



**NOTICE OF EXTRA-ORDINARY
GENERAL MEETING
MARCH 18, 2025**



LUCKY CEMENT LIMITED
REGISTERED OFFICE
Pezu, District Lakki Marwat,
Khyber Pakhtunkhwa



LUCKY CEMENT LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Lucky Cement Limited (the "**Company**") will be held on **Tuesday, March 18, 2025, at 12:00 noon**, at the Registered Office of the Company, situated at factory premises i.e., Pezu, District Lakki Marwat, Khyber Pakhtunkhwa to transact the following business:

Special business:

1. **To consider and, if thought fit, pass, with or without modification, the following resolution as special resolution, in terms of Section 85 of the Companies Act, 2017, for the purposes of subdivision of the share capital of the Company:**
 - (A) **"RESOLVED THAT**, pursuant to Section 85 of the Companies Act, 2017 and Article 34 of the Articles of Association of the Company, the existing capital of the company, including authorized, issued and paid-up capital, is hereby altered in a manner that each ordinary share of the Company having face value of Rs. 10/- be subdivided into five ordinary shares of Rs. 2/- each, with no change in rights and privileges of shares.
 - (B) **FURTHER RESOLVED THAT** the Authorized Capital of the Company be and is hereby subdivided from 500,000,000 Ordinary Shares of Rs. 10/- each to 2,500,000,000 Ordinary Shares of Rs. 2/- each.
 - (C) **FURTHER RESOLVED THAT** the issued and paid-up capital of the Company comprising of 293,000,000 Ordinary Shares of Rs. 10/- each is hereby subdivided into 1,465,000,000 Ordinary Shares of Rs. 2/- each.
 - (D) **FURTHER RESOLVED THAT** the Chief Financial Officer or the Company Secretary of the Company, be and are hereby singly authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' Registers, determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements."
2. **To transact any other business with the permission of the Chair.**

The Statement of material facts, as required under section 134(3) of the Companies Act, 2017, in respect of the special business to be considered at the meeting is being sent to the shareholders with this notice and is also available at the Company's website (www.lucky-cement.com).

By Order of the Board

Ali Shahab
Company Secretary

Karachi: February 25, 2025

NOTES:

1. Closure of Shares Transfer Books

The Share Transfer Books of the Company shall remain closed from Tuesday, March 11, 2025 to Tuesday, March 18, 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar / Transfer Agent, i.e., CDC Share Registrar Services Limited (CDCSRSL), situated at CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, by the close of business on Monday, March 10, 2025 shall be treated as being in time for the purpose of attending, and voting at, the EOGM.

2. Participation in the EOGM, via physical presence, including through proxy

Members whose names appear in the Register of Members as of March 10, 2025, are entitled to attend and vote at the EOGM. A member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him / her.

An instrument of proxy applicable for the EOGM is being provided with the Notice sent to the members. The Proxy form may also be downloaded from the Company's website: <http://www.lucky-cement.com>. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email on company.secretary@lucky-cement.com or by post at the registered address of the Company not less than forty-eight (48) hours before the time of EOGM, excluding public holidays.

Members are requested to submit a copy of their Computerized National Identity Card (CNIC) at the registered address to our Share Registrar, CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H. Society, Karachi.

If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.

3. Participation in the EOGM through video conferencing:

- a. To attend the EOGM through video-conferencing facility, members are requested to register themselves by providing the following information through email at company.secretary@lucky-cement.com at least forty-eight (48) hours before the EOGM: (i) the Name of Member; (ii) CNIC / NTN No.; (iii) Folio No. /, CDC IAS No.; (iv) Cell No.; and (v) Email Address.
- b. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c. Only those members will be accepted at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'a' above).
- d. The login facility will remain open from 11:30 a.m. till the end of EOGM.

