

**REPORT  
GHARIBWAL CEMENT  
LIMITED**

**MONITORING COMPLIANCE  
WITH THE COMPANIES  
(POSTAL BALLOT)  
REGULATIONS, 2018, AS  
AMENDED THROUGH SRO  
2192 (1)/2022, DATED  
DECEMBER 05, 2022. ("THE  
REGULATIONS")**

Offices at:

<b>Karachi</b>	<b>Lahore</b>	<b>Faisalabad</b>	<b>Islamabad</b>
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**[Annexure III  
Report of Scrutinizer  
[Regulation 11(A)]**

To,

Mr. Khalid Siddiq Tirmizey

Chairman of the meeting - Gharibwal Cement Limited

Annual General Meeting of Gharibwal Cement Limited

Held on Thursday, October 24<sup>th</sup>, 2024, at 11:00 A.M (PST) at OBAN HOTEL, 81 CII, Off, MM Alam Road, Gulberg II Lahore.

Dear Sir,

We, Kreston Hyder Bhimji & Co Chartered Accountants, appointed as Scrutinizer by the board of directors of Gharibwal Cement Limited (“the Company”) under the Postal Ballot Regulations, 2018 (“the Regulations”), for the purpose of monitoring and validating the voting undertaken on the below mentioned resolution(s), as per the requirements of the Regulations, at the Annual General Meeting of the Company, held on Thursday, October 24<sup>th</sup>, 2024 at 11:00 A.M (PST) at OBAN HOTEL, 81 CII, Off, MM Alam Road, Gulberg II Lahore, submit our report as required under the Regulations as under:

Details of voting taken place during the meeting are as following:



