



Dawood Lawrencepur Limited

April 25, 2017

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

Dear Sir,

**Certified copy of Resolutions adopted at the Annual General Meeting of
Dawood Lawrencepur Limited held on Tuesday, April 25, 2017 at
Ground Floor, Dawood Centre, M.T. Khan Road, Karachi**

Dear Sir,

We are pleased to attach a copy of resolutions adopted by the shareholders of Dawood Lawrencepur Limited (the Company) at the Annual General Meeting of the Company held on Tuesday, April 25, 2017 at 9:30 a.m. at Ground Floor, Dawood Centre, 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,

Imran Chagani
Company Secretary



Dawood Lawrencepur Limited

RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD LAWRENCEPUR LIMITED AT THE ANNUAL GENERAL MEETING HELD ON TUESDAY, APRIL 25, 2017 AT GROUND FLOOR, DAWOOD CENTRE, M.T. KHAN ROAD, KARACHI

ORDINARY BUSINESS

- 1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS FOR THE YEAR ENDED DECEMBER 31, 2016**

RESOLUTION

"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, 2016 be and are hereby adopted."

- 2. PAYMENT OF FINAL CASH DIVIDEND**

RESOLUTION

"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, 2016, 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 Monday, April 17, 2017."

- 3. APPOINTMENT OF AUDITORS**

RESOLUTION

"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, 2017."



Dawood Lawrencepur Limited

SPECIAL BUSINESS

4. TO CONSIDER AND APPROVE ARRANGING AND PROVIDING A CONTINUING STAND-BY LETTER OF CREDIT (SBLC) UP TO US \$ 10 MILLION IN FAVOR OF LENDERS OF TENAGA GENERASI LIMITED (A SUBSIDIARY COMPANY)

RESOLUTION (SPECIAL)

“RESOLVED that, approval of the members of Dawood Lawrencepur Limited (the **“Company”**) be and is hereby accorded in terms of Section 208 of the Companies Ordinance, 1984 to arrange and provide a continuing Stand by Letter of Credit (SBLC) up to US \$ 10 million (United States Dollars Ten Million Only) issued by Standard Chartered Bank Limited in favor of lenders of Tenaga Generasi Limited (a subsidiary company) through their Intercreditor Agent, Citibank International Limited, in terms of the Sponsors Support Agreement signed on March 11, 2015 between Dawood Lawrencepur Limited as the Sponsor, Dawood Corporation (Pvt) Limited as the Parent, Tenaga Generasi Limited as the Company, Citibank International Limited as the Intercreditor Agent, Citibank N.A., Karachi Branch as the Onshore Security Trustee and Citibank N.A., London Branch as the Offshore Security Trustee.

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 in the matter.”

5. TO CONSIDER AND APPROVE AN UNSECURED BRIDGE FINANCE OF PKR 300 MILLION FOR TENAGA GENERASI LIMITED (A SUBSIDIARY COMPANY) FOR A PERIOD OF ONE YEAR

RESOLUTION (SPECIAL)

“RESOLVED that, approval of the members of Dawood Lawrencepur Limited (the Company) be and is hereby accorded in terms of Section 208 of the Companies Ordinance, 1984 and all other applicable laws, for an Unsecured Short Term Bridge Finance of an amount not exceeding PKR 300 million (Pakistani Rupees Three Hundred Million Only) to Tenaga Generasi Limited (a subsidiary company) for a period of one year at a mark-up rate of 1% above the financing cost of the Company.

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 in the matter.”



Dawood Lawrencepur Limited

6. TO APPROVE TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS, AUDITORS' REPORT AND DIRECTORS' REPORT ETC. ("ANNUAL AUDITED ACCOUNTS") TO MEMBERS THROUGH CD/DVD/USB AT THEIR REGISTERED ADDRESS AS ALLOWED BY THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

RESOLUTION (ORDINARY)

"RESOLVED that the consent and approval of the members of Dawood Lawrencepur Limited be and is hereby accorded for transmission of Annual Reports including the Annual Accounts, Notice of the General Meetings and other information contained therein either through CD/ DVD or USB, instead of transmitting the same in hard copies.

FURTHER RESOLVED that Chief Executive Officer or Company Secretary of the Company be and is hereby authorized singly or jointly to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution."

Certified True Copy

Imran Chagani
Company Secretary