



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/STOCKEXC/

October 02, 2019

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

PUCARS / TCS

SUB: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Further to our Letter No. SECY/STOCKEXC/ dated September 16, 2019, enclosed please find a copy of the Notice of Annual General Meeting of the Members of **D. G. Khan Cement Company Limited** to be held on October 28, 2019 (Monday) at 11:30 a.m. for circulation amongst the TRE certificate holders.

Thanking you,

Yours sincerely,


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

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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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of **D. G. Khan Cement Company Limited** (the "Company") will be held on October 28, 2019 (Monday) at 11:30 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 receive, consider and adopt the Audited Un-consolidated and Consolidated Financial Statements of the Company for the year ended June 30, 2019 together with the Chairman's Review, Directors' and Auditors' reports thereon.
2. To approve Final Cash Dividend @ 10% [i.e. Re. 1 (Rupee One Only) per Ordinary Share as recommended by the Board of Directors.
3. To elect Seven (7) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159 of the Companies Act, 2017, in place of following retiring directors:-

1. Mrs. Naz Mansha	2. Mian Raza Mansha
3. Mr. Khalid Niaz Khawaja	4. Mr. Muhammad Arif Hameed
5. Mr. Farid Noor Ali Fazal	6. Mr. Mahmood Akhtar
7. Mr. Shahzad Ahmad Malik	
4. To appoint statutory Auditors and fix their remuneration.
5. **Special Business:-**

To consider and if deemed fit, to pass the following resolutions as Special Resolutions under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors with or without modification, addition(s) or deletion(s).

- 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.

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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.

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.

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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.

By order of the Board

Lahore
September 16, 2019

(KHALID MAHMOOD CHOCHAN)
COMPANY SECRETARY

NOTES:

BOOK CLOSURE NOTICE:-

The Ordinary Shares Transfer Books of the Company will remain closed from **14-10-2019 to 28-10-2019 (both days inclusive)** for entitlement of **10% Final Cash Dividend [i.e. Re. 1 (Rupee One Only) Per Ordinary Share]** for the year ended June 30, 2019 and Election of Directors and attending and voting at Annual General Meeting. Physical transfers/ CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 11-10-2019 at Share Registrar, THK Associates (Pvt) Limited, **Karachi Office**, 1st Floor, 40-C, Block-6, PECHS, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd. DYL Motorcycles Ltd. Office, 147-Q Block, Behind Emporium Mall, Johar Town, Lahore, will be considered in time for entitlement of above said 10% Final Cash Dividend and Election of Directors.

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

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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. The proxy shall produce his / her original valid CNIC or original passport at the time of meeting.

Shareholders are requested to immediately notify the Company of 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

- 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 authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. 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.

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.

Deduction of Withholding Tax on Dividend

Pursuant to the provisions of the Finance Act, 2017 the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

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- Filler 15%
- Non-Filler 30%

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

Deduction of Withholding Tax on Dividend in case of Joint Account Holders

All shareholders who hold shares jointly are requested to provide following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar THK Associates (Pvt) Limited, **Karachi Office**, 1st Floor, 40-C, Block-6, PECHS, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd. DYL Motorcycles Ltd. Office, 147-Q Block, Behind Emporium Mall, Johar Town, Lahore, latest by October 15, 2019, otherwise each joint holder shall be assumed to have an equal number of shares.

Name of the Company		D. G. Khan Cement Company Limited
Folio No. / CDS A/C No.		
No. of Shares Held		
Principal Shareholder	Name & CNIC	
	Shareholding Proportion (No. of Shares)	
Joint Shareholder(s)	Name & CNIC	
	Shareholding Proportion (No. of Shares)	

Signature of Primary Shareholder _____

EXEMPTION OF WITHOLDING TAX:-

Withholding tax exemption from dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar Office, Share Registrar THK Associates (Pvt) Limited, **Karachi Office**, 1st Floor, 40-C, Block-6, PECHS, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd. DYL Motorcycles Ltd. Office, 147-Q Block, Behind Emporium Mall, Johar Town, Lahore, up to October 15, 2019.

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 to the Company or the Company's Share Registrar. All shareholders are once again requested to send a copy of their valid CNIC to our Share Registrar, Share Registrar THK Associates (Pvt) Limited, **Karachi Office**, 1st Floor, 40-C, Block-6, PECHS, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd. DYL Motorcycles Ltd. Office, 147-Q Block, Behind Emporium Mall, Johar Town, Lahore. The Shareholders while sending CNIC must quote their respective folio numbers and name of the Company.

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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 issued by 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 payment of dividend warrants to such shareholders which will be released on submission of valid copy of CNIC

ZAKAT DECLARATION (CZ-50)

Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period with the relevant authority. Any shareholder who want to claim exemption shall submit your Zakat declarations under Zakat and Usher Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 on prescribed Form CZ-50, to our Share Registrar, M/s. THK Associates (Pvt) Limited, **Karachi Office**, 1st Floor, 40-C, Block-6, PECHS, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd. DYL Motorcycles Ltd. Office, 147-Q Block, Behind Emporium Mall, Johar Town, Lahore **otherwise no exemption will be granted**. The Shareholders while sending the Zakat Declarations, as the case may be, must quote company name and their respective Folio Numbers/CDC Account Numbers.

