

# DANDOT CEMENT COMPANY LIMITED

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

Telephone: +92-42-111 184 184

email: [cfo@dandotcement.com](mailto:cfo@dandotcement.com)



June 05, 2024.

General Manager,  
Listing Department  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
KARACHI.

**Subject: Increase in Paid-up Capital of Dandot Cement Company Limited Limited**

Dear Sir,

With reference to captioned subject, we would like to submit following documents:

1. Form-3 filed with the registrar.
2. Auditor's Certificate, confirming the increase in the paid-up capital of the Company.
3. Letter from Central Depository Company of Pakistan Limited (CDC), confirming the freezing of shares in compliance of condition placed by SECP.

You are requested to please acknowledge the receipt of the above-mentioned documents, we shall be very thankful to you and hopeful for your kind cooperation in this respect.

Regards,

For and on behalf of **Dandot Cement Company Limited**

Muhammad Kamran  
Company Secretary



C.C: Additional Director,  
Primary Market Approvals and Development Department,  
Securities Market Division,  
NIC Building 61-A Jinnah Avenue,  
Blue Area Islamabad

**THE COMPANIES ACT, 2017**  
**THE COMPANIES REGULATIONS, 2024**  
 [Section 70 & 465(4) and Regulations 39, 41 & 30]

**RETURN OF ALLOTMENT OF SHARES & CHANGE OF MORE THAN TWENTY FIVE  
 PERCENT IN SHAREHOLDING OR MEMBERSHIP OR VOTING RIGHTS**

**PART I**

(Please complete in typescript or in bold block capitals.)

1.1. CUIIN (Registration Number)

0	0	0	7	5	6	6
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1.2. Name of the Company

DANDOT CEMENT COMPANY LIMITED
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1.3 Fee Payment Details

1.3.1 Challan No

24065029
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1.3.2 Amount (Rs.)

1100
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**PART II**

*(Applicable in case of allotment of shares)*

2. Share Capital

Number of Shares Amount (Rs)

2.1. Authorized capital

500,000,000	5,000,000,000
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2.2. Paid up capital

316,355,132	3,163,551,320
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*(Inclusive of present allotment)*

2.3. Kind of shares

*(Check relevant checkbox)*

Ordinary

Preference

2.4. Class of shares

*(Check relevant checkbox)*

Class A

Class B



Preferred: Participatory:Redemable at companys option

Preferred: Participatory:Redemable at Shareholders option

Preferred:Non Participatory: Non Redemable

Preferred:Non Participatory: Redemable at companys option

Preferred:Non Participatory: Redemable at Shareholders option

Any other Class,

2.5. Date of allotment Day Month year

2	3	0	5	2	0	2	4
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(\*If shares were allotted on different dates, then date of first allotment shall be mentioned)

2.6. Date of Passing of Special Resolution Day Month Year

0	1	1	1	2	0	2	3
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(\*\* In case of allotment of shares other than right, date of passing of special resolution shall be mentioned)

2.7. SECTION A- SHARES ALLOTTED AGAINST CASH CONSIDERATION

2.7.1.	No of Shares	indicating class,if any
	68,181,818	Ordinary
2.7.2. Nominal amount	Per share (Rs)	Total Amount (Rs)
	10	681,818,180
2.7.3. Premium	12	818,181,816
2.7.4. Discount	( 0 )	( 0 )
2.7.5. Total (Amount paid on each share 2.7.2 to 2.7.4)	22	1,499,999,996
2.7.6. Consideration received against allotment in foreign currency (equivalent amount in PKR included in total amount mentioned at 2.7.5)	Specify currency	Total Amount of foreign currency



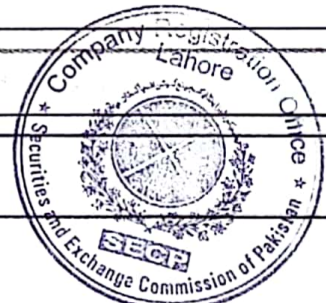
**2.8. SECTION B- SHARES ALLOTTED FOR CONSIDERATION OTHERWISE THAN IN CASH**

2.8.1.	No of Shares	indicating class,if any
	0	
2.8.2. Nominal amount	Per share (Rs)	Total Amount (Rs)
		0
2.8.3. Premium	0	0
2.8.4. Discount	( 0 )	( 0 )
2.8.5. Total (2.8.2 to 2.8.4)	0	0

2.8.6. The consideration for which shares have been allotted is as follow:

- a. Property and assets acquired (give description)
- b. Good will
- c. Services (give nature of services)
- d. Other items (to be specified)
- e. Total (a to d)

Nature	Amount



**2. 9. SECTION C- ALLOTMENT OF BONUS SHARES**

2.9.1.	No of Shares	indicating class,if any
	0	
2.9.2. Details of Bonus Shares	Allotment Ratio (Existing shares/bonus shares)	Total Amount (Rs)
		0

