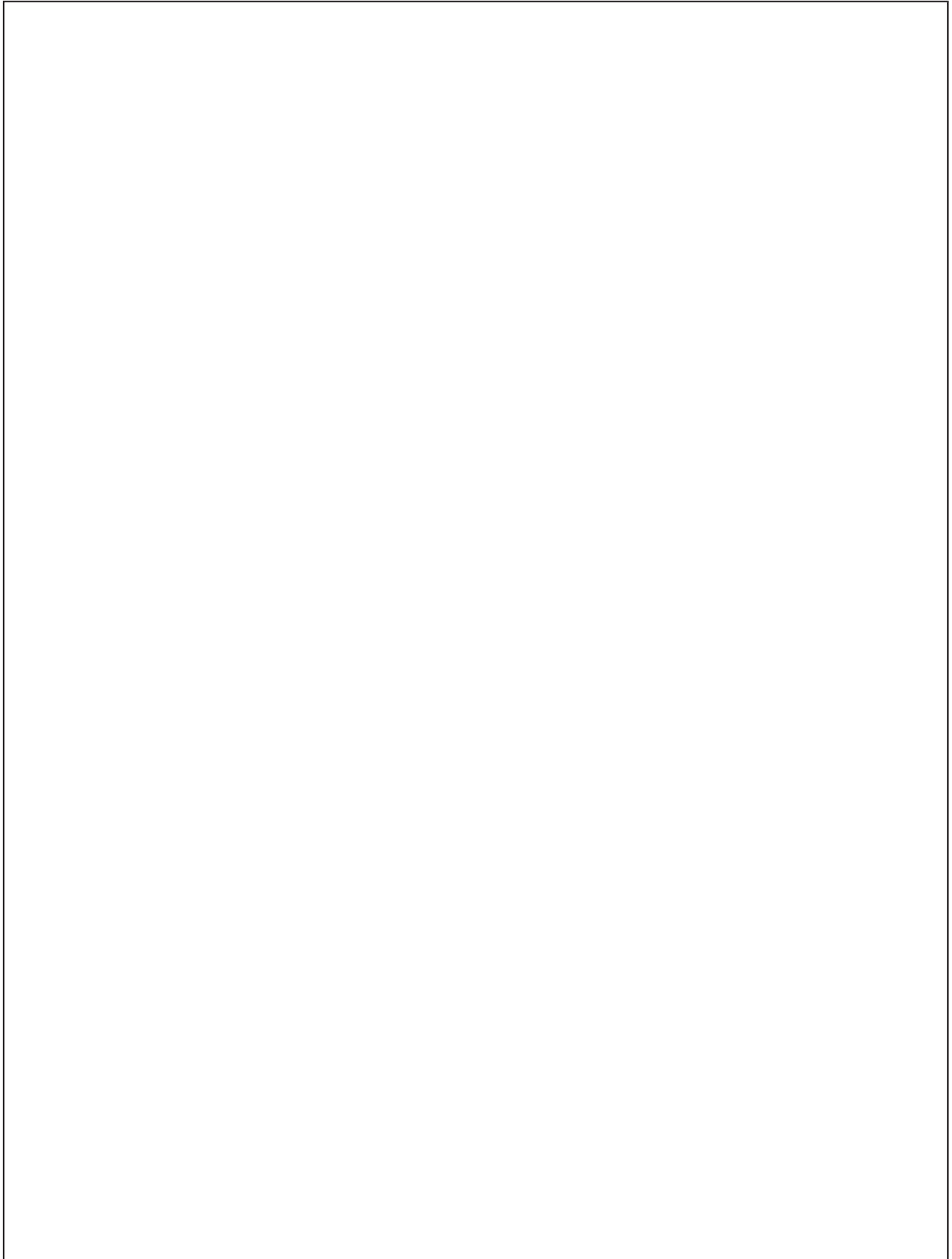




**NOTICE OF 32nd ANNUAL
GENERAL MEETING TO BE
HELD ON SEPTEMBER 26, 2025**

LUCKY CEMENT LIMITED

6-A, Muhammad Ali Housing Society,
A. Aziz Hashim Tabba Street,
Karachi-75350



NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting (AGM) of the members of **Lucky Cement Limited** (the “**Company**”) will be held and conducted on Friday, September 26, 2025 at 11:30 a.m., at the registered office of the Company situated at factory premises in Pezu, District Lakki Marwat, Khyber Pakhtunkhwa as well as through video conferencing facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company, together with the Board of Directors’ and Independent Auditors’ reports thereon, for the year ended June 30, 2025.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the audited financial statements for the year ended June 30, 2025 have been placed on the website of the Company and can be downloaded using the weblink and QR enabled code given below:

<https://www.lucky-cement.com/investor-relations/downloads/financial-reports/>



Annual Report 2025

2. To declare and approve final cash dividend @ 200%, i.e. PKR 4/- per ordinary share of PKR 2/- each, for the year ended June 30, 2025, as recommended by the Board of Directors.
3. To appoint Auditors of the Company and fix their remuneration for the year ending June 30, 2026. The present Auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, retiring and being eligible, have offered themselves and consented for re-appointment, and the Board of Directors has recommended their appointment at a fee to be mutually agreed.

SPECIAL BUSINESS:

4. To consider and, if thought fit, pass, with or without modification, the following resolutions as special resolutions, in terms of Section 199 of the Companies Act, 2017, and other applicable laws, for the purposes of authorizing investments in the Company’s associated company i.e. National Resources (Private) Limited (“NRL”), comprising (i) investments, by way of equity subscription from time to time, in NRL of an aggregate amount of up to PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million) i.e. by subscribing to shares of NRL; and (ii) acquisition of 250 (two hundred fifty) ordinary shares of PKR 10/- each of NRL, at an aggregate price of up to PKR 2,500/- (Rupees Two Thousand Five Hundred), from Mr. Muhammad Ali Tabba (Chief Executive of the Company):

(A) **“RESOLVED THAT** the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, and other applicable laws, to make investments in its associated company i.e. National Resources (Private) Limited (“NRL”), by way of equity injections, from time to time, over a period of 2 (two) years, in the aggregate amount of up to PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million), as per the terms stipulated in the statement accompanying this Notice, and as determined by the authorized representatives of the Company, for the purposes of funding the operations / business of NRL, including activities and ancillary matters pertaining to the direct or indirect exploration of natural resources in the areas allotted in the Province of Baluchistan to NRL or a project company in which NRL is a shareholder.

(B) **FURTHER RESOLVED THAT** the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, and other applicable laws, to make further investments in NRL by way of acquiring 250 (two hundred fifty) ordinary shares of PKR 10/- (Pak Rupees Ten) each, at an aggregate price of up to PKR 2,500/- (Pak Rupees Two Thousand Five Hundred) from Mr. Muhammad Ali Tabba (the Chief Executive of the Company), being an existing shareholder of NRL.

(C) **FURTHER RESOLVED THAT** such investment(s), by way of acquisition of shares and/or subscription of shares, may be made and / or retained by the Company as the Board of Directors of the Company (the “Board”) may deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board, including based on the feasibility of the arrangement, as a consequence of which the Board is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.

- (D) **FURTHER RESOLVED THAT** the Chief Financial Officer of the Company, or such person as may be authorized by the Chief Financial Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments from time to time, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investment in NRL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders."
5. To consider and if deemed fit, ratify and approve (as the case may be), the following resolutions, as special resolutions, with respect to related party transactions / arrangements conducted / to be conducted, in terms of Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:
- (A) **"RESOLVED THAT** the transactions carried out by the Company with different Related Parties, during the year ended June 30, 2025, as disclosed in note 38 of the unconsolidated financial statements of the Company for the said period, and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified and confirmed.
- (B) **FURTHER RESOLVED THAT** the Company be and is hereby authorized to enter into arrangements or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods, commodities and materials including cement, chemicals, vehicles, or availing or rendering of services or share subscription, investment in units of mutual funds with different related parties to the extent deemed fit and / or approved by the Board of Directors, during the financial year ending June 30, 2026. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.
- (C) **FURTHER RESOLVED THAT** the related party transactions, for the period ending June 30, 2026, shall be deemed to have been approved by the members, and shall subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation."