4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

a. For attending the EOGM:

- (i) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account where registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the EOGM.
- (ii) In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

b. For appointing Proxies:

- (i) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished along with the proxy form.
- (iv) The proxy shall produce his original CNIC or original valid passport at the time of the EOGM.
- (v) In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

5. E-voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business(es) in the EOGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

i) E-Voting Procedure

- (a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses on or before March 10, 2025.
- (b) The web address, login details, will be communicated to members via email.
- (c) Identity of the members intending to cast vote through e-Voting shall be authenticated through authentication for login.
- (d) E-Voting lines will start from March 12, 2025, 9:00 a.m. and shall close on March 17, 2025 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

ii) Postal Ballot

- (a) Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.lucky-cement.com to download.
- (b) The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at 7-A Muhammad Ali Housing Society, Karachi (**Attention of the Company Secretary**) by Monday, March 17, 2025 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

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

This statement sets out below the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Lucky Cement Limited (the "Company") to be held on Tuesday, March 18, 2025:

The subscribed and paid-up capital of Lucky Cement Limited comprises of 293,000,000 ordinary shares, each with a face value of Rs. 10/-. The market price of LUCK's shares is significantly higher than their face value, making them less accessible to retail and individual investors. Accordingly, to increase market liquidity of the Company's scrip and broaden the shareholders base, the Board of Directors have proposed subdivision of Company's capital by decreasing the face value of shares from Rs. 10/- to Rs. 2/-. Accordingly, the shareholders will receive 5 shares of face value Rs. 2/- each against every 1 share of Rs. 10/- held in their names as on the effective date to be announced later.

The new shares proposed to be created, as a result of subdivision, shall rank pari passu with no change in the rights and privileges attached to the shares as compared to the existing shares. The new shares with reduced face value of Rs. 2/- will be issued to the shareholders' either in physical form or by crediting in their investor accounts maintained with Central Depository Company of Pakistan Limited (CDC), as the case may be, as per the entitlement of respective shareholders on the effective date.

The Board of Directors approved and recommended the proposed resolution to be passed as a special resolution under Section 85 of the Companies Act, 2017 and Article 34 of the Articles of Association.

The Directors of the Company have no personal interest in this matter except to the extent of their respective shareholding.

For the purpose of the subdivision of shares and resultant increase in the number of shares, the existing Clause V of the Memorandum of Association also need amendments.

The Board of Directors of the Company have confirmed that the requisite alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

Comparison of existing and proposed alteration in the respective capital clauses of Memorandum and Articles of Association, is provided below:

MEMORANDUM OF ASSOCIATION	
Existing Clause V	Proposed Clause V
The Authorized Capital of the Company is Rs.5,000,000,000/- (Rupees Five Billion only) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of Company and to divide the shares into several classes of ordinary shares and consolidate or sub-divide the shares and issue shares of higher or lower denomination subject to any permission required under the law.	The Authorized Capital of the Company is Rs.5,000,000,000/- (Rupees Five Billion only) divided into 2,500,000,000 (Two Billion and Five Hundred Million) ordinary shares of Rs. 2/- each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of Company and to divide the shares into several classes of ordinary shares and consolidate or sub-divide the shares and issue shares of higher or lower denomination subject to any permission required under the law.



FORM OF PROXY

I/We _____ of (full address)

being member of **LUCKY CEMENT LIMITED** holding _____ ordinary shares as per Share Register Folio No. _____ and/or CDC Participant I.D. No. _____ and Sub-Account No. _____ hereby appoint _____

of (full address) _____

or failing him/her _____

of (full address) _____ who is

also a member of **Lucky Cement Limited**, as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at an extra-ordinary general meeting of the company to be held on **Tuesday, March 18, 2025 at 12:00 noon** and / or any adjournment thereof.

Signature this _____ year 2025.
(day) (date, month)

Witnesses:

1. Signature: _____
Name _____
Address _____
CNIC No. _____

2. Signature: _____
Name _____
Address _____
CNIC No. _____



Signature of members should match with the specimen signature registered with the company

Important:

1. In order to be effective, this form of proxy duly completed, stamped, signed and witnessed along with power of attorney, or other instruments (if any), must be deposited at the registered office of the company at factory premises Pezu, district Lakki Marwat, Khyber Pakhtunkhwa at least 48 hours before the time of the meeting.
2. If a member appoints more than one proxy and more than one form of proxy are deposited by a member with the company, all such forms of proxy shall be rendered invalid.
3. In case of proxy for an individual beneficial owner of shares from CDC, attested copies of beneficial owner's computerized national identity card (CNIC) or passport, account and participant's ID numbers must be deposited along with the form of proxy. In case of proxy for representative of corporate members from CDC, board of directors' resolution and power of attorney and the specimen signature of the nominee must be deposited along with the form of proxy. The proxy shall produce his / her original CNIC or passport at the time of meeting.

