

# DANDOT CEMENT COMPANY LIMITED

Registered Office: 5 - Zafar Ali Road, Gulberg-V, Lahore, Pakistan  
Postal Address: 43-A/S Zafar Ali Road, Gulberg V, Lahore, Pakistan  
Telephone: +92-42-35758614-15  
email: cfo@dandotcement.com

April 19, 2021.

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

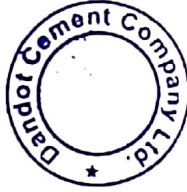
## Notice of Extra Ordinary General Meeting (EOGM)

Dear Sir,

Enclosed please find a copy of the Notice of Extra Ordinary General Meeting to be held on May 11, 2021 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Muhammad Kamran  
Company Secretary



**DANDOT CEMENT COMPANY LIMITED**  
**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting (EOGM) of the shareholders of Dandot Cement Company Limited will be held on Tuesday May 11, 2021 at 11:30 am at 43-A/S Zafar Ali Road, Gulberg V, Lahore, to transact the following business:

**ORDINARY BUSINESS**

1. To confirm the minutes of the last Annual General Meeting (AGM) held on January 26, 2021.
2. To elect 7 (seven) Directors, being the number of Directors fixed by the Board, for a period of next three years, commencing from May 12, 2021 in accordance with the provisions of Section 159(2) of the Companies Act, 2017 and Articles of Association of the Company. The names of the retiring Directors are as under:
  - i. Taha Muhammad Naseem (Chief Executive)
  - ii. Muhammad Farooq Naseem (Chairman of BOD)
  - iii. Mrs. Roohi Farooq Naseem
  - iv. Zaka Muhammad Naseem
  - v. Hamid Mahmood
  - vi. Murtaza Yousaf Mandviwala
  - vii. Shafqaat Ahmed

**SPECIAL BUSINESS**

3. To consider and if thought fit, pass with or without modification, the following special resolutions to increase in the authorized share capital of the Company and to approve the consequent amendments in the Memorandum and Articles of Association of the Company, subject to approval of the shareholders of the company:

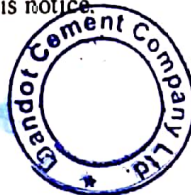
**RESOLVED THAT** the Authorized Capital of the Company be increased from Rs.1,000,000,000/- (Rupees One Thousand Million only) divided into 100,000,000/- shares of Rs.10/- each to Rs.5,000,000,000/- (Rupees Five Thousand Million only) divided into 500,000,000/- shares of Rs.10/- each.

**FURTHER RESOLVED THAT** the Memorandum and Articles of Association of the Company be and are hereby amended / altered by substituting the figures and words "Rs.1,000,000,000/- (Rupees One Thousand Million) divided into 100,000,000/- (One Hundred Million) ordinary shares of Rs.10/- each" appearing in Clause V of the Memorandum of Association and in Article-6 of the Articles of Association, with the figures and words "Rs. 5,000,000,000/- (Rupees Five Thousand Million) divided into 500,000,000/- (Five Hundred Million) ordinary shares of Rs.10/- each"

**FURTHER RESOLVED THAT** the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and is hereby singly authorized to take all necessary steps and execute documents including legal and corporate formalities and file all requisite documents with Securities & Exchange Commission of Pakistan as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

4. To transact any other business of the company with the permission of Chair.

A statement under section 134(3) of the Companies Act, 2017 is attached herewith pertaining to the Special Resolutions is being sent to the shareholders with this notice.



Lahore: April 18, 2021

(By Order of the Board)

MUHAMMAD KAMRAN  
Company Secretary

**Notes:**

1. Any person including the retiring director who seeks to contest election of the Directors must file with the Company at its registered office, not later than 14 days before the date of the meeting, notice / consent of his / her intention to offer himself / herself for election. The consent should accompany the following declarations, as required by the "Code of Corporate Governance" to the effect that:
  - a) He / she is aware of his / her duties and powers to act as director under the relevant law(s), the Memorandum and Articles of Association of the Company and the Listing regulations.
  - b) He / she would not be a director on the Board of more than 7 (seven) Companies including Dandot Cement Company Limited.
  - c) He / she is a registered tax payer.
- 2) The register of members and the Share Transfer Books of the Company will remain closed from May 4, 2021 to May 11, 2021 (both days inclusive). Transfers received in order at the Company's Share Registrar's office (M/s Corplink (Pvt) Ltd, Wings Arcade, 1-K, Commercial, Model Town, Lahore) upto the close of the business on Monday May 03, 2021, will be treated in time for the entitlement to attend the Extra Ordinary General Meeting.
- 3) A member entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend and vote on his / her behalf. Proxies, in order to be effective, must be received at the Company's Head office not later than 48 hours before the time of the holding of the Meeting.
- 4) The shareholders through CDC are requested to bring Original Computerized National Identity Card (CNIC) for the purpose of identification to attend the meeting.
- 5) In case of corporate entity, the Board's resolution or power of attorney with specimen signature of the nominee shall produce at the time of meeting.
- 6) Shareholders having physical share certificates are requested to immediately notify the change in address, if any to the share registrar of the Company M/s Corplink (Pvt) Limited, Wings Arcade 1-K Commercial Model Town Lahore.
- 7) Shareholders who wish to receive notice of Meeting through email are requested to provide the following particulars, through a letter duly signed by them,
  - 1- Name, 2-Folio/CDC Account No, 3-email address, 4-Contact Number.
- 8) Consent for Video Conference facility.

In compliance with Section 134(I)(b) of the Companies Act, 2017, if the Company receive consent form members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video link facility at least 10 days prior to the date of general meeting, the Company will arrange video link facility in that city.

To avail this facility, please provide following information and submit to registered office of the Company. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access the facility.

I/We,-----of-----being a member of the DANDOT CEMENT COMPANY LIMITED, being holder of Ordinary Shares as per register Folio No.-----hereby option for video conference facility at-----  
-----,

Signature of Member.

**STATEMENT OF MATERIAL FACT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017**

The statement set out the material facts concerning the special business to be transacted at the extraordinary general meeting of the Company to be held on May 11, 2021.

**Item 3 of the Agenda**

The board had decided to enhance the present authorized capital of the Company in order to enable the Company to meet the future paid up capital requirements under applicable laws and accordingly recommended to increase the authorized capital from Rs. 1 Billion to Rs. 5 Billion. The Board has decided to put such resolution before the shareholders for their consideration at the Extraordinary General Meeting, as Special Business, and accordingly amend Clause V of the Memorandum of Association and Article - 6 of the Articles of Association to bring its effect in the manner proposed in this notice.

The directors of the Company have no interest in the proposed Special Resolutions except to the extent of their shareholdings and remuneration from the Company.