



D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.
UAN: (92 - 42) 111 113 333, Tel: (92 - 42) 36360154, Fax: (92 - 42) 36367414
E-mail: info@dgcement.com

SECY/STOCKEXC/

February 28, 2018

- 1) The General Manager,
Pakistan Stock Exchange Ltd
Stock Exchange Building
Stock Exchange Road, KARACHI.

PUCARS / TCS

- 2) The Executive Director,
Monitoring & Enforcement Division
Securities & Exchange Commission of Pakistan
8th Floor, NIC Building, Jinnah Avenue,
Blue Area, ISLAMABAD.

Fax No. (051) 9100454, 9100471 / TCS

SUB: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Further to our Letter No. SECY/STOCKEXC/66 dated February 20, 2018, enclosed please find a copy of the Notice and agenda of Extra Ordinary General Meeting of the Members of **D. G. Khan Cement Company Limited** to be held on March 29, 2018 (Thursday) for circulation amongst the TRE certificate holders.

Thanking you,

Yours sincerely,


KHALID MAHMOOD CHOHAN
COMPANY SECRETARY

Factory Sites:

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 42) 36360153, Fax: (92 - 64) 2585010
Khairpur, Tehsil, Kallar Kahar. Distt. Chakwal - Pakistan. Tel: (92 - 42) 36360152 Fax: (92 - 543) 650231



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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EOGM") of D. G. Khan Cement Company Limited (the "Company") will be held on Thursday, March 29, 2018 at 11:00 a.m. at The Nishat Hotel (Emporium Mall), Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore to transact the following special business:

Special Business:

To consider and if deemed fit, to pass the following resolution as Special Resolution, with or without modification, addition(s) or deletion(s):

Resolved that approval of the members of D. G. Khan Cement Company Limited (the "Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, and the Company be and is hereby authorized to invest up to PKR 850 Million (Rupees Eight Hundred Fifty Million Only) from time to time in Hyundai Nishat Motor (Private) Limited ("HNMPL"), an associated company, for subscribing at Par, fully paid up 85,000,000 ordinary shares of PKR 10 each of HNMPL, as per terms and conditions disclosed to the members.

Resolved Further that approval of the members of D. G. Khan Cement Company Limited (the "Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, and the Company be and is hereby authorized to provide sponsors support to Hyundai Nishat Motor (Private) Limited ("HNMPL"), an associated company by way of guarantee/continuing Stand by Letter(s) of Credit (SBLC) for an amount of up to PKR 1,000 Million (Rupees One Billion Only) for a tenure of seven and half years starting from the date of issue of guarantee/SBLC, to be issued by the Company's banker(s) in favor of financial institutions/lenders of HNMPL to secure financial assistance to be extended to HNMPL and to provide securities/corporate guarantees/collaterals to the Company's bankers for the purpose of issuance of guarantee/SBLC, provided that the commission to be charged by the Company to HNMPL on any outstanding amount of SBLC shall be 0.05% per quarter over and above the quarterly commission charged by the Company's Bank(s) from the Company on the outstanding amount of guarantee/SBLC, as per terms and conditions disclosed to the members.

Resolved Further that in the event the Company is called upon by the lenders of HNMPL for repayment of money provided to HNMPL as a result of enforcement of SBLC, the Company shall recover the full amount paid by it from HNMPL with mark up of 0.5 % per annum above the average borrowing cost of the Company till the date of payment from HNMPL, as may be mutually agreed.

Resolved Further that this resolution shall be valid for a period of four (4) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions.

Statement under Section 134(3) of the Companies Act, 2017 concerning special business is annexed to the notice of meeting circulated to the members of the Company.

