NISHAT

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/77 May 29, 2023

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

PUCARS / TCS

SUB: **DECISION OF EMERGENT BOARD MEETING**

Dear Sir,

We have to inform you that the Board of Directors of D.G. Khan Cement Company Limited ("the Company") in their meeting held at 2:30 p.m. on May 29, 2023, (Monday) at Nishat House, 53-A, Lawrence Road, Lahore has recommended the followings: -

Special Business:-

a. To increase the authorized share capital of the Company from PKR 10,000,000,000 (Rupees Ten Billion Only) divided into 950,000,000 ordinary shares of Rs.10/- each and 50,000,000 preference shares of Rs.10/- each to PKR 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 ordinary shares of Rs.10/- each and 50,000,000 preference shares of Rs.10/- each.

b. Transmission of Annual Reports including Annual Audited Financial Statements through QR enabled code and Weblink instead of transmitting the same through CD/DVD/USB, as allowed by Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023, subject to the approval of the shareholders.

EXTRA ORDINARY GENERAL MEETING

The Extraordinary General Meeting (EOGM) of the members of the Company will be held on June 20, 2023 (Tuesday) at 10:00 a.m. at Emporium Mall, The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

Notice of EOGM of the Company is attached for circulation amongst the TRE Certificate holders of the Exchange.

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NOTICE OF BOOK CLOSURE

The Ordinary Shares Transfer Books of the Company will remain closed from 14-06-2023 to 20-06-2023 (both days inclusive) for attending and voting at Extraordinary General Meeting. Physical transfers / CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 13-06-2023 at Share Registrar, THK Associates (Private) Limited, **Karachi Office**: 32-C, Jami Commercial Street No.2, DHA Phase VII, Karachi, **Lahore Office:** Office No. 309, 3rd Floor, North Tower, LSE Building, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore, will be considered in time, for attending of meeting.

You may please inform the members of the Exchange accordingly.

Thanking You,

KHALID MAHMOOD CHOHAN
COMPANY SECRETARY

Copy to: -

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

Fax No. (051) 9100440/TCS

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UAN: (92 - 42) 111 113 333, Tel: (92 - 42) 36360154, Fax: (92 - 42) 36367414
E-mail: info@dgcement.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of D. G. Khan Cement Company Limited ("the Company") will be held on June 20, 2023 (Tuesday) at 10:00 a.m. at Emporium Mall, the Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore, to transact the following business:

1. **To consider and if deemed fit, to pass the following resolutions as special resolutions with or without modification, addition(s) or deletion(s).**

RESOLVED THAT the approval of the shareholders of D. G. Khan Cement Company Limited ("the Company") be and is hereby accorded to increase authorized share capital of the Company from Rs.10,000,000,000 (Rupees Ten Billion Only) divided into 950,000,000 ordinary shares of Rs. 10/- each and 50,000,000 preference shares of Rs. 10/- each to Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Five Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each

FURTHER RESOLVED THAT, in consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and are hereby amended accordingly, to read as follows:

Clause V of Memorandum of Association:

The Authorized Capital of the Company is Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Six Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each, with attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as provided in the articles of Association of the Company, or in accordance with the Companies Ordinance 1984 (now Companies Act, 2017), and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Companies Ordinance, 1984 (now Companies Act, 2017) and to increase and/or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

FURTHER RESOLVED THAT, the ordinary shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

2. **To consider and if deemed fit, to pass the following resolutions as special resolutions in pursuance of S.R.O. 389(I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink with or without modification, addition(s) or deletion(s).**

RESOLVED that subject to approval of the members of D. G. Khan Cement Company Limited (the "Company") be and is hereby accorded for transmission of Annual Reports including Annual Audited Financial Statements to the members for future years commencing from the financial year 2023 through QR enabled code and Weblink instead of transmitting the same through CD/DVD/USB, as allowed by Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023.

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

RESOLVED further that that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly authorized 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.

Statements under Section 134(3) of the Companies Act, 2017 concerning special business are annexed to the notice of meeting circulated to the members of the Company.

By order of the Board

Lahore
May 29, 2023

(KHALID MAHMOOD CHOHAN)
COMPANY SECRETARY

NOTES:

BOOK CLOSURE NOTICE: -

The Ordinary Shares Transfer Books of the Company will remain closed from 14-06-2023 to 20-06-2023 (both days inclusive) for attending and voting at Extraordinary General Meeting. Physical transfers / CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 13-06-2023 at Share Registrar, THK Associates (Private) Limited, **Karachi Office**: 32-C, Jami Commercial Street No.2, DHA Phase VII, Karachi, **Lahore Office:** Office No. 309, 3rd Floor, North Tower, LSE Building, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore, will be considered in time, for attending of meeting.

