



# Dawood Lawrencepur Limited

April 6, 2022

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

Dear Sir,

## Notice of Annual General Meeting

Enclosed please find a copy of the Notice of Annual General Meeting to be held on April 28, 2022, for circulation amongst the TRE Certificate Holders of the Exchange.

Kindly acknowledge receipt of the same.

Thanking you,

Yours sincerely,

Imran Chagani  
Company Secretary

**NOTICE OF 72<sup>nd</sup>  
ANNUAL GENERAL MEETING**



Dawood Lawrencepur Limited  
Dawood Center, M.T. Khan Road, Karachi- 75530

# NOTICE OF 72<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 72<sup>nd</sup> Annual General Meeting of the shareholders of Dawood Lawrencepur Limited (the "Company") will be held on Thursday, April 28, 2022 at 2:00 PM at The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

## A) ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Unconsolidated and Consolidated Financial Statements of the Company for the year ended December 31, 2021 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.
2. To appoint Auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the reappointment of Messrs. A. F. Ferguson & Co. (Chartered Accountants), as auditors of the Company.

## B) SPECIAL BUSINESS:

1. To consider and approve arranging and providing a continuing Stand-by Letter of Credit (SBLC) up to US \$ 8.5 million in favor of lenders of Tenaga Generasi Limited (a subsidiary company) and to pass the following resolution as a special resolution as required under Section 199 of the Companies Act, 2017 with or without modification:

**"RESOLVED** that the approval of Members of Dawood Lawrencepur Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to arrange and provide a continuing Stand by Letter of Credit (SBLC) up to US \$ 8.5 million (United States Dollars Eight Million Five Hundred Thousand Only) issued by Habib 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."

2. To consider and if deemed fit, to pass the following resolution as special resolution as required under Section 199 of the Companies Act, 2017 for renewal of the Subordinated Loan Facility of up to PKR 300 million provided to M/s Tenaga Generasi Limited (TGL), a subsidiary of the Company:

**"RESOLVED** that, the approval of the Members of Dawood Lawrencepur Limited (the **Company**) be and is hereby granted in terms of Section 199 of the Companies Act, 2017 and all other applicable laws, for the renewal of the Subordinated Loan Facility of up to PKR 300 million provided by the Company to its subsidiary, M/s Tenaga Generasi Limited (TGL) for a period of further one year, as per the terms and conditions disclosed to the Members.

**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 including execution of documents and agreements for the purposes of implementing the aforesaid resolution."

Statements of material facts pursuant to Section 134 (3) of the Companies Act, 2017 are annexed to the notice of meeting sent to the members.

By Order of the Board

Karachi,  
Dated: March 8, 2022

**Imran Chagani**  
Company Secretary

## Notes:

### 1. Coronavirus contingency planning for Annual General Meeting of shareholders:

In the wake of prevailing situation due to the 5th wave of COVID-19/OMICRON, the Company intends to convene this Annual General Meeting (AGM) with minimal physical interaction. The Company has therefore made arrangements to ensure that all participants, including shareholders, can also participate in the AGM proceeding via video link. The general meeting can be attended using smart phones/tablets/computers while ensuring compliance with the quorum requirements and requests the Members to consolidate their virtual attendance and voting at the AGM through proxies. We recognize that our shareholders value the AGM as an opportunity to engage with the Board; however, the Company must ensure to put safety first and protect all stakeholders in these exceptional circumstances.

Furthermore, the Members who are willing to attend and participate in the AGM can do so through video-link. To attend the AGM through video-link, Members are required to register their particulars by sending an email at [mustaqeem.javed@dawoodhercules.com](mailto:mustaqeem.javed@dawoodhercules.com). The Members registering to connect through video-link facility are required to mention their Name, Folio Number and Number of Shares held in their name in the email with subject 'Registration for DLL's AGM. Video link and login credentials will be shared with the Members whose emails, containing all the required particulars, are received at the given email address at least 48 hours before the time of AGM. The Members can also send their comments and questions for the agenda items of the AGM on the email address mentioned above.

### 2. Placement of Financial Statements

The Company has placed the Annual Report which includes inter alia notice of meeting, Audited Annual Financial Statements together with Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended December 31, 2021 on its website: [www.dawoodlawrencepur.com](http://www.dawoodlawrencepur.com).