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BY ORDER OF THE BOARD

KHALID MAHMOOD CHOHAN
COMPANY SECRETARY

Lahore, February 20, 2018

Notes:

1. Book Closure :

The Ordinary Shares Transfer Books of the Company will remain closed from **23-03-2018 to 29-03-2018 (both days inclusive)** for attending and voting at Extraordinary General Meeting. Physical transfers /CDS Transactions IDs received in order in all respect up to 1:00 p.m. on 22-03-2018 at Share Registrar, THK Associates (Pvt) Ltd, **Karachi Office**, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400, **Lahore Office**, DYL Motorcycles Ltd Office, 147-Q Block, Behind Emporium Mall, Johar Town, Lahore, will be considered in time for attending of meeting.

2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company.
3. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.

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- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
5. Members are requested to timely notify any change in their addresses.
6. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 07 days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: www.dgcement.com

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

This statement sets out the material facts pertaining to the special business to be transacted at the Extra Ordinary General Meeting of the Company to be held on March 29, 2018.

Hyundai Nishat Motor (Pvt) Limited ("HNMPL") is a private limited company incorporated by Nishat Mills Limited ("Nishat") as a wholly owned subsidiary pursuant to a Memorandum of Understanding ("MOU") dated 03 February 2017 executed between Nishat and Hyundai Motor Company, Seoul, South Korea ("HMC") and Sojitz Corporation, Tokyo, Japan ("Sojitz") for setting up a green field project for assembly and sales of HMC passenger and 1 ton range commercial vehicle in Pakistan (Project).

Subsequently, Sojitz injected its portion of equity in HNMPL and as per current shareholding pattern, Nishat holds 76% shares while Sojitz holds 24% shares in the paid up capital of HNMPL which currently stands at PKR 78.947 million.

HNMPL has been awarded with "Category-A Greenfield Investment Status" under the Automotive Development Policy 2016-21 by Ministry of Industries and Production, Government of Pakistan vide its Notification No. 2(55)2017-LED-II dated 21 June 2017.

The total cost of the project is estimated to be PKR 16,473 million which will be financed through debt and equity. The project site is located at M3 Industrial City, Faisalabad developed by Faisalabad Industrial Estate Development and Management Company.

Considering the impressive growth of Pakistan Auto Market and expected significant dividends from this equity investment in HNMPL which will eventually enhance the return on investment of shareholders, the Company intends to make equity investment by way of subscribing 85,000,000 shares of HNMPL at par value of Rs. 10/- each from time to time as and when offered by HNMPL with in a period of four (4) years.

The Company will also provide a sponsor support to HNMPL by way of guarantee/continuing Standby Letter(s) of Credit (SBLC) for an amount of upto PKR 1 Billion (Rupees One Billion only) to be issued by the bankers of the Company in favor of financial institution/lenders of HNMPL to secure for financial assistance to be extended to HNMPL for a tenure of 7.5 years from the date of issuance of guarantee/SBLC and to provide securities/corporate guarantees/collaterals to the bankers of the Company, provided that the commission to be charged by the Company to HNMPL on any outstanding amount of guarantee/SBLC shall be 0.05% per quarter over and above the quarterly commission charged by the bankers of the Company on the outstanding amount of guarantee/SBLC and in the event the Company is called upon by the lenders of HNMPL as a result of enforcement of guarantee/SBLC, the Company shall recover the full amount paid by it from HNMPL with markup of 0.50% per annum above the average borrowing cost of

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the Company till the date of payment from HNMPL.

The investment will help the completion of the Project and expected to generate commission income for the Company which will enhance the profitability of the Company and add to the value of the members of the investing company.

The directors have certified that they have carried out necessary due diligence for the proposed investment before making recommendation for approval of the members and duly signed recommendation of the due diligence report shall be made available for inspection of members in the general meeting along with latest financial statements of HNMPL.

