



Ref: LCL/PG/Pezu-149

26th February, 2014

The Registrar
National Electrical Power Regulatory Authority
Islamic Republic of Pakistan,
2nd Floor, OPF Building, G-5/2
Islamabad.

Subject: APPLICATION REQUEST FOR THE GENERATION LICENSE FOR WHR BASED 15 MW TO LUCKY CEMENT LTD FROM ITS PLANT SITUATED AT MAIN INDUS HIGHWAY, PEZU, DISTRICT LAKKI MARWAT, KHAIBER PAKHTUKHWA.

Dear Sir,

I, Intisar ul Haq Haqqi, Director Power Generation, being the duly authorized representative of M/s Lucky Cement Limited, by virtue of BOARD RESOLUTION/ POWER OF ATTORNEY date: 24th September 2012, hereby apply to the National Electrical Power Regulatory Authority for the grant of a Generation License to M/s Lucky Cement Limited situated at MAIN INDUS HIGHWAY, PEZU, DISTRICT LAKKI MARWAT, KHAIBER PAKHTUKHWA, pursuant to section [15] of the Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997

I certify that the document-in-support attached with this application are prepared and submitted in conformity with the provisions of the National Electrical Power Regulatory Authority Licensing (Application and Modification Procedure) Regulations, 1999, and undertake to abide by the terms and provisions of the above-said regulation I further undertake and confirm that the information provided in the attached documents-in-support is true and correct to the best of my knowledge and belief

A Demand Draft No. **HMB/DD:01134650-6275**, dated 24th February-2014 for the sum of Rupees One Hundred and ninety seven thousand four hundred and eighty eight only, being the non-refundable license application fee calculated in ordinance with schedule to the National Electrical Power Regulatory Authority Licensing (Application and Modification Procedure) Regulations, 1999, is also attached herewith.

By installing 02 units of WHR, at cement kilns and engines exhaust system, generates a total of 15 MW electric power and also leads to clean environment and reduction of green house gases. Lucky Cement Limited intends to supply this 15MW surplus power to local DISCO / PESCO on take and pay basis as per NEPRA rules, when WHR power tariff and other details are finalized.

Please also note that Lucky Cement Limited is also going to bear all EPC and commissioning costs up to final hook up to National grid of 132 KV. These costs too will be adjusted in DISCO / PESCO energy bills as per NEPRA rules

Thanking You.

Yours Truly,
For M/s Lucky Cement Limited

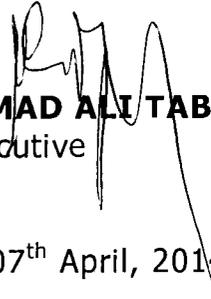
Intisar Ul Haq Haqqi
Director Power Generation
CC to: Chief Executive Officer (PESCO).
Encl:

- i. Letter of Intent (LOI) received from PESCO.
- ii. All the necessary and required documents as mentioned in above paragraph.
- iii. Pay order for License application Fee as mentioned above.



BOARD OF DIRECTORS RESOLUTION

By virtue of the powers vested in me by the Board of Directors of Lucky Cement Limited (LCL) in its meeting held on October 21, 2010, I, Muhammad Ali Tabba S/O Abdul Razzak Tabba, Chief Executive of LCL do hereby authorize Mr. Intisar Ul Haq Haqqi – Director Power Generation of the Company to apply for Generation License from NEPRA and in this respect sign necessary documents / papers, pay the filing fees, appear before the authority as required, to do and cause to be done all acts, deed and things which may be necessary to give effect of this resolution and to do all acts necessary for completion and processing of the application for generation license.


MUHAMMAD ALI TABBA
Chief Executive

Karachi: 07th April, 2014.

Lucky Cement Limited

6-A, Mohammad Ali Housing Society, A. Aziz Hashim Tabba Street, Karachi-75350.
U.A.N: 111-786-555 T: (92-21) 34537390, 34530175, 34522554 & 34530450 F: 34534302 E: info@lucky-cement.com
URL: www.lucky-cement.com



295

3(5)-A(i)

GOVERNMENT OF PAKISTAN



CERTIFICATE OF INCORPORATION

[Under Section 32 of the Companies Ordinance, 1984 (XLVII of 1984)]

Company Registration No. I-01282

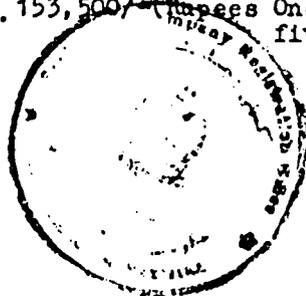
I hereby certify that "LUCKY CEMENT
LIMITED"

is this day incorporated under the Companies Ordinance, 1984 (XLVII of 1984) and that the Company is Limited by shares

Given under My hand at Islamabad this 13th day of September

One thousand nine hundred & ninety-three

Fee Rs. 153,500/- (Rupees One hundred fifty-three thousand & five hundred only)



(Signature)
(NAZIR AHMED SHAHEEN)
Deputy Registrar
of Companies, Islamabad

(Signature)
10-4-2015

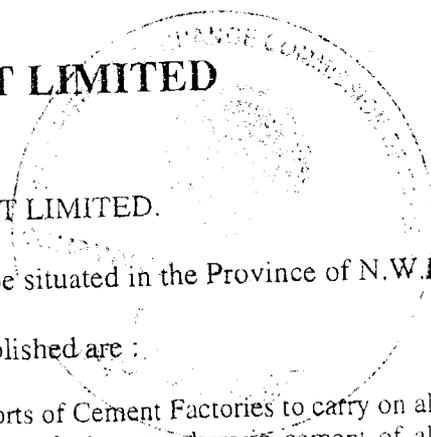
103

THE COMPANIES ORDINANCE, 1984
(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

LUCKY CEMENT LIMITED



- I. The name of Company is LUCKY CEMENT LIMITED.
- II. The registered office of the Company will be situated in the Province of N.W.F.P.
- III. The objects for which the Company is established are :
 - 1. To establish, take or give on lease all sorts of Cement Factories to carry on all or any of the business of manufacturers, sellers, dealers, workers in cement of all kinds, concrete asbestos, gypsum, coal, jute, hessian cloth, gunny bags, lime plaster, whiting, clay, bauxite, soapstone, ochres, pipes, pottery, earthenwares, artificial stone and manufacturers, builders and dyers of requisites and conveniences of all kinds.
 - 2. To purchase, take on lease or otherwise acquire the undertaking, business and property or any part thereof any company or companies carrying on business as manufacturers of cement in Pakistan or elsewhere, or any other business which be carried out profitably.
 - 3. To engage actively or otherwise in the mining, quarrying, crushing, refining and processing of all metals, minerals and deposits, to lease, hire, purchase or otherwise acquire any land or building or both for working, mining, quarrying, extracting therefrom, crushing and processing, any such metal, mineral or deposit, and constructing on such land buildings, houses and sheds and providing with such machines, apparatus and engines necessary and suitable for or auxiliary to this purpose, to acquire and / or grant licences, concession or interests, conditionally or otherwise, and to enter into agreements or contracts relating to these as may seem expedient.
 - 4. To crush, win, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market-ore, metal and mineral substances of all kind and any other metallurgical operations which may seem conducive to any of the objects of the Company.

