



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of Cherat Cement Company Limited will be held on Wednesday, October 25, 2023 at 11:00 a.m. at the Registered Office of the Company at Factory premises, Village Lakrai, Nowshera, Khyber Pakhtunkhwa, to transact the following businesses:

### ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on October 12, 2022.
2. To receive and consider the Audited Accounts of the Company for the year ended June 30, 2023 with the Directors' and the Auditors' Reports thereon.
3. To consider and approve the payment of final cash dividend @30% (Rs. 3.00/- per share). This is in addition to an interim cash dividend @ 15% (Rs. 1.50 per share) already paid to the shareholders for the financial year ended June 30, 2023 as recommended by the Board of Directors.
4. To appoint Auditors for the year 2023/24 and to fix their remuneration.
5. To transact any other business with the permission of the chair.

### SPECIAL BUSINESS

6. To consider and approve the following resolution as Special Resolution:
  - a) "RESOLVED that the transactions carried out in the normal course of business with related parties and associated companies as disclosed in Note 28 & 40 of the Financial Statements during the year ended June 30, 2023, be and are hereby ratified and approved."
  - b) "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all transactions to be carried out in the normal course of business with related parties and associated companies during the ensuing year ending June 30, 2024."
7. To consider dissemination of annual audited financial statements to the shareholders through QR enabled code and Weblink instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution.
  - a) "RESOLVED that circulation / dissemination of annual audited financial statements together with the reports and documents required to be annexed thereto under the Companies Act, 2017, to the shareholders through QR enabled code and Weblink as notified by the Securities & Exchange Commission of Pakistan vide its S.R.O.389(I)/2023 dated March 21, 2023 be and is hereby approved while considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB be discontinued."

The statements under section 134 of the Companies Act, 2017, pertaining to the above-mentioned Special Business, are attached with the notice.

By Order of the Board of Directors

Hina Mir  
Company Secretary

Karachi: September 5, 2023

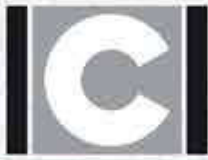
# BUILDING A BETTER FUTURE

## NOTES:

1. The register of members of the Company will be closed from Wednesday, October 18, 2023 to Wednesday, October 25, 2023 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the Office of the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on Tuesday, October 17, 2023 will be treated in time for the above entitlement.
2. A member of the Company eligible to attend, speak and vote at the Annual General Meeting may appoint another member as his/her proxy to attend, speak and vote in his/her stead. Proxies to be effective must be in writing and must be received by at the Company's Head Office 48 hours before the meeting.
3. The AGM proceedings will also be held via video through ZOOM application (a video link conferencing facility). Shareholders interested to participate in the meeting are requested to email required information with subject "Registration for Cherat Cement Company Limited AGM" along with a valid copy of both sides of Computerized National Identity Card (CNIC) at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com). Shareholders are advised to mention their full details in the following manner:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Cherat Cement Co. Ltd.				

4. Video link details and login credentials will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.
5. Members will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM.
6. Members of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification.
7. Members of physical shares are requested to notify any change in their addresses to the Company's Share Registrar. Whereas, shareholders of CDC Accounts are requested to immediately notify any change in their addresses to their respective CDC Participant / Broker / CDC Investor Account Services.
8. According to Section 119 of the Companies Act, 2017, and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone numbers, occupation, etc. to CDC Share Registrar Services Limited immediately to avoid any non-compliance of law or any inconvenience in future.
9. Shareholders who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) are requested to send the same to the Share Registrar of the Company.
10. As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP. Shareholders having physical shareholding are accordingly required to open their account with investors account services of CDC or sub account with any of the brokers and convert their physical shares in book entry form. This will facilitate the shareholder in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
11. Shareholders are hereby reminded that Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into



the bank accounts of the shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in E-Dividend Mandate Form available on the Company's website i.e. [www.gfg.com.pk](http://www.gfg.com.pk) and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited in case of physical shares. In case shares are held in CDC, then E-Dividend Mandate Form must be submitted directly to shareholder's broker/participant/CDC investor account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017. Further, the information regarding gross dividend, tax/zakat deduction and net amount of dividend will be provided through the Centralized Cash Dividend Register (CCDR), therefore, shareholders should register themselves to CDC's eServices Portal at <https://eservices.cdcaccess.com.pk>.