PROXIES:

A member eligible to attend and vote at this meeting may appoint another member his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution / power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.

Shareholders are requested to immediately notify the change in address, if any.

Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") 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

1. In case of Individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or, original Passport at the time of attending the Meeting.

2. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. **For Appointing Proxies**

a. In case of individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.

b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.

c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.

d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.

e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

SUBMISSION OF COPY OF CNIC (MANDATORY):

Individuals including all joint holders holding physical share certificates are requested to submit a copy of their valid CNIC if not already provided to the Company or our Share Registrar, THK Associates (Private) Limited, **Karachi Office:** 32-C, Jami Commercial Street No.2, DHA Phase VII, Karachi, **Lahore Office:** Office No. 309, 3rd Floor, North Tower, LSE Building, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore. The Shareholders while sending CNIC must quote their respective folio numbers.

In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with SRO 831(1)/2012 dated July 05, 2012 of SECP and would be constrained under SECP's Order dated June 08, 2016 under Section 251(2) of the Companies Ordinance, 1984 to withhold the dispatch of dividend warrants to such shareholders.

Unclaimed Dividend / Shares:

Shareholders who could not collect their dividend / physical shares are advised to contact our Share Registrar to collect / enquire about their unclaimed dividend or shares, if any.

Video Conference Facility:

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the Extraordinary General Meeting. The request for video-link facility shall be received by the Share Registrar at their address at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

Video Link Facility for Meeting: -

Securities and Exchange Commission of Pakistan ("SECP") has advised vide Circular No. 4 of 2021 dated 15 February, 2021 to provide participation of the members through electronic means. The members can attend the EOGM via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at kchohan@dgcement.com or smahmood@dgcement.com by June 12, 2023.

Name of Member/Proxyholder	CNIC No.	Folio No. / CDC Account No.	Cell No. Whatsapp No.	Email ID

E-voting / Postal Ballot Facility

<u>Polling on Special Business Resolutions:</u>

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of D. G. Khan Cement Company Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Tuesday June 20, 2023, at 10.00 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

<u>Procedure for E-Voting:</u>

I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on June 14, 2023.

II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from June 15, 2023, 09:00 a.m. and shall close on June 19, 2023 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

<u>Procedure for Voting Through Postal Ballot:</u>

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address Nishat House 53-A, Lawrence Road, Lahore, Pakistan or email at chairman@dgcement.com one day before the Extraordinary General Meeting on June 19, 2023 up to 5 p.m. The signature on the ballot paper shall match the signature on CNIC.

This postal Poll paper is also available for download from the website of the Company at www.dgcement.com or use the same as attached to this Notice and published in newspapers.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

Scrutinizer:

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Riaz Ahmed &Co., Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

E-voting Service Provider:
M/s CDC Share Registrar Services Limited

Conversion of Physical Shares into Book Entry Form

As per Section 72 of the Companies Act, 2017 all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of the Companies Act, 2017.

The Securities & Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form.

We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also suggested to contact the Central Depository Company of Pakistan Limited or any active member / stock broker of the Pakistan Stock Exchange to open an account in the Central Depository System and to facilitate conversion of physical shares into book-entry form. Members are informed that holding shares in book-entry form has several benefits including but not limited to Secure and convenient custody of shares, Conveniently tradeable and transferable, No risk of the loss, damage or theft, No stamp duty on transfer of shares in book-entry form and Hassle-free credit of bonus or right shares.

We once again strongly advise members of the Company, in their best interest, to convert their physical shares into book-entry form at earliest.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017.

This statement sets out the material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the Company to be held on June 20, 2023.

1. **Increase in Authorized Share Capital of the Company and consequent amendments in the Memorandum and Articles of Association of the Company.**

   The Board of Directors has recommended to increase the authorized share capital of the Company from PKR 10,000,000,000 divided into 950,000,000 ordinary shares of Rs. 10/- each and 50,000,000 preference shares of Rs. 10/- each to PKR 60,000,000,000 divided into 5,950,000,000 ordinary shares of Rs. 10/- each and 50,000,000 preference shares by creation of additional 5,000,000,000 ordinary shares of Rs. 10/- each amounting to PKR 50,000,000,000.

   The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause V of Memorandum of Association of the Company. The Board of Directors has also recommended required alterations in the Memorandum of Association of the Company to reflect increase in authorized share capital of the Company.