5. To use, cultivate, work, manage, improve, carry on, develop and turn to account the undertaking, lands, mines rights, privileges, property and assets of any kind of the Company or any part thereof.
6. To carry on business of a water-works company in all its branches and to sink wells and shaft and to make, build and construct, lay down and maintain dams, reservoirs, pipes and appliances, and to execute and to do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, purifying, distributing and dealing in water.
7. To carry on business as distillers, dye-makers, gas-makers, smelters, metallurgists and chemical engineers, and carriers by land, air and sea, wharfingers, warehouse, barge owners, planters, framers, brick-makers, potters, timber merchants, saw-mill proprietors, and timber growers, and to buy, sell, grow, prepare for the market, manipulate, import, export and deal in articles of all kinds in the manufacture of which timber or wood is used, and to buy clear, plant and work timber estates.
8. To carry on business of manufacturers of and dealers in Bricks, Tiles, Marble Tiles, Bricks Tiles, Pipes, Pottery, Earthenware, China and Tarracotta and Ceramicwares of all kinds. To carry on the business of paviours and manufacturers of and dealers in artificial stone whether for building, paving or for other purposes.
9. To carry on the business or businesses of manufacturers, importers and exporters of and dealers (both wholesale and retail) in all kinds of glass and glassware, porcelain, pottery, ceramic, shellac, gum bakelite, plastic cotton, synthetics or blended textiles, chemicals, fertilizer, pharmaceutical, medicinal, chemical, industrial and other preparations, varnishes, paints, pigments, dyes and dyewares of all kinds, lime and limestones, sand and sandstones, and minerals, processed or otherwise, and oil, fat, fuels of all kinds.
10. To buy, sell, manufacture, make-up, import, export, store, warehouse, repair, manipulate, convert, hire, let on hire, alter, charter, grow, treat, prepare for the market, refine exchange and deal (both wholesale and retail) in kinds of materials, articles, substances, commodities, machines, plant and equipments, apparatus, accessories, chemicals, gases, fuels, and things of all kinds, and description or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being properly dealt with in connection with any of the said businesses.
11. To carry on the business generation and suppliers of electricity for purposes of light, heat, motive power or otherwise and of manufacturers and dealers in all apparatus and articles required or capable of being used in connection with the generation, distribution, supply and employment of electricity or any light power or any power, which can be used as a substitute therefore, is or may be useful, convenient or ornamental, and to carry on any other business of a like nature.

- (105)
12. To purchase or otherwise acquire or take on lease any land or building or both, in Pakistan or outside, and to work and construct on such lands, or hire or otherwise, buildings, houses, sheds and structures necessary and suitable for or auxiliary to the purposes mentioned in the preceding sub-clauses and to provide machinery, engines and apparatus requisite for the construction of such factories and to perform all such acts and things as be necessary and conducive to the attainment of the above objects or any of them.
 13. To enter into any contracts in relation to or to undertake as contractors and to acquire, establish, erect, construct, equip, maintain, improve, develop, manage, work, control, alter, pull down and restore either alone or jointly with any other persons or companies, works of all descriptions including wharves, docks, piers, railways, ropeways, pipelines, canals, reservoirs, waterways, roads, buildings, bridges and erection of every description, warehouses, factories, mills, plant, machinery and equipment of every description, engines, railways, carriage wagon, motor and other vehicles, ships, vessels of every description, air-crafts, gas works, electrical works, water works, drainage and sewage works, sanitary equipments, chemicals works, telegraph and telephone and any other works, whether for the purpose of the company or for sale or hire to or on behalf of any other person or Company or for sale or hire to or on behalf of any other person or Company and to carry out any ancillary or other works comprised in such contracts either directly or through sub-contracts and to enter for this purposes into any agreement, contract or undertaking with any Government, Municipal or other authorities or with any other private or public company or companies.
 14. To purchase, take on lease, or in exchange or otherwise acquire, erect, maintain, equip, construct, reconstruct or operate, adopt movable or immovable property, including buildings, residential bungalows, labour, lines, quarters, offices, chowls, facilities for manufacturing plants, machinery, spindles, looms, presses, engines, tools, electric lights, accessories, implements, appliances, apparatus, articles and other things found necessary or convenient business of the company by purchasing, acquiring, getting transferred, adding to, altering, enlarging, all or any of the buildings, mills factories, premises, places being the property of the Company or on all or any of the lands for the time being the property of or in possession of the company and to expend from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the buildings, structures, machinery, plant and property for the time being of the company and to sell or mortgage or give in exchange or let out hire all or any portion of the same as may be thought desirable.
 15. To transact and carry on all kinds of agency business.

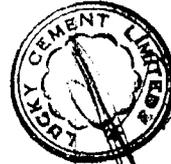
16. Generally to carry on in any place or places any other trade or business, whether manufacturing or otherwise subsidiary or auxiliary to or which may seem to the Company capable of being conveniently carried on in connection with any of the Company's object or calculated to enhance the value of or render profitable any of the Company's property and funds or capital or rights and to establish and maintain offices, in any part of the world for conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale, and to advertise and adopt means of making or goods of the Company or any articles or goods traded or dealt in by the company, in any way that may be thought advisable including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists, and conducting of competitions, exhibitions and giving of prizes, rewards and donations.
17. To apply for, purchase or by other means, acquire and protect, prolong and renew, any patents, patent rights, invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or proposed to acquire.
18. To enter into any arrangements with any Government or State or authority, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or State or authority, any rights, privileges, and concessions which the Company may think fit, desirable to obtain, and to exploit, exercise and comply with any such arrangements, rights, privileges and concessions.
19. To promote, and undertake the formation and establishment of such institutions, businesses, polls, combines, syndicates (industrial, trading or manufacturing) as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and or subsidise interests in any industry or undertaking and to carry on any other business (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property or rights or interests or render it/them for the time being profitable.
20. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company, carrying on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, sell and deal in shares, stocks, debentures, or debenture-stocks of any such persons, firm or Company and to conduct, make or carry into effect any arrangement, in regard to the winding-up of the business of any such persons, firm or Company.

- (107)
- COMMISSION
21. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contracts of or otherwise assist any such person, firm or Company, any to take or otherwise acquire and hold shares or securities of any such person, firm or Company, and to sell, hold, re-issue, with or without guarantees, or otherwise deal with the same.
 22. To promote and form, and to be interested in, to take, hold and dispose of shares in any other Company, carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing to subscription and issue of shares, stocks, debenture-stock or other securities of such company, to transfer to any such company and property of the company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company.
 23. To absorb or take over any other company or companies carrying on any business or to merge or amalgamate with any company or companies or corporate body carrying on or engaged in, or proposing to carry on any business.
 24. To borrow or obtain money whether on local or international financial markets or by the issue of debentures, debenture stock, participation term certificates, bonds, mortgages, or any other securities or charges founded or based upon all or any of the property and rights of the Company, or without any such security, and upon terms as to priority or otherwise as the Company shall think fit in the course of business.
 25. To secure foreign currency loans from the World Bank, International Finance Corporation, Asian Development Bank, Commonwealth Development Corporation and/or other international financial institutions and Banks, subject to approval of the Government of Pakistan, wherever such approval is required and to obtain in local currency from Banks and other financial institutions operating in Pakistan and to secure such loans, hypothecation and other encumbrances on the property, assets and undertaking of the Company and in such manner and on such terms and conditions as the Company may determine or approve.
 26. To construct, own, purchase, acquire on lease or otherwise, build, erect, install, establish, operate, manage, and maintain plants, laboratories, equipments, apparatus and other facilities in connection with the establishment of the Cement Factory.
 27. To obtain all requisite licenses, authorizations, permissions, consents, powers and authorities necessary to carry out the objects herein contained.

28. To draw, make, accept, discount, endorse, execute and issue promissory notes, bills of exchange, hundies, bills of lading and other negotiable or transferable securities and only in connection with the business of the Company to advance, deposit with or lend money, securities or property to such governmental or other authority, person, firm or company and on such terms, with or without security, as the Company deems fit.
29. To invest or otherwise deal with the money of the company in such manner as may from time to time be determined.
30. To borrow and secure the payment of money in such manner as the Company shall think fit and in particular, by creation of mortgage, charge or other encumbrance on the property, present and future and undertaking of the Company and by the issue of debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of the Company's property, present and future, and undertaking of the Company and to redeem and pay off any such debentures.
31. To do all and everything necessary, suitable or proper or incidental or conducive to the accomplishment or attainment of the aforesaid sole object or otherwise likely in any respect to be advantageous to the Company.
32. Notwithstanding anything contained in the foregoing object clauses of this Memorandum of Association, nothing herein shall be construed, as empowering the Company to undertake or indulge in the business of banking finance, investment, leasing or insurance, directly or indirectly or any unlawful operations.

