



POWER CEMENT LIMITED

June 07, 2022

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

Dear Sir,

Subject: Notice of Extraordinary General Meeting of Power Cement Limited

The Board of Directors of the Company have approved to call an Extraordinary General Meeting of the Shareholders of Power Cement Limited on Wednesday, June 29, 2022 at 12:00 noon to increase the Authorized Capital of the Company from Rs.13,100,000,000/- (Rupees Thirteen Billion One Hundred Million Only) to Rs.13,900,000,000/- (Rupees Thirteen Billion Nine Hundred Million Only).

Enclosed please find a copy of the Notice of the Extraordinary General Meeting (to be published in newspapers tomorrow) for circulation amongst the TRE Certificate holders of the Exchange.

Yours Sincerely,

Salman Gogan
Company Secretary

Cc: The Director
Surveillance, Supervision & Enforcement Department
63, Jinnah Avenue, N.I.C. Building
Blue Area, Islamabad

Head Office : Arif Habib Centre 23. M.T. Khan Road, Karachi - 74000. Pakistan. Phone : (92-21) 32468231-32. 32468350-51
Fax : (92-21) 32463209 E-mail : info@powercement.com.pk Web : www.powercement.com.pk

Factory : Nooriabad Industrial Area, Kalo Kohar Distt. Jamshoro, Sindh. PABX: 025 - 4670600



Arif Habib Group

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of Power Cement Limited shall be held on **Wednesday, June 29, 2022 at 12:00 noon** via ZOOM to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if thought fit to pass with or without modification, the following resolutions as special resolutions:

RESOLVED THAT the following amendments and additions in Memorandum and Articles of Association of the Company are hereby approved:

The Authorized Capital in Clause V of the Memorandum of Association be enhanced from **Rs. 13,100,000,000** (*Rupees Thirteen Billion One Hundred Million Only*) to **Rs. 13,900,000,000** (*Rupees Thirteen Billion Nine Hundred Million Only*).

The Authorized Capital in article 6 of the Articles of Association be enhanced from **Rs. 13,100,000,000** (*Pakistan Rupees Thirteen Billion One Hundred Million Only*) to **Rs. 13,900,000,000** (*Pakistan Rupees Thirteen Billion Nine Hundred Million Only*).

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all necessary actions, deeds, agreements, contracts and things which are or may be necessary for giving effect to the aforesaid resolutions.

A Statement under Section 134(3) of the Companies Act, 2017 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:

2. To consider any other business with the permission of the Chair.

By order of the Board



Salman Gogan
Company Secretary

Karachi, June 8, 2022

Notes:

1. Participation in the EGM Proceeding via ZOOM

The Company’s shareholders are spread all over the country while a few institutional shareholders are also based outside Pakistan. In order to ensure a widespread participation of the dispersed shareholders base of the Company, the meeting shall be conducted via Zoom.

The Members/Proxies interested to participate in the EGM are requested to share below information at corporate@powercement.com.pk with subject “Registration for EGM of Power Cement Limited” along with valid copy of CNIC (both sides).

Name	Folio/CDC No.	CNIC No.	Cell No.	Email address

2. Closure of Share Transfer Books:

Share transfer books of the Company will remain closed from June 22, 2022 to June 29, 2022 (both days inclusive). Transfers received in order at the office of Company’s Share Registrar, M/s CDC Share Registrar Services Limited, CDC House, Shahrah-e-Faisal, Karachi up to the close of business on June 21, 2022 will be treated in time for the determination of entitlement of shareholders to attend and vote at the meeting.

3. Appointment of Proxies and Attending EGM:

- i. 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.
- ii. A blank instrument of proxy (in English and Urdu) is attached in the Notice. The form of proxy is also available at the Company’s website.
- iii. In order to be effective, the proxy forms must be received at office of our registrar (either hard copy or scanned) not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
- iv. The instrument of proxy should be duly signed, stamped and witnessed by two persons with their names, addresses, CNIC numbers and signatures.
- v. Central Depository Company (CDC) account holders are also required to follow the guidelines as laid down in Circular No.1 dated 26 January 2000 issued by the SECP.
- vi. In case of a corporate entity, the Board of Directors' resolution/Power of Attorney with specimen signature of the nominee shall be submitted along with proxy form (either hard copy or scanned).

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

This statement sets out the material facts concerning the Special Business given in Agenda items No. 1 of the Notice to be transacted at the Extraordinary General Meeting of the Company:

In order to facilitate the preference shareholders of the Company to convert their preference shares into ordinary shares, the authorized capital of the Company is proposed to be enhanced from **Rs.13,100,000,000/-** (*Rupees Thirteen Billion One Hundred Million Only*) to **Rs.13,900,000,000/-** (*Rupees Thirteen Billion Nine Hundred Million Only*).

Further, the Board of Directors of the Company have no direct or indirect interest in the special business, except and to the extent of their respective shareholding in the Company.