

D. G. KHAN CEMENT COMPANY LIMITED



BALLOT PAPER FOR VOTING THROUGH POST

For voting through post for the Special Business at the Extraordinary General Meeting of D. G. Khan Cement Company Limited to be held on Tuesday, June 20, 2023 at 10:00 AM (PST) at Emporium Mall, the Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman@dgcement.com

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| Name of shareholder/joint shareholder(s): | |
| Registered Address: | |
| Folio No. / CDC Participant / Investor ID with sub-account No. | |
| Number of shares held | |
| CNIC, NICOP/Passport No. (In case of foreigner) (Copy to be attached) | |
| <u>Additional Information and enclosures</u> (In case of representative of body corporates, corporations and Federal Government) | |
| Name of Authorized Signatory: | |
| CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached) | |

I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by giving my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below:

| Special Resolutions |
|---|
| <p>Agenda Item 1</p> <p>To consider and if deemed fit, to pass the following resolutions as special resolutions with or without modification, addition(s) or deletion(s).</p> <p>RESOLVED THAT the approval of the shareholders of D. G. Khan Cement Company Limited (“the Company”) be and is hereby accorded to increase authorized share capital of the Company from Rs.10,000,000,000 (Rupees Ten Billion Only) divided into 950,000,000 ordinary shares of Rs. 10/- each and 50,000,000 preference shares of Rs. 10/- each to Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Five Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each.</p> <p>FURTHER RESOLVED THAT, in consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended accordingly, to read as follows:</p> <p>Clause V of Memorandum of Association: The Authorized Capital of the Company is Rs. 60,000,000,000 (Rupees Sixty Billion Only) divided into 5,950,000,000 (Five Billion Nine Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Preference shares of Rs. 10/- each, with attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company, or in accordance with the Companies Ordinance 1984, (now Companies Act, 2017) and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Companies Ordinance, 1984 (now Companies Act, 2017) and to increase and/or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.</p> <p>FURTHER RESOLVED THAT, the ordinary shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of the Companies Act, 2017.</p> <p>FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.</p> |

Agenda Item 2

To consider and if deemed fit, to pass the following resolutions as special resolutions in pursuance of S.R.O. 389(I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink with or without modification, addition(s) or deletion(s).

RESOLVED that approval of the members of D. G. Khan Cement Company Limited (the "Company") be and is hereby accorded for transmission of Annual Reports including Annual Audited Financial Statements to the members for future years commencing from the financial year 2023 through QR enabled code and Weblink instead of transmitting the same through CD/DVD/USB, as allowed by Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023.

RESOLVED further that that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution.

I/we hereby exercise my/our vote in respect of above mentioned special resolutions through postal ballot by conveying my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

| Sr. No. | Nature and Description of resolutions | I/We dissent to the Resolutions (FOR) | I/We dissent to the Resolutions (AGAINST) |
|---------|---|---------------------------------------|---|
| 1. | Special Resolution as per the Agenda Item No. 01 (as given above) | | |
| 2. | Special Resolution as per the Agenda Item No. 02 (as given above) | | |

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Place: _____

Date: _____

NOTES:

1. Duly filled postal ballots should be sent to the Chairman at Nishat House, 53-A, Lawrence Road, Lahore or through email at: chairman@dgcement.com
2. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot form should reach the Chairman of the Meeting on or before June 19, 2023 up to 5:00 p.m. Any Postal Ballot received after this time/date, will not be considered for voting.
4. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
5. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.