MANDATORY PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE:

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the following information to the Company's Share Registrar at the address given herein above. In the case of shares held in CDC, the same information should be provided directly to the CDS participants for updating and forwarding to the Company.

Folio No. / Investor Account Number / CDC Sub Account No.	
Title of Account	
IBAN Number	
Bank Name	
Branch	
Branch Address	
Mobile Number	
Name of Network (if ported)	
Email Address	

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Signature of Shareholder

Transmission of Annual Financial Statements through Email:

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. www.dgccement.com and send the form, duly signed by the shareholder, along with copy of his/her CNIC to the Company's Share Registrar M/s THK Associates (Pvt) Limited.

Circulation of Annual Reports through Digital Storage

Pursuant to the SECP's notification SRO 470(I) / 2016 dated 31st May, 2016 the Members of D. G. Khan Cement Company Limited in AGM held on 28th October 2017 had accorded their consent for transmission of annual reports including audited annual financial statements and other information contained therein of the Company through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send to the Company Secretary / Share registrar, the standard request form available on the Company's website and the Company will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

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 annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the Standard Form placed in the annual report which is also available on the website of the Company.

E-voting and Postal Ballot Facility

The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to Section 142 and 143 of the Companies Act, 2017 and Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.

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STATEMENT OF MATERIAL FACTS **UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Section 166 of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have [two] independent directors on its board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2017. Accordingly, the names of Mr. Khalid Niaz Khawaja and Mr. Muhammad Arif Hameed have been proposed for election as independent directors and they meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection has been made due to their respective competencies, skill, knowledge and experience.

STATEMENT OF MATERIAL FACTS **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 Annual General Meeting of the Company to be held on October 28, 2019.

a) NISHAT HOTELS AND PROPERTIES LIMITED RENEWAL OF WORKING CAPITAL LOAN OF RS. 1 BILLION.

D. G. Khan Cement Company Limited ("the Company") has extended working capital loan of PKR 1 billion to Nishat Hotels and Properties Limited ("NHPL") as approved by the shareholders in their Annual General Meeting (AGM) held on October 27, 2018 at the interest rate of 3 months KIBOR plus 0.50% for a period of one year starting from the date of that AGM. The company has so far earned Rs. 209.6 million till June 30, 2019 as markup on said investment in last three years.

Considering the average borrowing rate of the Company and the return offered by Banks on term deposits, the Directors of the Company in their meeting held on September 16, 2019 has recommended renewal of above said working capital loan of PKR 1 billion extended to NHPL at the interest rate of 1 Months KIBOR plus 0.50% (which shall not be less than the Karachi Inter Bank Offered Rate (KIBOR) or borrowing cost of the Company whichever is higher) for a further period of one year starting from the date of this AGM i.e. October 28, 2019 on the terms and conditions of loan agreement in writing and as disclosed to the members

Repayment of the principle amount of loan will be made within one year with payment of interest due on monthly basis. The management expects significant financial gains for the Company through higher interest rates charged to NHPL which will eventually enhance the return on investment to the shareholders of the Company.

Nishat Hotels and Properties Limited (NHPL) was incorporated on 04 October 2007 as a public company limited by shares. Its authorized share capital is Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 1,200,000,000 (One Billion Two Hundred Million) ordinary shares of PKR 10 each. Its main object is to carry on retail and hospitality business in Pakistan. For the intended purpose, NHPL has acquired site of 119 Kanals, 6 Marlas and 73 SFT of Commercial Land situated at Trade and Finance Block, Johar Town, Lahore, from Lahore Development Authority (LDA) – Urban Development Wing and constructed Emporium Mall which is fully operational from September 2016. Hotel has been opened from 20th May 2017 and 198 rooms are fully operational.

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The Building has a covered area of 2.742 Million Square Feet comprising the following building components (3 basements, ground floor and 11 floors):

- 4 star Hotel with 198 rooms
- Banquet halls
- Carre Four
- Shopping Mall with following features:
 - Retail
 - Food courts
 - Cineplex
 - Fun Factory
 - Health and Leisure Zones
 - Two basements with 2,815 parking bays for cars and motorcycles.

Since NHPL has recently achieved commercial operation of hotel, short term finance is needed by NHPL for meeting expense of staff salary, power generation, maintenance of HVAC and other working capital requirements.

The directors of the Company certify / undertake that the investment is being made after due diligence and financial health of the borrowing company is such that it has the ability to repay the loan as per agreement. The duly signed recommendation of the due diligence report and directors undertaking/certificate shall be made available to the members for inspection at the meeting.

NHPL is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Raza Mansha	2.90
Mian Umer Mansha	6.23
Mian Hassan Mansha	6.14
Spouse of Mian Raza Mansha	1.34
Mr. I.U. Niazi	0.00

Information Under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

(a) Disclosure for all types of investments:				
(A) Disclosure regarding associated company				
(i)	Name of Associated Company or Associated Undertaking	Nishat Hotels and Properties Limited (NHPL)		
(ii)	Basis of Relationship	Common Directorship		
(iii)	Earnings / (Loss) per Share for the last three years	Sr.	Year	Earnings / (Loss) per Share Rs.
		1.	2019	1.42
		2.	2018	(0.30)
		3.	2017	(0.23)