IV) The liability of the members is limited.

V) The Authorized Capital of the Company is Rs.5,000,000,000/- (Rupees Five Billion only) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of Company and to divide the shares into several classes of ordinary shares, and consolidate or sub-divide the shares and issue shares of higher or lower denomination subject to any permission required under the law.



We the several persons whose names and addresses are subscribed as under are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:-

Sr. No.	Name and Surname	Father's/Husband's Name in full	Nationality with former Nationality	Occupation	Residential Address in full	No. of Shares taken by each Subscriber	Signature
1	MR. ABDUL RAZZAK 517-42-185243	MR. ABDUL AZIZ	Pakistani	Business Textile Mill	54-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
2	MR. MOHAMMAD YUNUS 517-46-142441	MR. ABDUL AZIZ	Pakistani	Business Textile Mill	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
3	MR. IMRAN YUNUS 517-90-142444	MR. MOHAMMAD YUNUS	Pakistani	Business Garment Industry	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
4	MR. JAWED YUNUS. 517-91-142445	MR. MOHAMMAD YUNUS	Pakistani	Business Garment Industry	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
5	MR. MOHAMMAD ALI 517-88-157219	MR. ABDUL RAZZAK.	Pakistani	Business Textile Mill	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
6	MR. SHEIKH MOHAMMAD AFZAL 517-91-173463	MIAN ELAHI BUX	Pakistani	Business Textile Mill	10-Faran Society, Haider Road, Karachi.	5,000	
7	MR. SOHAIL YUNUS 517-86-142443	MR. MOHAMMAD YUNUS	Pakistani	Business Textile Mill	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
8	MR. AZAM SOOFI 277-89-385822	MR. HAMEED ALI SOOFI	Pakistani	Business Textile Mill	543, 11th Ave., F-10 Islamabad.	5,000	
Total						40,000	

Dated the 7th day of September 1993

Witness to above Signatures

Full Name

Father's Name

Occupation

Nationality

Full Address

Signature

Abdul Razzaq

Moh. Siddique Private Job

Pakistani
083/A St #02
D.I. Karachi

10-11-2014

THE COMPANIES ORDINANCE, 1984
(Company Limited by Shares)

ARTICLES OF ASSOCIATION
OF

LUCKY CEMENT LIMITED

PRELIMINARY

Table 'A' not to apply

1. The regulations contained in the Table 'A' in the First Schedule to the Companies Ordinance, 1984 shall not apply to the Company except in so far as the same are repeated or contained in these Articles.

Interpretation

2. The chapter headings shall not affect the construction hereof, and in these Articles unless there be something in the subject or context inconsistent therewith:
 - a) "The Ordinance" means "The Companies Ordinance, 1984" as amended and now in force in Pakistan and any amendment or re-enactment thereof for the time being in force.
 - b) "The Articles" mean these Articles of Association as originally framed or as altered from time to time by Special Resolution.
 - c) "The Board" shall mean the Directors from time to time of the Company acting at a meeting or through a Committee of Directors.
 - d) "The Company" means LUCKY CEMENT LIMITED.
 - e) "The Chairman" means the Chairman of the Board appointed from time to time pursuant to these Articles.
 - f) "Chief Executive" shall mean the chief executive of the Company appointed from time to time.
 - g) "The Directors" mean the Directors of the Company appointed from time to time pursuant to these Articles and shall include alternate Directors.

- (11)
- h) "Dividend" means the distribution of profits of the Company to its Members.
 - i) "The Debenture" shall include Participation Term Certificates and Term Finance Certificates.
 - j) "Special Resolution" means a special resolution as defined in the Ordinance.
 - k) "Members" means a member of the Company withers the meaning of Clause (21) of Sub-Section (1) of Section 2 of the Ordinance.
 - l) "The Memorandum" means the Memorandum of Association of the company as originally framed or as altered from time to time in accordance with the Provisions of the Ordinance.
 - m) "Sponsors" mean the sponsors of the company.
 - n) "Month" means a calendar month according to English Calendar.
 - o) "The Office" means the Registered Office of the Company.
 - p) "The Commission" means the Securities and Exchange Commission of Pakistan
 - q) "The Register" means the Register of Members to be kept. pursuant to Section 147 of the Ordinance.
 - r) "The Seal" means the Common Seal adopted by the Company.
 - s) Words importing the singular number include the plural number and vice versa.
 - t) Words importing persons include bodies corporate.
 - u) Words or expression contained in the Articles shall unless inconsistent with the subject or context. have the same meanings as in the Ordinance.
3. The Company shall prove, ratify and adopt and give full effect to all or any agreements, undertakings, commitments or arrangements, if any. entered into by the sponsors prior to the incorporation of the company relating to the establishment and operation of said project and shall pay to the sponsors the pre-incorporation and other expenses required to be paid by tJ1e Company of the said Agreements.

Public Company

4. The Company formed as a public limited company within the meaning of the Ordinance.

Capital

5. The Authorized Capital of the Company is Rs. 5,000,000,000/= (Rupees Five Billion only) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rupees 10/= (Ten) each. For the purposes of Section 68(8) of the Ordinance the minimum subscription on which the Directors may proceed to allotment shall be Rupees 1,000,000 (One Million) only.

Issue of Shares

6. Subject to the provisions of the Ordinance, the shares shall be under the control of the Board who may allot or otherwise dispose of the same or any of them to such persons, on such terms and at such time, as the Board think fit and at a premium or at par or (subject to the Provisions of the Ordinance) at a discount as the Board think fit.
7. The Board shall, as regards any allotment of shares, duly comply with such provisions of Section 68 to 73 of the Ordinance as may be applicable.
8. Subject to Section 86 of the Ordinance, where at any time the Board decides to increase the capital of the Company by issuing any further shares, such shares shall be offered to the Members in proportion to the existing shares held by each Member, and such offer shall be offered to the Members in proportion to the existing shares held by each Member, and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on receipt of information from the Member to whom such notices is given that he declines to accept the shares offered, the Board may dispense of the same in such manner as it may consider most beneficial to the Company.

Shares in payment for property

9. Subject to the provisions of the Ordinance and the Articles, the Board may allot and issue shares in the capital of the Company as payment for any property sold or transferred goods or machinery supplied, or for services rendered to the Company or in the conduct of its business or affairs.

Evidence of Membership

10. Any application for subscription signed by or on behalf of an applicant or subscriber for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of the Articles, and every person who thus or otherwise accepts any shares and whose name is entered on the Register shall for the purpose of the Articles be a Member.
11. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any shares as the absolute owner thereof, and accordingly shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize any trust or benami, equitable, contingent or other claim to or interest in such shares, on the part of any other person.

13

UNDERWRITING AND COMMISSION

Commission

12. Subject to Section 82 of the Ordinance the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (Whether absolutely or conditionally) for any shares, debentures of the Company so that the amount or rate of commission shall not exceed five percent (5%) (or such other percentage / rate as may be prescribed by the Securities and Exchange Commission of Pakistan) of the price at which the shares are issued or of the nominal value of the Debentures in each case subscribed or to be subscribed. The company may also pay brokerage not exceeding one percent (1%) (or such rate as may be prescribed by the Securities and Exchange Commission of Pakistan) in respect of any subscription for shares or debentures: Provided that no brokerage to brokers nor commission to Bankers or underwriters shall be payable in respect of shares taken up by underwriters by virtue of underwriting commitments nor shall such brokerage or Banker's or underwriting commission be payable in respect of shares subscribed by National Investment Trust Limited through exercise of any option the said National Investment Trust Limited may have.