**Vote casted in person or through proxy:**

Particulars			Result of resolution(s)					
Name of Member*/ Folio No.		No. of Shares held or no. of votes	No. of votes casted	No. of Invalid Votes	Agenda Item No.4		Agenda Item No.5	
Name of Member	Folio No.				Favor	Against	Favor	Against
<b>Present in person</b>								
Akbar Ali	18549/2670	100	100	-	100	-	100	-
Nargis Sultana	18549/3108	100	100	-	100	-	100	-
Faheem Ali Akbar	18549/2639	101	101	-	101	-	101	-
Ahsanat Ali	18549/2340	100	100	-	100	-	100	-
Zafar Iqbal	06445/52755	5	5	-	5	-	5	-
Muhammad Ashraf	06445/65906	13	13	-	13	-	13	-
Shahnaz Perveen	3525/83592	104	104	-	104	-	104	-
M. Bilal	06122/42705	100	100	-	100	-	100	-
Mubarik Ali	18432/51762	5	5	-	5	-	5	-
Attiq-Ur-Rehman	18432/49741	1	1	-	1	-	1	-
Akbar Ali	06445/71219	5	5	-	5	-	5	-
Azher Ghafoor	18432/74954	5	5	-	5	-	5	-
Ishrat	150858	5	5	-	5	-	5	-
Munir Ayub	05264/506860	1	1	-	1	-	1	-
Mian Rashid Aqbar	03525/22958	10	10	-	10	-	10	-
Amjad Ali	3228/22773	10	10	-	10	-	10	-
M. Bilal Qaseer	06445/63026	2	2	-	2	-	2	-
M. Asif Qadir	18432/66695	2	2	-	2	-	2	-
Afzal Rasul	3228/1447	1	1	-	1	-	1	-
Irfan Yousaf	10629/319585	6	6	-	6	-	6	-
Chanda Baig	05264/546601	1	1	-	1	-	1	-
Mahnoor	05264/506720	1	1	-	1	-	1	-
Aslam Pervaiz	03228/15595	100	100	-	100	-	100	-
Akhtar	0037/49298	2	2	-	2	-	2	-
M. Yousaf	9525/3755	5	5	-	5	-	5	-
Zeeshan	6445/73009	2	2	-	2	-	2	-
Rizwaan	03939/33410	2	2	-	2	-	2	-
Mr. Rizwaan	6445/38689	5	5	-	5	-	5	-
Tahir Khurshid	51038	2	2	-	2	-	2	-
Iram Shahzad	45402	1	1	-	1	-	1	-
Waeed Akhtar	18432/68378	2	2	-	2	-	2	-
Laeq Ahmad	3525/62061	100	100	-	100	-	100	-
Salman Yousaf	6445/32468	4	4	-	4	-	4	-
Ana Saiqa	00307/118392	1	1	-	1	-	1	-
Rukhsar Rasheed	05264/458732	1	1	-	1	-	1	-
Sheikh M. Dawood	703525/80487	100	100	-	100	-	100	-
Najma Dawood	03525/125333	22	22	-	22	-	22	-
M. Shahid	3037/53409	1	1	-	1	-	1	-
M. Noman	05264/162813	1	1	-	1	-	1	-
Shaista Kanwar	5264/75247	1	1	-	1	-	1	-
M. Shahid Raza	18432/72594	10	10	-	10	-	10	-
Usama	0670/38389	5	5	-	5	-	5	-
Sheikh M. Tayyab	06700/37100	1	1	-	1	-	1	-
Abdur Rehman	7525/123734	1	1	-	1	-	1	-
Sumera	06700/37191	5	5	-	5	-	5	-
Khadija	06700/40559	5	5	-	5	-	5	-
Saima	06700/41326	2	2	-	2	-	2	-
Arshad Masood	18432/72826	10	10	-	10	-	10	-
Tehmina Hameed	18432/74004	5	5	-	5	-	5	-
Qasim Aslam	18432/70838	1	1	-	1	-	1	-
Mohsin Nisar	120085/7175	7	7	-	7	-	7	-
Ali Rashid Khan	3525/36525/IIA	16,062,541	16,062,541	-	16,062,541	-	16,062,541	-
Khalid Siddiq Tirmizy	10629/441264/C	100,000	100,000	-	100,000	-	100,000	-
<b>Total (53 members)</b>		<b>16,163,623</b>	<b>16,163,623</b>	<b>-</b>	<b>16,163,623</b>	<b>-</b>	<b>16,163,623</b>	<b>-</b>



**Vote casted through e-voting:**

Particulars			Result of Resolutions					
Name of Member*/ Folio No.		No. of Shares held or no. of votes	No. of votes casted	No. of Invalid Votes	Agenda Item No.4		Agenda Item No. 5	
Name of Member	Folio No.				Favor	Against	Favor	Against
Bashir Ahmed Mangi	0074190029581	16,500	16,500	-	16,500	-	16,500	-
Danish Ashraf	0018260176594	1,000	1,000	-	1,000	-	1,000	-
Fawad Iqbal	0040850148955	6,000	6,000	-	6,000	-	6,000	-
Ghulam Mustafa Shaikh	0006200042262	2	2	-	2	-	2	-
Muhammad Numan	0003070119564	2,000	2,000	-	-	2,000	2,000	-
Muhammad Wasif Tanveer	0064520176280	313	313	-	313	-	313	-
Riffat Ullah	0032280066556	100	100	-	100	-	100	-
Salmaan Farooq	0061220133173	4,000	4,000	-	4,000	-	4,000	-
Shahzad Malik Bashir	0066840291750	60	60	-	60	-	60	-
Syed Muhammad Hassan Askari	0066840312051	500	500	-	500	-	500	-
<b>Total (10 members)</b>	<b>Totals:</b>	<b>30,475</b>	<b>30,475</b>	<b>-</b>	<b>28,475</b>	<b>2,000</b>	<b>30,475</b>	<b>-</b>

