

DANDOT CEMENT COMPANY LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at the registered office situated at 5-Zafar Ali Road, Gulberg V, Lahore on June 24, 2026 at 9:00 a.m. to transact the following business:

1. SPECIAL BUSINESS

To consider and approve the proposal to convert loans into equity received from related parties

- (i) Conversion of loan of Rs. 735 million (rupees seven hundred thirty five million) that was received from Digital World Pakistan (Pvt.) Limited into equity at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each and pass, with or without modification, the following resolution as a Special Resolution:

RESOLUTION No. 1

RESOLVED THAT approval be and is hereby granted for conversion of loan of Rs. 735 million (seven hundred thirty five million) received from Digital World Pakistan (Pvt.) Limited to the issue of upto 37,000,000 (thirty-seven million) ordinary shares at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each.

- (ii) Conversion of loan of Rs. 210 million (rupees two hundred ten million) received from Tetra Engineering (Private) Limited into equity at the rate of Rs. 25/- per share (Par Value Rs. 10/- + Premium Rs. 15/-) and pass, with or without modification, the following resolution as a Special Resolution.

RESOLUTION No. 2

RESOLVED THAT approval be and is hereby granted for conversion of loan of Rs. 210 million (rupees two hundred ten million) received from Tetra Engineering (Private) Limited to the issue of upto 8.4 million (eight million four hundred thousand) ordinary shares at the rate of Rs. 25/- per share (Par Value Rs. 10/- + Premium Rs. 15/-).

- (iii) Conversion of loan of Rs. 1,529.303 million (rupees one billion five hundred twenty-nine million three hundred three thousand) received from Calicom Industries (Private) Limited into equity at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each and pass, with or without modification, the following resolution as a Special Resolution:

RESOLUTION No. 3

RESOLVED THAT approval be and is hereby granted for conversion of loan of Rs. 1,529.303 million (rupees one billion five hundred twenty-nine million three hundred three thousand) received from Calicom Industries (Private) Limited to the issue of upto 76 million (seventy six million) ordinary shares at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each.

(iv) **RESOLUTION No. 4**

FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, to file application with Securities and Exchange Commission of Pakistan (SECP) for grant of approval for issue of shares other than right shares under Section 83 of the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive/Company Secretary be and are hereby authorized, jointly and severally, complete all the legal formalities for giving effect to the resolution.

2. Any other item with the permission of the Chairman.
3. Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the conversion of loans into equity is attached with this Notice.

(By Order of the Board)



MUHAMMAD KAMRAN
COMPANY SECRETARY

Lahore:
Dated: June 02, 2026

NOTES:

1. The Share Transfer Books of the Company will remain closed from June 17, 2026, 2026 to June 24, 2026 (both days inclusive) for determining entitlement to attend the Extraordinary General Meeting.
2. A member entitled to attend and vote at the Meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxies, in order to be effective, must be received at the Registered Office situated at 5- Zafar Ali Road Gulberg - V, Lahore, of the Company not later than 48 hours before the time of the holding of the Meeting.
3. The members maintaining accounts with CDC are requested to bring Original Computerized National Identity Card (CNIC)/passport for the purpose of identification to attend the meeting.
4. Members who have not yet submitted copy of the CNIC/NTN certificate to the Company are requested to send the same at the earliest.
5. In case of corporate entity, the Board's resolution or power of attorney with specimen signature of the nominee shall produce at the time of meeting.
6. Members having physical share certificates are advised to immediately notify the change in address, if any, to the share registrar of the Company M/s Corplink (Pvt.) Limited, Wings Arcade 1-K Commercial Model Town Lahore.
7. Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to notify by the SECP. The members having physical certificates are accordingly encouraged to open their account with Investor Account Services of CDC or Sub-account with any of the brokers and convert their physical shares into scrip less form. This will facilitate the members in many ways, including safe custody and sales 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.
8. Consent for Video Conference facility: In compliance with Section 134(l)(b) of the Companies Act, 2017, if the Company receive consent from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video link facility at least 10 days prior to the date of general meeting, the Company will arrange video link facility in that city.

To avail this facility, please provide following information and submit to registered office of the Company. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access the facility.

I/We, _____ of _____ being a member of the DANDOT CEMENT COMPANY LIMITED, being holder of Ordinary Shares as per register Folio No. _____ hereby option for video conference facility at _____.

Signature of Member

9. Voting through Ballot Paper: In accordance with Regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018, members have the option to cast their votes using the enclosed ballot paper, a copy of which is also available on the Company's website www.dandotcement.com. The duly filled in ballot paper should reach the Chairman of the meeting through email at cfo@dandotcement.com or through post at 5-Zafar Ali Road, Gulberg V, Lahore, no later than one day prior to the EOGM, during working hours. Ballot Paper for casting of the vote by post is also publisher with this notice.
10. In accordance with the Companies (Postal Ballot) Regulations, 2018, for the purpose of E-Voting, the Company has appointed M/S Corplink (Private) Limited as Service Provider and M/S Parker Russell – A.J.S Chartered Accountants as Scrutinizer. They will discharge their responsibilities in accordance with the said Regulations.

