



CHERAT CEMENT COMPANY LTD.

Head Office: Modern Motors House, Beaumont Road,
Karachi. UAN: 111-000-009



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of Cherat Cement Company Limited (the Company or CCCL) will be held on Thursday, March 21, 2024 at 12:30 p.m. at the Registered Office of the Company at factory premises, Village Lakrai, P.O. Box 28, Nowshera, Khyber Pakhtunkhwa and through video conferencing to transact the following business:

SPECIAL BUSINESS

- To confirm the minutes of the Annual General Meeting held on October 25, 2023.
- To consider, approve, investment of up to Rs. 75 million in its associated company Mirpurkhas Sugar Mills Limited (MSM) in compliance with the provision of section 199 of the Companies Act, 2017. It is therefore, proposed that the following resolution be passed as and by way of a Special Resolution:

"Resolved that pursuant to section 199 of the Companies Act, 2017, the Board of Directors of the Company be and is hereby authorized to invest up to an aggregate amount of Rs. 75 million in Mirpurkhas Sugar Mills Limited, (MSM) by subscribing to the Right Shares of MSM at a price of Rs. 25/- per share, including the right shares which are offered to the Company for subscription in proportion to the Company's existing shares in MSM, along with such number of additional shares of MSM which remain unsubscribed, within the approved investment amount."

"Further resolved that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution or reasonably incidental thereto."
- To transact any other business with the permission of the chair.

The statement under section 134 of the Companies Act, 2017 pertaining to the above mentioned Special Business is being sent to the members with the notice.

By Order of the Board of Directors
Hina Mir
Company Secretary

Karachi: February 28, 2024

Notes:

- The register of members of the Company will be closed from Thursday, March 14, 2024 to Thursday, March 21, 2024 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the Office of the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shastra-e-Faisal, Karachi-74400 at the close of business on Wednesday, March 13, 2024 will be treated in time.
- A member of the Company eligible to attend, speak and vote at the Extraordinary General Meeting may appoint another member as his/her proxy to attend, speak and vote in his/her stead. Proxies to be effective must be in writing and must be received by the Company's Head Office 48 hours before the Meeting.
- The EGM proceedings will also be held via video through ZOOM application (a video link conferencing facility). Shareholders interested to participate in the meeting are requested to email required information with subject "Registration for Cherat Cement Company Limited EGM" along with valid copy of both sides of Computerized National Identity Card (CNIC) at cdcs@cdcsarl.com Shareholders are advised to mention their Full details in the following manner:

| Full Name of Shareholder / Proxy Holder | Company | CNIC Number | Folio / CDC A/c No. | Email ID | Mobile Phone No. |
|---|------------------------|-------------|---------------------|----------|------------------|
| | Cherat Cement Co. Ltd. | | | | |

- Video link details and login credentials will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.
- Members will be able to login and participate in the EGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of EGM.
- Members of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification.
- Members of physical shares are requested to notify any change in their addresses to the Company's Share Registrar. Whereas, shareholders of CDC Accounts are requested to immediately notify any change in their addresses to their respective CDC Participant / Broker / CDC Investor Account Services.
- According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone numbers, occupation, etc. to CDC Share Registrar Services Limited immediately to avoid any non-compliance of law or any inconvenience in future.
- Members of physical shares who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) are requested to send the same to the Share Registrar of the Company.
- As per Section 72 of the Companies Act, 2017 every existing listed Company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP. The Shareholders having physical shareholding are accordingly required to open their account with investors account services of CDC or sub-account with any of the brokers and convert their physical shares in book entry form. This will facilitate the shareholder in many ways, including safe custody and sale 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.
- Shareholders are hereby reminded that Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into the bank accounts of the shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in E-Dividend Mandate Form available on the Company's website i.e. www.gfg.com.pk and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited in case of physical shares. In case shares are held in CDC, then E-Dividend Mandate Form must be submitted directly to shareholder's broker/participant/CDC investor account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017. Further, the information regarding gross dividend, tax/zakat deduction and net amount of dividend will be provided through the Centralized Cash Dividend (CCDR), therefore, shareholders should register themselves to CDC's eServices Portal at <https://eservices.cdcaaccess.com.pk>
- Shareholders' have option to receive Annual Audited Financial Statements and Notice of General Meeting through email. Shareholders of the Company are requested to give their consent to our Share Registrar to update the record if they wish to receive Annual Audited Financial Statements and Notice of General Meeting through email. However, if shareholders, in addition, request for hard copy of Audited Financial Statements, the same shall be provided free of cost within seven (7) days of receipt of such written request.
- To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit Zakat Declaration (Form CZ-50) or its attested photocopy to CDC Share Registrar Services Limited, in order to avoid deduction of Zakat on all future dividends, at the earliest.
- In compliance of Section 244 of the Companies Act 2017, once the Company has completed stipulated formalities, any unclaimed dividend and/or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who by any reason could not collect their remaining unclaimed dividend/shares are advised to contact the Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.
- The shareholders are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 Securities & Exchange Commission of Pakistan has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, the shareholders of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its EGM to be held on Thursday, March 21, 2024 at 12:30 p.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. For the convenience of the shareholders, ballot paper is annexed to this notice and the same is also available on the Company's website at www.gfg.com.pk for the purpose of being downloaded.