**Vote casted through post:**

Particulars			Result of Resolutions					
Name of Member*/ Folio No.		No. of Shares held or no. of votes	No. of votes casted	No. of Invalid	Agenda Item No.4		Agenda Item No.5	
Name of Member	Folio No.				Favor	Against	Favor	Against
Mustafa Tousif Ahmed Paracha	0000000007612	494,000	494,000	-	494,000	-	494,000	-
Muhammad Tousif Peracha	0000000006967	225,916,104	225,916,104	-	225,916,104	-	225,916,104	-
Abdur Rhfique Khan	0000000002046	90,967,722	90,967,722	-	90,967,722	-	90,967,722	-
<b>Total (3 members)</b>	<b>Totals:</b>	<b>317,377,826</b>	<b>317,377,826</b>	<b>-</b>	<b>317,377,826</b>	<b>-</b>	<b>317,377,826</b>	<b>-</b>



**Consolidated Report of Voting:**

S.No.	Resolutions	Total No. of Shares/Votes held	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted in Favour	Number of Votes Casted Against	Percentage of Votes Casted in Favour	Resolution Passed/ Not Passed	Remarks
1	Agenda Item No.4	333,571,924	333,571,924	-	333,569,924	2,000	99.999%	Passed	Approved
2	Agenda Item No.5	333,571,924	333,571,924	-	333,571,924	-	100.000%	Passed	Approved

2. That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018 except for the matters disclosed below (if any): Nil

3. Any other necessary information that the Scrutinizer would like to disclose for the information of members of the Company: Nil

**Other Details:**

Date and Time of un-blocking of e-voting results by the Chairman.	Thursday, October 24 <sup>th</sup> , 2024, at 11:00 A.M
Date for casting E-Voting	21-10-2024 9.00 A.M. to 23-10-2024 5.00 P.M.
Last date and time of receiving postal ballot by the Company.	October 23 <sup>rd</sup> , 2024



olutions:

<b>Agenda Item No.4</b>	<p>To ratify and approve transactions conducted with related parties by passing the following special resolution with or without modification as required under section 207/208 of the Companies Act, 2017:</p> <p><b>“Resolved that the transactions carried out with the related parties and associated companies during the year ended June 30, 2024 and disclosed in Note 38 &amp; 39 of the Financial Statements be and are hereby ratified, approved and confirmed.</b></p> <p>Further resolved that the remuneration of Chief Executive Officer and executive directors of the Company be and is hereby approved to increase in line with the increments awarded to other officers of the Company for the year ending June 30, 2025 and onward”</p>
<b>Agenda Item No.5</b>	<p><b>Investment in associated company</b></p> <p>To approve the conversion of outstanding balance of the short-term facility amounting to Rs.583,333,336/- into long-term loan to Baluchistan Glass Limited (Associated Company) by passing the following special resolution, either with or without modification, as required under section 199 of Companies Act, 2017:</p> <p><b>“Resolved that the consent and approval of the members of the company be and are hereby granted, in accordance with Section 199 of the Companies Act, 2017, for the conversion of the outstanding balance of the short-term loan into a long-term loan of Rs. 583,333,336/- to Balochistan Glass Limited (an associated company). This loan shall carry markup at rate which shall be 1% above the Company’s borrowing rate, with markup payable bi-annually. The loan shall be repaid in ten (10) equal quarterly installments, with the final installment due on June 30, 2027. Other terms and conditions of the loan shall be outlined in the loan agreement to be executed between the Company and Associated Company in terms of Section 199 of Companies Act, 2017.</b></p> <p>Further resolved that CEO and/or CFO be and are hereby authorized, singly, to complete all financial, legal and corporate formalities in connection with the above resolution.”</p> <p>Further Resolved that the Chief Executive Officer and Chief Financial Officer of the Company be and are hereby authorized to complete all financial, legal, and corporate formalities in connection with the above resolution.”</p>



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**Name & Signature of Scrutinizer:**  
**Kreston Hyder Bhimji & Co Chartered Accountants**  
**Place: Amin Building 65 The Mall Road, Lahore**  
**Date: October 24<sup>th</sup>, 2024.**