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(iv)	Break-up value per Share, based on last audited financial statements	PKR 18.09 per share as at 30 June 2019.
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest (unaudited) financial statements as on 30 Jun, 2019.	<p>Audited financial statements as at 30th June 2019: Rs. in millions</p> <p>Balance Sheet:</p> <p>Assets</p> <p>Non-current assets 34,902</p> <p>Current assets 2,170</p> <p>Total assets 37,072</p> <p>Liabilities</p> <p>Borrowings 9,127</p> <p>Other liabilities 9,857</p> <p>18,984</p> <p>Equity 18,088</p> <p>Profit & loss:</p> <p>Sales 4,233</p> <p>Gross Profit 1,740</p> <p>Gross Profit Ratio 41.11%</p> <p>Net Profit after tax 1,376</p> <p>Net Profit after tax Ratio 32.50%</p> <p>EPS 1.42</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:	N/A
	I Description of the project and its history since conceptualization	N/A
	II Starting date and expected date of completion of work	N/A
	III Time by which such project shall become commercially operational	N/A
	IV Expected time by which the project shall start paying return on investment	N/A
	V Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	N/A

(B) General Disclosures:

(i)	Maximum amount if investment to be made	Upto PKR 1,000,000,000 (Pak Rupees One Billion Only)
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>Purpose: Renewal of working capital loan.</p> <p>Benefits: The Company expects significant financial gains through higher interest rates charged to NHPL which will eventually enhance the return on investment of the shareholders of the Company.</p> <p>The investment in NHPL will be for a period of one(1) years and shall payable within one(1) year from the date of approval by the members unless renewed by the members under Section 199 of the Companies Act, 2017.</p>
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	Company's own funds.
	(I) Justification for investment through borrowings	NA
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA
	(III) Cost of benefit analysis	NA
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>Followings are the salient features of loan agreement already in existence:</p> <p>Interest due on outstanding amount of loan shall be paid by the associated company on monthly basis on 20th of every month starting from the next month.</p> <p>In case of delay in re-payment of principal and interest, an additional sum equivalent to 7.50% per annum on the unpaid amount for the period for which the payment is delayed, shall be paid by Nishat Hotels and Properties Limited to D. G. Khan Cement Company Limited in addition to the agreed interest amount.</p> <p>All payments under the loan agreement shall be made through crossed cheque.</p> <p>The associated company shall provide corporate guarantee to secure extension of loan.</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>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>The directors of D. G. Khan Cement Company Limited (DGKCC), their relatives and associated companies holding shares of Nishat Hotels and Properties Limited (NHPL) are interested to the extent of their shareholding as under:-</p> <p>Directors: % of Shareholding</p>

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

		<p>Mian Raza Mansha 21.69 (Common Director)</p> <p>Relatives: Mian Umer Mansha 21.82 Mian Hassan Mansha 21.82 Both brothers of Mian Raza Mansha.</p> <p>Associated Companies Nishat Mills Limited 7.40</p> <p>The directors of NHPL are interested in DGKCC to the extent of their shareholding as under:-</p> <table><tr><th>Name</th><th>% of Shareholding</th></tr><tr><td>Mian Raza Mansha</td><td>2.90</td></tr><tr><td>Mian Umer Mansha</td><td>6.23</td></tr><tr><td>Mian Hassan Mansha</td><td>6.14</td></tr><tr><td>Mr. I.U. Niazi</td><td>0.00</td></tr></table> <p>The associated Companies holding shares of NHPL are interested in DGKCC to the extent of their shareholding as follows:</p> <table><tr><th>Name</th><th>% of Shareholding</th></tr><tr><td>Nishat Mills Limited</td><td>31.40</td></tr></table>	Name	% of Shareholding	Mian Raza Mansha	2.90	Mian Umer Mansha	6.23	Mian Hassan Mansha	6.14	Mr. I.U. Niazi	0.00	Name	% of Shareholding	Nishat Mills Limited	31.40
Name	% of Shareholding															
Mian Raza Mansha	2.90															
Mian Umer Mansha	6.23															
Mian Hassan Mansha	6.14															
Mr. I.U. Niazi	0.00															
Name	% of Shareholding															
Nishat Mills Limited	31.40															
(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	<p>The Company has invested in 104.167 million shares with Rs.10/- per share face value in NHPL. Since NHPL's ordinary shares are not listed, an independent valuer engaged by the company has estimated a fair value of Rs 13.76 per ordinary share as at June 30, 2019 through a valuation technique based on discounted cash flow analysis of NHPL.</p> <p>The Company has provided NHPL a loan of Rs. 1 billion as working capital. The Company has already earned Rs. 209.6 million as mark-up income on said loan. The price for this loan would increase, subject to approval by shareholders, in line with prevailing situation of financial market.</p>														
(vii)	Any other important details necessary for the members to understand the transaction	None														
Additional disclosure regarding investment in the form of Loan/Advance																
(i)	Category-wise amount of investment	Running Finance Loan upto PKR 1,000,000,000 (Pak Rupees One Billion Only).														
(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 rate of return unfunded facilities, as the case may be, for the relevant period	<p>The current average borrowing cost of the Company is 3 Months KIBOR +0.3%.</p> <p>3 Months KIBOR as on September 16, 2019 is 13.84%.</p>														

Factory Sites:

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(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	1 Months KIBOR + 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 whichever is higher)
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	1 Month KIBOR as on September 16, 2019 is 13.80%. Corporate Guarantee of the associated company.
(v)	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.	Not applicable
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment of principal will be made within one year of the approval by the shareholders while payment of interest due will be made on monthly basis.

b) INCREASE IN AMOUNT OF INVESTMENTS IN HYUNDAI NISHAT MOTOR (PVT) LTD.

