



# D.G. KHAN CEMENT COMPANY LIMITED

Head Office: Nishat House, 53 - A, Lawrence Road, Lahore - Pakistan.  
UAN: (92 - 42) 111 113 333, Tel: (92 - 42) 36360154, Fax: (92 - 42) 36367414  
E-mail: info@dgcement.com

DG-PSX- 99

September 29, 2022

The General Manager,  
Pakistan Stock Exchange Ltd  
Stock Exchange Building  
Stock Exchange Road,  
Karachi.

PUCARS / TCS

SUB: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Further to our Letter No. DG-PSX-87 dated September 13, 2022, enclosed please find a copy of the Notice of Annual General Meeting of the Members of **D. G. Khan Cement Company Limited** to be held on October 28, 2022 (Friday) at 11:00 a.m. for circulation amongst the TRE certificate holders.

Thanking you,

Yours sincerely,

  
KHALID MAHMOOD CHOCHAN  
COMPANY SECRETARY

Copy to: -

The Director / HOD,  
Surveillance, Supervision and Enforcement Department,  
Securities & Exchange Commission of Pakistan,  
NIC Building, 63 Jinnah Avenue, Blue Area,  
Islamabad.

Fax No. (051) 9100440/TCS

**Factory Sites:**

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 42) 36360153, Fax: (92 - 64) 2585010  
Khairpur, Tehsil, Kallar Kahar. Distt. Chakwal - Pakistan. Tel: (92 - 42) 36360152 Fax: (92 - 543) 650231



# D.G. KHAN CEMENT COMPANY LIMITED

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of **D. G. Khan Cement Company Limited** (the Company/DGKC) will be held on October 28, 2022 (Friday) at 11:00 A.M. at Emporium Mall, The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore to transact the following business:

1. To receive, consider and adopt the Audited Un-consolidated and Consolidated Financial Statements of the Company for the year ended June 30, 2022 together with the Chairman's Review, Directors' and Auditors' reports thereon.
2. To approve Final Cash Dividend @ 10% [i.e. Re. 1 (Rupee One Only) per Ordinary Share as recommended by the Board of Directors.
3. To elect Seven (7) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159 of the Companies Act, 2017, in place of following retiring directors who are also eligible to offer themselves for re-election:-
  1. Mrs. Naz Mansha
  2. Mian Raza Mansha
  3. Mr. Khalid Niaz Khawaja
  4. Mr. Usama Mahmud
  5. Mr. Farid Noor Ali Fazal
  6. Mr. Mahmood Akhtar
  7. Mr. Shahzad Ahmad Malik
4. To appoint statutory Auditors for the year 2022-23 and fix their remuneration.

### 5. Special Business:-

To consider and if deemed fit, to pass the following resolutions as Special Resolutions under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors 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 and the Company be and is hereby authorized in terms of Section 199 and other applicable provisions of the Companies Act, 2017 to make additional long-term equity investment up to Rs. 900,000,000 (Rupees Nine Hundred Million Only) in Hyundai Nishat Motor (Pvt) Limited (HNMP), an associated company, from time to time by way of subscribing up to 90,000,000 right shares, at Par value of Rs. 10/- each as and when offered by HNMP to the Company on its shareholding, as per terms and conditions disclosed to the members.

**RESOLVED FURTHER THAT** this resolution shall be valid for a period of four (4) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities including filing of documents as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions.

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**RESOLVED FURTHER THAT** the Company be and is hereby authorized to dispose of through any mode, a part or all of equity investment in HNMPL made by the Company from time to time and to dispose of and / or decline a part or all of its entitlement of right shares as and when offered by HNMPL and the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary be and are hereby authorized singly to take the decision of divestment and / or declining of right shares entitlement as they may deem appropriate and necessary in the best interest of the Company and its members.

A Statement of Material Facts as required under Section 134(3) of the Companies Act, 2017 is annexed to the notice of meeting circulated to the members of the Company.

By order of the Board

(KHALID MAHMOOD CHOHAN)  
COMPANY SECRETARY

Lahore  
September 13, 2022

### NOTES:

### BOOK CLOSURE NOTICE:-

The Ordinary Shares Transfer Books of the Company will remain closed from 15.10.2022 to 28.10.2022 (both days inclusive) for entitlement of **10% Final Cash Dividend [i.e. Re.1/- (Rupee One Only) Per Ordinary Share]** for the year ended June 30, 2022 and attending and voting at Annual General Meeting. Physical transfers/ CDS Transactions IDs received in order in all respects up to 1:00 p.m. on 14.10.2022 at the office of Share Registrar, THK Associates (Pvt) Limited, **Karachi Office**, Plot No.32-C, Jami Commercial Street No.2, DHA, Phase VII, Karachi, **Lahore Office**, THK Associates (Pvt) Ltd., Office No. 309, 3<sup>rd</sup> Floor, North Tower, LSE Building, 19-Shahrah-e-Aiwan-e-Iqbal, Lahore shall be considered in time for entitlement of above said 10% Final Cash Dividend and Election of Directors.