Procedure for E - Voting:

- Details of the e-voting facility will be shared through an e-mail with those shareholders of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of March 13, 2024. The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider). Identity of the shareholders intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login. E-Voting lines will start from March 18, 2024, 09:00 a.m. and shall close on March 20, 2024 at 5:00 p.m. Shareholders can cast their votes any time during this period. Once the vote on a resolution is casted, he/she shall not be allowed to change it, subsequently.

Procedure for Voting Through Postal Ballot:

- The shareholders shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman through post on the Company's address, 3rd Floor Modern Motors House, Beaumont Road, Karachi or email at egmcccl@gfg.com.pk one day before the EGM on March 20, 2024, during working hours. The signature on the ballot paper shall match the signature on the CNIC.
- Scrutinizer
In accordance with the Regulation 11 of Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed M/s UHY Hassan Naem & Co, Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.



CHERAT CEMENT COMPANY LTD.



POSTAL BALLOT PAPER

for voting through post for the Special Business at the Extraordinary General Meeting to be held on Thursday, March 21, 2024 at 12:30 p.m. at Village Lakrai, P.O. Box 28, Nowshera, at the Registered Office of the Company.

UAN: +92 21 111-000-009 Website: www.gfg.com.pk

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| Folio / CDS Account Number | |
| Name of Shareholder / Proxy Holder | |
| Registered Address | |
| Number of shares Held | |
| CNIC/Passport No. (in case of foreigner) (copy to be attached) | |
| Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government) | |
| Name of Authorized Signatory | |
| CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached) | |

Resolution For Agenda Item No. 2
To consider, approve, investment of up to Rs. 75 million in its associated company Mirpurkhas Sugar Mills Limited (MSM) in compliance with the provision of section 199 of the Companies Act, 2017. It is therefore proposed that the following resolution be passed as and by way of a Special Resolution:

"Resolved that pursuant to section 199 of the Companies Act, 2017, the Board of Directors of the Company be and is hereby authorized to invest up to an aggregate amount of Rs. 75 million in Mirpurkhas Sugar Mills Limited, (MSM) by subscribing to the Right Shares of MSM at a price of Rs. 25/- per share, including the right shares which are offered to the Company for subscription in proportion to the Company's existing shares in MSM, along with such number of additional shares of MSM which remain unsubscribed, within the approved investment amount."

"Further resolved that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution or reasonably incidental thereto."

Instructions for Poll

- Please indicate your vote by ticking (✓) the relevant box.
 - In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected".
- I/We hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

| Resolution | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------------------------------|-------------------------------------|--|
| Resolution For Agenda Item No. 2 | | |

NOTES:

- Duly filled ballot paper should be sent to the Chairman at Modern Motors House, Beaumont Road Karachi or email at egmcccl@gfg.com.pk
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Wednesday March 20, 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot Paper form has also been placed on the website of the Company at: www.gfg.com.pk Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date _____