### 3. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from April 22, 2022 to April 28, 2022 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400, by close of business on April 21, 2022, will be considered in time to attend and vote at the AGM.

### 4. Participation in the AGM:

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 of whether they are a member or not, through resolution of its board of directors.

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. Proxy Form in English and Urdu languages is attached.

The proxy holders are required to produce their original valid 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 Registered Office at least 48 hours before the time of the meeting. A blank proxy form is attached.

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 CNIC or the original passport at the abovementioned email address at least 48 hours before the AGM.
- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above mentioned email address at least 48 hours before the AGM (unless it has been provided earlier).

**B. 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 above mentioned email address at least 48 hours before the meeting.
- d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 hours before the meeting (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.

**5. Computerized National Identity Card (CNIC) / National Tax Number (NTN):**

All those individual members holding physical shares who have not yet recorded their CNIC No. are once again reminded to immediately submit the copy of their CNIC to the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400. Members while sending CNIC must quote their respective folio numbers. The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificates to the Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

**6. Withholding Tax on Dividend**

Pursuant to the Finance Act, 2020, effective July 01, 2021, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001, from payment of dividend to a NON-FILER of income tax return is prescribed as 30% and for FILER of tax returns as 15%. List of filer is available at Federal Board of Revenue's (FBR) website: <http://www.fbr.gov.pk>. Members are therefore advised to update their tax FILER status latest by April 21, 2022.

Further, according to clarification received from FBR, withholding tax will be determined

separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

|                   |                        | Principal Shareholder |   | Joint Holder(s)   |   |
|-------------------|------------------------|-----------------------|---|-------------------|---|
| Folio/CDC A/c No. | Total Number of Shares | Name and CNIC No.     | Shareholding Proportion (No. of Shares) | Name and CNIC No. | Shareholding Proportion (No. of Shares) |

The required information must reach our Share Registrar by the close of business on April 21, 2022; otherwise, it will be assumed that the shares are equally held by Principal shareholder and Joint holder(s).

The Corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or Share Registrar. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote company name and their respective folio numbers.

The information received within the above specified time would enable the Company to deduct income tax at the applicable rates from the payment of dividend if announced by the Company.

Members seeking exemption from deduction of income tax or deduction at a reduced rate under the relevant provisions of the Income Tax Ordinance, 2001, are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be, latest by April 21, 2022.

For any query/problem/information, the investors may contact the Share Registrar at info@cdcsrsl.com.

## 7. Payment of Cash Dividend Electronically

Under second proviso to Section 242 of the Companies Act, 2017, listed companies are required to pay declared cash dividends only through electronic mode directly into the bank accounts designated by the entitled shareholders.

Accordingly, the shareholders of the Company are requested to provide the following information for payment of cash dividend to be declared by the Company through electronic mode directly in the bank account designated by you.

|                                |  |
|--------------------------------|--|
| Name of Shareholder            |  |
| Folio Number                   |  |
| CNIC Number                    |  |
| Title of Bank Account          |  |
| Account Number                 |  |
| IBAN Number                    |  |
| Bank's Name                    |  |
| Branch Name and Address        |  |
| Cell Number of Shareholder     |  |
| Landline number of Shareholder |  |
| Email of Shareholder           |  |
| Signature of Member            |  |

Note: Signature must match specimen signature registered with the Company

The shareholders are also required to intimate the changes, if any in the above-mentioned

information to the Company and the Share Registrar as soon as these occur. In case of shares held electronically, then the above electronic credit mandate form must be submitted directly to shareholder(s)' broker/participant/CDC account services.

#### **8. Unclaimed Dividend**

Shareholders, who by any reason, could not claim their dividends/shares, if any, are advised to contact our Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, to collect / enquire about their unclaimed dividend/shares, if any.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

#### **9. Conversion of Physical Shares into Book Entry Form**

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017.

Furthermore, Securities and Exchange Commission of Pakistan vide its letter CSD/ED/Misc/2016-639-640 dated March 26, 2021, has directed all listed companies to pursue such shareholders who are still holding shares in physical form to convert the same into book entry form. In this regard, shareholder having physical shareholding are requested to open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited.

