



POWER CEMENT LIMITED

March 06, 2020

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir,

Subject: Notice of Extraordinary General Meeting

Enclosed please find a copy of the Notice of Extraordinary General Meeting of the Shareholders of Power Cement Limited to be held on Saturday, March 28, 2020 at 11:00 a.m. at Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Clifton, Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Tahir Iqbal

Company Secretary

- Cc: 1. The Director, Corporate Supervision Department
Securities and Exchange Commission of Pakistan,
63, Jinnah Avenue, N.I.C. Building
Blue Area, Islamabad
2. Central Depository Company Pakistan Limited
CDC House, 99-B, Block-B, S.M.C.H.S
Main Shahrah-e-Faisal, Karachi

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of Power Cement Limited will be held on Saturday March 28, 2020 at 11:00 am at Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 28th Annual General Meeting held on October 28, 2019.

SPECIAL BUSINESS:

2. To consider and, if thought fit to pass with or without modification, the following resolutions as special resolutions:

RESOLVED THAT the following amendments and additions in Memorandum and Articles of Association of the Company are hereby approved:

- 1- Clause V of the Memorandum of Association be replaced with *"The Authorized Share Capital of the Company is Rs. 13,100,000,000 (Pakistan Rupees Thirteen Billion One Hundred Million Only) which may be utilized to issue Ordinary Shares of Rs 10/ each and/or Preference Shares of Rs 10/ each of the Company as the Board of Directors of the Company may decide from time to time in accordance with the Companies Act, 2017 and the rules and regulations made by the Securities and Exchange Commission of Pakistan.*

The Company shall have power to increase or reduce its capital and to divide the shares in its capital for the time being in several classes."

- 2- Article 6 of the Articles of Association of the Company be replaced with *"The Authorized Share Capital of the Company is Rs. 13,100,000,000 (Pakistan Rupees Thirteen Billion One Hundred Million Only) which may be utilized to issue Ordinary Shares of Rs 10/ each and/or Preference Shares of Rs 10/ each of the Company as the Board of Directors of the Company may decide from time to time in accordance with the Companies Act, 2017 and the rules and regulations made by the Securities and Exchange Commission of Pakistan."*

- 3- Article 13B be added to the Articles of Association as *"preferential rights and privileges carried by the preference shares shall be decided by the Board of Directors of the Company and may include one or more of the following:*

(a) carry preferential right over the rights of ordinary shareholders to receive dividend; preference dividend may be cumulative or non-cumulative;

(b) carry preferential right over the rights of ordinary shareholders to participate in profits of company;

(c) carry right, at the option of holders or issuer or company, to be convertible or non-convertible into ordinary shares;

(d) carry right, at the option of holders or issuer or company, to be redeemed or remain irredeemable;

(e) carry preferential right over the rights of ordinary shareholders to be paid in event of winding up; and

(f) voting and non-voting rights.”

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, deeds, agreements, contracts, appointments and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, agreements, contracts, appointments and things which are necessary, incidental and/or consequential to aforesaid resolutions.

A Statement under Section 134(3) of the Companies Act, 2017 containing material facts concerning special business to be transacted as special resolution at the Extraordinary General Meeting is attached with the notice.

Any Other Business:

3. To consider any other business with the permission of the Chair.

By order of the Board



Tahir Iqbal
Company Secretary

Karachi, March 07, 2020

Notes:

1. Share transfer books of the Company will remain closed from March 20, 2020 to March 28, 2020 (both days inclusive). Transfers received in order at the office of Company's Share Registrar, M/s CDC Share Registrar Services Limited, CDC House, Shahrah-e-Faisal, Karachi up to the close of business on March 19, 2020 will be treated 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. I- 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. Shareholders may participate in the meeting via video link facility. If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company.

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

This statement sets out the material facts concerning the Special Business given in Agenda items No. 2 of the Notice to be transacted at the Extraordinary General Meeting of the Company:

The Company embarked upon a major expansion program in 2017 and had made suitable financial arrangements for the expansion. However, owing to the steep currency devaluation and more than doubling of the inflation and interest rates, the project has had to face significant cost over runs. In this backdrop, the Management of the Company is in discussions with the Company's Senior Lenders for further financing arrangements and in the meanwhile, the Board has decided that it would be prudent for the Company to have a reasonable cushion in the Authorized Capital of the Company, to cater to any future need of increasing the paid-up capital.

The Board of Directors of the Company have no direct or indirect interest in the special business, except and to the extent of their respective shareholding in the Company.