



## 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/

March 29, 2018

**The General Manager,**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange road,  
**Karachi.**

**PUCARS / TCS**

**Subject: Filling of Certified Copy of Resolutions Passed by the Shareholders in  
Compliance with the requirements of Regulation 5.6.4 (C) of the Rule Book**

Dear Sir,

In accordance with the requirements of Regulation No. 5.6.4 (c) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith Certified Copy of the Special Resolutions under Section 199 of the Companies Act, 2017, Passed by the Shareholders of D. G. Khan Cement Company Limited in their Extra Ordinary General Meeting held today the 29<sup>th</sup> March, 2018.

Yours' sincerely,

  
**Khalid Mahmood Chohan**  
**Company Secretary**

Encl: as above

CC:

The Director/HOD,  
Surveillance, Supervision & Enforcement, SMD,  
Securities & Exchange Commission of Pakistan,  
Islamabad.

**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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**CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF D. G. KHAN CEMENT COMPANY LIMITED IN THEIR EXTRA ORDINARY GENERAL MEETING HELD ON 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.**

**“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.

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(2)

**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.

**Certified True Copy issued on 29<sup>th</sup> day of March 2018.**

  
**KHALID MAHMOOD CHOHAN**  
**COMPANY SECRETARY**



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