#### **10. Transmission of Annual Accounts, Notices of Meetings, Auditor's Report and Directors' Report through CD, DVD or USB**

Pursuant to S.R.O 470(I)/2016 dated May 31, 2016, the shareholders of the Company have accorded approval in general meeting for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. The shareholders who intend to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website: [www.dawoodlawrencepur.com](http://www.dawoodlawrencepur.com).

**Statements of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business referred to the Notice above**

This Statement sets out the material facts concerning the following Special Business to be transacted at the Annual General Meeting of shareholders of Dawood Lawrencepur Limited to be held on April 28, 2022.

**Agenda Item No. 3**

**Arrange and provide a continuing Stand-by Letter of Credit (SBLC) for up to US \$ 8.5 million in favor of lenders of Tenaga Generasi Limited, a subsidiary of the Company**

The Company is seeking approval from its Members by passing special resolution proposed herein for the renewal of the SBLC of up to US \$ 8.5 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.

The directors have certified that they have carried out necessary due diligence for the proposed investments before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company specially the significant receivables from Government of Pakistan are such that it has the ability to repay the financing as per agreement. A duly signed recommendation of the due diligence report shall be made available for inspection of Members in the general meeting along with latest audit annual financial statements of associated company.

| Sr. No.                 | Nature of information required to be disclosed pursuant to the Companies (Investments in associated companies or undertakings) Regulations, 2017                 | Relevant Information   |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|-------------------------|--|--|------|------------------|--------------------|--------|----------------|-------|--------------|-------|-------------------------|-------|---------------------|-------|--|------------------|-----------|-------|------------------------|-------|------------------------|-------|---------------------|-------|
| <b>(a)</b>              | <b>Disclosure for all types of investments</b>   |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (A) Regarding associated company or associated undertaking: -  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (I) Name of associated company or associated undertaking   | Tenaga Generasi Limited (TGL).   |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (II) Basis of relationship   | Subsidiary Company   |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (III) Earnings per share for the last three years (PKR)  | <table border="1"> <thead> <tr> <th>2019</th> <th>2020</th> <th>2021</th> </tr> </thead> <tbody> <tr> <td align="center">3.57</td> <td align="center">3.73</td> <td align="center">4.42</td> </tr> </tbody> </table>   | 2019 | 2020             | 2021               | 3.57   | 3.73           | 4.42  |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| 2019                    | 2020   | 2021   |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| 3.57                    | 3.73   | 4.42   |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (IV) Break-up value per share, based on the latest audited financial statements  | PKR 23.87  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (V) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and | Financial Position as of and for the year ended December 31, 2021.<br>Main items of Balance Sheet: <table border="1"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Non-current Assets</td> <td align="right">11,996</td> </tr> <tr> <td>Current Assets</td> <td align="right">4,424</td> </tr> <tr> <td>Total Equity</td> <td align="right">7,224</td> </tr> <tr> <td>Non-current Liabilities</td> <td align="right">6,801</td> </tr> <tr> <td>Current Liabilities</td> <td align="right">2,395</td> </tr> </tbody> </table> Main items of Profit and Loss Account: <table border="1"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Sales-net</td> <td align="right">3,021</td> </tr> <tr> <td>Profit from operations</td> <td align="right">1,767</td> </tr> <tr> <td>Profit before taxation</td> <td align="right">1,342</td> </tr> <tr> <td>Profit for the year</td> <td align="right">1,338</td> </tr> </tbody> </table> |      | (Rs. in million) | Non-current Assets | 11,996 | Current Assets | 4,424 | Total Equity | 7,224 | Non-current Liabilities | 6,801 | Current Liabilities | 2,395 |  | (Rs. in million) | Sales-net | 3,021 | Profit from operations | 1,767 | Profit before taxation | 1,342 | Profit for the year | 1,338 |
|                         | (Rs. in million)   |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Non-current Assets      | 11,996   |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Current Assets          | 4,424  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Total Equity            | 7,224  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Non-current Liabilities | 6,801  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Current Liabilities     | 2,395  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|                         | (Rs. in million)   |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Sales-net               | 3,021  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Profit from operations  | 1,767  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Profit before taxation  | 1,342  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Profit for the year     | 1,338  |  |      |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |

|   |   |
|---|---|
| <p>(VI) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <ul style="list-style-type: none"> <li>(i) description of the project and its history since conceptualization;</li> <li>(ii) starting date and expected date of completion of work;</li> <li>(iii) time by which such project shall become commercially operational;</li> <li>(iv) expected time by which the project shall start paying return on investment; and</li> <li>(v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</li> </ul> | <p>Not applicable</p>   |
| <p>(B) General Disclosure: -</p>  |   |
| <p>(I) maximum amount of investment to be made;</p> <p>(II) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</p> <p>(III) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <ul style="list-style-type: none"> <li>(i) justification for investment through borrowings;</li> <li>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</li> <li>(iii) cost benefit analysis;</li> <li>(iv) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</li> </ul>   | <p>Standby Letter of Credit (SBLC) up to USD 8.5 Million.</p> <p>To guarantee TGL's loan repayments and its related mark-up payable to the lenders, in case of any default by TGL.</p> <p>The continuing operations of TGL will likely result in steady dividend stream on DLL's investment.</p> <p>SBLC will be issued through Habib Bank Limited (Pakistan) Limited against payment of fees which will be fully recovered from TGL.</p> <p>As per the Sponsor support agreement between TGL, DLL, and other parties, either DSRA balance has to be maintained or an equivalent SBLC has to be issued.</p> <p>a) Charge over land and building by ways of Memorandum of Constructive Deposit to Title Deed of the company amounting to PKR 1,600 Million</p> <p>b) Pledge of shares of Dawood Hercules Corporation with 30% margin</p> <p>SBLC facility at 1.5% per annum.</p> <p>TGL is a subsidiary of DLL. As a condition of the project financing, the Company has entered into Sponsors Support Agreement on March 11, 2015 made between DLL (as the Sponsor), Dawood Corporation (Private) Limited (as the Parent), Tenaga Generasi Limited (as the Company), Citibank International Limited (as the Intercreditor Agent),</p> |

|            |   |   |
|------------|---|---|
|            | <p>(v) 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> <p>(vi) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write off; and</p> <p>(vii) any other important details necessary for the members to understand the transaction;</p> | <p>Citibank N.A., Karachi Branch (as the Onshore Security Trustee) and Citibank N.A., London Branch (as the Offshore Security trustee), which requires issuance of a continuing SBLC in favour of the lenders of TGL through their Intercreditor Agent, Citibank International Limited, to secure the repayments of loan obtained by TGL from the lenders of the Wind Power Project. DLL will be required to make payment only in case TGL fails to make repayments of loan and mark-up on due date as per the Agreement. The Company, therefore, is seeking shareholders' approval to the issuance of a continuing SBLC as detailed above.</p> <p>None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or proposed transaction, 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 the Company and 3 out of 6 directors of TGL are shareholders of the Company, their names and shareholding in the Company are as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares<br/>Mr. Shafiq Ahmed: 1,154 shares<br/>Mr. Mujtaba Haider Khan: 1,150 shares</p> <p>TGL does not hold any share in the Company.</p> <p>DLL currently holds 75% of shareholding in TGL and during FY 2021, profit attributable to DLL amounted to PKR 1,004 million. The Company has also provided another subordinated facilities of upto PKR 1.3 billion to Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p> <p>None</p> |
| <b>(b)</b> | <b>In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made: -</b>  |   |
|            | <p>(I) category-wise amount of investment;</p> <p>(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and</p> <p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p>  | <p>Standby Letter of Credit (SBLC) up to USD 8.5 Million</p> <p>The current borrowings of the Company are at the rates up to 3 Month KIBOR + 1%.</p> <p>Not applicable</p>  |

|       |  |   |
|-------|--|---|
| (IV)  | rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;   | 3 Months KIBOR +2% or maximum borrowing rate of the Company +1%, whichever is higher. |
| (V)   | particulars of collateral or security to be obtained in relation to the proposed investment;   | The facility is unsecured.  |
| (VI)  | if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and | No conversion features.   |
| (VII) | repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.  | Not applicable.   |

Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

#### Agenda Item No. 4

#### **Renewal of Subordinated Loan Facility of up to PKR 300 million for a period of further one year provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company**

The Company is seeking approval from its Members by passing special resolution proposed herein for the renewal of the subordinated loan facility of up to PKR 300 million provided to Messrs. Tenaga Generasi Limited (TGL), a subsidiary of the Company.