ANY OTHER BUSINESS:

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

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

By Order of the Board



ALI SHAHAB
Company Secretary

Karachi: September 04, 2025

Notes:

1. Closure of Shares Transfer Books

The Share Transfer Books of the Company shall remain closed from Friday, September 19, 2025 to Friday, September 26, 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar / Transfer Agent, CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by the close of business on Thursday, September 18, 2025 shall be treated as being in time for the purpose of attending, and voting at, the AGM and entitlement of receiving cash dividend, if approved by the members.

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

Members whose names appear in the Register of Members as of September 18, 2025, are entitled to attend and vote at the AGM. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him / her.

An instrument of proxy applicable for the AGM is being provided with the Notice sent to the members. 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 AGM, 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 AGM through video conferencing:

- a. To attend the AGM 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 AGM: (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 AGM 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 11:00 a.m. till the end of AGM.

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 AGM:

- (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 AGM.
- (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 AGM.

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 AGM.
- (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. Unclaimed shares and dividend

The members who have not yet claimed their shares and cash dividends, which are either kept with the members themselves or returned as undelivered to the Share Registrar and Transfer Agent of the Company, are requested to make a claim for such unpaid/unclaimed dividends and/or shares with the Company.

Claims can be lodged by members on claim forms as are available on the Company's website. Claim forms must be submitted to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited (CDCSRSL), for receipt of dividend / shares.

6. 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 businesses in the AGM, 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 September 18, 2025.
- (b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- (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 September 20, 2025, 9 a.m. and shall close on September 25, 2025 at 5 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 6-A Muhammad Ali Housing Society, Karachi (Attention of the Company Secretary) by or before Thursday, September 25, 2025 before 5:00 p.m., or at e-mail of the Chairman; company.secretary@lucky-cement.com. 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.

7. Withholding tax on Dividend

In compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001, withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all members are advised to ensure that their names appear in the latest available ATL on FBR's website, otherwise tax on their cash dividend will be deducted at 30% for non-filers. Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Share Registrar, / Transfer Agent CDC Share Registrar Services Limited (CDCSRSL), of the Company by the first day of book closure.

According to the clarification from the FBR, withholding tax in case of joint accounts will be determined separately based on the 'Filer/ Non-Filer' status of the principal member as well as the status of the joint holder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal member and the joint holder(s) in respect of shares held by them to our Share Registrar / Transfer Agent, CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal member and the joint holder(s).

8. Conversion of Physical Shares into the Book Entry Form and issuance of new share certificates to reflect sub-division of shares of the Company

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

Members having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with the CDC to convert 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.

Further, Shareholders holding physical share certificates are requested to submit their original certificates having face value of PKR 10/- per share along with verified transfer deed(s) (if applicable), to the Company's principal office at 6-A Muhammad Ali Housing Society, Karachi-75350, for issuance of new share certificate(s) having face value of PKR 2/- per share. A certified copy of the shareholder's CNIC must also accompany the documents.

9. Submission of the CNIC/NTN details (Mandatory)

In accordance with the notifications / directives of the SECP vide SRO 779(1)/2011 dated August 18, 2011 and SRO 83(1)/2012 dated July 5, 2012, dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, members who have not yet submitted copy of their valid CNIC or NTN (in case of corporate entities) are requested to submit the same to the Company's Shares Registrar. In case of non-compliance, the Company may withhold dispatch of dividend warrants under intimation to the regulator till such time they provide the valid copy of their CNIC / NTN (as the case may be) as per law.

10. Provision of International Banking Account Number (IBAN Detail)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No. 421(I) 2018 dated March 19, 2021, it is mandatory for a listed Company to pay cash dividend to its members only through electronic mode directly into bank account designated by the entitled member. In this context, in order to receive dividends directly into their bank account, members having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400. Members having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/ participant/CDC Investor Account Services. In case of non-receipt of information, the Company will be constrained to withhold payment of dividend to members.

11. Availability of Financial Statements and Reports on the Website

In accordance with the Provision of Sections 223(6) and (7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2025 are available on the Company's website.

Notwithstanding the above, the Company will provide hard copies of the audited financial statements, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request.

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 Lucky Cement Limited (the "Company") to be held on Friday, September 26, 2025.