HNMPL is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Raza Mansha	2.90
Mian Umer Mansha	6.23
Mian Hassan Mansha	6.14
Spouse of Mian Raza Mansha	1.34

Information Under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

Equity Investment:

(a) Disclosure for all types of investments:		
(A) Disclosure regarding associated company		
(i)	Name of Associated Company or Associated Undertaking	Hyundai Nishat Motor (Private) Limited (HNMPL)
(ii)	Basis of Relationship	Common Directorship
(iii)	Earnings / (Loss) per Share for the last three years	PKR (5.74) as per audited financial statements of HNMPL for the period ended December 31, 2017. HNMPL was incorporated on March 03, 2017 and has not started its operations.
(iv)	Break-up value per Share, based on last audited financial statements	PKR 4.85 per share as at 31 December 2017.
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Assets as at 31 December 2017 Non-current assets – Rs. 128,820,162 Current assets – Rs. 41,906,480 Total assets – Rs. 170,726,642 Total current liabilities – Rs. 132,432,979 Net equity – Rs. 38,293,663 Revenue for the period ended 31 December 2017 – Rs. NIL as commercial operations have not commenced. Expenses – Rs. 42,222,582 Other income – Rs. 1,568,875 Loss after tax- Rs. 40,653,707

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(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely	
	I Description of the project and its history since conceptualization	<p>Hyundai Nishat Motor (Pvt) Limited ("HNMPL") is a private limited company incorporated by Nishat Mills Limited ("Nishat") as a wholly owned subsidiary pursuant to a Memorandum of Understanding ("MOU") dated 03 February 2017 executed between Nishat and Hyundai Motor Company, Seoul, South Korea ("HMC") and Sojitz Corporation, Tokyo, Japan ("Sojitz") for setting up a green field project for assembly and sales of HMC passenger and 1 ton range commercial vehicle in Pakistan (Project).</p> <p>Subsequently, Sojitz injected its portion of equity in HNMPL and as per current shareholding pattern, Nishat holds 76% shares while Sojitz holds 24% shares in the paid up capital of HNMPL which currently stands at PKR 78.947 million.</p> <p>HNMPL has been awarded with "Category-A Greenfield Investment Status" under the Automotive Development Policy 2016-21 by Ministry of Industries and Production, Government of Pakistan vide its Notification No. 2(55)2017-LED-II dated 21 June 2017.</p> <p>The total cost of the project is estimated to be PKR 16,473 million which will be financed through debt and equity. The project site is located at M3 Industrial City, Faisalabad developed by Faisalabad Industrial Estate Development and Management Company.</p>
	II Starting date and expected date of completion of work	The construction is expected to commence in 2 nd quarter of 2018. The project's expected completion date is December 2019.
	III Time by which such project shall become commercially operational	By 1 st Quarter 2020
	IV Expected time by which the project shall start paying return on investment	By Financial year 2025
	V Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	<p>Nishat and Sojitz Corporation, Japan have invested PKR 60.00 million and PKR 18.947 million in cash respectively in HNMPL.</p> <p>The total cost of the project is estimated to be PKR 16,473 million which will be financed through debt and equity. Nishat and its associates will have equity stake of 42% in the project while Sojitz Corporation, Japan will be investing 40% stake in the Project and Millat with equity stake of 18%. All equity investments shall be made in cash.</p>
(B) General Disclosures:		
(i)	Maximum amount of investment to be made	PKR 850,000,000/- (Rupees Eight Hundred Fifty Million Only).