DANDOT CEMENT COMPANY LIMITED
STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3)
OF THE COMPANIES ACT, 2017

1. CONVERSION OF LOAN OF RS. 735 MILLION RECEIVED FROM DIGITAL WORLD PAKISTAN (PVT.) LIMITED

The Company had raised a short term loan of Rs. 735 million (seven hundred thirty five million) for the working capital needs and repair of plant and machinery during the years from 2024 and 2026. The loan is interest free.

As per the conditions of the loan agreement, in case of failure of the Company to repay the loan by 30.06.2026, the lender has the option to have the loan converted into equity by giving a three (03) months notice. Digital World Pakistan (Pvt.) Limited has given a notice for conversion of loan into equity as the Company is unable to repay the loan. In order to comply with the terms and conditions of the loan agreement, the directors have given their approval that the loan be converted into equity at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each. Against the proposed conversion of the loan, new ordinary shares upto 37,000,000 (thirty seven million) of Rs. 10/- each are to be issued to the lender. As per requirement of section 83 of the Companies Act, 2017, the matter will be placed before the shareholders for approval and passing the special resolution in the EOGM:

2. CONVERSION OF LOAN OF RS. 210 MILLION RECEIVED FROM TETRA ENGINEERING (PVT.) LIMITED

The Company had raised a loan of Rs. 210 million (rupees two hundred ten million) for the working capital needs and repair of plant and machinery during the years from 2024 and 2026. The loan is interest free.

As per the conditions of the loan agreement, in case of failure of the Company to repay the loan by 30.06.2026, the lender has the option to have the loan converted into equity by giving a three (03) months notice. Tetra Engineering (Pvt.) Limited has given a notice for conversion of loan into equity as the Company is unable to repay the loan. In order to comply with the terms and conditions of the loan agreement, the directors have given their approval that the loan be converted into equity at the rate of Rs. 25/- per share (Par Value Rs. 10/- + Premium Rs. 15/-). Against the proposed conversion of the loan, new ordinary shares upto 8.4 million (eight million four hundred thousand) of Rs. 10/- each are to be issued to the lender. As per requirement of section 83 of the Companies Act, 2017, the matter will be placed before the shareholders for approval and passing the special resolution in the EOGM:

3. **CONVERSION OF LOAN OF RS. 1,529.303 MILLION RECEIVED FROM CALICOM INDUSTRIES (PVT.) LIMITED**

The Company had raised a loan of Rs. 1,529.303 million (rupees one billion five hundred twenty-nine million three hundred three thousand) for the working capital needs and repair of plant and machinery during the years from 2024 and 2026. The loans are interest free.

As per the conditions of the loan agreement, in case of failure of the Company to repay the loan by 30.06.2026, the lender has the option to have the loan converted into equity by giving a three (03) months notice. Calicom has given a notice for conversion of loan into equity as the Company is unable to repay the loan. In order to comply with the terms and conditions of the loan agreement, the directors have given their approval that the loan be converted into equity at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share. Against the proposed conversion of the loan new ordinary shares upto 76 million (seventy six million) of Rs. 10/- each are to be issued to the lender. As per requirement of section 83 of the Companies Act, 2017, the matter will be placed before the shareholders for approval and passing the special resolution in the EOGM:

Dated: June 02, 2026



MUHAMMAD KAMRAN
COMPANY SECRETARY

DANDOT CEMENT COMPANY LIMITED

BALLOT PAPER

for voting through post for poll to be held on June 24, 2026 at Company's office

Contact details : Company Secretary, Telephone # +92-42-111 184 184.

Website: www.dandotcement.com

Designated email address of the Chairman at which the duly filled in ballot paper may be sent at email address: cfo@dandotcement.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the special resolution through postal ballot by conveying my/our assent or dissent to the said resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate);

Nature and Description of Special Resolution	No. of ordinary shares for which votes cast	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
<p><u>SPECIAL RESOLUTION No. 1</u></p> <p>RESOLVED THAT approval be and is hereby granted for conversion of loan of Rs. 735 million (seven hundred thirty five million) received from Digital World Pakistan (Pvt.) Limited to the issue of upto 37,000,000 (thirty-seven million) ordinary shares at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each.</p>			
<p><u>SPECIAL RESOLUTION No. 2</u></p> <p>RESOLVED THAT approval be and is hereby granted for conversion of loan of Rs. 210 million (rupees two hundred ten million) received from Tetra Engineering (Private) Limited to the issue of upto 8.4 million (eight million four hundred thousand) ordinary shares at the rate of Rs. 25/- per share (Par Value Rs. 10/- + Premium Rs. 15/-).</p>			