### Proxies

A member eligible to attend and vote at this meeting may appoint another member his / her proxy to attend and vote instead of him/her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting. The proxy shall produce his / her original valid CNIC or original passport at the time of meeting.

Shareholders are requested to immediately notify the Company of change in address, if any.

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Members who have deposited their shares into Central Depository Company of Pakistan Limited (“CDC”) will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

### A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board’s resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

### B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.

In case of corporate entity, the Board’s resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

### Deduction of Withholding Tax on Dividend

Pursuant to the provisions of the Finance Act, 2017 the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

- Filler	15%
- Non-Filler	30%

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

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### Deduction of Withholding Tax on Dividend in case of Joint Account Holders

All shareholders who hold shares jointly are requested to provide following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar THK Associates (Pvt) Limited latest by October 18, 2022, otherwise each joint holder shall be assumed to have an equal number of shares.

Name of the Company		D. G. Khan Cement Company Limited
Folio No. / CDS A/C No.		
No. of Shares Held		
<b>Principal Shareholder</b>	Name & CNIC	
	Shareholding Proportion (No. of Shares)	
<b>Joint Shareholder(s)</b>	Name & CNIC	
	Shareholding Proportion (No. of Shares)	

Signature of Primary Shareholder \_\_\_\_\_

### **EXEMPTION OF WITHHOLDING TAX:-**

Withholding tax exemption from dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar Office, THK Associates (Pvt) Limited up to October 18, 2022.

### **SUBMISSION OF COPY OF CNIC (MANDATORY):**

Individuals including all joint holders holding physical share certificates are requested to submit a copy of their valid CNIC to the Company or the Company's Share Registrar. All shareholders are once again requested to send a copy of their valid CNIC to our Share Registrar THK Associates (Pvt) Limited. The Shareholders while sending CNIC must quote their respective folio numbers and name of the Company.

In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with SRO 831(1)/2012 dated July 05, 2012 issued by SECP and would be constrained under SECP's Order dated June 08, 2016 under Section 251(2) of the Companies Ordinance, 1984 to withhold the payment of dividend warrants to such shareholders which will be released on submission of valid copy of CNIC

### **ZAKAT DECLARATION (CZ-50)**

Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period with the relevant authority. Any shareholder who want to claim exemption shall submit your Zakat declarations under Zakat and Usher Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 on prescribed Form CZ-50, to our Share Registrar, M/s. THK Associates (Pvt) Limited **otherwise no exemption**

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### Circulation of Annual Reports through Digital Storage

Pursuant to the SECP's notification SRO 470(I) / 2016 dated 31st May, 2016 the Members of D. G. Khan Cement Company Limited in AGM held on 28<sup>th</sup> October 2017 had accorded their consent for transmission of annual reports including audited annual financial statements and other information contained therein of the Company through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send to the Company Secretary / Share registrar, the standard request form available on the Company's website and the Company will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

### Unclaimed Dividend / Shares

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

### Video Conference Facility

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the Standard Form placed in the annual report which is also available on the website of the Company.

### E-voting and Postal Ballot Facility

The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to Section 142 and 143 of the Companies Act, 2017 and Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.

### Video Link Facility for Meeting:-

In light of COVID-19 situation, the Securities and Exchange Commission of Pakistan ("SECP") has advised vide Circular No. 4 of 2021 dated 15 February, 2021 to provide participation of the members through electronic means. The members can attend the AGM via video link using smart phones/tablets/. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at [kchohan@dgcement.com](mailto:kchohan@dgcement.com) or [smahmood@dgcement.com](mailto:smahmood@dgcement.com) by October 23, 2022.

Name of Member/Proxyholder	CNIC No.	Folio No. / CDC Account No.	Cell No. Whatsapp No.	Email ID

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### **Conversion of Physical Shares into Book Entry Form**

As per Section 72 of the Companies Act, 2017 all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of the Companies Act, 2017.

The Securities & Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form.