1. Investment in National Resources (Private) Limited:

The Company seeks to continue making investments in the field of exploration and / or mining of minerals in Pakistan, for which approvals have been obtained from time to time from the members. Consequently, the Company seeks the approval from its shareholders for further investments in its associated company, National Resources (Private) Limited ("NRL"), through passing of the special resolutions (with or without modification(s)) provided in agenda item no. 4 of the notice, in accordance with Section 199 of the Companies Act, 2017, along with other applicable laws.

For the purposes of valuation of NRL (i.e. for the acquisition of its shares), as required under the applicable laws, the Company had engaged the services of an independent firm of Chartered Accountants, who

has carried out the valuation of securities of NRL. [The valuation represents discounted future cashflows from this business, keeping in view that NRL holds an Exploration License in respect of an area of 499.17 square kilometers in the Chagai Area of Baluchistan.

The Board of Directors of the Company has certified that necessary due diligence of NRL has been carried out (given that NRL has yet to commence commercial operations and is in project phase), and has recommended that the shareholders of the Company pass the resolutions (as detailed in the Notice) in accordance with Section 199 of the Companies Act, 2017 to permit the said transactions.

The information required to be annexed to the Notice in accordance with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (Notification No. SRO 1240(I)/2017 dated December 6, 2017) (the "Regulations") is set out below:-

S. No.	Description	Information Required								
a.	Disclosure for all types of investments									
(A)	Regarding Associated company									
(i)	Name of the associated company or associated undertaking	National Resources (Private) Limited (“NRL”), being the associated company in which the proposed investment is intended to be made by the Company.								
(ii)	Basis of relationship	NRL is an associated company of the Company by virtue of common directorship of Mr. Muhammad Ali Tabba.								
(iii)	Earnings per share for the last three years.	<div>NRL is currently in the process of exploring potential options / possibilities pertaining to mining projects in Pakistan. The Company is keen to expand its business portfolio in such sector due to increasing global demand for metals, which can be lucrative for the Company and its members once a prospective and feasible project is found. Since the exploration activities are ongoing, NRL has not had any earnings from its operation and the loss per share (LPS) for the last three years is as follows:</div> <table><tr><td>Years</td><td>LPS (PKR)</td></tr><tr><td>2024</td><td>(1.59)</td></tr><tr><td>2023</td><td>(1.85)</td></tr><tr><td>2022</td><td>(3.22)</td></tr></table>	Years	LPS (PKR)	2024	(1.59)	2023	(1.85)	2022	(3.22)
Years	LPS (PKR)									
2024	(1.59)									
2023	(1.85)									
2022	(3.22)									
(iv)	Break-up value per share, based on latest audited financial statements.	The break-up value per share of NRL is PKR 2.72/-, based on the audited financial statements of NRL for the year ended June 30, 2024.								
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	NRL reported a loss of PKR 273.30 million in FY24 due to non-commencement of operations and administration expenses. Significant items on its balance sheet are PKR 250 million tied up in short-term investments and PKR 97.4 that it owes in accruals.								
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:									
	(I) Description of the project and its history since conceptualization.	NRL is a consortium comprising three of the country’s most respected industrial groups: Fatima								

S. No.	Description	Information Required
		<p>Fertilizer, Liberty Mills Limited, and the Company. NRL has been established with the intention to serve as a premium mineral mining and exploration company, committed to innovation and sustainable development, with a strong commitment to excellence and national pride.</p> <p>NRL vision is to leverage Pakistan's equity and expertise to develop Baluchistan's end-to-end mineral value chain promoting inclusive prosperity and alleviating poverty among indigenous communities. We believe that responsible mineral development can be a powerful driver of regional and national transformation.</p> <p>NRL is currently working on Copper-Gold, Lead Zinc Barite and Antimony projects in Baluchistan region and has made significant advancements in exploration activities, which may be carried out through NRL or one or more project SPVs in which NRL has shareholding.</p>
	II) Starting and expected date of completion of work.	<p>As stated above, NRL has secured exploration licenses for Copper Gold and Barite, Lead and Zinc in Baluchistan. Furthermore, NRL has received all relevant approvals from the competent authorities as a prerequisite of commencing the exploration activities.</p> <p>The exploration activities, including carrying out the feasibility studies, are expected to take at least 3 to 5 years to be completed; however, the confirmed time cannot be determined at this stage.</p> <p>In the event that economically viable deposits are discovered within the area during the course of the feasibility studies / exploration activities, NRL (and its stakeholders) may then identify a project and obtain a mining lease to carry out mining operations. At the relevant time, further financial arrangements will be required, amongst other matters, in order to proceed with such a project.</p>
	III) Time by which such project shall become commercially operational	<p>As stated above, at this stage, NRL shall carry out exploration activities and conduct pre-feasibility studies, and other such ancillary activities. Thereafter, if deemed fit and viable, and subject to achieving closing, NRL may proceed to carrying out mining operations; however, currently, no timelines can be provided due to the unique nature of the project and the current phase.</p>
	IV) Expected time by which the project shall start paying return on investment; and	<p>As stated above, the viability of the project is subject to the discovery of economically viable mineral deposits / reserves, based on which NRL (and its stakeholders) will then determine to proceed with further arrangements. Accordingly, at this time, no timelines can be provided due to the unique nature of the project and the current phase.</p>
	V) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	<p>Currently, a further cash investment for additional investments in NRL, by way of subscription of shares from time to time, up to an aggregate amount of PKR 1,200,000,000/- (Pak Rupees One</p>