The directors have certified that they have carried out necessary due diligence for the proposed investments before making recommendation for approval of the Members, that the investment is being made as financial health of the associated company specially the significant receivables from Government of Pakistan are such that it has the ability to repay the financing as per agreement. A duly signed recommendation of the due diligence report shall be made available for inspection of Members in the general meeting along with latest audit annual financial statements of associated company.

| Sr. No. | Nature of information required to be disclosed pursuant to the Companies (investments in associated companies or undertakings) Regulations, 2017 | Relevant Information  |      |      |      |      |      |      |
|---------|--|---|------|------|------|------|------|------|
| (a)     | <b>Disclosure for all types of investments</b>   |   |      |      |      |      |      |      |
|         | (A) Regarding associated company or associated undertaking: -  |   |      |      |      |      |      |      |
|         | (I) Name of associated company or associated undertaking   | Tenaga Generasi Limited (TGL).  |      |      |      |      |      |      |
|         | (II) Basis of relationship   | Subsidiary Company  |      |      |      |      |      |      |
|         | (III) Earnings per share for the last three years (PKR)  | <table border="1"> <thead> <tr> <th>2019</th> <th>2020</th> <th>2021</th> </tr> </thead> <tbody> <tr> <td>3.57</td> <td>3.73</td> <td>4.42</td> </tr> </tbody> </table> | 2019 | 2020 | 2021 | 3.57 | 3.73 | 4.42 |
| 2019    | 2020   | 2021  |      |      |      |      |      |      |
| 3.57    | 3.73   | 4.42  |      |      |      |      |      |      |

| <p>(IV) Break-up value per share, based on the latest audited financial statements<br/>Basis of relationship</p>  | <p>PKR 23.87</p>   |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|---|--|--|------------------|--------------------|--------|----------------|-------|--------------|-------|-------------------------|-------|---------------------|-------|--|------------------|-----------|-------|------------------------|-------|------------------------|-------|---------------------|-------|
| <p>(V) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and</p>   | <p>Financial Position as of and for the year ended December 31, 2021.</p> <p>Main items of Balance Sheet:</p> <table border="1" data-bbox="604 388 978 530"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Non-current Assets</td> <td>11,996</td> </tr> <tr> <td>Current Assets</td> <td>4,424</td> </tr> <tr> <td>Total Equity</td> <td>7,224</td> </tr> <tr> <td>Non-current Liabilities</td> <td>6,801</td> </tr> <tr> <td>Current Liabilities</td> <td>2,395</td> </tr> </tbody> </table> <p>Main items of Profit and Loss Account:</p> <table border="1" data-bbox="604 577 978 690"> <thead> <tr> <th></th> <th>(Rs. in million)</th> </tr> </thead> <tbody> <tr> <td>Sales-net</td> <td>3,021</td> </tr> <tr> <td>Profit from operations</td> <td>1,767</td> </tr> <tr> <td>Profit before taxation</td> <td>1,342</td> </tr> <tr> <td>Profit for the year</td> <td>1,338</td> </tr> </tbody> </table> |  | (Rs. in million) | Non-current Assets | 11,996 | Current Assets | 4,424 | Total Equity | 7,224 | Non-current Liabilities | 6,801 | Current Liabilities | 2,395 |  | (Rs. in million) | Sales-net | 3,021 | Profit from operations | 1,767 | Profit before taxation | 1,342 | Profit for the year | 1,338 |
|   | (Rs. in million)   |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Non-current Assets  | 11,996   |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Current Assets  | 4,424  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Total Equity  | 7,224  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Non-current Liabilities   | 6,801  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Current Liabilities   | 2,395  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
|   | (Rs. in million)   |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Sales-net   | 3,021  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Profit from operations  | 1,767  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Profit before taxation  | 1,342  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| Profit for the year   | 1,338  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| <p>(VI) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <ul style="list-style-type: none"> <li>(i) description of the project and its history since conceptualization;</li> <li>(ii) starting date and expected date of completion of work;</li> <li>(iii) time by which such project shall become commercially operational;</li> <li>(iv) expected time by which the project shall start paying return on investment; and</li> <li>(v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</li> </ul> | <p>Not applicable</p>  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| <p>(B) General Disclosure: -</p>  |  |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |
| <ul style="list-style-type: none"> <li>(I) maximum amount of investment to be made;</li> <li>(II) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</li> </ul>   | <p>Subordinated Loan not exceeding PKR 300 million. The Company has also provided another subordinated loan facility of PKR 1 billion to TGL.</p> <p>To assist TGL for meeting its working capital requirements. The Company will earn markup income from TGL on the subordinated loan. The income will increase the profitability of the Company. The loan is being renewed for further one year.</p>   |  |                  |                    |        |                |       |              |       |                         |       |                     |       |  |                  |           |       |                        |       |                        |       |                     |       |