Member's right to Certificates

13. Every member shall be entitled within the time/period prescribed in Section 74 of the Ordinance, without payment to one certificate for all the shares registered in his name, or upon paying such fee as the Board may from time to time determines, , to several certificates each for one or more shares. After the offer of shares of the Company to members of the general public, every member shall be entitled without payment to one certificate for every marketable lot of shares held by him. Every certificate of shares shall specify and denote, the number of shares in respect of which it is issued, and the amount paid thereon. Such certificates shall be issued under Seal: Provided That in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for a share to one of several joint holders shall be sufficient delivery to all.

Issuance of New Certificate in place of defaced, lost or destroyed Certificate

14. If any certificate be worn out or defaced or rendered useless then upon production thereof the Board, may order the same to be canceled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board and on such indemnity (;is the Directors deem adequate being given, a new certificate in lieu thereof, shall be given to the party entitled to such lost or destroyed certificate. The new certificate may be issued on such terms and fee as may be prescribed by the Board including payment of expenses incurred by the Company in investigating title.

TRANSFER AND TRANSMISSION

15. The Company shall keep a book to be called the Register of Transfers and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

Execution of Transfer

16. The instrument of transfer of any share shall be in writing in the form appearing hereunder, or in any usual or common form which the Board may approve.

I, _____ of _____ being a _____ National _____ (hereinafter called the "Transferor") in consideration of the sum of Rs. _____ (Rupees _____) paid to me by _____ son of _____ being a _____ National _____ (hereinafter called the "Transferee") do hereby transfer to the Transferee _____ share(s) numbered _____ in the undertaking called LUCKY CEMENT LIMITED to hold the same unto the said Transferee, his executors, administrators, and assigns, subject to the several conditions on which I held the same immediately before the execution hereof, and I, the Transferee, do hereby agree to take the said share(s) subject to the conditions aforesaid.

Signature of Transferor _____ Signature of The Transferee _____ as witness, etc.

When Register may be closed

17. The Board shall have the power on due notice given in the manner prescribed in section 151 of the Ordinance to close the Register for such period or periods of time not exceeding thirty (30) days at a time nor forty-five (45) days total in any year.

Transmission of the Shares of Deceased Member

18. Subject to the provisions of Section 80 of the Ordinance, in the case of death of a Member, the survivor or survivors, where the deceased was a joint holder, and (subject as hereinafter provided), where the deceased was sole or only surviving holder, the executors or administrators of the deceased holding a Grant of Probate or Letters of Administration, or such person or persons mentioned in any Succession Certificate effective in Pakistan, or the nominee(s) of the Deceased Member appointed under Section 80 of the Ordinance, shall be the only persons recognized by the Company as having any title to the shares. In any case in which such a Grant of Probate or Letters of Administration or Succession Certificate to the estate of deceased sole or only surviving holder has not been obtained or a nomination was not made by the deceased as above mentioned, the Board may, but shall not be bound to, recognize the title of any person claiming to be entitled to the deceased holder's share on production by such claimant of any other evidence of title as the Board may deem sufficient, and upon the claimant furnishing such indemnity, if any, as the Board may require.

(15)

Right of Survivor to receive dividends and other advantages

19. A person becoming entitled to share by reason of the death or insolvency of the member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as Member in respect of the share, be entitled in respect of it to exercise any rights conferred by membership in relation to meetings of the Company.

Right to the Survivor to be registered as a Member or to transfer shares

20. Any person becoming entitled to a share, in consequence of the insolvency of a member shall, upon such evidence being produced as may, from time to time be required by the Board, have the right either to be registered as a member in respect of the share or instead of being registered himself, to make such transfer of the share as the deceased or insolvent person could have made, but the Board shall, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by the deceased or insolvent person before the insolvency.

Company not to be liable

21. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to a transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the persons having or claiming any equitable right, title or interest in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

Power to increase authorized share capital

22. The Company may from time to time by Special Resolution increase its authorized share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.

Condition of creation of new shares

23. Any capital raised by the creation of new shares shall be considered part of the authorized capital and shall be subject to the provisions herein contained with reference to transfer and transmission, voting, dividend and otherwise.

Power to reduce share capital

24. The Company may, by Special Resolution, reduce the Share Capital in any manner, but subject to any incident authorized and consent required by law.

25. The Company may, in General Meeting by Ordinary Resolution alter the conditions of Memorandum as follows:
- i) consolidate and divide its all and any of its share capital into shares of larger amount than its existing shares;
 - ii) sub-divide its existing shares, or any of them, into shares of smaller amount than that fixed by the Memorandum, subject nevertheless to the provisions of the Ordinance in this behalf;
 - iii) cancel any shares which at the date of such General Meeting have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so canceled.

BORROWING POWERS

26. The Board may, from time to time, obtain any finance (as defined in the Banking Tribunals Ordinance, 1984 or otherwise), or borrow any moneys for the purposes of the Company from the Members or from any other person, firm, banks, companies, corporations, Government agencies, institutions or banks or the Directors may themselves lend moneys to the company, provided however, that the above power of the Board shall not entitle the Company to carry on the business of a banking/finance/investment company.
27. The Board may obtain finance or borrow moneys and secure payment thereof in such manner and upon such terms and conditions in all respects as it may think fit, and in particular by the issue of bonds, perpetual or redeemable debentures, or by mortgage or charge of other security on the whole or any part of the property, assets and rights of the Company (both present and future); Provided however, that the above power will not enable the Company to do the business of bank or an investment Company.
28. Any bonds, debentures or other securities issued or to be issued by the company shall be under the control of the Board which may issue them upon such consideration as shall be considered by the Board to be for the benefit of the Company.
29. Subject to the provisions of Section 194 of the Ordinance if the Directors, any of them or any other person shall become personally liable for the payment of any sum originally due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETING

Statutory Meeting

30. The Statutory General Meeting of the company shall be held at such time within a period of not less than three months and not more than six months from the date upon which the Company becomes entitled to commence business.

117

General Meeting

31. A general meeting shall be held in accordance with the provision of Section 158 of the Ordinance within eighteen months from the date of incorporation of the Company and thereafter once at least in every calendar year within a period of four months following the close of its financial year at such time and place as may be determined by the Board, provided that no greater interval than fifteen months shall be allowed to elapse between any two such General Meetings. Such General Meeting shall be called "Annual General Meetings" and all other General Meetings except Statutory Meeting of the company shall be called "Extraordinary General Meetings".

Extraordinary General Meeting

32. The directors may whenever they think fit, call an Extraordinary General Meeting at such time and place as may be determined by them. An Extraordinary General Meeting shall also be called on requisition, as provided by section 159 of the Ordinance.

Notice of Meetings

33. Twenty-one (21) clear days' notice at least of every General Meeting specifying the date, place and hour of the Meeting and with statement of the business to be transacted at the meeting, shall be given in the manner provided by the Ordinance and these Articles, to the persons entitled thereto under the Ordinance.

Conditions as to notice when Special Resolution proposed to be passed.

34. Where it is proposed to pass a Special Resolution, at least twenty-one (21) clear days notice specifying the intention to propose the Resolution as a Special Resolution and specifying the date, place and hour of meeting whether Annual or Extraordinary and the nature of the business, shall be given. Provided that if all the Members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days' notice has been given.

Shorter notice

35. In the event of an emergency affecting the business of the Company, an Extraordinary General Meeting may be convened by shorter notice than specified in the Article 33 with the authorization of the Registrar of Companies under the Provision of Section 159(7) of the Ordinance.

Omission to give Notice

36. The accidental omission to give a notice to or non-receipt of any such notice by any member shall not invalidate the proceedings at a meeting.

PROCEEDINGS AT GENERAL MEETINGS

Quorum at General Meetings

37. Subject to the provisions of Section 160 (2) (a) of the Ordinance, the quorum necessary for the transaction of business at the General Meeting shall be ten members, present in person who represent not less than 25% of the total voting power either of their own account or as proxies.