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(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To benefit from the Automotive Development Policy of the Government of Pakistan by participating in the Project being established by HNMPL. The investment will help the completion of the Project and expected to result in dividend income and /or capital gains which will enhance the profitability of the Company and add to the value of the members of the investing company. The investment in HNMPL will be for long term.								
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The investment will be made from company's available funds.								
	(I) Justification for investment through borrowings	NA								
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA								
	(III) Cost of benefit analysis	NA								
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	The Company will enter into agreement(s) with other members of HNMPL in due course.								
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under: One director of D. G. Khan Cement Company Limited, Mian Raza Mansha currently holds 1 share 0.00% in Hyundai Nishat Motor (Pvt) Limited. The brothers of Mian Raza Mansha namely Mian Umer Mansha and Mian Hassan Mansha, also holds 1 share each 0.00% in Hyundai Nishat Motor (Pvt) Limited. The companies holding shares of D. G. Khan Cement Company Limited are interested in Hyundai Nishat Motor (Pvt) Limited to the extent of their shareholding as follows: <table style="margin-left: auto; margin-right: auto;"> <tr> <td></td> <td style="text-align: right;">%</td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">76.00</td> </tr> </table> The Companies holding shares of Hyundai Nishat Motor (Pvt) Limited are interested in D. G. Khan Cement Company Limited to the extent of their shareholding as follows: <table style="margin-left: auto; margin-right: auto;"> <tr> <td></td> <td style="text-align: right;">%</td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">31.40</td> </tr> </table>		%	Nishat Mills Limited	76.00		%	Nishat Mills Limited	31.40
	%									
Nishat Mills Limited	76.00									
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Nishat Mills Limited	31.40									
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including	Nil								

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	complete information/justification for any impairment or write offs										
(vii)	Any other important details necessary for the members to understand the transaction	None									
(b) Additional disclosure regarding Equity Investment											
(i)	Maximum price at which securities will be acquired	Since the project is a Greenfield project, the shares will be acquired, at par value, of PKR 10 each. This price is less than fair value of a share of HNMPL.									
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	HNMPL is setting up a greenfield project which is yet to be implemented and therefore, investment is being made at par value of PKR 10 each.									
(iii)	Maximum number of securities to be acquired	85,000,000 Shares									
(iv)	Number of securities and percentage thereof held before and after the proposed investment	<table border="1"> <thead> <tr> <th></th> <th>No. of Shares</th> <th>%age</th> </tr> </thead> <tbody> <tr> <td>Before</td> <td>0</td> <td>0.00</td> </tr> <tr> <td>After</td> <td>85,000,000</td> <td>10.00</td> </tr> </tbody> </table>		No. of Shares	%age	Before	0	0.00	After	85,000,000	10.00
	No. of Shares	%age									
Before	0	0.00									
After	85,000,000	10.00									
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A									
(vi)	Fair value determined in terms of sub-regulation (1) regulation 5 for investments in unlisted securities	PKR 15.22 per share									

Issuance of Guarantee / Continuing Standby Letter(s) of Credit in favor financial institutions/lenders of Hyundai Nishat Motor (Pvt) Limited

(a) Disclosure for all types of investments:		
(A) Disclosure regarding associated company		
(i)	Name of Associated Company or Associated Undertaking	Hyundai Nishat Motor (Private) Limited (HNMPL)
(ii)	Basis of Relationship	Common Directorship
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(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Assets as at 31 December 2017 Non-current assets – Rs. 128,820,162 Current assets – Rs. 41,906,480 Total assets – Rs. 170,726,642 Total current liabilities – Rs. 132,432,979 Net equity – Rs. 38,293,663 Revenue for the period ended 31 December 2017 – Rs. NIL as commercial operations have not commenced. Expenses – Rs. 42,222,582 Other income – Rs. 1,568,875 Loss after tax- Rs. 40,653,707

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	II	Starting date and expected date of completion of work
	III	Time by which such project shall become commercially operational
	IV	Expected time by which the project shall start paying return on investment
	V	<p>Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts</p> <p>Nishat and Sojitz Corporation, Japan have invested PKR 60.00 million and PKR 18.947 million in cash respectively in HNMPL.</p> <p>The total cost of the project is estimated to be PKR 16,473 million which will be financed through debt and equity. Nishat and its associates will have equity stake of 42% in the project while Sojitz Corporation, Japan will be investing 40% stake in the Project and Millat with equity stake of 18%. All equity investments shall be made in cash.</p>
(B) General Disclosures:		
(i)	Maximum amount if investment to be made	Guarantee/Continuing Standby Letter(s) of Credit (SBL) upto an amount of PKR 1,000,000,000/- (Rupees One Billion Only).

