LUCKY CEMENT LIMITED
NOTICE OF 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the members of **Lucky Cement Limited** will be held on Saturday, October 31, 2015 at 10:30 a.m., at the registered office of the Company situated at factory premises Pezu, District Lakki Marwat, Khyber Pakhtunkhwa to transact the following businesses:

ORDINARY BUSINESS:

1. To confirm the minutes of Extraordinary General Meeting held on December 27, 2014.

2. To receive, consider and adopt the audited financial statements for the year ended June 30, 2015 together with the Board of Directors' and Auditors' reports thereon.

3. To approve and declare cash dividend @ 90% i.e. Rs. 9/- per share for the year ended June 30, 2015, as recommended by the Board of Directors.

4. To appoint Auditors and fix their remuneration for the year ending 30 June 2016. The present Auditors, Messrs Ernst and Young Ford Rhodes Sidat Hyder, Chartered Accountants, retire and being eligible, offer themselves for reappointment.

5. To elect eight Directors of the Company as fixed by the Board of Directors in accordance with the provisions of the Companies Ordinance, 1984 for a period of three years commencing from October 31, 2015. The names of retiring Directors are as follows:

1.	Mr. Muhammad Yunus Tabba	5.	Mrs. Rahila Aleem
2.	Mr. Muhammad Ali Tabba	6.	Mrs. Zulekha Tabba Maskatiya
3.	Mr. Muhammad Sohail Tabba	7.	Mr. Tariq Iqbal Khan
4.	Mr. Jawed Yunus Tabba	8.	Mr. Muhammad Abid Ganatra

SPECIAL BUSINESS:

6. To approve and adopt a new set of Articles of Association and for this purpose to pass the following resolution as a Special Resolution:

> **RESOLVED** as and by way of Special Resolution **THAT** the regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

Lucky Cement Limited
6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com

7. To transact any other business with the permission of the Chair.

A statement as required by Section 160(1)(b) of the Companies Ordinance 1984 in respect of the special business to be considered at the meeting and a copy of the new set of Articles of Association is being sent to the Members, along with a copy of the notice of meeting.

By Order of the Board

Fayyaz Abdul Ghaffar
Company Secretary

Karachi: October 9, 2015

Notes:

1. The Share Transfer Books of the Company will remain closed from Saturday, October 17, 2015 to Saturday, October 31, 2015 (both days inclusive). Transfers received in order at our Share Registrar/Transfer Agent M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on Friday, October 16, 2015 will be treated in time for the purpose of Annual General Meeting and payment of cash dividend, if approved by the shareholders.

2. A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.

3. Nomination from shareholders for the office of Director must be received at least 14 days before the time of meeting at the Registered Office of the Company.

4. An individual beneficial owner of shares must bring his/her original CNIC or Passport, Account and Participant's I.D. numbers to prove his/her identity. A representative of corporate members, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

5. (i) The Government of Pakistan through Finance Act, 2014 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. These tax rates are as under:

   a) For filers of income tax returns: 12.50%
   b) For non-filers of income tax returns: 17.50%

   To enable the Company to make tax deduction on the amount of cash dividend @ 12.50% instead of 17.50%, all the shareholders whose names are not entered into the Active Tax Payer List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend i.e. 16th November, 2015 otherwise tax on their cash dividend will be deducted @ 17.50% instead of 12.5%.

Lucky Cement Limited
6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com

(ii) For any query/problem/information, the investors may contact the Company and/or the Share Registrar: The Manager, Share Registrar Department, Central Depository Company Pakistan Limited, Telephone Number: 0800-23275 (Toll Free), email address: info@cdcpak.com and/ or The Manager Corporate Affairs, Telephone Number: 111-786-555 Ext: 2231 email address: company.secretary@lucky-cement.com

(iii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. /Transfer Agent M/s. Central Depository Company of Pakistan Limited. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote Company name and their respective folio numbers.

6. In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP) vide SRO 779(1)/2011 dated August 18, 2011 and SRO 83(I)/2012 dated July 5, 2012, dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, Members who have not yet submitted copy of their valid CNIC or NTN in case of corporate entities are requested to submit the same to the Company's Shares Registrar. In case of non-compliance, the Company may withhold dispatch of dividend warrants under intimation to regulator till such time they provide the valid copy of their CNIC as per law.

7. The directive of SECP contained in SRO 787/(I)/2014 dated September 08, 2014, whereby SECP has allowed companies to circulate annual balance sheet, profit and loss account, auditor's report and directors' report etc. (Audited Financial Statements) alongwith notice of annual general meeting (Notice) to its members through email. Members are requested to provide their email addresses on registered address of the company.

8. The members are requested to notify change in their address, if any, at our Share Registrar/Transfer Agent M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400.

Statement as required by section 160(1)(b) of the Companies Ordinance, 1984 in respect of the Special Business to be considered at the Annual General Meeting is appended below

Alterations in the Articles of Association of the Company:

The Board of Directors has recommended that the Company's Articles of Association be substituted for, and to the exclusion, of all the existing articles by a new set of articles of association. The new set of the articles of association updates the Company's existing Articles of Association by taking into account the several changes made in the Companies Ordinance, 1984 since the time that the Articles were last amended. These alterations, *inter alia*, enable the Company, with the approval of a special resolution to purchase its own shares, and to create a share premium account. The other alterations made are to reflect the changes in procedure incorporated into the Company Law, including submission of quarterly accounts and holding of Board Meetings through electronic communication.

A copy of the new set of Articles of Association is attached.

The resolution required for the above purpose is set forth in the notice convening the Annual General Meeting and that resolution will be proposed and passed as a Special Resolution.

Lucky Cement Limited
6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com