S. No.	Description	Information Required
		<p>Billion Two Hundred Million), is proposed to be made by the Company.</p> <p>In addition to the above, a cash investment in the aggregate amount of PKR 2,500/- (Pak Rupees Two Thousand Five Hundred) for the acquisition of 250 ordinary shares of NRL from Mr. Muhammad Ali Tabba is proposed to be made by the Company.</p>
(B)	General disclosures	
(i)	Maximum amount of investment to be made;	<p>The aggregate further investment amount (from time to time), over a period of 2 (two years), in the equity of NRL i.e. by subscribing to shares of NRL, is up to PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million).</p> <p>Furthermore, the aggregate purchase price for the acquisition of NRL's shares from Muhammad Ali Tabba is an aggregate amount of PKR 2,500/- (Pak Rupees Two Thousand Five Hundred).</p>
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>The company aims to extend its footprint in the untapped large-scale mineral and mining sector of the country and intends to invest in the sector. This investment is intended to be utilized by NRL for its business / operations, conducting pre-feasibility studies, including physical geology, drilling and mineral resource estimation, and ancillary matters thereto.</p> <p>The investment is intended to be made over a period of 2 (two years).</p> <p>Subject to the commencement of commercial operations, the Company expects that the project will enhance the shareholders' value, subject to discovery of economically viable / feasible deposits.</p>
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The proposed investment will be funding through the Company's own funds / sources.
	I. Justification for investment through borrowings;	Not applicable
	II. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Not applicable
	III. Cost benefit analysis	Not applicable
(iv)	Salient features of the agreement(s), if any, with its associated company or associated undertaking with regards to the proposed investment.	<p>Depending on the funding requirements of NRL for the purposes of its activities, and the determination of its board of directors, the Company shall invest in NRL from time to time by subscribing to shares thereof.</p> <p>There is no agreement for the subscription or acquisition of shares of NRL, as the Company is an existing shareholder of NRL.</p>
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	The common director between the Company and NRL is Mr. Muhammad Ali Tabba, who is interested in the investment transaction to the extent of his common directorship and shareholding the Company, as well as the proposed acquisition of shares of NRL by the Company from him.

