

DANDOT CEMENT COMPANY LIMITED

Registered Office: 5 - Zafar Ali Road, Gulberg-V, Lahore, Pakistan
Telephone: +92-42-111 184 184
email: cfo@dandotcement.com



April 18, 2024.

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

SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of Extra Ordinary General Meeting to be held on May 10, 2024 for circulation amongst the TRE Certificates Holders of the Exchange.

Yours Sincerely,



Muhammad Kamran
Company Secretary

Encl:- As above

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 Friday, May 10, 2024 at 09:00 a.m. at 5-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 November 24, 2023.
2. To elect 10 (Ten) Directors, being the number of Directors fixed by the Board, for a period of next three years, commencing from May 11, 2024 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:

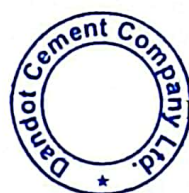
- Taha Muhammad Naseem (Chief Executive)
- Muhammad Farooq Naseem (Chairman of BOD)
- Mrs. Roohi Farooq Naseem
- Zaka Muhammad Naseem
- Jehanzeb Choudry
- Murtaza Yousuf Mandviwala
- Shafqaat Ahmed (Resigned on Feb 22, 2024)

All the above Directors of the Company are eligible to offer themselves for re-election.

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

Lahore: April 18, 2024

Notes:



(By Order of the Board)

MUHAMMAD KAMRAN
Company secretary

1. Any member / person including the retiring director who seeks to contest election of the Directors must file following with the Company at its registered office, not later than 14 days before the date of the meeting:

- a) Notice of his / her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Companies Act, 2017. While submitting his/her notice of intention, shall select any one of below categories in accordance with the provision of Regulation 7A of the listed companies (Code of Corporate Governance) Regulations, 2019, (the "CCG Regulations"), through S.R.O 906(i) 2023 dated 07.07.2023:

<u>Category</u>	<u>Number of Director to be elected</u>
i- Female Director	01
ii- Independent Directors	04
iii- Other Directors	05

- b) Consent to act as director (if elected) in terms of Section 167 of the Companies Act 2017. 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.
- c) A detailed profile along with office address and contact information for placement on the company's website seven days prior to the date of election. He / she would not be a director on the Board of more than 7 (seven) Companies including Dandot Cement Company Limited.
- d) Declaration in respect of being compliant with the requirements of the Listed Company's (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017. 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, 2024 to May 10, 2024, (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 May 03, 2024, 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 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.
- 4) The shareholders through CDC are requested to bring Original Computerized National Identity Card (CNIC) passport for the purpose of identification to attend the meeting.
- 5) Shareholders who have not yet submitted copy of the CNIC/NTN certificate to the Company are requested to send the same at the earliest.
- 6) 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.
- 7) 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.
- 8) 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 shareholders having physical shareholding 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 shareholders 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.
- 9) 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.

Statement made under Section 166(3) of the Companies Act, 2017 in respect of Appointment of Independent Directors.

Independent directors shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. It will be ensured that the persons contesting as independent directors must meet the criteria under section 166 of the Companies Act, 2017 and possess the requisite competencies, skills, knowledge and experience.

No directors have direct or indirect interest in the above said business except they may consent for election of director. Accordingly.

