

# DEWAN CEMENT LIMITED

FORM-4

January 5, 2026

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


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 Monday, January 26, 2026 for circulation amongst your members.

Yours faithfully

  
**Muhammad Hanif German**  
Company Secretary

  
**Syed Maqbool Ali**  
Director

Enclosures: (As above)



## DEWAN CEMENT LIMITED

Registered Office: Dewan Centre, 3-A, Lalazar Beach Hotel  
Road, Karachi - 74000 Pakistan  
Fax +92 21 35630860 | UAN +92 21 111 364 111

Corporate Office: 2nd Floor, Block 'A', Finance & Trade Centre  
Shahrah-e-Faisal, Karachi-75350 Pakistan  
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# DEWAN CEMENT LIMITED

## STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT. 2017

This statement is annexed as an integral part of the Notice of the Extra Ordinary General Meeting of Dewan Cement Limited ("the Company" or "DCL") to be held on **Monday, January 26, 2026, at 02:00 p.m.**, at Dewan Cement Limited, Plant Site, Deh Dhand, Dhabeji, District Malir, Karachi, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the Meeting.

### Special Business

- 1. To pass a special resolution for conversion of outstanding loan from Sponsor into equity of the Company under the provisions of Section 83 of the Companies Act. 2017, for issuance of 60,000,000 ordinary shares of Dewan Cement Limited at Rs. 10/- (Rupees ten) each, total amounting to Rs. 600,000,000/- (Rupees Six Hundred Million Only), by way of otherwise than rights.**

The Board of Directors of the Company ("the Board"), at its meeting held on Friday, January 2, 2026, has approved the raising of further capital without any offer and issue of right shares, as per proposed special resolution; subject to the approval of the members of the Company, and the Securities and Exchange Commission of Pakistan ("SECP"). Material facts concerning the said special business are as follows:

- 1.1** The outstanding loan from Sponsor amounting to PKR. 600,000,000/-, shall be converted into ordinary shares of the Company at par value of Rs. 10/- per share, without any offer and/or rights issue. Thus, the number of shares proposed to be issued to the Sponsor are 60,000,000, and the same shall rank *pari passu* to the existing shares of the company in all respects. This issue of shares otherwise than rights, following approval from the Shareholders, is subject to the approval of the Securities and Exchange Commission of Pakistan.

The scrip of the Company, at the close of trading hours at the Pakistan Stock Exchange Limited ("PSX"), on Friday, January 2, 2026, was Rs. 12.77 per share. The preceding six-month and three-month volume weighted average price ("VWAP") of the share at the PSX is Rs. 14.17 per share and Rs. 13.81 per share, respectively.

The Company is making conversion at par value. This loan was extended to the Company by the Sponsor without any security, markup/interest, and definitive terms of repayment. At the present business scenario, it is impracticable to make any prediction for the repayment of this Loan. Therefore, it would be in the better interests of the Company, as well as its shareholders, to have its liabilities reduced, enhancement in capital base, creditors comforted, and to facilitate any future business prospects, without any impact on its cash flows.

The present Vs post-further share issuance of the Sponsor as contemplated hereby, together with the percentage to the total issued capital, now and then, shall comprise as follows:



**YD** | A YOUSUF DEWAN COMPANY

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Sponsors	Present Shareholding		Further issue of Shares (Number) under First Proviso to Section 83 of the Companies Act, 2017, as contemplated hereby	Proposed Shareholding	
	Number of Shares held	% to Total Issued Capital		Number of Shares	% to Total Issued Capital
Dewan M. Yousuf Farooqui	190,000,606	39.25%	60,000,000	250,000,606	45.95%

- 2.2 The above shares shall be issued to Sponsor *at par*, against the amount of loan extended by him to the Company.
- 2.3 The Sponsor to whom these shares will be issued has given written consent for the same.
- 2.4 The new shares shall rank *pari passu* in all respects with the existing shares of the Company.
- 2.5 The said Sponsor is interested in the transaction to the extent of issue of new shares in consideration of their outstanding loan amount.
- 2.6 Therefore, the following special resolutions are proposed to be passed, with or without modification(s):

## IT IS HEREBY RESOLVED:

1. ***That the Company, subject to the approval of the Securities and Exchange Commission of Pakistan ("SECP" or the "Commission"), be and is hereby authorized to total issue 60,000,000 further ordinary shares of Rs. 10/- (Rupees ten) each (that is of Rs. 600,000,000/-), as fully paid-up and without the offer and/or issue of right shares, to Dewan M. Yousuf Farooqui in lieu of his outstanding loan towards the Company, under Section 83 of the Companies Act, 2017;***
2. ***That the above shares shall be issued against the amount of loan extended by the Sponsor and that he has already consented for the same;***
3. ***That the new shares shall rank pari passu, in all respects, with the existing shares of the Company;***
4. ***That Syed Maqbool Ali, Director and Mr. Muhammad Hanif German, Company Secretary of the Company be and are hereby authorized to complete all necessary legal and corporate formalities with regard to the above Resolutions,***



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*and to take such actions as they may consider necessary or expedient to complete the process of raising further capital without issue of right shares; and*

5. *That in case any error, omission, or mistake is pointed out in the aforesaid Resolutions by the Commission and/or any other competent authority, Syed Maqbool Ali, Director and Mr. Muhammad Hanif German, Company Secretary of the Company, be and are hereby authorized to make necessary amendments therein as permitted by the law.*



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