Reasons for alteration in authorized share capital

D. G. Khan Cement Company Limited ("the Company") is one of the largest Cement manufacturing Company of Pakistan. The Company operates its state-of-the-art and technological advanced manufacturing facilities at three different location throughout the country. The Authorized Capital of the Company is Rs. 10,000,000,000 (Rupees Ten Billion Only) divided into 950,000,000 ordinary shares of Rs. 10 /- each and 50,000,000 preference shares of Rs. 10/- each.

Over the years, the Company has consistently earned impressive profitability and has experienced substantial organic growth. This growth necessitated significant investments in property, plant and equipment.

To sustain and support capital-intensive projects especially in value added sector, the Company requires a substantial and consistent flow of funds. However, with anticipated non-availability of finance at subsidized rates considering the economic dynamics of the country, the management believes that opting for equity financing would be a more viable solution rather than relying on costly borrowing in order to finance future projects.

The current authorized capital of the company falls short of its anticipated future requirements to raise additional equity. Therefore, it is proposed that authorized capital should be substantially increased to eliminate the need for repetitive administrative formalities and associated costs in the future. It is important to highlight that the fee for enhancing the limit of authorized share capital has already undergone a significant increase, and it will further rise at a rate of 10% per annum as notified by the apex regulator.

Consequently, it is proposed to recommend to increase the authorized share capital of the Company from PKR 10,000,000,000/- 950,000,000 ordinary shares of Rs. 10 /- each and 50,000,000 preference shares of Rs. 10/- each to Rs. 60,000,000,000 divided into 5,950,000,000 ordinary shares of Rs. 10/- each and 50,000,000 preference shares of Rs. 10/- each by creation of additional 5,000,000,000 ordinary shares of Rs. 10/- each, for approval of the shareholders.

Reasons for alterations of Memorandum and Articles of Association

The Company is increasing its authorized share capital in order to cater for future increase in paid up share capital of the Company. Consequently, the provisions in the Memorandum of Association relating to authorized share capital will need to be amended.

Existing Clause V of Memorandum of Association:

The Authorized Capital of the Company is Rs. 10,000,000,000 (Rupees Ten Billion Only) divided into 950,000,000 (Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each, with attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as provided in the articles of Association of the Company, or in accordance with the Companies Ordinance 1984, and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Companies Ordinance, 1984 and to increase and/or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

Proposed Clause V of Memorandum of Association:

The Authorized Capital of the Company is Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Five Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each, with attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as provided in the articles of Association of the Company, or in accordance with the Companies Ordinance 1984, and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Companies Ordinance, 1984 (now Companies Act, 2017) and to increase and/or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

Interest of directors

The Directors/Chief Executive of the Company or their relatives have no interest in the proposed increase in authorized share capital and amendments in the Memorandum of Association of the Company except in their capacities as directors/Chief Executive/members of the Company and indirect interest as members/directors of the entities which are members of the Company.

Availability of Relevant Documents

A copy each of the existing and amended Memorandum and Articles of Association identifying the changes proposed therein bearing the initial of the Company Secretary for identification purposes are available for inspection at the registered office of the Company from 9:00 a.m. to 5:00 p.m. on any working day, up to the last working day before the date of the extraordinary general meeting. The same shall also be available for inspection by the members in the extraordinary general meeting.

Statement of the Board of Directors

"We, the members of the Board of Directors hereby confirm that the proposed amendments/alterations in the Memorandum of Association of the Company are in line with the applicable laws and regulatory framework."

2. **Transmission of Annual Audited Financial Statements through QR Enabled Code and Weblink**

The Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023 has allowed companies to circulate annual audited financial statements to its members through QR enabled code and Weblink, therefore, the Board of Directors of D. G. Khan Cement Company Limited ("the Company") in their meeting held on May 29, 2023 has recommended for transmission of Annual Reports including Audited Financial Statements of the Company to its members through QR enabled code and Weblink instead of transmitting the same through CD/DVD/USB, however, hard copy of the annual audited financial statements will be supplied to the shareholders, on demand, at their registered addresses, free of cost, within one week of receipt of such demand.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.

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D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.
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E-mail: info@dgcement.com