Who to preside in General Meeting

38. The Chairmen of the Board of Directors shall be entitled to take the Chair at every General Meeting. If there is no Chairman or at any Meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, then the Directors present may elect a Director as a Chairman, and if no Director is present or willing to take the Chair, the Members present shall choose one of the Members to be the Chairman.

Adjournment of Meeting for lack of Quorum

39. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case, it shall stand adjourned to the same day in the following week and at the same time and place, and if at such adjourned meeting quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than two shall be the quorum.

Adjournment by Chairman

40. The Chairman may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place: but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Voting on Resolution by show of hands and when poll demanded.

41. At any General Meeting a resolution put to vote of the Meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members present in person or by proxy, or by the Chairman of the meeting, or by any Member or Members present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution, or by any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up, which not less than one-tenth of the total sum paid upon all shares conferring that right, and unless a poll is so demanded, a declaration by the Chairman that a Resolution has been carried shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favor of or against such Resolution.

108

Poll

42. If a poll is demanded as aforesaid it shall be taken (subject to Section 168 of the Ordinance) in such manner and at such time and place as the Chairman of the Meeting directs, and either at once or after an interval or adjournment of not more than fourteen days from the day on which the poll is demanded, and the results of the poll shall be deemed to be the resolution of the Meeting at which the poll was held. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Poll on election of Chairman and Adjournment

43. Any poll demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the Meeting and without adjournment.

Effect of demand for poll

44. The demand for a poll shall not prevent the continuation of a Meeting for the transaction of any business, other than the question on which the poll was demanded.

Minutes

45. The Directors shall cause minutes to be duly entered in a book or books provided for the purposes. Any such minutes of any meeting of the Directors or the Company, if purporting to be signed by the Chairman of such meeting or by Chairman of the next succeeding meeting, shall be received as prima facie evidence of the matters stated in such minutes.

Inspection of the Minutes Books

46. The books containing Minutes of proceedings of General Meetings of the Company shall be kept at the Registered Office of the Company and shall, during business hours (subject to reasonable restrictions as the board may from time to time impose but so that not less than two hours each day is allowed for inspection), be open to the inspection of any Member without charge.

VOTING

Votes of Members

47. Except as to voting for the election of Directors as provided in Article 59, every Member entitled to vote and present in person or by proxy shall have only one vote, and upon a poll every member entitled to vote and present in person or by proxy shall have one vote for every share conferring voting rights as aforesaid held by him.

Representative of corporate Members

48. A corporation, foundation or a company being a Member of the Company may by a resolution of its Directors under Section 162 of the Ordinance authorize any of its officers or any other person to act as its representative at any General Meeting of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the Company which he represents as if he were an individual member of the Company.

Poll by Proxy

49. On a poll, votes may be given either personally or by proxy; Provided that no body corporate shall vote by proxy as long as resolution of its Directors in accordance with the provisions of Article 48 is in force.

Proxy

50. Every proxy shall be appointed in writing under the hand of the appointer or by an agent duly authorized under Power of Attorney or if such appointer is a company, corporation, or Foundation under the Common Seal of the company, corporation or Foundation or the Hand of its Attorney who may be appointer. A proxy holder need not be a member of the Company.

Filing of instrument of Proxy

51. No person shall act as proxy unless the instrument of his appointment duly stamped, alongwith the Power of Attorney, or other authority, (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Office at least forty eight (48) hours before the time for holding the Meeting at which he proposes to vote.

Instrument of Proxy

52. An instrument of proxy shall be in the following form or in any other form which the Board shall approve:

I/We _____ of _____ in the district of _____ being a Member(s) of LUCKY CEMENT LIMITED hereby appoint Mr. _____ of _____ as my/our proxy to vote for _____ me/us and on my/our behalf at the Annual/Extraordinary (as the case may be) General Meeting to be held on the _____ day of _____ and at any adjournment thereof.

As witness my/our hand this _____ day of _____ in the presence of _____ Signed by the said _____

Validity of Proxy

53. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed, provided that no intimation in writing of the death, insanity or revocation shall have been received at the Office of the Company before the Meeting or the adjourned Meeting at which the proxy is used.

(11)

Validity of Vote

54. No objection shall be made to validity of any vote except at the Meeting or at the poll at which such vote shall be rendered, and every vote whether given personally or by proxy not dis-allowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll.

Chairman to decide

55. If any question is raised, the Chairman of the Meeting shall decide the validity of every vote tendered at such Meeting in accordance with these Articles.

DIRECTORS

Number of Directors

56. The number of Directors shall not be less than seven (7). The Board shall fix the number of Directors of the Company not later than thirty-five (35) days before the convening of the General Meeting at which directors are to be elected, and the number so fixed shall not be changed except with the prior approval of the General Meeting of the Company.

First Directors

57. The first Directors of the Company shall be the Subscribers to the Memorandum, who shall hold office until the first Annual General Meeting.

ELECTION, TERMS OF OFFICE, REMOVAL AND CASUAL VACANCIES

First Directors to retire

58. The first Directors of the Company shall vacate office at the first Annual General Meeting of the Company and shall be eligible for re-election.

Election of Directors

59. (i) After the first appointment of Directors, the number of elected Directors fixed by the Board under Article 56 shall be elected to office by the members in General Meeting, unless the number of candidates is not more than the number of Directors to be elected, in the following manner, namely:
- a) a Member shall have such number of votes as is equal to the product of voting shares held by him and the number of Directors to be elected;
 - b) a Member may give all his votes to a single candidate, or divide them between more than one of the candidates in such manner as he may choose; and

- c) the candidate who gets the highest number of votes shall be declared elected Director and then the candidate who gets the next highest number of votes shall be so declared, and so on until the total number of Directors to be elected has been so selected.
- (ii) No person, whether a retiring Director or otherwise, shall be eligible for election as a Director unless notice of his candidature for election has been lodged in writing at the Office not less than fourteen days before the date of the Meeting at which an election of Directors is to take place.
- (iii) where the number of candidates is equal to or less than the number of Directors to be elected, it will not be necessary to hold an election as laid down in paragraph (i) above of this Article and all candidates shall be deemed to have been elected under this Article.

Terms of Office

60. A Director elected under Article 59 shall hold office for a period of three (3) years, unless he resigns, becomes disqualified from being a Director or otherwise ceases to hold office earlier under these Articles. An election of Directors in the manner prescribed by the preceding Article shall be held once in every three years. A retiring Director shall be eligible for re-election.

Removal of Directors

61. The Company may by resolution in General Meeting remove a Director appointed under Article 57 or 63 or elected in the manner provided for in Article 59, provided that a resolution for removing a Director shall not be deemed to have been passed unless the number of votes cast in favour of such a resolution is not less than:
- (i) the minimum number of votes that were cast for the election of a Director at the immediately preceding election of Director, if the resolution relates to removal of a Director elected in the manner provided in or under Article 59; or
 - (ii) the total number of votes for the time being computed in the manner laid down in Article 59 divided by the number of Directors for the time being if the resolution relates to removal of a Director appointed under Article 57 and 63.

Continuing Directors to act

62. The continuing Directors may act notwithstanding any vacancy in their body, but if the number falls below the minimum fixed by Article 56 hereof, the Directors shall not, except for the purpose of filling a vacancy in their number or of convening a General Meeting, act so long as the number remains below the minimum.

113

Filing casual vacancy

63. The Directors may at any time appoint any person to be a Director to fill a casual vacancy in the Board. Any Director so appointed shall hold office for the remainder of the term of the Director in whose place he is appointed.

Remuneration of Directors

64. Every Director, other than the regularly paid Chief Executive or a full time working Director shall be entitled to be paid as remuneration for his services a fee at the rate of Rs. 2,500 per meeting of the Board attended by him. Every Director (including each alternate director) shall be entitled to be reimbursed his reasonable expenses incurred in consequence of his attendance at meetings of the Directors, or a Committees of Directors

Remuneration for extra-services.

