



Dec 06, 2017

**Deputy General Manager,**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

Subject: Enhancement of Paid Up Capital

Dear Sir,

This is with reference to the captioned subject, we are pleased to inform you that the Preference Shareholders have converted their Preference shares in to Ordinary shares in the ratio of 0.47 and conversion price of Rs.32.95. Following is the necessary information and documents enclosed for your reference and record:

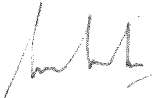
1. SECP Approval;
2. Auditors certificate for conversion of preference shares into ordinary shares; and
3. Certified True Copy of Board Resolution.

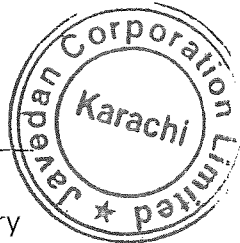
Further, we shall submit form-6 and form-3 with SECP in due course of time.

We look forward for your support, cooperation and guidance.

Yours truly,

For: JAVEDAN CORPORATION LIMITED

  
Syed Muhammad Talha  
CFO & Company Secretary



Javedan Corporation Limited



# SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Through Fax & Courier  
Fax: 021-32470090

No.EMD/233/379/2002 - 771

December 23, 2011

Company Secretary  
Javedan Corporation Limited [Formerly Javedan Cement Limited]  
Perdesi House, Survey No. 2/1, R.Y.16, Old Queens Road, Karachi - 74000

Re: Issuance of Preference Shares Otherwise than Right under Rule 5 of Companies Share Capital (Variation in Rights and Privileges) Rules 2000 read with Section 90 and Section 86 (1) of the Companies Ordinance, 1984

Dear Sir,

Please refer to your application dated June 09, 2011 and subsequent correspondence dated June 14, 2011, June 22, 2011 and our meeting held on December 15, 2011 on the subject noted above.

2. I am directed to inform you that the Commission on the basis of special resolution passed by the shareholders of Javedan Corporation Limited [Formerly Javedan Cement Limited] ("the Company") in the Extraordinary General Meeting (EOGM) held on May 07, 2011 and circumstances of the case has allowed the Company to issue 112,771,300 Non-voting, Unlisted, Cumulative, Convertible, Redeemable and Non-Participatory Preference shares otherwise than rights at Rs. 10 each, having preferred dividend rate of 12% per annum on cumulative basis against conversion of loan of its sponsors / shareholders in the following pattern, who lend the company interest free debt, which is also confirmed by the statutory auditor of the Company, under the first proviso of Sub-section (1) of Section 86 and Section 90 of the Companies Ordinance, 1984:

Name	Amount	Number of Shares
Mr. Arif Habib	Rs.461,271,000	46,127,100
Mr. Aqeel Karim Dhedhi	Rs.145,819,000	14,581,900
Mr. Rafiq Tumbi	Rs. 70, 441,000	7,044,100
Haji Ghani Haji Usman	Rs.206,444,000	20,644,400
Mr. Iqbal Usman	Rs. 57,236,000	5,723,600
Mr. Shunaid Qureshi	Rs.115,502,500	11,550,250
Mr. Mohammad Ayub	Rs. 70,999,500	7,099,950
Total	Rs.1,127,713,000	112,771,300

3. It may be noted that the aforementioned preference shares shall be governed by the terms and conditions approved by the shareholders in the aforesaid EOGM and at the time of conversion of preference shares into ordinary voting shares of the Company, the requirement of the listed Companies (Substantial Acquisition of Voting Shares And Take Overs) Ordinance, 2002, shall be complied with (wherever applicable). Further, the Company shall intimate the Commission along with complete details, within 7 days from the date of issue.

4. Please acknowledge receipt.

Abid Hussain  
Director (Enforcement)

C.C:

Managing Director, Lahore Stock Exchange (Guarantee) Limited  
Managing Director, Karachi Stock Exchange (Guarantee) Limited  
Managing Director, Islamabad Stock Exchange (Guarantee) Limited  
Company Registration Office, SECP, Karachi



NIC Building, 63 Jinnah Avenue, Islamabad.

PABX: 051-9207091-4, Fax: 9218592 & 9204915, E-mail: webmaster@secp.gov.pk Website: www.secp.gov.pk

November 27, 2017

The Company Secretary  
Javedan Corporation Limited,  
Arif Habib Centre,  
23, M.T. Khan Road,  
Karachi.

Dear Sir,

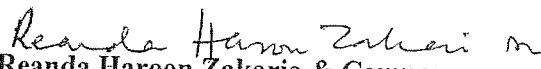
We, the statutory auditors of Javedan Corporation Limited (the Company), confirm that:

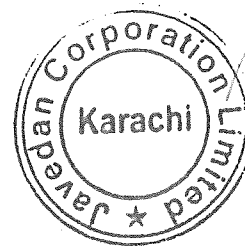
- i. Conversion of the Company's preference shares into ordinary shares on the request of preference shareholders (**Mr. Abdul Ghani**) dated November 16, 2017 is in process and permissible under clause 34 Sub clause (d) of the Company's Articles of Association, and as per the terms and conditions of issuance of preference shares approved in special resolution passed by members of the Company on May 11, 2011.
- ii. Pre and post factual position of number of issued and paid-up preference shares of the Company will be as follows:

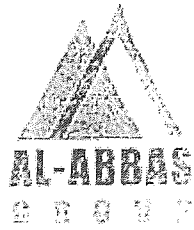
Paid-up number of preference shares before cancellation	20,776,400
Less: number of shares cancelled	<u>(20,644,400)</u>
Paid-up number of preference shares after cancellation	<u>132,000</u>

- iii. All relevant formalities have been duly complied and securities are issued in lieu of cancellation and recorded in the name of CDC. Accordingly, the pre and post factual position of issued and paid-up ordinary shares after conversion is as follows:

Number of ordinary shares before conversion	168,418,376
Add: Number of ordinary shares issued in lieu of conversion	<u>9,665,228</u>
Number of issued and paid-up ordinary shares after conversion	<u>178,083,604</u>

  
Reanda Haroon Zakaria & Company  
Chartered Accountants





**Javedan Cement Ltd.**

**EXTRACT OF RESOLUTIONS PASSED BY THE SHAREHOLDERS  
OF JAVEDAN CEMENT LIMITED IN THE EXTRA ORDINARY  
GENERAL MEETING HELD ON MAY 07, 2011**

Following resolutions were unanimously approved:

1) "RESOLVED THAT the name of the Company be and is hereby changed from "Javedan Cement Limited" to "Javedan Corporation Limited" as a consequence thereof, clause I (the name clause) of the Company's Memorandum of Association be and is hereby altered and replaced to read as follows subject to the approval of the regulatory authorities:

The name of the Company is "Javedan Corporation Limited"

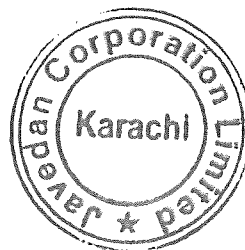
"FURTHER RESOLVED THAT necessary changes in the Company's Association as a consequence of change of the name of the Company be and are hereby approved as per the comparative statement annexed to this Notice, subject to the approval of Regulatory authorities."

"FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary are authorized jointly or severally to take necessary steps and execute documents as may be necessary or expedient for the purpose of giving effect to the said and these resolutions."

2) RESOLVED THAT the authorized share capital of the Company be increased by an amount of Rs.1,700,000,000 by addition of 120,000,000 Preference Shares of Rs.10/- each and 90,000,000 ordinary shares of Rs.10/- each.

FURTHER RESOLVED THAT Clause V of the Memorandum of Association be altered as under:

The figure and words "Rs.700,000,000/- (Rupees Seven hundred million) and divided into 70,000,000 (Seventy million) Ordinary Shares of Rs.10/- each" be replaced with "Rs.1,200,000,000/- (Rupees One billion two hundred million) and divided into 120,000,000 (One hundred twenty million) Ordinary shares of Rs.10/- each and Rs. 1,200,000,000/- (Rupees One billion two hundred million) and divided into 120,000,000 (One hundred twenty million) Preference Shares of Rs.10/- each".



*Handwritten signature*

*Handwritten text and stamp*

million) divided into 120,000,000 (One Hundred and twenty million Preference Shares of Rs.10/-each"

FURTHER RESOLVED THAT article 6 of the Articles of Association be amended as under:

"The figure and words "Rs.700,000,000/- (Rupees Seven hundred million only) divided into 70,000,000 (Seventy million) Ordinary Shares at Rs.10/- each be replaced with "Rs.1,200,000,000/- (Rupees One billion two hundred million) divided into 120,000,000 (One hundred twenty million) Ordinary Shares of Rs.10/- each and 120,000,000 (One hundred and twenty million) Preference Shares of Rs.10/-each"

FURTHER RESOLVED THAT Chief Executive Officer or Company Secretary or Chief Financial Officer or any other Officer designated in this regard by the Chief Executive Officer be and are hereby authorized to take all necessary steps for compliance of all legal requirements."

3) RESOLVED THAT 112,771,300 Non-voting, Unlisted, Cumulative, Convertible, Redeemable and Non Participatory Preference Shares of Rs.10/- each to convert the debt provided by the existing sponsors / shareholders to the Company as at March 31, 2011 be offered by way of otherwise than right to the existing sponsors / shareholders who lend the Company interest free debt at par value of Rs.10/- per share aggregating Rs.1,127,713,000 having preferred dividend rate of 12 % per annum on cumulative basis and convertible at the option of the Preference share holders into ordinary shares at conversion price of 80% of the weighted average of closing price of the ordinary share quoted in the daily quotation of the KSE during the three months immediately prior to the relevant Conversion Date and in accordance with the Section 84 of the Companies Ordinance, 1984 and the Companies (Issue of Capital Rules), 1996 subject to approval by Securities and Exchange Commission of Pakistan

FURTHER RESOLVED THAT Chief Executive Officer, Chief Financial Officer and Company Secretary are authorized jointly or severally to take all steps necessary, ancillary and incidental for issue of the shares including but not limited to obtaining requisite approvals, signing underwriting agreement, appointing banker to the issue, and to take all necessary steps as may be required in this connection,


Masoud Ali Khan  
C.F.O. & Company Secretary