2.9.3. Particulars of resolution of Board of directors	Resolution number	Day	Month	year

shareholders

2.10. SECTION D- NAME, ADDRESS, AND OTHER PARTICULARS, OF THE ALLOTTEES

Date of allotment	Name of allottee in full	Nationality	Country of origin in case of foreign national	Address of the allottee	Number of shares allotted	NIC No/NICOP/Passport No of allottee Registration Number If any (In case of allottee other than natural person)
(1)	(2)	(3)	(4)	(5)	(6)	(7)
23-05-2024	Zahid Rafiq	Pakistan		HOUSE NO 646, STREET NO 40, MAIN DOUBLE ROAD, E-11/3, ISLAMABAD, Lahore, Lahore, Punjab, 54000	38636363	3520228608831
23-05-2024	Jahanzab Zahid	Pakistan		HOUSE 107 BLOCK C 2 GULBERG 3 LAHORE, Lahore, Lahore, Punjab, 54000	6818182	3520234860699
23-05-2024	CALICO M INDUSTRIES (PRIVATE) LIMITED		Pakistan	5, ZAFAR ALI ROAD,, GULBURG V Gulberg Town Punjab 54000, Lahore, Lahore,	22727273	0124242

				Punjab, 54000		
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**PART III**

**(Applicable in case of change of more than twenty five percent in shareholding or membership or voting rights)**

**3.1. Change in share holding**

3.1.1. Total Number of paid up shares

3.1.2. Particulars of change in shareholding

Name of Transferor	NIC Passport No of Transferor if applicable	Name of Transferee / Allottee	NIC Passport No of Transferee / Allottee, if applicable	Address of Transferee / Allottee	No of shares transferred / Allotted	Kind/ Class of Shares	Date of transfer / Allotment
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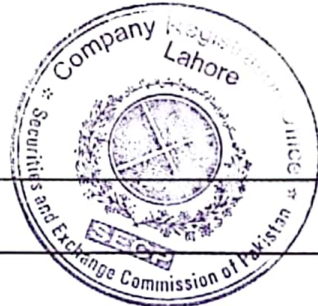
*Use separate sheet, if necessary.*

**3.2. Change in voting right**

3.2.1. Reason & details of change in voting rights

3.2.2. Effective date of change in voting right

Day		Month		year		



**3.3. Change in membership**

3.3.1. Total Number of members prior to change

3.3.2. Particulars of change in members

Particulars of Outgoing Member(s),if any			Particulars of New Member(s)		
Name	CNIC Passport No	Date of cessation	Name	CNIC Passport No	Date of Admission

Use separate sheet, if necessary.

**PART IV**

**4.1 Declaration**

I do hereby solemnly, and sincerely declare that the information provided in the form is:

- (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the company and nothing has been concealed; and
- (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.



4.2. Name of Authorized Officer with designation/Authorized Intermediary (if appointed)

MUHAMMAD KAMRAN	Secretary, Chief Financial Officer
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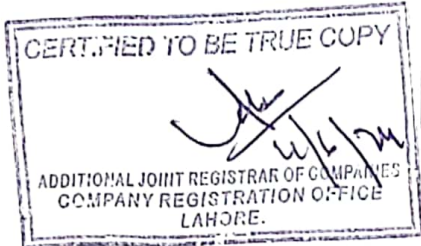
4.3. Signatures

This is an electronically generated document and doesn't require a physical signature
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4.4. Registration No of Authorized Intermediary, if applicable

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4.5. Date



Day		Month		year			
2	9	0	5	2	0	2	4



PR/DA-273/33/2024

May 20, 2024

The Chief Executive Officer,  
Dandot Cement Company Limited,  
5 - Zafar Ali Road, Gulberg-V,  
Lahore.

Dear Sir,

### **AUDITIORS' CERTIFICATE**

We have been requested to provide you with a certificate on issuance of shares other than right, against long-term loan from holding company, on its own account and two (02) other lenders as required by Annexure B of Central Depository System (CDC) Standard Operating Procedures (SOPs).

#### **Scope of Certificate**

The Certificate is issued by us as the statutory auditors of the company for onward submission to Central Depository Company (CDC), Pakistan Stock Exchange (PSX) and Securities and Exchange Commission of Pakistan (SECP).

#### **Management Responsibility**

It is the responsibility of the Company's management to ensure that subscription amount received is properly recorded in the books and records of the company and to comply with all the legal requirements in this respect.

#### **Auditors' Responsibility**

Being statutory auditors of the Company, our responsibility is to certify that the full amount of subscription has been received in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by the institute of Chartered Accountants of Pakistan.

Our verification was limited to procedures as mentioned below.