65. Any Director who serves on any committee of directors or who devotes special attention to the business of the company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the statutory duties of a Director, may be paid such extra remuneration by way of salary, allowances, facilities, perquisites, etc.. as the Board of Directors of the company may determine.
66. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to any person in respect of any director or former Director who may hold or may have held any executive office or employment under the Company, or any subsidiary company of the Company, and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurance or trusts in respect of such person.

Share Qualification.

67. Save and except that a Director must be a member, unless he represents the Government, an institution (including a multinational company) or an authority which is a member of the company, or is a whole time working Director or a Chief Executive, or a person representing a creditor on the Board, a Director shall not require any share qualification for so long as only subscribers shares are in issue. Thereafter, the qualification of a Director shall be his holding shares in his own name of such value as may be prescribed by the Controller of Capital Issues. In the case of Director representing holding shares of the requisite value no such share qualification shall be required, provided intimation in writing as to such representation lodged with the company within two months of the appointment of such Directors.

POWERS OF DIRECTORS

General Powers

68. The control of the Company shall be vested in the Board and the business of the Company shall be managed by the Board which may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not by the Ordinance or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Ordinance and such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if these regulations had not been made.

Specific Powers

69. Without prejudice to the general powers conferred above to any other powers or authorities conferred by these presents on the Directors, and subject to the provisions of Section 196 of the Ordinance, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power:
- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and also to pay to the Sponsors all costs and charges they may have incurred in acquiring properties, machinery or other rights which the Company may take over from them.
 - (b) To establish the main policies of the company and for defining and establishing the areas of authority and responsibility of the Chief Executive and any Director empowered to oversee project of the Company in the performance of their respective duties.
 - (c) To purchase or otherwise acquire for the Company any property, rights or privileges which the company is authorized to acquire at such price and generally on such terms and conditions, as they think fit; and subject to the provisions of Section 196(3) of the Ordinance to sell, let, exchange or otherwise dispose of, absolutely or conditionally, and for such consideration as the Directors may think fit.
 - (d) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or shares, (subject to Section 86 of the Ordinance) bonds, debentures or other securities of the Company, and any such shares may be issued as fully paid up and any such debentures or other securities may be either specifically charged upon all or any part of the property of the Company or not so charged.
 - (e) To secure the fulfillment of any contract, agreements entered into by the Company by mortgage or charge on all or any of the property of the Company for the time being or in such manner as they think fit;

113

- (f) To appoint and at their discretion, remove or suspend such agents, managers, secretaries, officers, legal advisers, clerks and services as the Directors may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and for such amount as Directors think fit; and to send any such persons to foreign countries, for technical, education or otherwise for the purpose of the Company's business and pay all expenses thereof on such terms as the Directors may think fit.
- (g) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such acts and also all such deeds, documents and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- (h) Subject to the provisions of Section 196(3)(b) of the Ordinance to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- (i) To refer any claims or demands by or against the Company to arbitration and observe and perform or resist the awards.
- (j) To appoint agents and Attorneys and grant powers of attorneys to the Chief Executive or any other Officer of the Company.
- (k) To establish the organizational set up of the Company and powers, authorities and functions of its departments.
- (l) From time to time, to provide for the management of the affairs of the Company either in different parts of Pakistan or elsewhere in such manner as the Directors think fit, and in particular to establish branch offices and to appoint any person to be the attorneys or agents of the Company with such power (including power to sub-delegate) and upon such terms as may be thought fit;
- (m) Subject to the provisions of the Ordinance to invest any of the surplus moneys of the Company upon such securities (not being shares in the Company) and in such manner as the directors think fit, and from time to time vary or realize such investments.
- (n) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur personal liability for the benefit of the Company such mortgages of the Company's property (present or future) as the Directors think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- (o) To give to any person employed by the Company, as remuneration for their services a commission on the profit of any particular business or transaction. Such commission shall be treated as part of the working expenses of the Company.

- (p) From time to time, vary and repeal by laws for the regulation of the business of the Company, its officers and servants.
- (q) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as such may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- (r) To establish, maintain, support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the company or its employees or may be connected with any town or place where the Company carries on business, to give pensions, gratuities, bonuses or charitable aid to any person or persons who have served the Company, or to the wives, children or dependents of such person or persons that may appear to the Directors just or proper, whether any person, his widow, children or dependents have or have not a legal claim upon the Company.
- (s) Subject to the provisions of Section 227 of the Ordinance, before recommending any dividends, to set aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities, compensation, or to create any Provident or Benefit Fund in such manner as the directors may deem fit.
- (t) To make and alter rules and regulations concerning the time and manner of payment of the contribution of the employees and the Company respectively to such fund and the accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof, and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

Minutes Books

70. (i) The Board shall cause minutes to be made in books provided for the purposes:
- (a) of the names of Directors present at each meeting of the Board or any committee of the Directors.
 - (b) of all resolutions and proceedings at all meetings of the Company, and the Board, and of the Committee of Directors.
 - (c) of appointments of officers made by the Directors.
- (ii) Any such minutes of any meeting of Board or of a Committee of Directors or of the Company, if signed by the Chairman of such Meeting or of the next succeeding Meeting, shall be receivable as evidence of the matters started in such Minutes.
- (iii) Every Director present at any Meeting of Directors shall sign his name in a Book to be kept for that purpose.

(17)

PROCEEDINGS OF DIRECTORS

Meetings of Directors

71. The Directors may meet together once in each quarter of a year, for the dispatch of business, adjourn, and otherwise regulate meetings of the Board as they think fit. The Chairman may at any time and shall on the written requisitions of the Chief Executive, or of any two (2) Directors summon a meeting of the Board. At least seven (7) days' notice must be given to all directors of a meeting of the Board, and such notice shall set forth the purpose or purposes for which such meeting is summoned, and such notice shall be sent by first class postage to those Directors resident in Pakistan and by registered air mail to those not so resident. In all cases such notices must be confirmed by telex or facsimile to each Director. With the consent in writing of all the Directors entitled to receive notice of a meeting or to attend or vote at any such meeting, a meeting of the Board may be held by shorter notice than specified in this Article. Any Director may waive notice in writing of the time, place and purpose of any meeting either before, at or after such meeting. Board meetings shall be held as frequently as the Board shall determine but not less than four meetings shall be held in each year.

Quorum of Director's meetings

72. A meeting of Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Articles or by or under any law vested in or exercisable by the Board generally. Except as hereinafter provided, one third of the total number of Directors or four, whichever is greater, shall constitute a quorum. If there is no quorum at a meeting properly called the meeting of the Board will be adjourned for fourteen days. Questions arising at any meeting shall be decided by a majority of votes cast by Directors at such meetings either in person or by their alternates, save for resolutions passed pursuant to Article 75.

Who to preside Directors' meetings

73. The Chairman of the Board shall, whenever present, preside as Chairman at each meeting of the Board, but if at any meeting the Chairman is present and not willing to act or is absent beyond ten minutes after the time fixed for holding the same, the Chief Executive shall preside, but if he shall be absent or unwilling to act, then the Directors present shall within fifteen minutes of the time fixed for the meeting choose one of their members to be Chairman of such meeting.

When acts of meetings of the Board or Committee valid notwithstanding defective appointment

74. All acts done by any meetings of the Board or of a Committee of Directors, or by any person acting as a Director or Alternate Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or they or any of them were disqualified, be as valid as if every such Director or person had been duly appointed and was qualified to act: Provided that as soon as any such defect has come to notice, the Director or other person concerned shall not exercise the right of the office till the defect has been rectified.

Resolution by Circular

75. Subject to Section 196 of the Ordinance, Board Resolutions may be made by circular if approved by a majority of Directors.