S. No.	Description	Information Required
(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, and	<p>The Company has previously made investments in NRL by way of: (i) acquisition of the equity stake of Y.B. Pakistan Limited in NRL, also an associated company / related party of the Company, comprising up to 34,833,334 (Thirty Four Million Eight Hundred Thirty Three Thousand Three Hundred Thirty Four) ordinary shares of PKR 10/- each, at a price of up to PKR 253,000,000/- (Pak Rupees Two Hundred Fifty Three Million); and (ii) investments in NRL from time to time, by way of providing loans / advances to NRL and / or subscribing to shares of NRL (i.e. making equity investments in NRL), of an aggregate amount of up to PKR 747,000,000/- (Pak Rupees Seven Hundred and Forty Seven Million).</p> <p>Approval for the abovementioned investments was obtained during the EOGM of the Company, held on November 23, 2023.</p>
(vii)	Any other important details necessary for the members to understand the transaction.	Nil
Additional disclosure in case of Equity Investment		
(i)	Maximum price at which securities will be acquired.	<p>With respect to the future investment in the shares of NRL from time to time by the Company, NRL's shares shall be subscribed based on the price offered by NRL to its shareholders in accordance with the applicable laws, including Section 83 of the Companies Act, 2017.</p> <p>With respect to the acquisition of NRL's shares by the Company from Muhammad Ali Tabba, the same shall be acquired at a maximum price of PKR 2,500/- (Pak Rupees Two Thousand Five Hundred), i.e. at a price of PKR 10/- (Pak Rupees Ten) per share.</p>
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof.	The purchase price is lower than the fair value determined by an independent valuer.
(iii)	Maximum number of securities to be acquired.	<p>With respect to the purchase of NRL's shares from Muhammad Ali Tabba, a maximum of 250 ordinary shares shall be acquired by the Company.</p> <p>With respect to the equity injections in NRL, the Company shall subscribe to shares of NRL from time to time, within the limit approved by the members of PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million). The maximum number of shares will vary based on the subscription price offered by NRL.</p>
(iv)	Number of securities and percentage thereof held before and after the proposed investment.	<p>The Company currently holds 105,666,418 (one hundred five million six hundred sixty six thousand four hundred eighteen) ordinary shares of NRL.</p> <p>After the acquisition, the Company shall hold 105,666,668 (one hundred five million six hundred sixty six thousand six hundred sixty eight) ordinary shares of NRL.</p>

S. No.	Description	Information Required
		Thereafter, the number of shares and percentage holding will depend on the Company's investment in NRL in the form of equity investments from time to time, within the limit approved by the members. Not Applicable
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not applicable
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	For the purpose of determining the fair value of NRL's shares, the Company has used a valuation report prepared by an independent firm of Chartered Accountants. The fair value per share of NRL is approximately PKR 14/- per share.

2. Agenda Item No. 5 of the notice – Ratification and approval (to the extent applicable) of the related party transactions / arrangements conducted / to be conducted by the Company

The Company routinely enters into arrangements and carries out transactions with its related parties in accordance with its policies and the applicable laws and regulations. Certain related party transactions, in which a majority of the Directors are interested, would require members' approval under Sections 207 and / or 208 (to the extent applicable) of the Companies Act, 2017, read with Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

As some/majority of the Directors of the Company may be deemed to be interested in certain arrangements / transactions with related parties, including due to their shareholding or common directorships in related entities/parties, and to promote transparency, an approval from the members was sought during the 31st AGM of the Company, where the members authorized the Board of Directors to approve such related party transactions conducted by the Company from time to time (and on a case to case basis) during the financial year ended June 30, 2025, and such transactions were deemed to be approved by the members. All the related party transactions have been disclosed in Note 38 to the unconsolidated financial statements for the year ended June 30, 2025. Such transactions were to be placed before the members in next AGM for their ratification / confirmation. Accordingly, these transactions are being placed in the AGM for ratification / confirmation by the members.

Party-wise details of such related party transactions are given below:

Name of Related Party	Transaction Type	PKR
Lucky Textile Mills Limited	Sales	188,380,637
Yunus Textile Mills Limited	Sales	49,361,475
	Purchases	52,422,710
Gadoon Textile Mills Limited	Sales	36,951,679
	Reimbursement of expenses from the Company	3,261,280
Lucky Knits (Private) Limited	Sales	9,676,199
Lucky Foods (Private) Limited	Reimbursement of expenses to the Company	13,761,239
	Purchases	1,056,574
Lucky Commodities (Private) Limited	Reimbursement of expenses to the Company	288,316
Aziz Tabba Foundation	Donation	361,024,167
Energas Terminal (Private) Limited	Reimbursement of expenses to the Company	505,506

