investment Corporation (OPIC) and consortium of local lenders. Equity participants include the Company and IFC.</p> <p>The work on the Project started on 2015 and it is expected to reach Commercial Operations Date (COD) in late 2016.</p> <p>Q4 2016</p> <p>2017</p>
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The Directors submit that they have carried out necessary due diligence for the proposed investment in TGL and duly signed recommendation of the due diligence report shall be available for inspection of members in the general meeting along with latest audited accounts of TGL.

**Inspection:**

All the documents related to the special businesses including original and amended Articles and agreement between DLL and TGL for investment are being kept at the register office of the Company for inspection during usual business hours till the date of the Annual General Meeting.