|   |  |
|---|--|
| <p>(iii) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <p>(i) justification for investment through borrowings;</p> <p>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis;</p> <p>(vi) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p> <p>(v) 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> | <p>TGL has commenced its operations in October 2016 and is not seized with sufficient free cash to meet its working capital requirements. Being the Sponsor, the Company has an obligation to support TGL for its working capital funding requirements.</p> <p>The funds borrowed shall be secured against mortgage of property held by the Company or any other security as per the requirement of the lender.</p> <p>Subordinated Loan has been provided from the borrowed fund for which markup shall be charged at 3 Month KIBOR+2% (being 1% above average borrowing cost of the Company) which will improve the profitability of the Company.</p> <p>The Subordinated Loan will be unsecured. TGL to repay the loan with the accrued Profit from time to time (in full or parts thereof) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.</p> <p>None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or proposed transaction, 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 the Company and 3 out of 6 directors of TGL are shareholders of the Company, their names and shareholding in the Company are as follows:</p> <p>Mr. Shahid Hamid Pracha: 1,000 shares<br/> Mr. Shafiq Ahmed: 1,154 shares<br/> Mr. Mujtaba Haider Khan: 1,150 shares</p> <p>TGL does not hold any share in the Company.</p> |
|---|--|

|            |  |  |
|------------|--|--|
|            | <p>(vi) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and</p> <p>(vii) any other important details necessary for the members to understand the transaction;</p>   | <p>DLL currently holds 75% of shareholding in TGL and during FY 2021, profit attributable to DLL amounted to PKR 1,004 million. The Company has also provided another subordinated loan facility of upto PKR 1.3 billion to Tenaga Generasi Limited. No impairment on investment in TGL has been recognized by the Company.</p> <p>None</p>  |
| <b>(b)</b> | <b>In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made: -</b>   |  |
|            | <p>(I) category-wise amount of investment;</p> <p>(II) average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and</p> <p>(III) rate of return for unfunded facilities, as the case may be, for the relevant period;</p> <p>(IV) rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</p> <p>(V) particulars of collateral or security to be obtained in relation to the proposed investment;</p> <p>(VI) if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and</p> <p>(VII) repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.</p> | <p>Subordinated Loan not exceeding PKR 300 million. The Company has also provided another subordinated loan facility of PKR 1 billion to TGL.</p> <p>The current borrowings of the Company are at the rates up to 3 Month KIBOR + 1%.</p> <p>Not applicable</p> <p>3 Months KIBOR +2% or maximum borrowing rate of the company +1%, whichever is higher.</p> <p>The facility is unsecured as the Company has full oversight and is very well versed with the operations and plans of the borrowing company.</p> <p>No conversion features.</p> <p>TGL to repay the loan with the accrued profits from time to time (in full or parts) within thirty (30) days of it receiving money in its Rupee Distribution Account in accordance with its Financing Agreements.</p> |

Except to the extent as mentioned in B(V) above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

**UPDATE UNDER CLAUSE 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017, WITH RESPECT TO THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING HELD ON JULY 13, 2021**

1. A second unsecured Subordinated Loan Facility of up to PKR 1 billion for Tenaga Generasi Limited.

|   |  |
|---|--|
| Total investment approved   | PKR 1 billion.   |
| Amount of investment made to date   | PKR 137 million  |
| Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and                 | There is no deviation as the investment can be made in one year time from July 13, 2021. |
| Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment. | No material change as the investment was approved on July 13, 2021.                      |

2. Issuance of a Corporate Guarantee in favour of Allied Bank Limited, as a security against Running Finance (RF) / Money Market Loan (MML) of Rs. 500,000,000 to be obtained by Tenaga Generasi Limited.