Nature and Description of Special Resolution	No. of ordinary shares for which votes cast	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
<p><u>SPECIAL RESOLUTION No. 3</u></p> <p>RESOLVED THAT approval be and is hereby granted for conversion of loan of Rs. 1,529.303 million (rupees one billion five hundred twenty-nine million three hundred three thousand) received from Calicom Industries (Private) Limited to the issue of upto 76 million (seventy six million) ordinary shares at the closing market price prevailing on the date prior to the date of shareholders book closure for EOGM plus additional premium of Rs. 2.00 per share of Rs. 10/- each.</p>			

Signature of shareholder(s)

Place:

Date:

NOTES:

1. Dully filled postal ballot should be sent to Mr. Farooq Naseem, Chairman, Dandot Cement Company Limited, 5-Zafar Ali Road, Gulberg V, Lahore, at email address given above.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the Company on or before June 22, 2026 by 05:00 P.M. Any postal ballot received after June 22, 2026 by 05:00 P.M. will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

پراکسی فارم

دی کمپنی سیکرٹری

ڈنڈوت سیمنٹ کمپنی لمیٹڈ

لاہور۔

میں / ہم۔

آف

بحیثیت ممبر ڈنڈوت سیمنٹ کمپنی لمیٹڈ اور ہماری جانب سے عارضی حصص کو برقرار

رکھا جیسا کہ فی حصص رجسٹر فو لیونمبر یہاں پر مسٹر

آف کو بحوالہ فو لیونمبر

کو بطور نمائندہ مقرر کیا جاتا ہے۔ نیز موصوف ڈنڈوت سیمنٹ کمپنی لمیٹڈ کے ایک ممبر بھی ہیں جو کہ موصوف میری یا ہماری جانب سے پراکسی میں شرکت

کرے اور اپنے رائے کو میری یا ہمارے ایما پر غیر معمولی اجلاس عام (EOGM) میں شرکت کر کے جو کہ بروز بدھ مورخہ 24 جون 2026 کو بوقت صبح

9:00 بجے منعقد یا التوا ہو میں اپنی رائے (ووٹ) کو استعمال کرے۔

میری / ہماری جانب سے بطور گواہ اس پر آج مورخہ 2026 دستخط کیے گئے ہیں۔

دستخط

پچاس روپے کی ٹکٹ چسپاں کریں

گواہ شدہ:

دستخط

نام

ایڈریس

نوٹ:-

1- پراکسی فارم کی معیاد کو برقرار رکھنے کے لیے ضروری ہے کہ اس پر دستخط اور پچاس روپے کی ریونیو سٹیٹپ کے ساتھ کمپنی کے رجسٹرڈ شدہ آفس

میں جمع کروایا جائے اور اس فارم کو میٹنگ منعقد ہونے سے تقریباً 48 گھنٹے قبل جمع کروایا جانا ضروری ہے۔

2- کسی بھی فرد کے لیے پراکسی فارم کے استعمال کے فعل کا تحریک نہیں ہو سکتا تا آنکہ کہ وہ فرد کمپنی کا ممبر نہ ہو۔

3- پراکسی فارم پر وہی دستخط کرنا ہونگے جن کا نمونہ دستخط کمپنی میں رجسٹرڈ ہے۔

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The Company Secretary,

Dandot Cement Company Limited,

5-Zafar Ali Road, Gulberg V,

Lahore - Pakistan.

Ph: +92-42-111-184-184

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Form of Proxy

The Company Secretary
Dandot Cement Company Limited
LAHORE.

I/We _____
of _____
being a member of **Dandot Cement Company Limited** and holder of _____ Ordinary Shares as per Shares
Register Folio No. _____ hereby appoint Mr. _____ of _____
Folio No. _____ who is also a member of **Dandot Cement Company Limited** as my/our proxy to attend
and vote for and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on **Wednesday, June
24, 2026 at 9:00 a.m** and at any adjournment thereof.

As witnessed given under my / our hand (s) _____ day of June 2026.

Witness:

Signature: _____

Name: _____

Address: _____

Signature

On Fifty
Rupees
Revenue
Stamp

Note:

1. The Proxy in order to be valid must be signed across a Fifty Rupees Revenue Stamp and should be deposited in the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
2. No person shall be act as proxy unless he is a member of the Company.
3. Signature should agree with the specimen signature registered with the Company.

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The Company Secretary,

Dandot Cement Company Limited,

5-Zafar Ali Road, Gulberg V,

Lahore - Pakistan.

Ph: +92-42-111-184-184

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