12. In compliance of Section 244 of the Companies Act 2017, once the Company has completed stipulated formalities, any unclaimed dividend and /or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who by any reason could not collect their remaining unclaimed dividend/shares are advised to contact the Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.
13. Shareholders have the option to receive Annual Audited Financial Statements and Notice of General Meeting through email. Shareholders of the Company are requested to give their consent to the Company's Share Registrar to update its record if they wish to receive Annual Audited Financial Statements and Notice of General Meeting through email. However, if shareholders, in addition, request for hard copy of Audited Financial Statements, the same shall be provided free of cost within seven (7) days of receipt of such written request.
14. Members can also avail video conference facility. In this regard, please fill the following and submit to the Head Office of the Company seven (7) days before the Annual General Meeting. If the Company receives consent from members, holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least seven (7) days prior to the date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.  
  
"I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of **Cherat Cement Company Limited**, holder of \_\_\_ ordinary shares(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_".
15. Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 and 144 of the Companies Act, 2017. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purposes of Special Business members will be allowed to exercise their right to vote through postal ballot/electronic mode in accordance with the requirement and procedures contained in the aforesaid Regulations. The schedule and procedure of postal ballot/electronic voting shall be placed on the Company's website i.e. [www.gfg.com.pk](http://www.gfg.com.pk) seven (7) days before the meeting.
16. All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR website and, if required, take necessary actions for inclusion of their name in the ATL. In case a person's name does not appear in the ATL the applicable tax rate will be increased by hundred percent.
17. In case of joint account, please intimate proportion of shareholding of each account holder along with their individual status on the ATL.
18. Withholding tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to CDC Share Registrar Services Limited by the first day of Book Closure.
19. To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit Zakat Declaration (Form CZ-50) or its attested photocopy to CDC Share Registrar Services Limited, in order to avoid deduction of Zakat on all future dividends, at the earliest.

## Statement Under Section 134 of the Companies Act, 2017

### 6. Related Party Transaction

The statement sets out material facts concerning "Special Business" to be transacted at the Annual General Meeting of the Company to be held on October 25, 2023. The approval of the members of the Company will be sought for:

During the financial year ended June 30, 2023, the Company carried out transactions with its associated companies and related parties in accordance with its policies and applicable laws and regulations. Related party transactions require shareholders' approval under sections 207 and 208 of the Companies Act, 2017. Such transactions are being placed before the shareholders for their approval through special resolution proposed to be passed in the Annual General Meeting.

The shareholders are requested to ratify the transactions which have been disclosed in Note no. 40 of the Financial Statements for the year ended June 30, 2023 and further to authorize the Board of Directors to conduct transactions with related parties or associated companies for the year ending June 30, 2024.

Party wise breakup of transactions as disclosed in Note no. 28 & 40 of the Financial Statements for the year ended June 30, 2023 is given below:

Name of Related Party	Nature of Transaction	(Rs.In '000')
Cherat Packaging Limited	Purchase of Packing Material	3,237,318
	Dividend Received	8,119
	Dividend Paid	23,975
Mirpurkhas Sugar Mills Limited	Dividend Paid	12,363
Faruque (Private) Limited	Purchase of Raw Material	258,328
	Payment of Royalty	425,695
	Payment of Excise Duty	10,566
	Dividend Paid	189,434
Greaves Airconditioning (Private) Limited	Purchase of Fixed Assets	4,607
	Services Received	417
	Purchase of Goods	166
Greaves Pakistan (Private) Limited	Purchase of Fixes Assets	18,657
	Services Received	250
	Purchase of Goods	5,910
	Dividend Paid	10,886
Jubilee General Insurance Company Limited	Insurance Premium	88,848
Zensoft (Private) Limited	Services Received	24,311
	Dividend Paid	111
CCCL - Employees' Provident & Gratuity Fund	Contribution to Fund	161,315



The Directors are interested only to the extent of their shareholding and/or common directorship in such related parties. The name of the common Directors are mentioned in the aforesaid Note no. 40 of the Financial Statements.

**7. Dissemination of information regarding Annual Audited Financial Statements to the shareholders through QR enabled code and Weblink**

In order to implement the SECP notification with respect to transmission / circulation of information such as Annual Audited Financial Statements through QR enabled code and weblink instead of CD/DVD/USB. The facility will be provided through e-mail if they desire to receive the same at their e-mail addresses. However, if the shareholder, in additions, request for hard copy of Audited Financial Statements, the same shall be provided free of cost within seven (7) days of receipt of such written request. For convenience of shareholders, Standard Request Form is available on the Company's website.

The Directors are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.