D. G. Khan Cement Company Limited ("the Company") has signed a shareholders agreement dated 04 April 2018 with other shareholders of Hyundai Nishat Motor (Private) Limited ("the Project Company") for setting up a green field project for assembly and sales of Hyundai brand vehicle vehicles in Pakistan ("Project"). Pursuant to the Agreement the share subscription percentages for each of the shareholder was decided as follows: Nishat Mills Limited (12%), DG Khan Cement Company Limited (10%), Adamjee Insurance Company limited ("AICL") (10%), Security General Insurance Company Limited ("SGICL") (10%), Millat Tractors Limited ("MTL") (18%) and Sojitz Corporation ("Sojitz") (40%). Subsequently, the shareholders injected their respective portions of equity from time to time in HNMP as per the agreed shareholding and at present the subscribed equity stands at PKR 5,500 million.

The Project Company has been awarded with "Category-A Greenfield Investment Status" under the Automotive Development Policy 2016-21 by Ministry of Industries and Production, Government of Pakistan vide its Notification No. 2(55)2017-LED-II dated 21 June 2017. The plant is under construction within the M-3 Industrial City, Faisalabad Industrial Estate Development and Management Company and is due to be commissioned by Dec 2019.

The project cost estimate has been revised primarily in view of the FX escalation since the last approval and certain scope changes in the construction of the Project. The revised total cost of the project is now estimated to be [PKR 19,160 million] which will be financed through a similar mix of debt and equity as was originally proposed. The Company and its associates will continue to have combined equity stake of 42 % in the project while Sojitz and MTL will each have 40% and 18% respectively.

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E-mail: info@dgccement.com

The final shareholding of the Company in paid up share capital of HNMPL will be up-to 10% while 32% stake will be held by its associates. The Company intends to increase the equity investment in HNMPL from already approved amount of **PKR 850,000,000/-** (Rupees Eight Hundred Fifty Million only) to **Rs. 1,056,400,000/-** (Rupees One Billion Fifty Six Million Four Hundred Thousand Only), which corresponds to an enhancement of **Rs. 206,400,000/-** (Rupees Three Hundred Seven Million Six Hundred Eighty Thousand only) by subscribing at par up to 105,640,000 (previously 85,000,000) fully paid ordinary shares of Rs. 10 each of HNMPL which corresponds to an enhancement of 20,640,000 fully paid ordinary shares of Rs. 10 each of HNMPL as may be offered to the Company.

Furthermore, the Company also intends enhance the sponsors support to the Project Company, an associated company by way of bank guarantee/Standby Letter(s) of Credit (SBLC) (together as "Financial Assistance") from already approved amount of **Rs. 1,000,000,000/-** (Rupees One Billion only) to **Rs. 1,277,100,000/-** (Rupees One Billion Two Hundred Seventy Seven Million One Hundred Thousand Only), which corresponds to an enhancement of **Rs. 277,100,000** (Rupees Two Hundred Seventy Seven Million One Thousand Only) to be issued by the Company's Bank(s) in favor of financial lenders of the Project Company as collateral to secure term loan to HNMPL for a period of 7.5 years starting from the date of the first loan drawdown by HNMPL and to provide securities/corporate guarantees/collaterals to the Company's Bank(s) for the purpose of issuance of Financial Assistance, 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. The Directors of the Company in their meeting held on 16th September 2019 have approved to recommend the above enhancement in equity investment and Financial Assistance for the approval of the Shareholders.

The directors of the Company certify / undertake that the investment is being made after due diligence. The duly signed recommendation of the due diligence report and directors undertaking/certificate shall be made available to the members for inspection at the meeting.

HNMPL is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Raza Mansha	2.90
Mian Umer Mansha	6.23
Mian Hassan Mansha	6.14

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Information under Regulation 3 of the Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Equity Investment in Hyundai Nishat Motor (Private) Limited

Disclosure for all types of investments:				
(A) Disclosure regarding associated company				
(i)	Name of Associated Company or Associated Undertaking	Hyundai Nishat Motor (Private) Limited ("HNMPL")		
(ii)	Basis of Relationship	Common Directorship		
(iii)	Earnings / (Loss) per Share for the last three years	PKR (5.74) – 2017 - Audited PKR (1.44) – 2018 - Audited HNMPL was incorporated on March 03, 2017 and has not started its commercial production until 2018.		
(iv)	Break-up value per Share, based on last audited financial statements	PKR 9.03 per share as at 31 December 2018.		
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Statement of Financial Position as on 31 December 2018:		
		Equity & Liabilities	Rs.	Assets
				Rs.
		Equity	2,266,454,370	Non-Current Assets
		Non-Current Liabilities	235,435,079	Current Assets
		Current Liabilities	435,072,056	
			2,936,961,505	571,492,331
				2,936,961,505
		Profit and loss account for the year ended 31 December 2018:		
		Rs.		
		Revenue		Nil
		Expenses		179,000,602
		Other Income		26,108,679
		Loss after tax		152,891,923

Factory Sites:

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(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					
I	Description of the project and its history since conceptualization	<p>HNMPL is a joint venture company of Nishat Mills Limited ("Nishat"), DG Khan Cement Company Limited ("DGKCC"), Adamjee Insurance Company Limited ("AICL"), Security General Insurance Company Limited ("SGICL"), Millat Tractors Limited ("MTL") and Sojitz Corporation, Tokyo, Japan ("Sojitz") to establish a green field project for the assembly and sales of Hyundai brand vehicles in Pakistan. DGKCC executed a shareholders agreement on 04th April, 2018 whereby the following shareholdings were decided amongst HNMPL shareholders as follows: Nishat (12%), DGKCC (10%), AICL (10%), SGICL (10%), MTL (18%) and Sojitz (40%) and HNMPL for the share subscription of HNMPL.</p> <p>The total cost of the project is estimated to be [PKR 19,160 million] which will be financed through debt and equity. HNMPL has been awarded with "Category-A Greenfield Investment Status" under the Automotive Development Policy 2016-21 by Ministry of Industries and Production, Government of Pakistan vide its Notification No. 2(55)2017-LED-II dated 21 June 2017. The ground-breaking ceremony of the project was held on 20 December 2017 and commercial production is expected by December 2019.</p>				
II	Starting date and expected date of completion of work	The construction commenced in the 2nd Quarter of 2018. The Project's expected completion date is on track by December 2019.				
III	Time by which such project shall become commercially operational	By 1 st Quarter 2020				
IV	Expected time by which the project shall start paying return on investment	By Financial Year 2025				
V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	<p>DGKCC and its Associates, Sojitz Corporation Japan and Millat Tractors Limited have to date invested a combined PKR 5,500 million as per below:</p> <table><tr><th>Shareholder</th><th>Issued Share Capital (PKR)</th></tr><tr><td></td><td></td></tr></table>	Shareholder	Issued Share Capital (PKR)		
Shareholder	Issued Share Capital (PKR)					

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			<table><tr><td>Nishat Mills Limited</td><td>660.000.000</td></tr><tr><td>DG Khan Cement Company Limited</td><td>550.000.000</td></tr><tr><td>Adamjee Insurance Company Limited</td><td>550.000.000</td></tr><tr><td>Security General Insurance Company Ltd</td><td>550.000.000</td></tr><tr><td>Millat Tractors Limited</td><td>990.000.000</td></tr><tr><td>Sojitz Corporation Japan</td><td>2.200.000.000</td></tr><tr><td>Total Equity Injected till 30 June 2019</td><td>5,500.000.000</td></tr></table>	Nishat Mills Limited	660.000.000	DG Khan Cement Company Limited	550.000.000	Adamjee Insurance Company Limited	550.000.000	Security General Insurance Company Ltd	550.000.000	Millat Tractors Limited	990.000.000	Sojitz Corporation Japan	2.200.000.000	Total Equity Injected till 30 June 2019	5,500.000.000
Nishat Mills Limited	660.000.000																
DG Khan Cement Company Limited	550.000.000																
Adamjee Insurance Company Limited	550.000.000																
Security General Insurance Company Ltd	550.000.000																
Millat Tractors Limited	990.000.000																
Sojitz Corporation Japan	2.200.000.000																
Total Equity Injected till 30 June 2019	5,500.000.000																
			The total cost of the project is estimated to be [PKR 19,160 million] which will be financed through debt and equity. DGKCC and its associates will have equity stake of 42% while Sojitz Corporation, Japan and MTL will hold 40% and 18% equity stake in the Project.														
(B) General Disclosures:																	
(i)	Maximum amount of investment to be made	PKR 1,056,400,000/- (Rupees One Billion Fifty Six Million Four Hundred Thousand Only). This is an enhancement of PKR 206,400,000/- from the already approved amount of PKR 850.000.000/-															
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>To benefit from the Automotive Development Policy (2016-2021) of the Government of Pakistan by participating in the Project being established by HNMPL.</p> <p>The investment will help the completion of the Project and expected to result in dividend income and /or capital gains which will enhance the profitability of Nishat and add to the shareholders' value of the members of the investing company.</p> <p>The investment in HNMPL will be for long term.</p>															
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The investment will be made from Nishat's own funds.															
	(I) Justification for investment through borrowings	NA															
	(II) Detail of Collateral, guarantees provided	NA															