We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also suggested to contact the Central Depository Company of Pakistan Limited or any active member / stock broker of the Pakistan Stock Exchange to open an account in the Central Depository System and to facilitate conversion of physical shares into book-entry form. Members are informed that holding shares in book-entry form has several benefits including but not limited to Secure and convenient custody of shares, Conveniently tradeable and transferable, No risk of the loss, damage or theft, No stamp duty on transfer of shares in book-entry form and Hassle free credit of bonus or right shares.

We once again strongly advise members of the Company, in their best interest, to convert their physical shares into book-entry form at earliest.

### **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Pursuant to the requirements of Section 166(3) of the Companies Act, 2017, independent directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act, 2017.

The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017 and are competent and experienced.

The candidates are requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and ensure compliance with the same in letter and spirit.

The present directors are interested to the extent that they are eligible for re-election as Directors of the Company, subject to eligibility criteria.

### **STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 28, 2022.

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### Additional Equity Investments in Hyundai Nishat Motor (Private) Limited

Hyundai Nishat Motor (Private) Limited (HNMPL) is a joint venture company which has set up a green field project for assembly and sales of Hyundai brand vehicles in Pakistan (the "Project"). The paid-up share capital of HNMPL is held by:

Nishat Mills Limited (12%)  
DG Khan Cement Company Limited (10%)  
Adamjee Insurance Company Limited (10%)  
Security General Insurance Company Limited (12.14%)  
Millat Tractors Limited (15.86%)  
Sojitz Corporation (40%).

HNMPL intends to issue right shares amounting to Rs. 9 billion to meet working capital requirements and the Company will offer right shares for subscription at par value of Rs. 10 each. The Board of Directors has already approved the additional investment by way of subscription of right shares.

The already approved amount of equity investment of Rs. 1,056,400,000 (Rupees One Billion Fifty-six Million Four Hundred Thousand Only) in HNMPL shall increase to Rs. 1,956,400,000/- (Rupees One Billion Nine Fifty-Six Million Four Hundred Thousand Only).

The directors of the Company certify / undertake that the investment is being made after due diligence. The duly signed recommendation of the due diligence report and directors undertaking/certificate shall be made available to the members for inspection at the meeting.

HNMPL is not a member of the Company. Its sponsors/directors are directors/members of the Company. They have no interest except their directorship and to the extent of their shareholding in the Company which is as follows:

Name	% of Shareholding
Mian Raza Mansha	2.90
Mian Umer Mansha	6.23
Mian Hassan Mansha	6.14

### Information Under Regulation 3 of The Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Disclosure for all types of investments:		
(A) Disclosure regarding associated company		
(i)	Name of Associated Company or Associated Undertaking	Hyundai Nishat Motor (Private) Limited ("HNMPL")
(ii)	Basis of Relationship	Common Directorship

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(iii)	Earnings / (Loss) per Share for the last three years	Year	EPS (Rs.)		
		2021	1.44		
		2020	(2.96)		
		2019	(1.18)		
(iv)	Break-up value per Share, based on last audited financial statements	PKR 8.22 per share as at 31 December 2021.			
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Statement of Financial Position as on 31 December 2021:			
		Equity & Liabilities	Rs.	Assets	Rs.
		Equity	7,800,970,467	Non-Current Assets	17,960,411,178
		Non-Current Liabilities	11,574,830,100		
		Current Liabilities	19,638,636,240	Current Assets	21,054,025,629
			<b>39,014,436,807</b>		<b>39,014,436,807</b>
		Profit and loss account for the year ended 31 December 2021:			
		Rs.			
		Revenue			34,298,694,455
		Expenses			(33,578,819,871)
		Other Income			752,317,911
		Profit / (Loss) before tax			<b>1,472,192,495</b>
Profit / (Loss) after tax			<b>1,351,574,072</b>		
(vi)	In case of investment in relation to a project of associated company or associated undertaking that				