ALTERNATE DIRECTORS

Power to appoint alternate Directors

76. Any Director not permanently resident in Pakistan or any Director so resident intending to be absent from Pakistan for a period of not less than three (3) months may appoint any person acceptable to the Board to be an alternate Director of the Company to act for him. Every such appointment shall be in writing under the hand of the Director making the appointment. An alternate Director shall ipso facto cease to be an alternate Director if his appointer for any reason ceases to be a Director or if and when his appointer returns to Pakistan, or if the appointee is removed from office by notice in writing under the hand of the appointers.

COMMITTEES OF DIRECTORS

Committee of Directors

77. The Board may from time to time delegate such of its powers as are not required to be exercisable at a Meeting, to a Committee or Committees consisting of one or more Directors, as it thinks fit. Any Committee so formed shall conform to any regulations that may be imposed upon it by the Board and shall have such quorum as may be prescribed by the Board.

CHIEF EXECUTIVE

Appointment of the Chief Executive

78. (i) The Board shall within fifteen (15) days of the incorporation of the Company appoint a Director as the Chief Executive of the Company. The first Chief Executive shall hold office until the first Annual General Meeting of the Company (unless he earlier resigns or otherwise ceases to hold office).
- (ii) Within fourteen (14) days from the date of an election of Directors under Article 59 or within fourteen (14) days from the date on which such office falls vacant for whatsoever reason, the Board shall appoint a person, as the chief Executive of the Company but such appointment shall not be for a period exceeding three (3) years from the date of appointment.
- (iii) Upon the expiry of his term of office under (i) or (ii) above, a Chief Executive shall be eligible for re-appointment.

- (118)
- (iv) A Chief Executive shall be appointed on such terms, including remuneration (whether by way of salary, commission, participation in profits, allowances perquisites etc., or partly in one way and partly in another as the Board shall fix.
 - (v) The Board may, by resolution passed by not less than three-fourths of the total number of Directors for the time being or the Company may by Special Resolution, remove a Chief Executive before the expiration of his term of office notwithstanding anything contained in any of these Articles or in any agreement between the Company and the Chief Executive.

Powers of Chief Executive

79. The Board shall delegate to the Chief Executive such of its powers, authorities and discretion as are necessary for and consistent with the effective management of the Company by the Chief Executive including:
- (i) Within the parameters of the annual Financing Plan and budget as agreed to by the Board to exercise the overall control, discretion, administration and supervision of all the activities and day to day affairs of the Company including the conduct of its business, and the custody and maintenance of its properties, assets, records and accounts.
 - (ii) Within the parameters of the annual Financing Plan and budget as agreed to by the Board, to manage, conduct, transact and carry on the business of the Company and in connection therewith negotiate, execute, and effect all such agreements, contracts and instruments as may be necessary or desirable for the management of the affairs of the Company.
 - (iii) Within the overall parameters approved by the Board, to appoint and dismiss officers and employees of the Company, and engage and appoint from time to time persons, consultants, firms and companies for such purposes in connection with the business and affairs of the Company as deemed necessary and at such remuneration and with such powers as considered fit and to revoke such appointments and appoint others as deemed fit.
 - (iv) Subject to the provisions of the Ordinance, to demand, sue for, enforce payment of and receive and give effectual receipts and discharges for all monies, securities, debts, goods and chattels of or to which the Company is now or may hereafter become possessed or entitled or which are or may become due owing payable or transferable to the Company in or by any right, title or means, however, from any person or corporation.
 - (v) Within the ceiling laid down by the Board, to borrow from time to time any monies for the purposes of the Company from the Members or Directors or from any other person, firms, companies, corporations, Government agencies, institutions or banks.

- (vi) To enter into arrangements with any Government, whether Federal or Provincial or any authority whether local or municipal or otherwise and to obtain from any such Government or authority any rights, privileges, licenses or concessions and to carry out exercise or comply with the same.
- (vii) To open, maintain, draw upon, and close such banking accounts with any bank in the name of the Company and on behalf of the Company in connection with the affairs of the Company in Pakistan as may be necessary.
- (viii) To authorize a Director or officer or any person to appear before the appropriate registration authorities under the Registration Act, 1908 and the Companies Ordinance, 1984 and present and complete for registration any deeds, notices, contracts, instruments, returns or forms or documents, and to admit execution thereof, and pay registration fees and other charges and give and obtain receipts and receive the said deeds, notice, contracts, instruments or documents, which may have been deemed necessary or expedient to register.
- (ix) To make and give receipts, releases and other discharges for monies payable to the Company and for the claims and demands of the Company.
- (x) To determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- (xi) To do all such other acts, matters and things in connection with and incidental to any of the aforesaid purposes.

DISQUALIFICATION OF DIRECTORS

Vacation of Office of Directors

80. The office of a Director shall ipso facto be vacated if:-

- (a) he becomes in-eligible to be appointed a Director on any one or more of the grounds enumerated as follows, that is to say, he:
 - (i) is minor;
 - (ii) is of unsound mind;
 - (iii) has applied to be adjudicated as an insolvent and his application is pending;
 - (iv) is an un-discharged insolvent;
 - (v) has been convicted by a court of law for an offense involving moral turpitude;

- (2)
- (vi) has been debarred from holding such office under any provision of the Ordinance;
 - (vii) has betrayed lack of fiduciary behavior and declaration to this effect has been made by the court under Section 217 of the Ordinance at any time during the preceding five years;
 - (viii) is not a Member; provided that this clause (viii) shall not apply in the case of:
 - (i) a person representing the Government or an institution or authority which is a Member;
 - (ii) a whole time Director who is an employee of the Company;
 - (iii) a chief executive;
 - (iv) a person representing a creditor; or
 - (v) a person representing a multinational company.
 - (b) he absents himself from three consecutive meetings of the Directors or from all the meetings of the Directors for a continuous period of three months whichever is the longer without leave of absence from the Directors;
 - (c) he or any firm for which he is partner or any private company of which he is a director:
 - (i) without the sanction of the Company in General Meeting accepts or holds any office of profit under the Company other than that of Chief Executive or a legal or technical adviser or a banker; or
 - (ii) accepts a loan or guarantee from the company in contravention of Section 195 (if applicable in terms of that Section).
 - (d) he resigns from his office by notice in writing to the company;
 - (e) being an employee of the company, he ceases to be employed by the Company.

THE SEAL

81. The Board shall provide a Common Seal for the purposes of the Company and for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board or a Committee of Directors previously given and one Director at least shall sign every instrument to which the Seal is affixed; provided, nevertheless, that it shall be binding on the Company notwithstanding any irregularity.

DIVIDENDS AND RESERVES

82. The Company in General Meeting may declare dividends, but no dividends shall exceed the amount recommended by the Board.

Interim dividends

83. The Board may from time to time pay to the Members such interim dividends as appear to be justified by the profits of the Company.

Distribution of dividends

84. The profits distribution as dividends shall be declared and paid within the periods for payment thereof specified in the Ordinance.

Powers of Board to create reserve

85. The Board before recommending any dividend, may set aside out of the profits of the Company such sum as they think proper as a reserve or reserves, which shall, at the discretion of the Board, be applicable for meeting debt obligations, or contingencies, or for equalizing dividends, or for any other purpose to which the profits of the Company may properly be applied, and pending such application may, in the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company), as the Board may from time to time think fit.

Receipts for dividends by joint holders

86. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividends payable on the share.

No interest on dividends

87. No dividend shall bear interest against the Company.

Carrying forward of profits

88. The Directors may carry forward any profits which they may think prudent not to distribute, without setting them aside as a reserve.

Payment by post

89. Any dividend may be paid by cheque sent through the post at the registered address of the Member or person entitled thereto, or in the case of joint holders to any one of such joint holders at his registered address, or to such person and at such address as the Member or person entitled or such joint holders, as the case may be, may direct. Every such cheque shall be made payable to the order of the person to whom it is sent, or to order of such other person as the member or person entitled or such joint holders, as the case may be, may direct.

