



**D.G. KHAN Cement Company Limited**

**Notice of Annual General Meeting**

# 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") will be held on October 28, 2025 (Tuesday) at 12:30 P.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, 2025 together with the Chairperson's Review, Directors' and Auditors' reports thereon.

<https://www.dgcement.com/financial-reports/DGAnnual2025.pdf>



Scan QR Code for  
Annual Report 2025

2. To approve final cash dividend at the rate of PKR 2.00 per share i.e. 20% for the year ended June 30, 2025, 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. Mr. Raza Mansha          |
| 3. Mr. Shehryar Ahmad Buksh | 4. Mr. Khalid Niaz Khawaja  |
| 5. Mr. Usama Mahmud         | 6. Mr. Farid Noor Ali Fazal |
| 7. Mr. Shahzad Ahmad Malik  |                             |

4. To appoint statutory Auditors for the year 2025-26 and fix their remuneration.

A Statement of Material Facts as required under Section 166(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 CHOCHAN)**  
COMPANY SECRETARY

Lahore  
August 28, 2025

## NOTES:

### BOOK CLOSURE NOTICE:-

The Ordinary Shares Transfer Books of the Company will remain closed from 15.10.2025 to 28.10.2025 (**both days inclusive**) for entitlement of 20% final cash dividend for the year ended June 30, 2025 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 14.10.2025 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, 3rd Floor, North Tower, LSE Building, 19-Shahrah-e-Aiwan-e-Iqbal, Lahore shall be considered in time for entitlement of final dividend and attending of meeting.

**NO GIFTS WILL BE DISTRIBUTED AT THE MEETING****ATTENDANCE AT MEETING**

A member entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to do the aforesaid. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. The proxy form in English and Urdu languages is attached. The same is also available on the Company's website: <https://www.dgcement.com>.

Members through book entry system under Central Depository Company of Pakistan Limited, are advised to must bring their original National Identity Cards / Passport along with copy of their particulars of CDC Account duly authenticated by the concerned Participant/Investor Account Services for verification and also follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No.1 of 2000:

**A. For Attending the Meeting**

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport along with copy of CDC Account Registration details duly authenticated by the concerned Participant/Investor Account Services at the time of attending the Meeting.
- b. In case of corporate entity, the person attending the meeting on behalf of the corporate entity must produce Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in his favor along with copy of proxy form submitted with the Company, the Board Resolution/Power of Attorney must contain specimen signature of the person attending meeting.

**B. For Appointing Proxies**

- a. In case of individuals, the account holder and/or sub-account holder whose 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, proxy holder and witnesses shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in favor of proxy holder along with proxy form to the Company The Board Resolution/Power of Attorney must contain specimen signature of proxy holder.

**Election of Directors:**

Any member (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Nishat House, 53-A, Lawrence Road, Lahore, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- i) His/her folio No./CDC Investor Account No. / CDC Participant No./ Sub-Account No.
- ii) Notice of his / her intention to offer himself/herself for election as a director, along with duly completed and signed Annexure to Form-9 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations.



### Transmission of Annual Financial Statements through Email:

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. [www.dgcement.com](http://www.dgcement.com) and send the form, duly signed by the shareholder, along with copy of his/her CNIC to the Company's Share Registrar M/s THK Associates (Pvt) Limited.

### Unclaimed Dividend / Shares

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

### E-voting and Postal Ballot Facility

The shareholders will be allowed to exercise their right to vote through e-voting / postal ballot subject to the provisions of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018 if the number of persons offered to contest the election is more than the number of Directors fixed under Section 159 (1) of the Companies Act, 2017.

### Scrutinizer:

As required under Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, M/s Riaz Ahmad & Co., Chartered Accountants have been appointed to act as Scrutinizer for the forthcoming election of directors.

### Video Link Facility for Meeting:-

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 20, 2025.

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

### Conversion of Physical Shares into Book Entry Form

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 Under Regulation 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>	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>	Guarantee of Rs. 1,016 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 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, 2024 the basic earnings per share is Rs. 0.71 and breakup value per share is Rs. 10.56.

## Form of Proxy

I /We \_\_\_\_\_

of \_\_\_\_\_

being a member of D.G. Khan Cement Company Limited, hereby appoint \_\_\_\_\_

\_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

member(s) of the Company, as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on October 28, 2025 (Tuesday) at 12:30 P.M. at Emporium Mall, The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

Signed by the said member \_\_\_\_\_

Please affix  
revenue stamp  
Rs. 50

as witness may hand this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of witness .....

Signature of witness .....

Name .....

Name .....

Address .....

Address .....

.....

.....

CNIC # .....

CNIC # .....

Please quote:

Folio No.	Shares held	CDC A/C. No.

Important: This instrument appointing a proxy, duly completed, must be received at the Registered Office of the Company at Nishat House, 53-A, Lawrence Road, Lahore not later than 48 hours before the time to holding the annual general meeting.



**D.G. KHAN CEMENT  
COMPANY LIMITED**

**AFFIX  
CORRECT  
POSTAGE**

Nishat House, 53-A, Lawrence Road,  
Lahore-Pakistan.  
UAN:+92-42-111-11-33-33





**D.G. KHAN CEMENT  
COMPANY LIMITED**

**AFFIX  
CORRECT  
POSTAGE**

Nishat House, 53-A, Lawrence Road,  
Lahore-Pakistan.  
UAN:+92-42-111-11-33-33



# BOOK POST

*If undelivered please return to:*



Registered Office:  
Nishat House, 53-A, Lawrence Road, Lahore.  
Tel: 042-36360154, 042-111 113 333  
Email: [info@dgcement.com](mailto:info@dgcement.com)  
[www.dgcement.com](http://www.dgcement.com)