Name of Related Party	Transaction Type	PKR
Lucky Core Industries Limited	Sales	169,294,419
	Dividend Received	3,403,466,000
	Purchase	29,649,775
Lucky Air (Private) Limited	Reimbursement of expenses from the Company	65,173,877
Lucky Electric Power Company Limited	Reimbursement of expenses to the Company	16,371,925
	Reimbursement of expenses from the Company	168,691
	Dividend Received	5,980,000,000
YB Holdings (Private) Limited	Reimbursement of expenses to the Company	11,620,139
YB Pakistan Limited	Reimbursement of expenses to the Company	57,111,076
Lucky Paragon Ready mix (Pvt.) Ltd.	Sales	8,800,543
Lucky Motor Corporation Limited	Purchases including vehicles & mobile phones	608,538,452
	Dividend received	2,703,280,995
	Reimbursement of expenses to the Company	4,246,109
	Service received	1,107,964
Yunus Energy Limited	Dividend received	611,365,000
Lucky Landmark (Private) Limited	Sales	34,092,000
National Resource (Private) Limited	Investment Made	483,333,340
Lucky Investments Limited	Investment in units of mutual fund	24,396,864,000
Directors and close family members	Meeting fee	10,125,000
	Sales	6,294,700
LCL Gratuity Fund Trust	Payment made to retirement benefit fund	300,000,000
Key Management Personnel (KMP)	Salaries and benefits	518,557,391
	Retirement benefits	91,461,583

The Company carries out transactions and enters into arrangements with its related parties primarily 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 / arrangements entered into with related parties require the approval of the Board Audit Committee, which is chaired by an independent director of the Company. Upon the recommendation of the Board Audit Committee, such arrangements / 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, purchase of vehicles, availing or rendering of services or share subscription or investment in units of mutual funds and other investments made (in accordance with the approval of members 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 Note 38 to the unconsolidated financial statements of the Company for the year ended June 30, 2025. The Directors are interested in the resolution only to the extent of their common directorships and shareholdings (to the extent applicable) in such related parties.

Accordingly, the members are requested to ratify and confirm the transactions with related parties as disclosed in the unconsolidated financial statements of the Company for the year ended June 30, 2025.

Furthermore, the Company will be entering into arrangements and conducting transactions with its related parties including, but not limited to, those stipulated in the resolution, during the year ending June 30, 2026. As some or a majority of the Directors of the Company may be deemed to be interested in certain arrangements or transactions, inter alia, due to their shareholding or common directorships in related entities, and in order to

promote transparent business practices, an approval from the members is being sought to authorize the Company to conduct such related party transactions and enter into arrangements with related parties, and further to authorize and grant power to the Board of Directors to approve related party transactions to be conducted by the Company during the financial year ending June 30, 2026 (irrespective of composition of the Board and interest of the Directors). The related party transactions as aforesaid for the year ending June 30, 2026 shall be deemed to have been approved by the members.

The members should note that it is not possible for the Company or the Directors to accurately predict the nature of related party arrangements / transactions, or the specific related parties with whom the transactions will be carried out. The transactions that may be carried out by the Company include, but are not limited to, the purchase and sale of goods, commodities and materials including cement, chemicals, vehicles, or availing or rendering of services or share subscription or investment in unit of mutual fund.

The members should also note that, for the Special Resolutions described in the Notice of AGM, it is not possible for the Company to predict the quantum of related party transactions / arrangements to be undertaken in the period ending June 30, 2026; accordingly, the members are also requested to authorize the Board of Directors to determine the quantum of the related party transactions / arrangements that may be undertaken from time to time. The Company will present the actual figures for subsequent ratification and confirmation by the members, at the next AGM.

Based on the aforesaid the members are requested to pass the Special Resolutions (with or without modification) as stated in the Notice.

The Directors are interested in the resolutions only to the extent of their shareholdings and / or common directorships (to the extent applicable) in such related parties.



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 annual general meeting of the company to be held on Friday September 26, 2025 at 11:30 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

- Notes :-**
1. The proxy must be a member of the Company.
 2. The signature must tally with the specimen signature/s registered with the Company.
 3. If a proxy is granted by a member who has deposited his/her shares in Central Depository Company of Pakistan Limited, the proxy must be accompanied with participant's ID number and CDC account/sub-account number along with attested photocopies of Computerized National identity Card (CNIC) or the Passport of the beneficial owner. Representatives of corporate members should bring the usual documents required for such purpose.
 4. The instrument of Proxy properly completed should be deposited at Our Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block "B" S.M.C. H. Society, Karachi not less than 48 hours before the time of the meeting, excluding holidays.

