



LCK/CS/2023-24

September 27, 2023

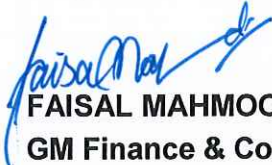
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED IN THE 30TH ANNUAL GENERAL MEETING OF LUCKY CEMENT LIMITED U/C 5.6.9.(b) OF PSX REGULATIONS

In accordance with Clause 5.6.9(b) of the PSX Rule Book, we are pleased to enclose a certified true copy of all the resolutions passed in the 30th Annual General Meeting of Lucky Cement Limited held on September 26, 2023. These resolutions have been passed/adopted & have become effective.

Yours Sincerely,
For: **LUCKY CEMENT LIMITED**


FAISAL MAHMOOD

GM Finance & Company Secretary

Lucky Cement Limited

6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com





EXTRACT FROM THE DRAFT MINUTES OF THE 30TH ANNUAL GENERAL MEETING OF LUCKY CEMENT LIMITED, HELD ON TUESDAY, SEPTEMBER 26, 2023 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FACTORY PREMISES IN PEZU, DISTRICT LAKKI MARWAT, KHYBER PAKHTUNKHWA.

Approval of the audited financial statements of the Company, together with the Board of Directors' and Independent Auditors' reports thereon, for the year ended June 30, 2023.

“RESOLVED THAT the Annual Audited financial statements of the Company for the year ended June 30, 2023 together with the Directors' and Auditors' Report thereon be and are hereby adopted and approved.”

To declare and approve, as recommended by the Board, the payment of a Final Cash Dividend.

“RESOLVED THAT the final cash dividend for the year ended June 30, 2023 at the rate of Rs.18/- per share (180%), be and is hereby declared payable to those shareholders whose names appeared in the Register of Members of the Company on September 15, 2023, as recommended by the Directors.”

Appointment of Auditors for the year 2024 and to fix their remuneration.

“RESOLVED THAT M/s. A. F. Ferguson & Co., Chartered Accountants, Karachi be and are hereby re-appointed as external Auditors of the Company for a term ending at the conclusion of the next Annual General Meeting at a mutually agreed fee. In addition, any Federal or Provincial taxes and reimbursement of out of pocket expenses will be paid at actuals.”

To consider, and if thought fit, alter the Articles of Association of the Company in accordance with Section 38 and other applicable provisions of the Companies Act, 2017, and in that connection to pass the following resolutions as special resolutions, with or without modification:

“RESOLVED THAT Articles 110 and 111 of the existing Articles of Association of the Company be substituted to read as follows:

“110. The Board of Directors shall be empowered and may resolve that any part of the amounts for the time being standing to the credit of any reserves, or other special accounts, or the profit and loss account, or representing premiums received on the issue of shares and standing to the credit of the share premium account, or capital reserves, including arising from realized or unrealized appreciation of the assets or goodwill of the Company or from any acquisition / sale of interest in other undertakings, or amounts otherwise available for distribution, be capitalized and distributed amongst the Members as would be entitled thereto if the same were if distributed by way of dividend and in the same proportions on the condition that the same be not paid in cash (subject to Article 111) but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other.

111. Whenever such a resolution as aforesaid has been passed by the Board of Directors, the Directors shall make all appropriations and applications of the undistributed profits, reserves etc. (as the case may be) resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board of Directors to make such provisions (including by payment in cash) as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorize any person(s) to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.”

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to prepare, finalize, execute and file all necessary documents, and take all necessary steps, fulfil necessary formalities and legal procedures, and to do all such acts, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as he may think fit for, or in connection with, or incidental for, the purposes of the above mentioned resolution, as well as carry out any other act or step which may be ancillary and / or incidental to, and necessary to fully achieve the objects of the aforesaid resolution, including without limitation, filing of requisite documents with the Securities and Exchange Commission of Pakistan.”





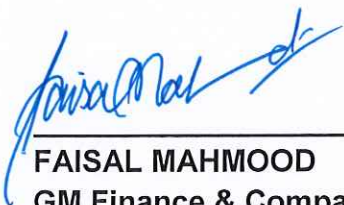
To consider and if deemed fit, ratify and approve (as the case may be), the following resolutions, as special resolutions, with respect to related party transactions / arrangements conducted / to be conducted, in terms of Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:

“RESOLVED THAT the transactions carried out by the Company with different Related Parties, during the year ended June 30, 2023, as disclosed in note 39 of the unconsolidated financial statements of the Company for the said period, and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified and confirmed.

FURTHER RESOLVED THAT the Company be and is hereby authorized to enter into arrangements or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods, commodities and materials including cement, chemicals, vehicles, or availing or rendering of services or share subscription, with different related parties to the extent deemed fit and / or approved by the Board of Directors, during the financial year ending June 30, 2024. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.

FURTHER RESOLVED THAT the related party transactions, for the period ending June 30, 2024, shall be deemed to have been approved by the members, and shall subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation.”

**CERTIFIED THAT THE ABOVE IS A
TRUE COPY OF RESOLUTIONS PASSED
ON SEPTEMBER 26, 2023**



FAISAL MAHMOOD
GM Finance & Company Secretary