مختار نامہ (پراکسی فارم)

میں / ہم مسمیٰ / مسماۃ _____

ساکن _____ ضلع _____

بحیثیت رکن (ممبر) کلی سینٹ لمیٹڈ مقرر کرتا ہوں / کرتی ہوں / کرتے ہیں مسمیٰ / مسماۃ _____

ساکن _____

کو جو خود بھی کلی سینٹ لمیٹڈ کا رکن ہے کہ وہ بطور میرا ہمارا مختار (پراکسی) کلی سینٹ لمیٹڈ کے غیر معمولی اجلاس عام میں جو بروز منگل 18 مارچ 2025 کو بوقت صبح 12:00 بجے منعقد ہو رہا ہے یا اس کے کسی ملتوی شدہ اجلاس میں شرکت کرے اور میری / ہماری جگہ میری / ہماری طرف سے حق رائے وہی استعمال کرے۔

مؤرخہ _____ 2025 کے میرے / ہمارے دستخط سے جاری ہوا۔

دستخط

دستخط کہتی میں درج نمونہ کے دستخط کے مطابق ہونے چاہئے۔

فولیو نمبر	سی ڈی سی لکھانہ نمبر	حصص کی تعداد

گواہ نمبر 1

گواہ نمبر 2

دستخط

دستخط

نام

نام

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر

پتہ

پتہ

ہدایات:

- 1- مختار (پراکسی) کا کمپنی کا رکن (ممبر) ہونا ضروری ہے۔
- 2- ممبر (رکن) کے دستخط، نمونہ شدہ دستخط / اندارج شدہ دستخط سے مماثلت ہونا ضروری ہے۔
- 3- سی ڈی سی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر کو مختار نامہ (پراکسی فارم) کے ہمراہ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقل منسلک کرنا ضروری ہے۔ کارپوریٹ ادارے کے نمائندوں کو معمول کے مطابق دستاویزات ساتھ لانا ضروری ہے۔
- 4- مختار نامہ (پراکسی فارم) مکمل پُر شدہ کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقرر وقت سے کم از کم ۴۸ گھنٹے قبل جمع کرانا ضروری ہے چھٹیوں کے علاوہ۔



LUCKY CEMENT LIMITED

BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Extra-ordinary Meeting to be held on Tuesday, March 18, 2025, at 12:00 noon at factory premises in Pezu, District Lakki Marwat, Khyber Pakhtunkhwa and through video conferencing.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: The Chairman, Lucky Cement Limited, 7-A Muhammad Ali Housing Society, Karachi. Attention of the Company Secretary.

E-mail address: company.secretary@lucky-cement.com **Phone:** +92-21-111-786-555

Website: www.lucky-cement.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)

Name and CNIC of Authorized Signatory	
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I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below: (In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected")

S. No.	Agenda / Description of Special Resolutions	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	<p>1. To consider and, if thought fit, pass, with or without modification, the following resolution as special resolution, in terms of Section 85 of the Companies Act, 2017, for the purposes of subdivision of the share capital of the Company:</p> <p>(A) "RESOLVED THAT, pursuant to Section 85 of the Companies Act, 2017 and Article 34 of the Articles of Association of the Company, the existing capital of the company, including authorized, issued and paid-up capital, is hereby altered in a manner that each ordinary share of the Company having face value of Rs. 10/- be and is hereby subdivided into five ordinary shares of Rs. 2/- each, with no change in rights and privileges of shares.</p> <p>(B) FURTHER RESOLVED THAT the Authorized Capital of the Company be and is hereby subdivided from 500,000,000 Ordinary Shares of Rs. 10/- each to 2,500,000,000 Ordinary Shares of Rs. 2/- each.</p> <p>(C) FURTHER RESOLVED THAT the issued and paid-up capital of the Company comprising of 293,000,000 Ordinary Shares of Rs. 10/- each is hereby subdivided into 1,465,000,000 Ordinary Shares of Rs. 2/- each.</p> <p>(D) FURTHER RESOLVED THAT the Chief Financial Officer or the Company Secretary of the Company, be and are hereby singly authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' Registers, determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements."</p>		

1. Duly filled ballot paper should be sent to the Chairman of Lucky Cement Limited at 7-A Muhammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi. Attention of the Company Secretary or e-mail at company.secretary@lucky-cement.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before **Monday, March 17, 2025**. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. 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 Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.lucky-cement.com. Members may download the Ballot paper from the website.

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