|   |   |
|---|---|
| Total investment approved   | Corporate Guarantee of PKR 500 million.   |
| Amount of investment made to date   | Nil.  |
| Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and                 | There is no deviation as the Corporate Guarantee can be issued in one year time from July 13, 2021. |
| Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment. | No material change as the issuance of the Corporate Guarantee was approved on July 13, 2021.        |



# Proxy Form

I/We \_\_\_\_\_ of \_\_\_\_\_  
, being member of Dawood Lawrencepur Limited and holder of \_\_\_\_\_  
Ordinary Shares, as per:

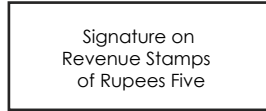
Share Register Folio No. \_\_\_\_\_ and/or  
CDC Participant ID No. \_\_\_\_\_ Sub A/c No. \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy  
as my/our proxy to attend, speak, and vote for me/us and on my/our behalf, at the Annual  
General Meeting (AGM) of the Company to be held at The Dawood Foundation Business Hub,  
Ground Floor, Dawood Centre, M.T. Khan Road, Karachi on Thursday, April 28, 2022 at 02:00 PM  
and via video link facility, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

## WITNESSES:

1. Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
CNIC No. or \_\_\_\_\_  
Passport No. \_\_\_\_\_



Signature should agree with  
the specimen signature with  
the Company

2. Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
CNIC No. or \_\_\_\_\_  
Passport No. \_\_\_\_\_

## IMPORTANT:

1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before AGM.
2. CDC shareholders and their proxies are each requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
3. All proxies attending the AGM are requested to bring their original CNIC/Passport for identification.

AFFIX  
CORRECT  
POSTAGE

The Company Secretary  
Dawood Lawrencepur Limited  
3rd Floor, Dawood Centre, M.T. Khan Road.  
Karachi - 75530  
Tel: +92 21 35632200 Fax: +92 21 35633970  
[www.dawoodlawrencepur.com](http://www.dawoodlawrencepur.com)

## نمائندگی کا فارم

میں رہم \_\_\_\_\_ ساکن \_\_\_\_\_  
 بحیثیت ممبر داؤد لارنس پولیٹیکل کے رکن و حامل \_\_\_\_\_ عام حصص برطانیق سینئر رجسٹرڈ فوئیو نمبر \_\_\_\_\_ اور ری ایسی ڈی سی  
 کے شراکتی آئی ڈی نمبر \_\_\_\_\_ اور ڈی ایلی کھانا نمبر \_\_\_\_\_ محترم محترمہ \_\_\_\_\_  
 ساکن \_\_\_\_\_ یا بصورت دیگر محترم محترمہ \_\_\_\_\_  
 کو بروز جمعرات \_\_\_\_\_ ساکن \_\_\_\_\_  
 مورخہ ۲۸ اپریل ۲۰۲۲ء بوقت ۱۰:۳۰ بجے دوپہر بہ تمام داؤد فوئیو نمبریشن برنس جب، گراؤنڈ فلور، داؤد سینٹر، ایم ٹی خان روڈ، کراچی میں ویڈیولنک کی سہولت کے ساتھ  
 منعقد یا ملتوی ہونے والے سالانہ اجلاس عام میں رائے و ہندگی کے لئے اپنا نمائندہ مقرر کرتا/ کرتی ہوں۔  
 دستخط \_\_\_\_\_ بروز \_\_\_\_\_ ۲۰۲۲

مطلوبہ (پانچ روپے کا)  
 ریویٹیوٹ چسپاں کریں اور دستخط کریں

دستخط کہنی کے پاس پہلے سے محفوظ دستخطی نمونہ کے مطابق ہونے ضروری ہیں

گواہ (۱)

دستخط گواہ: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

قومی شناختی کارڈ نمبر یا: \_\_\_\_\_

پاسپورٹ نمبر: \_\_\_\_\_

گواہ (۲)

دستخط گواہ: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

قومی شناختی کارڈ نمبر یا: \_\_\_\_\_

پاسپورٹ نمبر: \_\_\_\_\_

نوٹ:

- تمام نامزدگیاں اسی صورت میں موثر ہوں گی جب پراکسی فارم بنام کہنی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۲۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی شیئر ہولڈرز اور ان کے نمائندوں سے فرد افراد درخواست ہے کہ وہ اپنے کمپیوٹر یا نزد قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ، نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔ تمام پراکسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔

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