

DANDOT CEMENT COMPANY LIMITED

Registered Office: 5 - Zafar Ali Road, Gulberg-V, Lahore, Pakistan

Telephone: +92-42-111 184 184

cfo@dandotcement.com

October 10, 2023.

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 November 01, 2023 for circulation amongst the TRE certificate Holders of the Exchange.

Yours Sincerely,

Muhammad Kamran
Company Secretary



DANDOT CEMENT COMPANY LIMITED

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email: cfo@dandotcement.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at the registered office situated at 5-Zafar Ali Road, Gulberg V, Lahore, on November 01, 2023 at 9:00 a.m. to transact the following business:

1. SPECIAL BUSINESS

To consider and approve the proposal to allot ordinary shares other than right shares under section 83 of the Companies Act, 2017 by conversion of loans amount of Rs. 1,500,000,000 (Rupees one billion five hundred million only) that were received from Calicom Industries (Pvt.) Limited, the holding company, on their own account and from two (02) other lenders through them, acting as an intermediary, into equity at price of Rs. 22.00 per share (par value Rs. 10.00 plus premium Rs. 12.00) and pass the following resolution as a Special Resolution:

RESOLVED THAT approval be and is hereby granted for allotment of ordinary shares other than right shares under section 83 of the Companies Act, 2017 by conversion of loans of Rs. 1,500,000,000 (Rupees one billion five hundred million only) received from Calicom Industries (Pvt.) Limited, the holding company, on their own account and two (02) other lenders through them, acting as an intermediary, to the issue of upto 68,181,818 (Sixty-eight million one hundred eighty-one thousand eight hundred eighteen) ordinary shares of Rs. 10/- each at a price of Rs. 22 per share (par value Rs. 10.00 plus premium Rs. 12.00).

FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, to file application with Securities and Exchange Commission of Pakistan (SECP) for grant of approval for issue of shares other than right shares by conversion of the loans amount under the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, to complete all the legal formalities for giving effect to the resolution.

2. Any other item with the permission of the Chairman.
3. Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the conversion of loans into equity is attached with this Notice.

By Order of the Board



Muhammad Kamran
Company Secretary

Lahore
October 10, 2023

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 26, 2023 to November 01, 2023 (both days inclusive) for determining entitlement to attend the Extraordinary General Meeting.
2. 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 Registered Office situated at 5- Zafar Ali Road Gulberg - V, Lahore, of the Company not later than 48 hours before the time of the holding of the Meeting.
3. The members maintaining accounts with CDC are requested to bring Original Computerized National Identity Card (CNIC)/passport for the purpose of identification to attend the meeting.
4. Members who have not yet submitted copy of the CNIC/NTN certificate to the Company are requested to send the same at the earliest.
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. Members 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. Postal Ballot / E-Voting
 - a. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.
 - b. Detail of E-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company by the end of business on October 24, 2023 by Corplink (Private) Limited being the e voting service provider.
 - c. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
 - d. Members shall cast vote online from October 29, 2023 at 9.00 a.m. till October 31, 2023 at 5:00 p.m. Voting shall close on October 31, 2023, at 5:00 p.m. Once the vote on the resolution has been casted by a Member, he/she shall not be allowed to change it subsequently.
8. PROCEDURE FOR VOTING THROUGH POSTAL BALLOT
 - a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is attached and will also be available on the Company's website www.dandotcement.com to download.
 - b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, **5 - Zafar Ali Road, Gulberg-V, Lahore, Pakistan**, or email at cfo@dandotcement.com one day before the EOGM, i.e., on October 31, 2023 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.
9. Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to notify by the SECP. The members having physical certificates are accordingly encouraged to open their account with Investor Account Services of CDC or Sub-account with any of the brokers and convert their physical shares into scrip less form. This will facilitate the members in many ways, including safe custody and sales of

shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

10. Consent for Video Conference facility.

In compliance with Section 134(I)(b) of the Companies Act, 2017, if the Company receive consent from 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

DANDOT CEMENT COMPANY LIMITED

Registered Office: 5 - Zafar Ali Road, Gulberg-V, Lahore, Pakistan

Telephone: +92-42-111 184 184

email: cfo@dandotcement.com

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Proposal of conversion of loans of Rs. 1,500,000,000 (Rupees one billion five hundred million only) into equity at a price of Rs. 22 per share (par value Rs. 10.00 plus premium Rs. 12.00).