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		and assets pledged for obtaining such funds																											
	(III)	Cost benefit analysis	NA																										
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment		DGKCC entered into agreement(s) with Nishat, AICL, SGIC, MTL, Sojitz and HNMPL for the share subscription of HNMPL on 4 th April 2018. As per the agreement, the shareholders will contribute equity in the following ratios: Nishat 12%, DGKCC 10%, AICL 10%, SGICL 10%, MTL 18%, Sojitz 40%																										
(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>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>The directors of D. G. Khan Cement Company Limited (DGKCC), their relatives and associated companies holding shares of Hyundai Nishat Motor (Private) Limited (HNMPL) are interested to the extent of their shareholding as under:-</p> <table><tr><td><u>Directors:</u></td><td>% of Shareholding</td></tr><tr><td>Mian Raza Mansha (Common Director)</td><td>0.00 (1 Share)</td></tr></table> <p><u>Relatives:</u></p> <table><tr><td>Mian Umer Mansha</td><td>0.00 (1 Share)</td></tr><tr><td>Mian Hassan Mansha</td><td>0.00 (1 Share)</td></tr></table> <p>Both brothers of Mian Raza Mansha.</p> <p><u>Associated Companies</u></p> <table><tr><td>Nishat Mills Limited</td><td>12.00%</td></tr><tr><td>Security General Insurance Company Ltd.</td><td>10.00%</td></tr></table> <p>The directors of HNMPL are interested in DGKCC to the extent of their shareholding as under:-</p> <table><tr><td>Name</td><td>% of Shareholding</td></tr><tr><td>Mian Raza Mansha</td><td>2.90</td></tr><tr><td>Mian Umer Mansha</td><td>6.23</td></tr><tr><td>Mian Hassani Mansha</td><td>6.14</td></tr></table> <p>The associated Companies holding shares of HNMPL are interested in DGKCC to the extent of their shareholding as follows:</p> <table><tr><td>Name</td><td>% of Shareholding</td></tr><tr><td>Nishat Mills Limited</td><td>31.40</td></tr><tr><td>Security General Insurance Co. Ltd.</td><td>0.05</td></tr></table>	<u>Directors:</u>	% of Shareholding	Mian Raza Mansha (Common Director)	0.00 (1 Share)	Mian Umer Mansha	0.00 (1 Share)	Mian Hassan Mansha	0.00 (1 Share)	Nishat Mills Limited	12.00%	Security General Insurance Company Ltd.	10.00%	Name	% of Shareholding	Mian Raza Mansha	2.90	Mian Umer Mansha	6.23	Mian Hassani Mansha	6.14	Name	% of Shareholding	Nishat Mills Limited	31.40	Security General Insurance Co. Ltd.	0.05
<u>Directors:</u>	% of Shareholding																												
Mian Raza Mansha (Common Director)	0.00 (1 Share)																												
Mian Umer Mansha	0.00 (1 Share)																												
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Mian Hassani Mansha	6.14																												
Name	% of Shareholding																												
Nishat Mills Limited	31.40																												
Security General Insurance Co. Ltd.	0.05																												
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such		D. G. Khan Cement Company Limited has already made an equity investment of Rs 550 million in the associated company. Since the associated company is establishing a Greenfield Project, no performance review is applicable.																										

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	investment including complete information/justification for any impairment or write offs										
(vii)	Any other important details necessary for the members to understand the transaction	None									
Additional disclosure regarding Equity Investment											
(i)	Maximum price at which securities will be acquired	Since the Project is a Greenfield Project, the shares will be acquired, at par value, of PKR 10 each. This price is less than fair value of a share of HNMPL.									
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	HNMPL is setting up a Greenfield Project which is yet to be implemented and therefore, investment is being made at par value of PKR 10 each.									
(iii)	Maximum number of securities to be acquired	105,640,000 Shares (Previously 85,000,000 shares, increment of 20,640,000 shares)									
(iv)	Number of securities and percentage thereof held before and after the proposed investment	<table> <tr> <th></th><th><u>No. of Shares</u></th><th><u>%age</u></th></tr> <tr> <td>Before</td><td>55,000,000</td><td>10.00</td></tr> <tr> <td>After</td><td>105,640,000</td><td>10.00</td></tr> </table>		<u>No. of Shares</u>	<u>%age</u>	Before	55,000,000	10.00	After	105,640,000	10.00
	<u>No. of Shares</u>	<u>%age</u>									
Before	55,000,000	10.00									
After	105,640,000	10.00									
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A									
(vi)	Fair value determined in terms of sub-regulation (1) regulation 5 for investments in unlisted securities	PKR 10.21 per share									

Investment in the form of Guarantee/Standby Letters of Credit (SBLC) in favor of Lenders of Hyundai Nishat Motor (Private) Limited

Disclosure for all types of investments:		
(A) Disclosure regarding associated company		
(i)	Name of Associated Company or Associated Undertaking	Hyundai Nishat Motor (Private) Limited (HNMPL)
(ii)	Basis of Relationship	Common Directorship

(iii)	Earnings / (Loss) per Share for the last three years	PKR (5.74) – 2017 - Audited PKR (1.44) – 2018 - Audited HNMP L was incorporated on March 03, 2017 and has not started its operations.			
(iv)	Break-up value per Share, based on last audited financial statements	PKR 9.03 per share as at 31 December 2018.			
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Statement of Financial Position as on 31 December 2018:			
		Equity & Liabilities	Rs.	Assets	Rs.
		Equity	2,266,454,370	Non-Current Assets	2,365,469,175
		Non-Current Liabilities	235,435,079	Current Assets	571,492,331
		Current Liabilities	435,072,056		
			2,936,961,505		2,936,961,505
		Profit and loss account for the year ended 31 December 2018:			
					Rs.
Revenue			Nil		
Expenses			179,000,602		
Other Income			26,108,679		
Loss after tax			152,891,923		
(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				
I	Description of the project and its history since conceptualization	HNMP L is a joint venture company of Nishat Mills Limited ("Nishat"), DG Khan Cement Company Limited ("DGKCC"), Adamjee Insurance Company Limited ("AICL"), Security General Insurance Company Limited ("SGICL"), Millat Tractors Limited ("MTL") and Sojitz Corporation, Tokyo, Japan ("Sojitz") to establish a green field project for the assembly and sales of Hyundai brand vehicles in Pakistan. DGKCC executed a shareholders agreement on 04 th April, 2018 whereby the following shareholdings were decided amongst HNMP L			

