

LUCKY CEMENT LIMITED
NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the members of **Lucky Cement Limited** will be held on Saturday 29th October 2016 at 10:30 a.m., at the registered office of the Company situated at factory premises Pezu, District Lakki Marwat, Khyber Pakhtunkhwa to transact the following businesses:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on 31st October 2015.
2. To receive, consider and adopt the audited financial statements for the year ended 30th June 2016 together with the Board of Directors' and Auditors' reports thereon.
3. To approve and declare cash dividend @ 100% i.e. PKR 10/- per share for the year ended 30th June 2016 as recommended by the Board of Directors.
4. To appoint Auditors and fix their remuneration for the year ending 30th June 2017. The present Auditors, M/s. EY Ford Rhodes, Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

5. To consider and approve the amendments / additions in certain clauses of the Articles of Association of the Company and to pass the following resolution as Special Resolution:

"RESOLVED as and by way of Special Resolution that the Articles of Association of the Company be amended by inserting a new article immediately after Article 51 as Article 51-A, namely:

51-A Subject to any rules or regulations that may be made from time to time by the Commission in this regard, members may exercise voting rights at general meetings through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the compliance of Companies (E-voting) Regulations, 2016".

This article shall only be applicable for the purpose of electronic voting".

6. To consider, and if thought fit, to pass the following resolution as Special Resolution

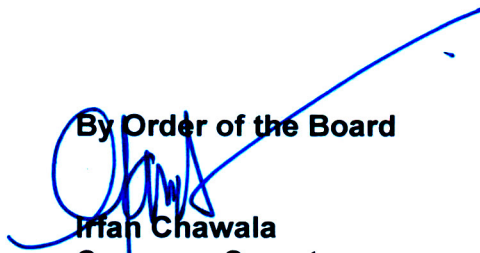
Lucky Cement Limited

S-A. Mohtasib Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com

“RESOLVED that the Company may circulate the annual balance sheet and profit and loss account, auditors’ report, directors’ report, notice of Annual General Meeting etc., (annual audited accounts) to its members through CD/DVD/USB instead of hardcopy at their registered addresses. However, if a member prefers to receive hard copies for all the future annual audited accounts then such preference of the member shall be given to the Company in writing and thereafter the Company shall provide hard copies of all the future annual audited accounts to such member.”

7. To transact any other business with the permission of the Chair.

Statement as required by section 160(1)(b) of the Companies Ordinance, 1984 in respect of the Special Business to be considered at the Annual General Meeting is appended below:


By Order of the Board
Ifrah Chawala
Company Secretary

Karachi: 7th October 2016

Notes:

1. The Share Transfer Books of the Company shall remain closed from Monday 17th October 2016 to Saturday 29th October 2016 (both days inclusive). Transfers received in order at our Share Registrar / Transfer Agent M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block ‘B’, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on Saturday 15th October 2016 shall be treated in time for the purpose of Annual General Meeting and payment of cash dividend, if approved by the shareholders.
2. A member entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her.
3. An individual beneficial owner of shares must bring his / her original CNIC or Passport, Account and Participant’s I.D. numbers to prove his / her identity. A representative of corporate members, must bring the Board of Directors’ Resolution and / or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated 26th January 2000 issued by the Securities and Exchange Commission of Pakistan.
4. (i) The Government of Pakistan through Finance Act, 2014 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. These tax rates are as under:

- a) For filers of income tax returns: 12.50%
b) For non-filers of income tax returns: 20.00%

To enable the Company to make tax deduction on the amount of cash dividend @ 12.50% instead of 20.00%, all the shareholders whose names are not entered into the Active Tax Payer List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend i.e. 5th November 2016; otherwise tax on their cash dividend will be deducted @ 20.00% instead of 12.5%.

- (ii) For any query/problem/information, the investors may contact the Company and / or the Share Registrar: The Manager, Share Registrar Department, Central Depository Company Pakistan Limited, Telephone Number: 0800-23275 (Toll Free), email address: info@cdcpak.com and/ or The Manager Corporate Secretarial, Telephone Number: 111-786-555 Ext: 2231 email address: company.secretary@lucky-cement.com
- (iii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. Transfer Agent M/s. Central Depository Company of Pakistan Limited. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote Company name and their respective folio numbers.
5. In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP) vide SRO 779(1)/2011 dated 18th August 2011 and SRO 83(1)/2012 dated 5th July 2012, dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, Members who have not yet submitted copy of their valid CNIC or NTN in case of corporate entities are requested to submit the same to the Company's Shares Registrar. In case of non-compliance, the Company may withhold dispatch of dividend warrants under intimation to regulator till such time they provide the valid copy of their CNIC as per-law.
6. The members are requested to notify change in their address, if any, at our Share Registrar / Transfer Agent M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400.

Alterations in the Articles of Association of the Company:

The above amendments to the Articles of Association of the Company are being carried out in order to give effect to the Companies (E-Voting) Regulations, 2016 and compliance under the Companies Ordinance, 1984.

The resolution required for the above purpose is set forth in the notice convening the Annual General Meeting and that the resolution shall be proposed and passed as a Special Resolution.

Transmission of Annual Audited Accounts:

To give effect to the notification S.R.O 470(I)2016 dated 31st May 2016 of the Securities and Exchange Commission of Pakistan ("SECP"), shareholder's approval is being sought to allow the Company to circulate its Annual Audited Accounts through CD/DVD/USB to all members. The Company however, shall place on its website a standard request form to enable those members requiring a hardcopy of the Annual Audited Accounts instead of through CD/DVD/USB, to intimate the Company of their requirement.

The Directors of the Company have no interest in the Special Business except in their capacity as shareholders and Directors of the Company.