Statement Under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Name of Investee Company	Hyundai Nishat Motor (Pvt) Limited (HNMPL)		
Total Investment Approved:	Equity investment upto Rupees 850 million was approved in EOGM held on March 28, 2018 and further enhanced from PKR 850 million to PKR 1,056.400 million by the shareholders in their AGM held on October 28, 2019 for the period of 4 years.	Additional Equity investment upto Rupees 900 million was approved by the shareholders in their AGM held on October 28, 2022 for the period of 4 years.	Guarantee / continuing Stand by Letter(s) of Credit (SBLC) for an amount of up to PKR 1,000 Million for a tenure of 7.5years was approved by members in EOGM held on March 28, 2018 and further enhanced from PKR 1,000 million to PKR 1,277 million by the shareholders in their AGM held on October 28, 2019 for the period of 7.5 years.
Amount of Investment Made to date:	Investment of Rupees 1,056.230 million has been made against this approval to date.	Investment of Rupees 900 million has been made against this approval to date.	Guarantee of Rs. 1,262.243 million provided by the Company to the lenders of Hyundai Nishat Motors (Pvt) Limited against this approval
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:	Partial investment has been made in investee company. Commercial operations of the investee company have not yet started. The Company will make further equity investment as and when further shares offered by HNMPL.	Full investment has been made in investee company.	Partial guarantee has been extended after the approval. The Company will arrange issuance of further Guarantee /SBLC as and when requested by HNMPL within the approved time line and amount.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	At the time of approval, as per available latest audited financial statements for the year ended December 31, 2017, the basic loss per share was Rs.19.67 and breakup value per share was Rs. 4.85. As per latest audited financial statements for the year ended December 31, 2022 the basic earnings per share is Rs. 0.28 and breakup value per share is Rs. 16.15.	At the time of approval, as per available latest audited financial statements for the year ended December 31, 2021, the basic earnings share was Rs. 1.44 and breakup value per share was Rs. 8.22. As per latest audited financial statements for the year ended December 31, 2022 the basic earnings per share is Rs. 0.28 and breakup value per share is Rs. 16.22.	At the time of approval, as per available latest audited financial statements for the year ended December 31, 2017, the basic loss per share was Rs.19.67 and breakup value per share was Rs. 4.85. As per latest audited financial statements for the year ended December 31, 2022 the basic earnings per share is Rs. 0.28 and breakup value per share is Rs. 16.22.

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

D. G. KHAN CEMENT COMPANY LIMITED

NISHAT

BALLOT PAPER FOR VOTING THROUGH POST

For voting through post for the Special Business at the Extraordinary General Meeting of D. G. Khan Cement Company Limited to be held on Tuesday, June 20, 2023 at 10:00 AM (PST) at Emporium Mall, the Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman@dgcement.com

Name of shareholder/joint shareholder(s):	
Registered Address:	
Folio No. / CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (In case of foreigner)*(Copy to be attached)*	
Additional Information and enclosures (In case of representative of body corporates, corporations and Federal Government)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - *(Copy to be attached)*	

I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by giving my/our assent or dissent to the following resolutions by placing tick (√) mark in the appropriate box below:

Special Resolutions

Agenda Item 1

To consider and if deemed fit, to pass the following resolutions as special resolutions with or without modification, addition(s) or deletion(s).

RESOLVED THAT the approval of the shareholders of D. G. Khan Cement Company Limited ("the Company") be and is hereby accorded to increase authorized share capital of the Company from Rs.10,000,000,000 (Rupees Ten Billion Only) divided into 950,000,000 ordinary shares of Rs. 10/- each and 50,000,000 preference shares of Rs. 10/- each to Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Five Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each

FURTHER RESOLVED THAT, in consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and are hereby amended accordingly, to read as follows:

Clause V of Memorandum of Association:

The Authorized Capital of the Company is Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Five Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each, with attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as provided in the articles of Association of the Company, or in accordance with the Companies Ordinance 1984 (now Companies act, 2017), and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Companies Ordinance, 1984 (now Companies Act, 2017) and to increase and/or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

FURTHER RESOLVED THAT, the ordinary shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

Agenda Item 2

To consider and if deemed fit, to pass the following resolutions as special resolutions in pursuance of S.R.O. 389(I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink with or without modification, addition(s) or deletion(s).

RESOLVED that subject to approval of the members of D. G. Khan Cement Company Limited (the "Company") be and is hereby accorded for transmission of Annual Reports including Annual Audited Financial Statements to the members for future years commencing from the financial year 2023 through QR enabled code and Weblink instead of transmitting the same through CD/DVD/USB, as allowed by Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023.

RESOLVED further that that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly authorized 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.

I/we hereby exercise my/our vote in respect of above mentioned special resolutions through postal ballot by conveying my/our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	**Special Resolution as per the Agenda Item No. 01 (as given above)**		
2.	**Special Resolution as per the Agenda Item No. 02 (as given above)**		

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Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)
Place: __________________

Date: __________________

NOTES:

1. Duly filled postal ballots should be sent to the Chairman at Nishat House, 53-A, Lawrence Road, Lahore or through email at: chairman@dgcement.com
2. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot form should reach the Chairman of the Meeting on or before June 19, 2023 up to 5:00 p.m. Any Postal Ballot received after this time/date, will not be considered for voting.
4. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
5. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.