			shareholders as follows: Nishat (12%), DGKCC (10%), AICL (10%), SGICL (10%), MTL (18%) and Sojitz (40%) and HNMPL for the share subscription of HNMPL. The total cost of the project is estimated to be [PKR 19,160 million] which will be financed through debt and equity. HNMPL has been awarded with "Category-A Greenfield Investment Status" under the Automotive Development Policy 2016-21 by Ministry of Industries and Production, Government of Pakistan vide its Notification No. 2(55)2017-LED-II dated 21 June 2017. The ground-breaking ceremony of the project was held on 20 December 2017 and commercial production is expected by December 2019.																
	II	Starting date and expected date of completion of work	The construction commenced in the 2nd Quarter of 2018. The Project's expected completion date is December 2019.																
	III	Time by which such project shall become commercially operational	By 1 st Quarter 2020																
	IV	Expected time by which the project shall start paying return on investment	By Financial Year 2025																
	V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	DGKCC and its Associates, Sojitz Corporation Japan and Millat Tractors Limited have to date invested a combined PKR 5,500 million as per below: <table><tr><th>Shareholder</th><th>Issued Share Capital (PKR)</th></tr><tr><td>Nishat Mills Limited</td><td>660.000.000</td></tr><tr><td>DG Khan Cement Company Limited</td><td>550.000.000</td></tr><tr><td>Adamjee Insurance Company Limited</td><td>550.000.000</td></tr><tr><td>Security General Insurance Company Ltd</td><td>550.000.000</td></tr><tr><td>Millat Tractors Limited</td><td>990.000.000</td></tr><tr><td>Sojitz Corporation Japan</td><td>2.200.000.000</td></tr><tr><td>Total Equity Injected till 30 June 2019</td><td>5.500.000.000</td></tr></table> The total cost of the project is estimated to be [PKR 19,160 million] which will be financed through debt and equity. DGKCC and its associates will have equity stake of 42% in the project while Sojitz Corporation, Japan will be	Shareholder	Issued Share Capital (PKR)	Nishat Mills Limited	660.000.000	DG Khan Cement Company Limited	550.000.000	Adamjee Insurance Company Limited	550.000.000	Security General Insurance Company Ltd	550.000.000	Millat Tractors Limited	990.000.000	Sojitz Corporation Japan	2.200.000.000	Total Equity Injected till 30 June 2019	5.500.000.000
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Millat Tractors Limited	990.000.000																		
Sojitz Corporation Japan	2.200.000.000																		
Total Equity Injected till 30 June 2019	5.500.000.000																		

		investing 40% stake in the Project with Millat having an equity stake of up to 18%. All equity investments shall be made in cash.
(B) General Disclosures:		
(i)	Maximum amount if investment to be made	Guarantee/SBLC upto an amount of PKR 1,277,100,000/- (Rupees One Billion Two Hundred Seventy Seven Million One Hundred Thousand Only). This is an enhancement of PKR 277,100,000/- from the previously approved amount of PKR 1,000,000,000/-
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>To benefit from the Automotive Development Policy (2016-2021) of the Government of Pakistan by participating in the Project being established by HNMPL.</p> <p>The investment will help in the completion of the Project and expected to generate commission income for DGKCC at a commission of 0.05% per quarter over and above the quarterly commission charged by the DGKCC's Bank(s) on outstanding amounts of guarantee/SBLCs issued. The completion of the Project of HNMPL will enhance the profitability of Nishat and add to the shareholders value of the members of the investing company.</p> <p>Guarantee/SBLCs will be issued for the tenure of 7.5 years starting from the date of the 1st drawdown by HNMPL.</p>
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The guarantee/SBLC will be issued by DGKCC's Bank(s) for which security/corporate / guarantee / collateral will be provided by DGKCC.
	(I) Justification for investment through borrowings	NA
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA
	(III) Cost benefit analysis	NA
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>DGKCC entered into agreement(s) with Nishat, AICL, SGIC, MTL, Sojitz and HNMPL for the share subscription of HNMPL on 4th April 2018.</p> <p>As per the agreement, the shareholders will contribute equity in the following ratios: Nishat 12%, DGKCC 10%, AICL 10%, SGICL 10%, MTL 18%, Sojitz 40%</p>
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and	The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:

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E-mail: info@dgccement.com

	their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The directors of D. G. Khan Cement Company Limited (DGKCC), their relatives and associated companies holding shares of Hyundai Nishat Motor (Private) Limited (HNMPL) are interested to the extent of their shareholding as under:-</p> <table><tr><td><u>Directors:</u></td><td>% of Shareholding</td></tr><tr><td>Mian Raza Mansha (Common Director)</td><td>0.00 (1 Share)</td></tr><tr><td><u>Relatives:</u></td><td></td></tr><tr><td>Mian Umer Mansha</td><td>0.00 (1 Share)</td></tr><tr><td>Mian Hassan Mansha</td><td>0.00 (1 Share)</td></tr><tr><td>Both brothers of Mian Raza Mansha.</td><td></td></tr><tr><td><u>Associated Companies</u></td><td></td></tr><tr><td>Nishat Mills Limited</td><td>12.00%</td></tr><tr><td>Security General Insurance Company Ltd.</td><td>10.00%</td></tr></table> <p>The directors of HNMPL are interested in DGKCC to the extent of their shareholding as under:-</p> <table><tr><td>Name</td><td>% of Shareholding</td></tr><tr><td>Mian Raza Mansha</td><td>2.90</td></tr><tr><td>Mian Umer Mansha</td><td>6.23</td></tr><tr><td>Mian Hassan Mansha</td><td>6.14</td></tr></table> <p>The associated Companies holding shares of HNMPL are interested in DGKCC to the extent of their shareholding as follows:</p> <table><tr><td>Name</td><td>% of Shareholding</td></tr><tr><td>Nishat Mills Limited</td><td>31.40</td></tr><tr><td>Security General Insurance Co. Ltd.</td><td>0.05</td></tr></table>	<u>Directors:</u>	% of Shareholding	Mian Raza Mansha (Common Director)	0.00 (1 Share)	<u>Relatives:</u>		Mian Umer Mansha	0.00 (1 Share)	Mian Hassan Mansha	0.00 (1 Share)	Both brothers of Mian Raza Mansha.		<u>Associated Companies</u>		Nishat Mills Limited	12.00%	Security General Insurance Company Ltd.	10.00%	Name	% of Shareholding	Mian Raza Mansha	2.90	Mian Umer Mansha	6.23	Mian Hassan Mansha	6.14	Name	% of Shareholding	Nishat Mills Limited	31.40	Security General Insurance Co. Ltd.	0.05
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(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	D. G. Khan Cement Company Limited has already made an equity investment of Rs 550 million in the associated company. Since the associated company is establishing a Greenfield Project, no performance review is applicable.																																
(vii)	Any other important details necessary for the members to understand the transaction	Not significant																																
Additional disclosure regarding investment in the form of Standby Letters of Credit (SBLC)																																		
(i)	Category-wise amount of investment	Guarantee / SBLC upto PKR 1,277,100,000/- will be arranged by DGKCC in favor of the lenders of HNMPL to secure financial assistance for the Project of HNMPL. This is an enhancement of PKR 277,100,000/- from the previously																																

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		approved amount of PKR 1,000,000,000/- DGKCC will provide security/corporate guarantee / collaterals to its bankers for issuance of SBLC.
(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 rate of return unfunded facilities, as the case may be, for the relevant period	<p>The current average borrowing cost of the Company is 3 Months KIBOR + 0.30%%.</p> <p>DGKCC shall pay a commission % in the range of 0.1125% to 0.15 % per quarter to the Guarantee / SBLC issuing financial institution on the outstanding SBLC amount.</p>
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	DGKCC shall charge HNMPL a commission of 0.05 % per quarter over and above the quarterly bank guarantee commission paid by DGKCC to the SBLC issuing bank/financial institution on the outstanding guarantee / SBLC amount. All expenses incurred by DGKCC on procurement of SBLC shall be charged to HNMPL.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	DGKCC shall obtain an indemnity/ corporate guarantee from HNMPL for commitment to repay the amount in the event DGKCC is called upon to pay pursuant to enforcement of guarantee/ SBLC by the lenders of HNMPL.
(v)	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.	NA
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	<p>DGKCC shall recover the commission on SBLC from HNMPL on semi-annual basis.</p> <p>DGKCC will be required to pay only in case HNMPL fails to make re-payment of finances obtained on due dates as per agreement with its lenders.</p>



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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)		Nishat Hotels and Properties Limited	Adamjee Insurance Company Limited
Total Investment Approved:	Equity investment upto Rupees 850 million was approved by members in EOGM held on March 28, 2018 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 7.5 years was approved by members in EOGM held on March 28, 2018.	Equity investment upto Rupees 200 million was approved by members in EOGM held on April 17, 2019 for the period of three (3) years.	Equity investment upto Rupees 721.620 million was approved by members in AGM held on October 27, 2018 for the period of 3 years.
Amount of Investment Made to date:	Investment of Rupees 550 million has been made against this approval to date.	Guarantee of Rs. 550 million provided by the Company to Meezan Bank Limited (MBL) against the loan provided by MBL to Hyundai Nishat Motors (Pvt) Limited	Investment of Rupees 41.67 million has been made against this approval to date.	Investment of Rupees 22.920 million has been made against this approval to date.
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.	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.	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 NHPL.	Partial investment has been made in investee company. Further investment will be made depending on market conditions at appropriate time.
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 available half yearly financial statements for the half year ended June 30, 2019 the basic loss per share is Rs. (0.53) and breakup value per share is Rs. 9.29.	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 available half yearly financial statements for the half year ended June 30, 2019 the basic loss per share is Rs. (0.53) and breakup value per share is Rs. 9.29.	At the time of approval, as per available latest audited financial statements for the year ended June 30, 2018, the basic loss per share was Rs.0.30 and breakup value per share was Rs. 12.65. As per latest available annual financial statements for the year ended June 30, 2019 the basic profit per share is Rs. 1.42 and breakup value per share is Rs. 18.09.	At the time of approval, as per available latest audited financial statements for the year ended December 31, 2017, the basic earnings per share was Rs.3.49 and breakup value per share was Rs. 47.98. As per latest available audited financial statements for the year ended December 31, 2018, the basic earnings per share is Rs. 3.54 and breakup value per share is Rs. 56.18.

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