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(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>To benefit from the Automotive Development Policy of the Government of Pakistan by participating in the Project being established by HNMPL.</p> <p>The investment will help the completion of the Project and expected to generate commission income for the Company @ 0.05% per quarter over and above the commission to be charged to the Company by the bankers of the Company on outstanding amounts of guarantee/SBLC. The completion of the project of HNMPL will enhance the profitability of the Company and add to the value of the members of the investing company.</p> <p>Guarantee/SBLC will be issued for the tenure of 7.5 years starting from the date of their issue.</p>						
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The guarantee/Standby Letter(s) of Credit (SBLC) will be issued by the bankers of the Company for which security/corporate guarantee/collateral will be provided by the Company						
	(I) Justification for investment through borrowings	NA						
	(II) Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA						
	(III) Cost of benefit analysis	NA						
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	The Company will enter into agreement(s) with other members of HNMPL in due course.						
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:</p> <p>One director of D. G. Khan Cement Company Limited, Mian Raza Mansha currently holds 1 share 0.00% in Hyundai Nishat Motor (Pvt) Limited. The brothers of Mian Raza Mansha namely Mian Umer Mansha and Mian Hassan Mansha, also holds 1 share each 0.00% in Hyundai Nishat Motor (Pvt) Limited.</p> <p>The companies holding shares of D. G. Khan Cement Company Limited are interested in Hyundai Nishat Motor (Pvt) Limited to the extent of their shareholding as follows:</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td></td> <td style="text-align: right;">%</td> </tr> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">76.00</td> </tr> </table> <p>The Companies holding shares of Hyundai Nishat Motor (Pvt) Limited are interested in D. G. Khan Cement Company Limited to the extent of their shareholding as follows:</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td></td> <td style="text-align: right;">%</td> </tr> </table>		%	Nishat Mills Limited	76.00		%
	%							
Nishat Mills Limited	76.00							
	%							

Factory Sites:

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 42) 36360153, Fax: (92 - 64) 2585010
 Khairpur, Tehsil, Kallar Kahar. Distt. Chakwal - Pakistan. Tel: (92 - 42) 36360152 Fax: (92 - 543) 650231



D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.
UAN: (92 - 42) 111 113 333, Tel: (92 - 42) 36360154, Fax: (92 - 42) 36367414
E-mail: info@dgcement.com

		Nishat Mills Limited	31.40
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	NA	
(vii)	Any other important details necessary for the members to understand the transaction	None	
Additional disclosure regarding investment in the form of Standby Letters of Credit (SBLC)			
(i)	Category-wise amount of investment	Guarantee/SBLC of PKR 1,000 million will be arranged by the Company in favor of the lenders of HNMPL to secure financial assistance for the Project of HNMPL. The Company will provide security/corporate guarantee / collaterals to its bankers for issuance of SBLC.	
	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and rate of return unfunded facilities, as the case may be, for the relevant period	The current average borrowing cost of the Company is 3 Months KIBOR + 0.30%. 3 Months KIBOR as on February 20, 2018 is 6.37%. The Company shall paying a commission % in the range of 0.10% to 0.30% per quarter to the Guarantee/SBLC issuing financial institution on the outstanding guarantee/SBLC amount.	
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	The Company shall charge HNMPL a commission of 0.05% above the quarterly bank guarantee commission paid by the Company to the SBLC issuing bank/financial institution on the outstanding SBLC amount. All expenses incurred by the Company on procurement of SBLC shall be charged to HNML.	
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	The Company shall obtain an indemnity/corporate guarantee from HNMPL for commitment to repay the amount in the event the Company is called upon to pay pursuant to enforcement of guarantee/SBLC by the lenders of HNMPL.	
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	Not applicable	
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The Company shall recover the commission on SBLC from HNMPL on quarterly basis. The Company will be required to pay only in case HNMPL fails to make payment on due dates as per agreement with its lenders.	

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