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 سالانہ اجلاس عام میں جو بروز جمعہ 26 ستمبر 2025 کو بوقت 11:30 بجے دوپہر منعقد ہو رہا ہے یا اس کے کسی ملتوی شدہ اجلاس میں شرکت کرے اور میری / ہماری جگہ میری / ہماری طرف سے حق رائے دہی استعمال کرے۔

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



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

فولیو نمبر	سی ڈی سی کھاتہ 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:

- ۱۔ مختار (پراکسی) کا کمپنی کا رکن (ممبر) ہونا ضروری ہے۔
- ۲۔ ممبر (رکن) کے دستخط، نمونہ شدہ دستخط / اندارج شدہ دستخط سے مماثلت ہونا ضروری ہے۔
- ۳۔ 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۔
- ۴۔ مختار نامہ (پراکسی فارم) مکمل پُر شدہ کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقرر وقت سے کم از کم ۴۸ گھنٹے قبل جمع کرنا ضروری ہے جیٹیوں کے علاوہ۔



LUCKY CEMENT LIMITED

BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Annual General Meeting to be held on Friday, September 26, 2025, at 11:30 a.m., 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, 6-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	

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>Resolution For Agenda Item No. 4</p> <p>To consider and, if thought fit, pass, with or without modification, the following resolutions as special resolutions, in terms of Section 199 of the Companies Act, 2017, and other applicable laws, for the purposes of authorizing investments in the Company's associated company i.e. National Resources (Private) Limited ("NRL"), comprising (i) investments, by way of equity subscription from time to time, in NRL of an aggregate amount of up to PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million) i.e. by subscribing to shares of NRL; and (ii) acquisition of 250 (two hundred fifty) ordinary shares of PKR 10/- each of NRL, at an aggregate price of up to PKR 2,500/- (Rupees Two Thousand Five Hundred), from Mr. Muhammad Ali Tabba (Chief Executive of the Company):</p> <p>(A) "RESOLVED THAT the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, and other applicable laws, to make investments in its associated company i.e. National Resources (Private) Limited ("NRL"), by way of equity injections, from time to time, over a period of 2 (two) years, in the aggregate amount of up to PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million), as per the terms stipulated in the statement accompanying this Notice, and as determined by the authorized representatives of the Company, for the purposes of funding the operations / business of NRL, including activities and ancillary matters pertaining to the direct or indirect exploration of natural resources in the areas allotted in the Province of Baluchistan to NRL or a project company in which NRL is a shareholder.</p> <p>(B) FURTHER RESOLVED THAT the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, and other applicable laws, to make further investments in NRL by way of acquiring 250 (two hundred fifty) ordinary shares of PKR 10/- (Pak Rupees Ten) each, at an aggregate price of up to PKR 2,500/- (Pak Rupees Two Thousand Five Hundred) from Mr. Muhammad Ali Tabba (the Chief Executive of the Company), being an existing shareholder of NRL.</p> <p>(C) FURTHER RESOLVED THAT such investment(s), by way of acquisition of shares and/or subscription of shares, may be made and / or retained by the Company</p>		

S. No.	Agenda / Description of Special Resolutions	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
	<p>as the Board of Directors of the Company (the "Board") may deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board, including based on the feasibility of the arrangement, as a consequence of which the Board is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.</p> <p>(D) FURTHER RESOLVED THAT the Chief Financial Officer of the Company, or such person as may be authorized by the Chief Financial Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments from time to time, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investment in NRL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders."</p> <p>Resolution For Agenda Item No. 5:</p> <p>To consider and if deemed fit, ratify and approve (as the case may be), the following resolutions, as special resolutions, with respect to related party transactions / arrangements conducted / to be conducted, in terms of Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:</p> <p>(A) "RESOLVED THAT the transactions carried out by the Company with different Related Parties, during the year ended June 30, 2025, as disclosed in note 38 of the unconsolidated financial statements of the Company for the said period, and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified and confirmed.</p> <p>(B) FURTHER RESOLVED THAT the Company be and is hereby authorized to enter into arrangements or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods, commodities and materials including cement, chemicals, vehicles, or availing or rendering of services or share subscription, investment in units of mutual funds with different related parties to the extent deemed fit and / or approved by the Board of Directors, during the financial year ending June 30, 2026. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.</p> <p>(C) FURTHER RESOLVED THAT the related party transactions, for the period ending June 30, 2026, shall be deemed to have been approved by the members, and shall subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation."</p>		

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

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 Thursday, September 25, 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.