- Obtained and checked certified true copy of the resolution of Board of Directors of the Company approving issue of 68,181,818 ordinary shares of Rs.10/- each having at a price of Rs. 22 (face value of Rs. 10/- plus premium Rs. 12/-) offered to the Calicom Industries (Private) Limited, Mr. Zahid Rafiq and Mr. Jahanzaib Zahid as shareholders of the company against their outstanding long-term loan towards the company in accordance with Section 83 of the Companies Act. 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulation, 2020.
- Obtained and checked copy of the special resolution, filed by the Company with the SECP on November 7, 2023, passed by shareholders of the Company approving issue of shares by way of other than right offer by conversion of loan of Rs, 1,500,000,000/- received from Calicom Industries (Private) Limited, the holding company, on their own account and two (02) other lenders (Mr. Zahid Rafiq and Mr. Jahanzaib Zahid) through them, acting as an intermediary, to







the issue of up to 68,181,818 ordinary shares of Rs. 10/- each having at a price of Rs. 22 (face value of Rs. 10/-plus premium Rs. 12/-) in accordance with Section 83 of the Companies Act, 2017.

- Obtained copy of bank statements of the Company provided by the banks, certifying the receipt of money amounting to Rs. 1,500,000,000/-
- Obtained and checked copy of approval letter of SECP for issuance of shares by way of other than right offer under Section 83 of the Companies Act, 2017.
- Obtained management's representation that all requirements concerning allotment of shares in the name of CDC have been fulfilled.

### Certificate

Based on procedures mentioned above, we certify that:

- Long-term loan from holding company of Rs.1500,000,000/- has been adjusted against the share capital of Rs. 681,818,180/- and share premium of Rs. 818,181,816/- by issuance of 68,181,818 shares having face value of Rs.10 and premium of Rs.12 each by way of other than right issue.
- Revised paid-up capital of the Company is amounting to Rs. 3,163,551,320/-.
- Revised share premium reserve of the Company is amounting to Rs. 1,606,169,474/-.
- All requirements with regards to allotment of shares in the name of CDC have been fulfilled by the Company.
- Conditions imposed by the regulatory body have been fulfilled by the Company in every respect.

Detail of shares and subscription adjusted against Long-term loan from holding company is as under:

S. No	Name of the shareholders	Shares	Amount (Rupees)
1	Calicom Industries (Private) Limited	22,727,273	500,000,006
2	Mr. Zahid Rafiq	38,636,363	849,999,986
3	Mr. Jahanzaib Zahid	6,818,182	150,000,004
	<b>Total</b>	<b>68,181,818</b>	<b>1,499,999,996</b>

The movement of shares held physically and through CDC, taking into account the share issuance other than right is as follows:

Numbers	Shares held Physically	Shares held through CDC	Total Shares
Number of shares before issue	627,999	247,545,315	248,173,314
Shares issued other than right	-	68,181,818	68,181,818
Number of shares after issue	627,999	315,727,133	316,355,132



We have been informed that these shares will be issued subject to the condition that

- Calicom Industries (Private) Limited shall retain its shareholding arising as a result of subject issuance for two years from the date of issuance of shares and the Company shall submit report to the Commission concerning the shares held in blocked status within the CDC account immediately after the issuance of shares.
- Mr. Zahid Rafiq and Mr. Jahanzaib Zahid shall retain their shareholdings arising as a result of subject issuance for at least six months from the date of issuance of shares. After the issuance of shares joint shareholding of Mr. Zahid Rafiq and Mr. Jahanzaib Zahid will be more than 14% and therefore the company shall comply with the requirements of the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017.

**Restriction on use and distribution**

The certificate is being issued in the capacity of statutory auditors of the Company on specific request of the management for onward submission to SECP, CDC and PSX, accordingly, this should not be used for any other purpose without our consent.

Yours faithfully

  
CHARTERED ACCOUNTANTS

**Head Office:**

CDC House, 99-B, Block 'B'  
S.M.C.H.S., Main Shakra-e-Faisal  
Karachi - 74400, Pakistan.  
Tel : (92-21) 111-111-500  
URL: www.cdcpakistan.com  
Email: info@cdcpak.com



CDC/C/OI/275/2024

May 24, 2024

**Mr. Muhammad Kamran**  
Company Secretary  
**Dandot Cement Company Limited**  
43-A/S, Zafar Ali Road,  
Gulberg V, Lahore

Dear Sir,

**FREEZING OF SHARES OF DANDOT CEMENT COMPANY LIMITED**

This is with reference to the NOC's received from the following shareholders of Dandot Cement Company Limited ("Issuer") in respect of freezing of shares allotted to shareholders of Issuer pursuant to the condition placed by Securities Exchange Commission of Pakistan ("SECP") vide letter no. SMD/PMADD/DCCL/CI/100/229 dated April 09, 2024.

In this regard, we confirm that we have frozen the shares of Issuer as per below detail:

S.no.	Account Title	Account No.	No. of Shares
1	Mr. Zahid Rafiq	03525-44450	38,636,363
2	Calicom Industries (Private) Limited	03525-112000	22,727,273
3	Mr. Jahanzaib Zahid	18432-102631	6,818,182

You are requested to formally inform CDC for unfreezing of shares upon completion of compliance period under intimation to the SECP.

Regards,

Abdul Khalid  
Deputy Manager – Compliance Department

Cc: Mr. Sajjad Ali  
Additional Director/ HOD (PMADD-SMD)  
Securities and Exchange Commission of Pakistan