



GHARIBWAL CEMENT LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting (EOGM) of Gharibwal Cement Limited will be held on Tuesday, June 20, 2023 at 12:00 p.m at OBAN Hotel, 81-C-II, off MM Alam Road, Gulberg-III, Lahore to transact the following businesses:

Ordinary Business:

1. To confirm minutes of last Annual General Meeting (AGM) held on October 27, 2022

Special Business:

1. **INCREASED IN AUTHORIZED CAPITAL**

It is proposed to increase the authorized capital of the company from Rs. 8,000 million to Rs. 14,000 million and to amend Memorandum & Articles of Association of the Company accordingly by passing following resolutions, with or without modification, as special resolutions:

"RESOLVED THAT

- I. To increase the Authorized share capital of the company from Rs. 8,000,000,000 divided into 800,000,000 ordinary shares of Rs. 10/- each to Rs. 14,000,000,000 divided into 1,400,000,000 ordinary shares of Rs. 10/- each by addition of 600,000,000 ordinary shares of Rs. 10/- each.
- II. Clause V of the Memorandum of Association and Clause IV of Articles of Association of the company be altered by substituting the figures and words Rs. 8,000,000,000 (Rupees Eight Thousand million) and 800,000,000 with the figures and words Rs. 14,000,000,000 (Rupees Fourteen Billion) and 1,400,000,000, respectively.
- III. The company secretary and CEO of the company be and is hereby authorized to complete all legal and corporate formalities in connection with the above.

Capitalisation of Reserves

2. It is proposed to amend clause 113 of Articles of Association of Company regarding Capitalization of reserves and to authorize BOD in this regard.

Resolved that the words "General Meeting" appearing in Clause 113 of Articles of Association be replaced with the words "Board of Directors".

Other Business:

3. To transact any other business with the permission of chair

Date: May 29, 2023

Place: Lahore

By Order of the Board

Company Secretary





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NOTES:

1. The share transfer books of the company will remain close from June 13 to June 20, 2023 both days inclusive. Transfer received by the Share Registrar of the Company, M/s Corplink (Private) Ltd, 1-K Commercial, Model Town Lahore up to June 12, 2023 will be considered in time for the purpose of attendance at EOGM and dividend entitlement.
2. A member who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and account /sub account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
3. A member entitled to attend and vote at the EOGM may appoint another member as his/her proxy to attend, speak and vote instead of him/her.
4. Forms of proxy to be valid must be properly filled in/executed and received at the Company's head office situated at First Floor, PACE Tower, 27-H, College Road, Gulberg-II, Lahore not later than 48- hours before the time of meeting.
5. Members are requested to notify the Shares Registrar of the Company promptly of any change in their addresses and also provide Copy of their CNIC for updating record.
6. Shareholders interested to participate in the meeting through video link facility are requested to email their Name, Folio Number, Cell Number, CNIC Number, and Number of shares held in their name with subject "Registration for Gharibwal Cement Limited EOGM" along with valid copy of both sides of Computerized National Identity Card (CNIC) at agm@gharibwalcement.com.

The statement Under Sub Section 3 of Section 134 of The Companies Act, 2017, Pertaining to the Special Business is annexed with this notice to the Members

INCREASE IN AUTHORIZED CAPITAL

The present authorized capital of the company is Rs. 8,000 million and it is proposed to increase the authorized capital of the company to Rs. 14,000 million in order to facilitate any increase in paid up capital as and when required by company/BOD.

CAPITALISATION OF RESERVES

As per clause 113 of Articles of Association, members can decide about capitalization of reserves. Now it is proposed that Board of Directors be authorized in this regard.



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