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	has not commenced operations, following further information, namely					
I	Description of the project and its history since conceptualization	<p>HNMPL is a joint venture company of Nishat Mills Limited (“Nishat”), DG Khan Cement Company Limited (“DGKCC”), Adamjee Insurance Company Limited (“AICL”), Security General Insurance Company Limited (“SGICL”), Millat Tractors Limited (“MTL”) and Sojitz Corporation, Tokyo, Japan (“Sojitz”) to establish a green field project for the assembly and sales of Hyundai brand vehicles in Pakistan. DGKCC executed a shareholder’s agreement on 04<sup>th</sup> April, 2018 whereby the following shareholdings were decided amongst HNMPL shareholders as follows: Nishat (12%), DGKCC (10%), AICL (10%), SGICL (10%), MTL (18%) and Sojitz (40%) and HNMPL for the share subscription of HNMPL. Subsequently, the shareholding percentage of SGICL increased to 12.14% and MTL decreased to 15.86% while the shareholding percentage of other investors remained same. At present the subscribed equity stands at PKR 10,562.3 million.</p> <p>HNMPL has been awarded with “Category-A Greenfield Investment Status” under the Automotive Development Policy 2016-21 by Ministry of Industries and Production, Government of Pakistan vide its Notification No. 2(55)2017-LED-II dated 21 June 2017. The ground-breaking ceremony of the project was held on 20 December 2017 and it became operational in January 2020.</p>				
II	Starting date and expected date of completion of work	The construction commenced in the 2nd Quarter of 2018. The Project became operational in January 2020.				
III	Time by which such project shall become commercially operational	The project became operational in January 2020.				
IV	Expected time by which the project shall start paying return on investment	By Financial Year 2025				
V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	<p>DGKCC and its Associates, Sojitz Corporation Japan and Millat Tractors Limited have to date invested a combined PKR 10,562,300,000 upto August 31, 2022 as per below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Shareholder</th> <th style="text-align: center;">Issued Share Capital PKR</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Nishat Mills Limited</td> <td style="text-align: center;">1,267,476,000</td> </tr> </tbody> </table>	Shareholder	Issued Share Capital PKR	Nishat Mills Limited	1,267,476,000
Shareholder	Issued Share Capital PKR					
Nishat Mills Limited	1,267,476,000					

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			DG Khan Cement Company Limited	1,056,230,000
			Adamjee Insurance Company Limited	1,056,230,000
			Security General Insurance Company Ltd	1,282,020,990
			Millat Tractors Limited	1,675,423,010
			Sojitz Corporation Japan	4,224,920,000
			<b>Total Equity Injected till 31 Aug 2022</b>	<b>10,562,300,000</b>
<b>(B) General Disclosures:</b>				
(i)	Maximum amount of investment to be made		PKR 900,000,000/- (Rupees Nine Hundred Million Only).	
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment		Dividend Income and / or prospective capital gains.  The investment will be for a long term.	
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:		The investment will be made from DGKC's own funds.	
	(I)	Justification for investment through borrowings	NA	
	(II)	Detail of Collateral, guarantees provided and assets pledged for obtaining such funds	NA	
	(III)	Cost benefit analysis	NA	
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment		HNMPL will offer right shares based on existing percentage shareholding which is based on share subscription agreement with Nishat, AICL, SGICL, MTL, Sojitz and HNMPL. Shareholding is follows:  Nishat 12%, DGKCC 10%, AICL 10%, SGICL 12.14%, MTL 15.86%, Sojitz 40%	
(v)	Direct or indirect interest of Directors, sponsors, majority shareholders and their		The interest, direct or indirect in the associated company and the transaction under consideration is detailed as under:	

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	relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The directors of D. G. Khan Cement Company Limited (DGKCC), their relatives and associated companies holding shares of Hyundai Nishat Motors (Private) Limited (HNMPL) are interested to the extent of their shareholding as under:-</p> <p><b>Directors:</b></p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: right;">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Mian Raza Mansha (Common Director)</td> <td style="text-align: right;">0.00 (1 Share)</td> </tr> </tbody> </table> <p><b>Relatives:</b></p> <table style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td>Mian Umer Mansha</td> <td style="text-align: right;">0.00 (1 Share)</td> </tr> <tr> <td>Mian Hassan Mansha</td> <td style="text-align: right;">0.00 (1 Share)</td> </tr> </tbody> </table> <p>Both brothers of Mian Raza Mansha.</p> <p><b>Associated Companies</b></p> <table style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">12.00%</td> </tr> <tr> <td>Security General Insurance Company Ltd.</td> <td style="text-align: right;">12.14%</td> </tr> </tbody> </table> <p>The directors of HNMPL are interested in DGKCC to the extent of their shareholding as under:-</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;">Name</th> <th style="text-align: right;">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Mian Raza Mansha</td> <td style="text-align: right;">2.92</td> </tr> <tr> <td>Mian Umer Mansha</td> <td style="text-align: right;">6.29</td> </tr> <tr> <td>Mian Hassan Mansha</td> <td style="text-align: right;">6.19</td> </tr> </tbody> </table> <p>The associated Companies holding shares of HNMPL are interested in DGKCC to the extent of their shareholding as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;">Name</th> <th style="text-align: right;">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Nishat Mills Limited</td> <td style="text-align: right;">31.40</td> </tr> <tr> <td>Security General Insurance Co. Ltd.</td> <td style="text-align: right;">0.05</td> </tr> </tbody> </table>		% of Shareholding	Mian Raza Mansha (Common Director)	0.00 (1 Share)	Mian Umer Mansha	0.00 (1 Share)	Mian Hassan Mansha	0.00 (1 Share)	Nishat Mills Limited	12.00%	Security General Insurance Company Ltd.	12.14%	Name	% of Shareholding	Mian Raza Mansha	2.92	Mian Umer Mansha	6.29	Mian Hassan Mansha	6.19	Name	% of Shareholding	Nishat Mills Limited	31.40	Security General Insurance Co. Ltd.	0.05
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(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	No indication of impairment or write off exists relating to equity investment already made.																										
(vii)	Any other important details necessary for the members to understand the transaction	None																										
<b>Additional disclosure regarding Equity Investment</b>																												
(i)	Maximum price at which securities will be acquired	The price to be paid for the equity investment will be face value of Rs. 10/- per share.																										
(ii)	In case the purchase price is higher than market value in	Not applicable as shares are being acquired at face value of Rs. 10 each.																										

