



D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.
UAN: (92 - 42) 111 113 333, Tel: (92 - 42) 36360154, Fax: (92 - 42) 36367414
E-mail: info@dgcement.com

SECY/BORD-NOT/

October 28, 2019

The General Manager,
Pakistan Stock Exchange Ltd,
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

PUCARS/TCS

Subject: Filling of Certified Copy of Resolutions Passed by the Shareholders in Compliance with the requirements of Regulation 5.6.4 (C) of the Rule Book

Dear Sir,

In accordance with the requirements of Regulation No. 5.6.4 (c) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith Certified Copy of the Special Resolutions under Section 199 of the Companies Act, 2017, Passed by the Shareholders of D.G. Khan Cement Company Limited in their Annual General Meeting held on 28th October, 2019.

Yours' sincerely,


Khalid Mahmood Chohan
Company Secretary

Encl: as above

CC:

The Director / HOD,
Surveillance, Supervision and Enforcement Department,
Securities & Exchange Commission of Pakistan,
NIC Building, 63 Jinnah Avenue,
Blue Area,
ISLAMABAD.

Factory Sites:

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 42) 36360153, Fax: (92 - 64) 2585010
Khairpur, Tehsil, Kallar Kahar. Distt. Chakwal - Pakistan. Tel: (92 - 42) 36360152 Fax: (92 - 543) 650231



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CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF D. G. KHAN CEMENT COMPANY LIMITED IN THEIR ANNUAL GENERAL MEETING, HELD ON OCTOBER 28, 2019 (MONDAY) AT 11:30 A.M. AT NISHAT HOTEL (EMPORIUM MALL), TRADE AND FINANCE CENTRE BLOCK, NEAR EXPO CENTRE, ABDUL HAQ ROAD, JOHAR TOWN, LAHORE.

- a) **RESOLVED** that approval of the members of D. G. Khan Cement Company Limited (the "Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, for renewal of investment of upto PKR 1,000,000,000/- (Rupees One Billion Only) in the form of working capital / running finance loan to Nishat Hotels and Properties Limited ("NHPL"), an associated company, for a period of one year starting from the date of approval by the members, at the markup rate of 1 Month KIBOR plus 100 bps (which shall not be less than the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period or the borrowing cost of the Company which ever is higher) and as per other terms and conditions of loan agreement in writing and as disclosed to the members.

FURTHER RESOLVED that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things and take any or all necessary steps and actions to complete all legal formalities including signing of agreement and other documents and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

- b) **RESOLVED THAT** approval of the Members of D. G. Khan Cement Company Limited ("the Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, to increase the amount of equity investment by Rs. 206,400,000 in Hyundai Nishat Motor (Pvt) Limited (HNMPL), an associated company, in the already approved amount of equity investment of Rs.850,000,000, for subscribing, 85,000,000 ordinary shares approved by the members under Section 199 of the Companies Act, 2017 in their Extraordinary General Meeting held on March 28, 2018 thus making a total equity investment upto Rs. 1,056,400,000 (Rupees One Billion Fifty Six Million Four Hundred Thousand Only) for subscribing, at Par, fully paid up to 105,640,000 ordinary shares of PKR 10 each of HNMPL as may be offered to the Company from time to time by HNMPL.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, to increase in the amount of guarantee / continuing Stand by Letter(s) of Credit (SBLC) by an amount of Rs. 277,100,000 (Rupees Two Hundred Seventy Seven Million One Hundred Thousand Only) to provide sponsors support to HNMPL, for a tenure of 7.5 years starting from date of issue of guarantee/SBLC in the already approved amount of guarantee / continuing Stand by Letter(s) of Credit (SBLC) of PKR 1,000,000,000 (Rupees One Billion Only) approved by the members under Section 199 of the Companies Act, 2017 in their Extraordinary General Meeting held on March 28, 2018 thus making a total amount of investment by way of guarantee / continuing Stand by Letter(s) of Credit (SBLC) upto Rs 1,277,100,000 (Rupees One Billion Two Hundred Seventy Seven Million One Hundred Thousand Only), for a tenure of 7.5 years starting from the date of issue of guarantee/SBLC, to be issued by the Company's Bank(s) in favor of financial institutions/lenders of HNMPL to secure financial assistance to be extended to HNMPL and to provide securities / corporate guarantees / collaterals to the Company's Bank(s) for the purpose of issuance of SBLC, provided that the commission to be charged by the Company to HNMPL on any outstanding amount of SBLC shall be 0.05% per quarter over and above the quarterly commission charged by the Company's Bank(s) from the Company on the outstanding amount of guarantee / SBLC, as per terms and conditions disclosed to the members.



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(2)

RESOLVED FURTHER THAT in the event the Company is called upon by the lenders of HNMPL for repayment of money provided to HNMPL as a result of enforcement of SBLC, the Company shall recover the full amount paid by it from HNMPL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from HNMPL, as may be mutually agreed.

RESOLVED FURTHER THAT these resolutions shall be valid for a period of four (4) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities including filing of applications for no objection certificate/permission from any authority / Commission as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions.

RESOLVED FURTHER THAT the Company be and is hereby authorized to dispose of through any mode, a part or all of equity investments made by the Company from time to time and to dispose of and / or decline a part or all of its entitlement of right shares as and when offered by the investee companies in which the Company has made equity investments and the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby authorized singly to take the decision of divestment and / or declining of right shares entitlement as and when they deemed it appropriate and necessary in the best interest of the Company and its members.

Certified True Copy Issued on October 28th 2019

Khalid Mahmood Chohan
Company Secretary



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