



Dawood Lawrencepur Limited

April 8, 2016

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

Dear Sir,

**Certified copy of Resolutions adopted at the 66th Annual General Meeting of
Dawood Lawrencepur Limited held on April 8, 2016 at Beach Luxury Hotel, Karachi**

Dear Sir,

We are pleased to attach a copy of resolutions adopted by the shareholders of Dawood Lawrencepur Limited (the Company) at the 66th Annual General Meeting of the Company held on Friday, April 8, 2016 at 10:00 a.m. at Beach Luxury Hotel, M.T. Khan Road, Karachi duly certified by the undersigned.

The above is submitted for information as per the Regulation 5.6.4(b) of the PSX Rule Book issued by the Exchange.

Thanking you,

Yours faithfully,

Hafsa Shamsie
Company Secretary



Dawood Lawrencepur Limited

RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD LAWRENCEPUR LIMITED AT THE 66TH ANNUAL GENERAL MEETING HELD ON FRIDAY, APRIL 8, 2016 AT BEACH LUXURY HOTEL, KARACHI

ORDINARY BUSINESS

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS FOR THE YEAR ENDED DECEMBER 31, 2015

"RESOLVED that the Audited Financial Statements (comprising of statement of financial position, profit and loss account, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes thereon) together with the Auditors' and Directors' Report of Dawood Lawrencepur Limited for the year ended December 31, 2015 be and are hereby adopted."

2. PAYMENT OF FINAL CASH DIVIDEND

"RESOLVED that as recommended by the Board of Directors, payment of final cash dividend at the rate of 50% (Rs. 5.00 per share) for the year ended December 31, 2015, be and is hereby approved to be paid to the members whose names appear on the Register of Members at the close of business on Thursday, March 31, 2016."

3. APPOINTMENT OF AUDITORS

"RESOLVED that Messrs. A. F. Ferguson & Company (Chartered Accountants) be and are hereby appointed as Auditors of Dawood Lawrencepur Limited for the year ending December 31, 2016 for the total fee of Rs. 675,000/- plus out of pocket expenses."

SPECIAL BUSINESS

1. ALTERATION OF 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:



Karachi: Dawood Centre. M.T. Khan Road, Karachi-75530. Tel (92-21) 35632200-09 Fax: (92-21) 35633970 UAN: 111-736-611

Lahore: 01 - Canal Park, Near Jail Road Underpass, Gulberg, Lahore. Tel: (92-42) 35959146-49 Fax : (92-42) 35959145

Website: www.dawoodlawrencepur.com Email: info.reon@dawoodhercules.com



Dawood Lawrencepur Limited

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





Dawood Lawrencepur Limited

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. 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 shares at Par value of Rs. 10 each fully paid up ordinary shares 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.”

Certified True Copy

Hafsa Shamsie
Company Secretary