**Factory Sites:**

Khofli Sattai, Distt. Dera Ghazi Khan - Pakistan. UAN: (92 - 64) 111 - 113 - 333 Tel: (92 - 42) 36360153, Fax: (92 - 64) 2585010  
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## D.G. KHAN CEMENT COMPANY LIMITED

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	case of listed securities and fair value in case of unlisted securities, justification thereof										
(iii)	Maximum number of securities to be acquired	90,000,000 Shares									
(iv)	Number of securities and percentage thereof held before and after the proposed investment	<table border="1"> <thead> <tr> <th></th> <th><u>No. of Shares</u></th> <th><u>%age</u></th> </tr> </thead> <tbody> <tr> <td>Before</td> <td>105,623,000</td> <td>10.00</td> </tr> <tr> <td>After</td> <td>195,623,000</td> <td>10.00</td> </tr> </tbody> </table>		<u>No. of Shares</u>	<u>%age</u>	Before	105,623,000	10.00	After	195,623,000	10.00
	<u>No. of Shares</u>	<u>%age</u>									
Before	105,623,000	10.00									
After	195,623,000	10.00									
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A									
(vi)	Fair value determined in terms of sub-regulation (1) regulation 5 for investments in unlisted securities	An independent valuer has estimated a fair value of Rs. 25.15 per ordinary share as at June 30, 2022 through a valuation technique based on discounted cash flows.									

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## Statement Under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Name of Investee Company	Hyundai Nishat Motor (Pvt) Limited (HNMPL)	
<b>Total Investment Approved:</b>	Equity investment upto Rupees 850 million was approved in EOGM held on March 28, 2018 and further enhanced from PKR 850 million to PKR 1,056.400 million by the shareholders in their AGM held on October 28, 2019 for the period of 4 years.	Guarantee / continuing Stand by Letter(s) of Credit (SBLC) for an amount of up to PKR 1,000 Million for a tenure of 7.5years was approved by members in EOGM held on March 28, 2018 and further enhanced from PKR 1,000 million to PKR 1,277 million by the shareholders in their AGM held on October 28, 2019 for the period of 7.5 years.
<b>Amount of Investment Made to date:</b>	Investment of Rupees 1,056.230 million has been made against this approval to date.	Guarantee of Rs. 1,262.243 million provided by the Company to the lenders of Hyundai Nishat Motors (Pvt) Limited against this approval
<b>Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:</b>	Partial investment has been made in investee company. Commercial operations of the investee company have not yet started. The Company will make further equity investment as and when further shares offered by HNMPL.	Partial guarantee has been extended after the approval. The Company will arrange issuance of further Guarantee /SBLC as and when requested by HNMPL within the approved time line and amount.
<b>Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:</b>	At the time of approval, as per available latest audited financial statements for the year ended December 31, 2017, the basic loss per share was Rs.19.67 and breakup value per share was Rs. 4.85. As per latest audited financial statements for the year ended December 31, 2021 the basic earning per share is Rs. 1.44 and breakup value per share is Rs. 8.22.	At the time of approval, as per available latest audited financial statements for the year ended December 31, 2017, the basic loss per share was Rs.19.67 and breakup value per share was Rs. 4.85. As per latest audited financial statements for the year ended December 31, 2021 the basic earning per share is Rs. 1.44 and breakup value per share is Rs. 8.22.

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