

POWER CEMENT LIMITED

February 24, 2017

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

Subject: Notice of Extra Ordinary General Meeting (EOGM) of Power Cement Limited

Dear Sir,

In compliance with the requirements of Listing Regulations of Pakistan Stock Exchange we are pleased to enclose herewith Notice of EOGM of the Company for its circulation to the Certificate holders of the Exchange and same Notice shall be transmitted to the Company's shareholders.

Yours faithfully,

Tahir Iqbal
Company Secretary

- CC: 1. **Enforcement and Monitoring Division**
Securities and Exchange Commission of Pakistan,
63, Jinnah Avenue, N.I.C. Building
Blue Area
Islamabad
2. M/s. Central Depository Company Pakistan Limited
Share Registrar Department
CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal
Karachi

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice hereby given that an Extra Ordinary General Meeting of Power Cement Limited with a shorter notice period and with due approval of CRO-Karachi (SECP) will be held on Monday March 6, 2017 at 11:00 am at Beach Luxury Hotel, M.T.Khan Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last general meeting held on 15 October 2016.

SPECIAL BUSINESS:

2. *To consider and if thought fit to pass the following Special Resolution with or without modification(s):*

To increase in Authorized Capital and amendments in the Company's Memorandum and Articles of Association

"Resolved That the Current Authorized Capital of the Company of Rs.4,000,000,000/- (Rupees Four Billions Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs.10/- each be and is hereby increased to Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 1,200,000,000 (Twelve Hundred Million) Ordinary Shares of Rs.10/- each.

Further Resolved That the Memorandum and Articles of Association of the Company be and is hereby allowed to be altered by substituting the figures and words Rs.4,000,000,000/- (Rupees Four Billions Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs.10/- each appearing in Clause V of the Memorandum of Association of the Company with the figures and words Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 1,200,000,000 (Twelve Hundred Million) Ordinary Shares of Rs.10/- each.

Further Resolved That the above alterations were made in the Articles of Association of the Company alongwith alteration in Memorandum of Association as highlighted in bold letters.

Further Resolved That the new Memorandum and Articles of Association of the Company be printed and replaced for the existing ones after getting the same approved by the Securities and Exchange Commission of Pakistan (SECP).

Further Resolved That the Company Secretary be and is hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, deeds, agreements, contracts, appointments and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, agreements, contracts, appointments and things which are necessary, incidental and/or consequential to aforesaid resolutions"

Statement under Section 160(1)(b) of the Companies Ordinance 1984 containing material facts concerning special business to be transacted as special resolution at the Extraordinary General Meeting is attached with the notice.



Any Other Business

- 1) To consider any other business with the permission of the Chair.

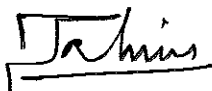
By order of the Board

Company Secretary
Tahir Iqbal

Karachi, February 24, 2017

Notes:

1. Share transfer books of the Company will remain closed from 25th February 2017 to 6th March 2017 (both days inclusive). Transfers received in order at the office of our registrar, M/s. Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block 2, PECHS, Off Shabrae Quadeen, Karachi, by the close of business on Friday 24th February 2017 will be treated in time for the determination of entitlement of shareholders to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
3. Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan:
 - (i) Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport and bring their folio numbers at the time of attending the meeting.
 - (ii) In the case of corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the nominee shall also be produced (unless provided earlier) at the time of meeting.
 - (iii) In order to be effective, the proxy forms must be received at the office of our registrar not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, NIC numbers and signatures.
 - (iv) In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - (v) In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted alongwith form of proxy.



Members are requested to promptly notify any change in address by writing to the office of the registrar.

STATEMENT UNDER SECTION 160 (i)(b) OF THE COMPANIES ORDINANCE, 1984

This Statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on March 6, 2017.

As disclosed in the Company's announcement of financial results of August 30, 2016 that the Board of Directors of the Company has decided to expand the production facility by 5,000 tons to 8,000 tons per day. Therefore, after completion of all required formalities for having cushion in Company's Authorized Capital the Board will consider and decide the increase of paid up capital for aforesaid expansion.

Accordingly, the Company now wishes to increase Authorized Capital from *Rs.4,000,000,000/- (Rupees Four Billions Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs.10/- each* to *Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 1,200,000,000 (Twelve Hundred Million) Ordinary Shares of Rs.10/- each* and in order to do so wishes to amend its Memorandum and Articles of Association by passing a special resolution.

The interest of the Directors in the proposed special resolutions is that of their being the directors/shareholders of the Company and/or the nominees of the institutional shareholders.