The Company had mobilized loans of Rs. 1,500,000,000 (Rupees one billion five hundred million only) for the Balancing, Modernization and Replacement (BMR) of machinery during the years from 2019 to 2023. These loans are interest free. The detail of the loans mobilized is as follows:

Name of Lender	Loan Amount	Remarks
Calicom Industries (Pvt.) Limited	Rs. 500.000 million	Loan received in installments from October 14, 2019 to December 28, 2022.
Calicom Industries (Pvt.) Limited on behalf of Mr. Jahanzaib Zahid	Rs. 150.000 million	Loan received in installments from March 29, 2022 to April 28, 2022.
Calicom Industries (Pvt.) Limited on behalf of Mr. Zahid Rafiq	Rs. 850.000 million	Loan received in installments from May 27, 2021 to January 17, 2023.
TOTAL	Rs. 1,500.000 million	

The loan amounts have been utilized in respect of the followings assets:

Name of asset		Cost of asset
1	Imported plant & machinery which included: Raw material crushing and conveying systems; pyro processing equipment; Kiln feeding system; Clinker cooler & dust collection; Baghouse; Coal dozers & grindings; Electrical equipment; Compressed air station; and Insulation materials	940,163,245
2	BMR Civil Work and local procurement which included: Steel purchase; DCS/PLC (Automation Equipment) ; Machinery Fabrication & Erection work; Cement Paint; Excavation and Backfilling; Architectural Work; Refractory Installation; Local store procurement; and Other Civil Work	375,483,746
3	Ancillary capital expenditures	184,353,009
		<u>1,500,000,000</u>

As per the conditions of the loan agreements, the lenders have the option to have their loans converted into equity by giving a six (06) months notice. Calicom Industries (Pvt.) Limited (holding company) has given a notice for conversion of loan into equity. Similarly, Calicom has also given two (02) notices on behalf of two (02) lenders who had given loans through them. In order to comply with the terms and conditions of the loan agreements, the directors have given their approval that the loans be converted into equity at a price of Rs. 22 per share (par value Rs. 10.00 plus premium Rs. 12.00). Against the proposed conversion of the loans issuing fresh 68,181,818 (Sixty-eight million one hundred eighty-one thousand eight hundred eighteen) ordinary shares are to the lender parties. **As per requirement of section 83 of the Companies Act, 2017, the matter will be placed before the shareholders for approval and passing the following special resolution in the EOGM:**

SPECIAL RESOLUTION

RESOLVED THAT approval be and is hereby granted for allotment of ordinary shares other than right shares under section 83 of the Companies Act, 2017 by conversion of loans of Rs. 1,500,000,000 (Rupees one billion five hundred million only) received from Calicom Industries (Pvt.) Limited, (the holding company), on their own account and two (02) other lenders through them, acting as an intermediary, to the issue of upto 68,181,818 (Sixty-eight million one hundred eighty-one thousand eight hundred eighteen) ordinary shares at a price of Rs. 22 per share (par value Rs. 10.00 plus premium Rs. 12.00).

FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, to file application with Securities and Exchange Commission of Pakistan (SECP) for grant of approval for issue of shares other than right shares by conversion of the loans amount under the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, to complete all the legal formalities for giving effect to the resolution.

October 10, 2023




Muhammad Kamran
Company Secretary

Dandot Cement Company Limited

Ballot paper for voting through post for poll to be held on November 01, 2023 at 9:00 a.m. at Company's office

Contact details : Company Secretary, Telephone # +92-42-111 184 184,

Website: www.dandotcement.com

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:
cfo@dandotcement.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

Agenda Item No.1

To consider and approve the proposal to allot ordinary shares other than right shares under section 83 of the Companies Act, 2017 by conversion of loans amount of Rs. 1,500,000,000 (Rupees one billion five hundred million only) that were received from Calicom Industries (Pvt.) Limited, the holding company, on their own account and from two (02) other lenders through them, acting as an intermediary, into equity at price of Rs. 22.00 per share (par value Rs. 10.00 plus premium Rs. 12.00) and pass the following resolution as a Special Resolution:

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FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, to complete all the legal formalities for giving effect to the resolution.

I/we hereby exercise my/our vote in respect of the special resolution through postal ballot by conveying my/our assent or dissent to the said resolution by placing tick (V) mark in the appropriate box below (delete as appropriate);

Nature and Description of Special Resolution	No. of ordinary shares for which votes cast	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
Agenda Item No.1 (as sated above)			

Signature of shareholder(s)

Place:

Date:

NOTES:

1. Dully filled postal ballot should be sent to Chairman, Dandot Cement Company Limited, 5-Zafar Ali Road, Gulberg V, Lahore, email: cfo@dandotcement.com
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the Company on or before October 31, 2023 by 05:00 P.M. Any postal ballot received after October 31, 2023 by 05:00 P.M. will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.