LUCKY CEMENT LIMITED NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting (AGM) of the members of Lucky Cement Limited will be held on **Tuesday, September 28, 2021 at 12:00 noon** at the registered office of the Company situated at factory premises in Pezu, District Lakki Marwat, Khyber Pakhtunkhwa to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the year ended June 30, 2021 together with the Board of Director's and Independent Auditors' reports thereon.

2. To appoint Auditors and fix their remuneration for the year ending June 30, 2022. The present Auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

3. To elect seven (7) Directors of the Company as fixed by the Board of Directors in its meeting held on August 7, 2021, in terms of Section 159 of Companies Act, 2017 (The Act) for a term of three (3) years. The names of retiring Directors are as follows:

1. Mr. Muhammad Yunus Tabba
2. Mr. Muhammad Ali Tabba
3. Mr. Muhammad Sohail Tabba
4. Mr. Jawed Yunus Tabba
5. Mrs. Mariam Tabba Khan
6. Mr. Manzoor Ahmed
7. Mr. Masood Karim Shaikh

SPECIAL BUSINESS:

4. To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2021 by passing the following special resolution with or without modification:

"**RESOLVED THAT** the transactions conducted with Related Parties as disclosed in the note 40 of the unconsolidated financial statements for the year ended June 30, 2021 and specified in the Statement of Material Information under Section 134 (3) be and are hereby ratified, approved and confirmed."

5. To authorize the Board of Directors of the Company to approve transactions with Related Parties for the financial year ending June 30, 2022 by passing the following special resolutions with or without modification:

"**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending June 30, 2022.

RESOLVED FURTHER that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."

ANY OTHER BUSINESS:

6. To transact any other business with the permission of Chair.

(Attached to this Notice is a Statement of Material Facts covering the above-mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017).

By Order of the Board

FAISAL MAHMOOD
Company Secretary

Karachi: September 06, 2021

Notes:

1. **Closure of Share Transfer Books**

   The Share Transfer Books of the Company shall remain closed from Tuesday September 14, 2021 to Tuesday, September 28, 2021 (both days inclusive). Transfers received in order at our Share Registrar / Transfer Agent M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 at the close of business on Monday, September 13, 2021 shall be treated in time for the purpose of Annual General Meeting.

2. **Participation in General Meeting**

   An individual beneficial owner of shares must bring his / her original CNIC or Passport, Account and Participant's I.D. numbers to prove his / her identity. A representative of corporate members, must bring the Board of Directors' Resolution and / or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

   A member entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must be received at the Company's Registered Office, Main Indus Highway, Pezu, District Lakki Marwat, Khyber Pakhtunkhwa not later than 48 hours before the time of holding the Meeting and no account shall be taken of any part of the day that is not a working day. A member shall not be entitled to appoint more than one proxy.

3. **Nomination for Directorship**

   Any person who seeks to contest the election of Directors shall file with the Company at its registered office not later than 14 days before the date of meeting, notice of his / her intention to offer himself / herself for the election of the Directors, together with:

   a) Consent to act as Director as required under Section 167(1) of Companies Act 2017;

   b) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance and the eligibility criteria as set out in the Companies Act, 2017 to act as Director of a listed Company; and

   c) Detailed profile along with office address for placement onto the Company's website within seven days prior to the date of election in terms of SRO dated December 10, 2015.

4. **Deposit of Physical Shares into CDC Account:**

   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 Commission.

   The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them 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.

5. **Request for Video Conference Facility**

   In terms of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request / demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city.

   In this regard, please fill the following form and submit to the Company at its registered address 10 days before holding of the AGM. After receiving the request/demand of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of AGM along with complete information necessary to enable them to access such facility.

REQUEST FOR VIDEO CONFERENCE FACILITY

I / We / Messrs. _______________________________ of ____________ being Member(s) of Lucky Cement Limited, holder of ________________ ordinary share(s) as per Folio #__________ and / or CDC Participant ID & Sub-Account No. _________________, hereby, opt for video conference facility at _________________________ city.

____

Signature of the Member(s)
(please affix company
stamp in case of corporate entity)

6. E-voting

Pursuant to the Companies (E-voting) Regulations, 2016, shareholders will be able to exercise their right to vote through e-voting by giving their consent in writing, holding ten percent of the voting power at least 10 days before the date of the meeting to the Company on the appointment of Execution Officer by the intermediary as Proxy.

7. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

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

Agenda item # 3 – Election of Directors

The term of office of the present Directors of the company will expire on September 28, 2021. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the Board of Directors in its Board meeting held on August 7, 2021 has fixed the number of elected Directors at 7 (seven) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at the Registered Office of the Company located at Pezu, District Lakki Marwat, Khyber Pakhtunkhwa not later than fourteen (14) days before the date of Annual General Meeting, the following documents:

1. His/her Folio No./CDC Investors Account No. CDC Participant No./Sub-Account No.
2. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a Director in Form 28 prescribed under the Companies Act, 2017.
3. A detailed profile along with office address as required under SECP SRO 1196(I)/2019 dated October 3, 2019.
4. A director must be a member of the Company at the time of filing of his / her consent for contesting election of Directors except a person representing a member, which is not a natural person.
5. A declaration confirming that:
   (a) He / she is aware of his / her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange; and
   (b) He / she is not ineligible to become a director of a listed company under any provision of the Act, the Listed Companies (Code of Corporate Governance) Regulation, 2019 and any other applicable law, rules and regulations.

6. Independent Director(s) will be elected through the process of election of Director in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

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

1. Agenda item # 4 – Ratification and approval of the related party transactions carried out during the year ended June 30, 2021

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested in certain transactions due to their common directorships in the Group companies, the quorum of directors could not be formed for approval of these transactions pursuant to section 207 of the Companies Act, 2017. During the 27th Annual General Meeting of the Company, in order to promote transparent business practices, the shareholders had authorized the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ended June 30, 2021 and such transactions were deemed to be approved by the shareholders. Such transactions were to be placed before the shareholders in next AGM for their formal approval / ratification. Accordingly, these transactions are being placed before the AGM for the formal approval / ratification by shareholders.

All transactions with related parties to be ratified have been disclosed in the note 40 to the unconsolidated financial statements for the year ended June 30, 2021. Party-wise details of such related party transactions are given below:

Name of Related Party	Transaction Type	Amount in PKR
Aziz Tabba Foundation	Donation paid	200,000,000
Energas Terminal (Private) Limited	Reimbursement of Expenses to Company	1,006,344
Gadoon Textile Mills Limited	Reimbursement of Expenses from Company	115,070
	Reimbursement of Expenses to Company	10,028,843
	Sales	6,118,180
ICI Pakistan Limited	Dividends Received	1,269,950,000
	Purchase	11,381,574
	Sales	11,406,780
Kenzo Holdings Limited	Dividends Paid	10,340,909
Lucky Air (Private) Limited	Reimbursement of Expenses to Company	33,140
	Services	30,353,272
Lucky Commodities (Private) Limited	Reimbursement of Expenses to Company	471,669
Lucky Electric Power Company Limited	Investment Made During the Period	6,050,000,000
	Claim of Tax Loss	615,168,773
	Reimbursement of Expenses to Company	50,774
Lucky Energy (Private) Limited	Sales	8,769,526
Lucky Foods (Private) Limited	Reimbursement of Expenses to Company	16,142,494
Lucky Holdings Limited	Dividends Received	223,938,000
	Reimbursement of Expenses to Company	32,505
Lucky Knits (Private) Limited	Sales	11,226,600
Lucky Landmark (Pvt) Ltd.	Sales	831,600
Lucky Motor Corporation Limited	Dividends Received	2,851,785,225
	Purchase of Fixed Assets	1,755,000
	Purchase of vehicles	71,153,000
	Reimbursement of Expenses to Company	5,766
	Sales	38,746,085
	Services	983,208

Name of Related Party	Transaction Type	Amount in PKR
Lucky One (Private) Limited	Sales	52,994,246
Lucky Paragon ReadyMix (Private) Limited	Sales	29,921,766
Lucky Textile Mills Limited	Sales	60,807,950
Tabba Heart Institute	Services	981,945
YB Holdings (Private) Limited	Reimbursement of Expenses to Company	2,833,811
Yunus Energy Limited	Dividends Received	61,136,500
Yunus Textile Mills Limited	Reimbursement of Expenses to Company	1,508,880
	Sales	201,717,156
Directors and close family members	Meeting Fee	1,906,250
	Sales	366,000
Key Management Personnel	Retirement Benefits	44,749,325
	Salaries And Benefits	280,320,552

The company carries out transactions with its related parties on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered into with related parties require the approval of the Board Audit Committee of the Company, which is chaired by an independent director of the company. Upon the recommendation of the Board Audit Committee, such transactions are placed before the board of directors for approval.

Transactions entered into with the related parties include, but are not limited to, sale of cement, dividends paid and received, investments made (in accordance with the approval of shareholders and board where applicable) and salaries and other benefits paid to the key management personnel.

The nature of relationship with these related parties has also been indicated in the note 40 to the unconsolidated financial statements for the year ended June 30, 2021. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

2. Agenda item # 5 – Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2022

The Company shall be conducting transactions with its related parties during the year ending June 30, 2022 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the subsidiary / associated companies. In order to promote transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ending June 30, 2022, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval / ratification.

The Directors are interested in the resolution only to the extent of their common directorships in such related parties.