



ATTOCK CEMENT PAKISTAN LIMITED

D-70, Block - 4, Kehkashan - 5, Clifton, Karachi - 75600
Ph: (021) 35309773, 35309774 Fax: 35309775

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Attock Cement Pakistan Limited will be held on Tuesday, May 12, 2015 at 2:00 p.m. at Movenpick Hotel Karachi to transact the following special business:

1. To consider and approve certain amendments in the memorandum of association of the Company.
2. To consider and approve investments in Saqr Al-Keetan For Cement Production Company Limited Basra, Iraq (Project Company).

1. AMENDMENTS TO MEMORANDUM OF ASSOCIATION

To consider and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT the Memorandum of Association of the Company be and is hereby amended, so as to incorporate the following additional clauses in the objects of the Company (set out in Para III of the Memorandum of Association) as sub-clauses 40, 41 and 42 of Para III and renumber the existing sub-clause 41 of Para III as sub-clause 43 of Para III and sub-clause 40 of Para III as sub-clause 44 of Para III:

40. To carry on, directly or indirectly (through another company), anywhere in Pakistan, all or any of the businesses of generating, supplying, converting, transforming, distributing, purchasing and dealing in electricity and all other forms of energy and products or services associated therewith and to perform all other acts which are necessary for or incidental to, the business of electricity generation, transmission, distribution and supply.
41. To locate, finance, set-up, develop, own, acquire, establish, construct, design, equip, operate, use, manage and maintain power plants (including but not limited to power plants utilizing coal, gas, diesel oil, thermal, solar, wind and/or any other means for energy/electricity generation), power grid station, transforming, switching, conversion and transmission facilities, grid stations, cables, overhead lines, sub-stations, switching stations, tunnels, cable bridges, link boxes, heat pumps, plant and equipment for combined heat and power schemes, offices, computer centres, shops, depots, factories, workshops, plants, warehouses and other storage facilities, together with all machinery, equipment, cables, wires, lines, accumulators and works ancillary to the aforesaid in Pakistan and to do all such acts, deeds and things, without limitation whatsoever, as may be necessary or desirable in that connection.
42. To construct, acquire and maintain roads, bridges, rail sidings, pipelines and storage facilities for water, petroleum products, natural gas, oil and other substances, water desalination and treatment plants, and such other works as may be required for all or any of the above purposes."

2. APPROVAL OF INVESTMENT UNDER SECTION 208 OF THE COMPANIES ORDINANCE, 1984 IN SAQR AL-KEETAN FOR CEMENT PRODUCTION COMPANY LIMITED, IRAQ

To consider and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT subject to the approval of State Bank of Pakistan the Company shall from time to time and as and when deemed appropriate by the Board of Directors, make investments (in the form of equity)

in Saqr Al-Keetan for Cement Production Company Limited, a company incorporated in Iraq having its office at House No. 35, Square 29, Al Rbeea District Al Buradia, Basra, Iraq for an amount not exceeding Pak Rupees equivalent of US Dollars 24,000,000 (Twenty four million dollars) for such period of time and on such terms as the board may deem appropriate."

A statement under Section 160(1)(b) of the Companies Ordinance, 1984 has been sent to the members.

By Order of the Board

Karachi
April 21, 2015

Irfan Amanullah
Company Secretary

Notes:

1. The Register of members and share transfer books of the Company will remain closed from Tuesday, May 05, 2015 to Tuesday, May 12, 2015 (both days inclusive).
2. Only those members whose names appear in the register of members of the Company as on May 04, 2015 are entitled to attend and vote at the meeting.
3. A member entitled to attend and vote may appoint any other person as his/her proxy to attend and vote on his/her behalf. Proxies must be received at the Registered Office of the Company duly signed not later than 48 hours before the time of holding the meeting.

CDC Account Holders will have to further follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. For attending the meeting:

- i) In case of individuals, the account holder or sub-account holder shall authenticate his/her Original Computerized National Identity Card (CNIC) at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee(s) shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirements.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.