



## 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](mailto:info@dgcement.com)

SECY/BORD-NOT/

October 28, 2022

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

PUCARS/TCS

**Subject: Filling of Certified Copy of Resolution Passed by the Shareholders in Compliance with the requirements of Regulation 5.6.9 (b) of the Rule Book**

Dear Sir,

In accordance with the requirements of Regulation No. 5.6.4 (d) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith Certified Copy of the Resolutions passed by the Shareholders of D.G. Khan Cement Company Limited in their Annual General Meeting held on October 28, 2022.

Yours' sincerely,

  
**Khalid Mahmood Chohan**  
Company Secretary

**Factory Sites:**

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



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**CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF D. G. KHAN CEMENT COMPANY LIMITED IN THEIR ANNUAL GENERAL MEETING, HELD ON OCTOBER 28, 2022 (FRIDAY) AT 11:00 A.M. AT EMPORIUM MALL, THE NISHAT HOTEL, TRADE AND FINANCE CENTRE BLOCK, NEAR EXPO CENTRE, ABDUL HAQ ROAD, JOHAR TOWN, LAHORE.**

### AGENDA ITEM NO. 1

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED UN-CONSOLIDATED AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED JUNE 30, 2022 TOGETHER WITH THE CHAIRMAN'S REVIEW, DIRECTORS' AND AUDITORS' REPORTS THEREON.**

**RESOLVED** unanimously that the Annual Audited Un-Consolidated and Consolidated Financial Statements of the Company for the year ended June 30, 2022 together with Chairman's Review, Directors and Auditors' reports thereon to the shareholders be and are hereby approved and adopted.

### AGENDA ITEM NO. 2

**TO APPROVE FINAL CASH DIVIDEND @ 10% [I.E. RE. 1 (RUPEE ONE ONLY) PER ORDINARY SHARE AS RECOMMENDED BY THE BOARD OF DIRECTORS.**

**RESOLVED UNANIMOUSLY** that 10% i.e Re.1 (Rupees One only) per ordinary share final cash dividend for the year ended June 30, 2022 be and is hereby approved to those shareholders whose names were appear on the register of members on close of business as on 14-10-2022.

### AGENDA ITEM NO 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 WHO ARE ALSO ELIGIBLE TO OFFER THEMSELVES FOR RE-ELECTION:-**

**RESOLVED** that Mrs. Naz Mansha, Mian Raza Mansha, Mr. Khalid Niaz Khwaja, Mr. Usama Mahmud, Mr. Farid Noor Ali Fazal, Mr. Shahzad Ahmad Malik and Mr. Mikhaal Mustafa Iqbal be and are hereby elected Directors of the Company un opposed with effect from 29-10-2022 for the next term of three years.

### AGENDA ITEM NO 4

**TO APPOINT STATUTORY AUDITORS FOR THE YEAR 2022-23 AND FIX THEIR REMUNERATION.**

**RESOLVED** unanimously that M/s A. F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as external auditors of the Company for the year ending June 30, 2023, as recommended by the Audit Committee and Board of Directors at the remuneration as of for the year 2022, i.e no change in their remuneration.

#### Factory Sites:

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



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### AGENDA ITEM NO 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).**

**RESOLVED THAT** approval of the members of D. G. Khan Cement Company Limited (“**the Company**”) be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 and other applicable provisions of the Companies Act, 2017 to make additional long-term equity investment up to Rs. 900,000,000 (Rupees Nine Hundred Million Only) in Hyundai Nishat Motor (Pvt) Limited (HNMPL), an associated company, from time to time by way of subscribing up to 90,000,000 right shares, at Par value of Rs. 10/- each as and when offered by HNMPL to the Company on its shareholding, as per terms and conditions disclosed to the members.

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to dispose of through any mode, a part or all of equity investment in HNMPL 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 HNMPL 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 they may deem appropriate and necessary in the best interest of the Company and its members.

**Certified True Copy Issued on October 28<sup>th</sup> 2022**

**Khalid Mahmood Chohan**  
Company Secretary



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