



Dawood Lawrencepur Limited

April 30, 2019

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 30, 2019 at
The Dawood Foundation Business Hub
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 30, 2019 at 10:00 a.m. at The Dawood Foundation Business Hub, 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 30, 2019 AT THE DAWOOD FOUNDATION BUSINESS HUB, 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 AND THE REVIEW REPORT OF THE CHAIRMAN FOR THE YEAR ENDED DECEMBER 31, 2018**

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 and the Review Report of the Chairman of Dawood Lawrencepur Limited for the year ended December 31, 2018 be and are hereby adopted."

2. **PAYMENT OF FINAL CASH DIVIDEND**

RESOLUTION

"RESOLVED that payment of final cash dividend at the rate of 40% (Rupees 4/- per share) for the year ended December 31, 2018, and interim cash dividend at the rate of 20% (Rupees 2/- per share) already paid to the shareholders, be and are hereby approved."

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, 2019."

SPECIAL BUSINESS

4. **TO CONSIDER AND APPROVE THE DISPOSAL OF THE 'LAWRENCEPUR' BRAND OF THE COMPANY**

RESOLUTION (ORDINARY)

"RESOLVED that, approval of members of Dawood Lawrencepur Limited (the Company) be and is hereby granted in terms of Section 183 (3) of the Companies Act, 2017 to dispose of the



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'Lawrencepur' brand of the Company, and that the Board of Directors of the Company be and is hereby authorized to sell or otherwise dispose of the said asset 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, any two of the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby authorized jointly 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."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, A RESOLUTION AS A SPECIAL RESOLUTION TO AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

RESOLUTION (SPECIAL)

"RESOLVED that subject to confirmation of the Securities and Exchange Commission of Pakistan (SECP), the existing Clause III of the Memorandum of Association of the Company be and is hereby replaced to read as follows:

- i. To carry on in Pakistan or elsewhere the business of general trading, investments (in including but not limited to its subsidiaries and/or associated companies), and to lend and advance money or give credit to any person or company (including its subsidiaries and affiliates), issue corporate guarantees in favour of associated companies or subsidiaries or create any mortgage, hypothecation or floating charge or lien on all or any of the assets and properties of the Company for the purposes of securing obligations of any person including its associated companies or subsidiaries, to invest any of the moneys and funds of the Company from time to time in government securities or in securities guaranteed by any government or in debentures or other securities guaranteed by any government or in debentures or other securities for money issued by or on behalf of any municipal body or of any corporate body or in any shares or securities of any company (including any associate company(ies), subsidiaries or undertaking with whom this company has relationship or assistance), and to enter into any partnerships or into any arrangement to acquire majority or minority equity stake or management control of any company doing any business or trade which is (a) compatible with the objectives of the Company; or (b) related to alternative/renewable energy.
- ii. Except for the businesses mentioned in sub-clause (iv) hereunder, the Company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.



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- iii. Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust Management Company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba management company, Stock Brokerage Business, Forex, Managing Agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Securities and Exchange Commission of Pakistan (SECP).
- iv. It is hereby undertaken that the Company shall not:
- engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;
 - launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
 - engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

FURTHER RESOLVED that the amended Memorandum of Association, as laid before the members, bearing the initials of the Company Secretary for the purpose of identification be and is hereby approved and adopted.

FURTHER RESOLVED that the Chief Executive Officer and / or Company Secretary be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities, make amendments, modification addition or deletion and file all requisite documents with the Registrar to effectuate and implement this special resolution.

FURTHER RESOLVED that the aforesaid alteration in the Memorandum of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the SECP which suggestion, direction and advise shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution."

Certified True Copy

Imran Chagani
Company Secretary