

POWER CEMENT LIMITED

06th November 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi


Dear Sir,

Subject: **NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

We refer our letter dated October 27, 2015 and enclose herewith Notice of the Extra Ordinary General Meeting of the Shareholders of the Company to be held on November 28, 2015 at 09:30 a.m. The same will be published in newspapers.

The above is submitted for information of the Exchange.

Yours faithfully,

 **Tahir Iqbal**
Chief Financial Officer &
Company Secretary

Encl: As above

The Managing Director
Lahore Stock Exchange Ltd
19, Khayaban-e-Aiwan-e-Iqbal
Lahore

The Registrar of Companies
Securities and Exchange Commission of
Pakistan
Company Registration Office, 4th Floor, State
Life Building No. 2, Off: I.I Chundrigar Road
Karachi

The Director
Enforcement Department
Securities & Exchange Commission of
Pakistan
NIC Building, Jinnah Avenue, Islamabad

Head of Operations
CDC House, 99-B, Block-B, SMCHS
Main Shahrah-e-Faisal
Karachi -74400

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Power Cement Limited will be held at **Institute of Chartered Accountants of Pakistan, Clifton, Karachi** on Saturday, **November 28, 2015 at 09:30 a.m** to transact the following business:

Ordinary Business:

1) To confirm the minutes of the 24th Annual General Meeting of the Shareholders of the Company held on 20th October 2015.

Special Business:

2) To consider and if deemed fit, approve cancellation and withdrawal of the resolution passed by the members as special resolution in the Extra Ordinary General Meeting held on 04th June 2013, subject to the approval of regulatory authorities and completion of all statutory and legal formalities and pass the following Resolutions, with or without modification, as Special Resolutions:

RESOLVED THAT The special resolution; passed by the members of the Company in the Extra Ordinary General Meeting held on 04th June 2013; to reduce the share capital of the Company to the extent of 50% i.e. from 365,689,968 to 182,844,984 number of shares of Rs. 10 each amounting to PKR 1,828,449,840 is hereby withdrawn and cancelled, subject to the approval of regulatory authorities and completion of all statutory and legal formalities.

FURTHER RESOLVED THAT, Chief Executive Officer and Mr. Tahir Iqbal Company Secretary of the Company (the "Authorized Officers") be and are hereby jointly and / or severally authorized, to do all acts, deeds and things and to take all necessary steps to complete all legal formalities, to file all necessary documents and to appear before all relevant authorities, including the Court, the Securities and Exchange Commission of Pakistan and Stock Exchanges or any other competent body and/or authority for the with drawl and cancellation of the aforementioned resolution passed in the EOGM held on 4th June 2013 and for the with drawl and cancellation of any legal formalities initiated pursuant to the aforementioned resolution. The Authorized Officers are further authorized to withdraw any petitions filed before the Court. The Authorized Officers shall have the power to consent on behalf of all concerned to any modifications or additions to the subject resolution(s) or to any condition, which the Court may think, fit to impose. The Authorized Officers are further authorized to issue letters, sign documents and to do all other incidental acts, deeds and things as may be considered appropriate by him/them in his/their better judgment in order to achieve the objectives of this resolutions, including engagement of legal counsel for the purposes of representing the Company before all relevant authorities, including the Court, Securities and Exchange Commission of Pakistan and/or any other competent body and/or authority and to take all further actions in this regard as may be prescribed by the Court or otherwise."

3) Any other business with the permission of the Chair.

Karachi: November 7, 2015

By Order of the Board

Tahir Iqbal
Company Secretary

Notes:

1. Share transfer books of the Company will remain closed from November 21, 2015 to November 28, 2015 (both days inclusive). Transfers received in order at the office of Company's Share Registrar, M/s Technology Trade (Pvt) Limited, Dagia House, 241-C, Block -2, P.E.C.H.S, Off Shahrah-e-Quaideen, Karachi up to the close of business on November 20, 2015 will be considered in time for the determination of entitlement of shareholders to attend and vote at the meeting.

2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.

3. Procedure including the guidelines as laid down in Circular No. 1- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities and Exchange Commission of Pakistan:

(i) Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport and bring their folio numbers at the time of attending the meeting.

(ii) In the case of a corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the nominee shall also be produced (unless provided earlier) at the time of meeting.

(iii) In order to be effective, the proxy forms must be received at office of our registrar not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.

(iv) In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.

(v) In the case of proxy by a corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with proxy form.

4. Members are requested to promptly notify any change in their address by writing to the office of the registrar.

5. Statement under Section 160(1)(b) of the Companies Ordinance, 1984 is being dispatched along with the notice to the Shareholders.