- 122
90. Unclaimed dividends may be invested or otherwise used by the Board for the benefit of the Company until claimed.

CAPITALIZATION

Capitalization of reserves

91. Any General Meeting may, upon recommendation of the Board, by Resolution resolve that any undistributed profits of the Company, (including profits carried and standing to the credit of any reserves or other special accounts or representing premiums received on the issue of shares and standing to the credit of the share premium account and capital reserves arising from realized or unrealized appreciation of the assets or goodwill of the Company or from any acquisition/sale of interest in other undertakings) be capitalized. Such of the shareholders as would be entitled to receive the same if distributed by way of dividend, and in the same proportions on the footing that they becomes entitled thereto as capital. All or any part of such capitalized fund may be applied on behalf of such shareholders for payment in full or in part either at par or at such premium as the resolution may provide, for any unused shares or debentures of the Company which shall be distributed accordingly and such distributions or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

ACCOUNTS

Books of account to be kept

92. The Board shall cause to be kept proper books of account.

Where to be kept

93. The books of account shall be kept at the Registered Office or at such other place as the Board shall think fit and shall be open to inspection by the Directors during business hours.

Inspection by members

94. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books or papers of the Company or any of them shall be open to inspection of Members, and no member (not being a Director) shall have any right of inspection of any account and books or papers of the Company except as conferred by law or authorized by the Board.

Profit and Loss Account and Balance Sheet

95. Within not less than eighteen (18) months of the incorporation of the Company, and subsequently once at least in every year, the Directors shall cause to be prepared and laid before the Company in General Meeting a balance sheet and profit and loss account, both made up in accordance with the Ordinance and to a date not more than four (4) months before the date of the Meeting. Every such balance sheet shall be accompanied by an Auditor's Certificate and the Directors' report, in accordance with the provisions of the Ordinance in that behalf.

Copies of Directors' report and balance sheet to be sent to the Members

96. A copy of the report of the Directors and of the balance sheet including a report of the auditors (and every document required by law to be annexed thereto), and of the profit and loss account shall be sent to all Members along with the notice convening the General Meeting before which the same are required to be laid at least twenty-one (21) days preceding the Meeting.
97. The Directors shall in all respects comply with the provisions of Section 230 to 247 of the Ordinance, as applicable, in regard to the accounts of the Company.

AUDIT

Appointment of auditors and their duties

98. Auditors of international standing and reputation shall be appointed and their duties regulated in accordance with Section 252 to 255 of the Ordinance.

NOTICE

How notice to be served on Members

99. (1) A notice may be given by the Company to any Member including director either personally or by sending it to him by First Class mail, postage prepaid, or by telegram, telex, cable or radiogram as specified below, at his registered address, or if he has no registered address in Pakistan, to the address supplied to the Company for the giving of notices to him.

Personal delivery of notice

- (2) Where a notice is delivered personally, the recipient shall sign a receipt in such form as the Board shall determine.

Service by Post

- (3) Where a notice is sent by post, service of the notice shall be deemed to be made by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post. If a Member or Director has no registered address in Pakistan, and has not supplied to the Company an address within Pakistan for giving of notice to him, a notice addressed to him or to the shareholders generally and advertised in a newspaper circulation in the Province in which the Office is situated, shall be deemed to be duly given to him on the day on which the advertisement appears, unless a notice shall be sent to him by registered or certified Air Mail and confirmed by telex or cable pursuant to the next subparagraph (4).

135

Notice by other modes

- (4) Where notice is sent by telegraph, telex, cable or radiogram, the following procedure shall apply:
 - (a) Where notice is sent by telex, notice will be deemed to have been received by the recipient when the recipient's telex answers back an Acknowledgment.
 - (b) Where notice is sent by cable, telegram or radiogram, notice will be deemed to have been received on the day following the day on which the cable, telegram or radiogram is transmitted.

Notice to joint holders

- 100. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

Notice of General Meetings

- 101. Notice of every General Meeting shall be given in the same manner herein authorized to (a) every Member of the Company, and also to (b) every person entitled to a share in consequence of the death or insolvency of a Member, who but for his death or insolvency would be entitled to receive notice of the meeting, and (c) to the auditors of the Company for the time being.

SECRECY

Secrecy

- 102. Every Director, Chairman, Chief Executive, General Manager, Auditor, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration in the form approved by the Board pledging himself to observe strict secrecy representing all transaction of the Company with customers and the state of accounts with individuals and in matters relating thereto, and shall by declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board, or by any General Meeting, or by a court of law, and except so far as may be necessary in order to comply with any provision in these presents contained.

Restrictions on inspection of books of account of Company or on entering into property of company

103. No Member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect any account or books of account or document of the Company or properties of the Company, without permission of the Board and to require disclosure of any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret or secret to the conduct of the business of the Company and which in the opinion of the Board will be in expedient in the Company to communicate.

Distribution of assets on winding up

104. (1) If the Company shall be wound up (whether voluntarily or otherwise), the Liquidators may, with the sanction of a Special Resolution and any other sanction required by the Ordinance, divide amongst the Members in specie or kind, the whole or any part of the assets of the Company, whether they consist of property of the same kind or not.
- (2) For the purposes aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
- (3) The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as the Liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or securities whereupon there is any liability.

INDEMNITY

Indemnity

105. Every Director, Chairman, Chief Executive, Manager or Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor or Adviser, shall be indemnified out of the funds of the Company against any liability incurred by him as such Director, Chairman, Chief Executive, Manager, Officer, Auditor or Adviser, in defending any proceedings whether civil or criminal in which he is acquitted, or in connection with any application under Section 488 of the Ordinance in which relief is granted to him by Court.

182

Individual responsibility of Director, etc.

106. No Director, Chairman, Chief Executive, Secretary, Legal Adviser, Attorney or other officer of the Company will be liable for the acts, receipts, neglects or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board, or other Officer for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any money, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own neglect, default or dishonesty.

We the several persons whose names and addresses are subscribed as under are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:-

Sr. No.	Name and Surname	Father's/Husband's Name in full	Nationality with former Nationality	Occupation	Residential Address in full	No. of Shares taken by each Subscriber	Signature
1	MR. ABDUL RAZZAK 517-42-185243	MR. ABDUL AZIZ	Pakistani	Business Textile Mill	54-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
2	MR. MOHAMMAD YUNUS 517-46-142441	MR. ABDUL AZIZ	Pakistani	Business Textile Mill	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
3	MR. IMRAN YUNUS 517-90-142444	MR. MOHAMMAD YUNUS	Pakistani	Business Garment Industry	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
4	MR. JAWED YUNUS. 517-91-142445	MR. MOHAMMAD YUNUS	Pakistani	Business Garment Industry	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
5	MR. MOHAMMAD ALI 517-88-157219	MR. ABDUL RAZZAK.	Pakistani	Business Textile Mill	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
6	MR. SHEIKH MOHAMMAD AFZAL 517-91-173463	MIAN ELAHI BUX	Pakistani	Business Textile Mill	10-Faran Society, Haider Road, Karachi.	5,000	
7	MR. SOHAIL YUNUS 517-86-142443	MR. MOHAMMAD YUNUS	Pakistani	Business Textile Mill	53-A, Johar Road Adam Jee Nagar, Karachi.	5,000	
8	MR. AZAM SOOFI 277-89-385822	MR. HAMEED ALI SOOFI	Pakistani	Business Textile Mill	543, 11th Ave., F-10 Islamabad.	5,000	
Total						40,000	

Handwritten signatures and marks on the left margin of the table, including 'Sohail', 'Jawed', 'Imran', 'Mohammad Yunus', 'Razzak', 'Afzal', and 'Soofi'.

Dated the 7th day of September 1993

Witness to above Signatures

Full Name

Fater's Name

Occupation

Nationality

Full Address Signature

Pakistani

1831/A 91-#02

Check List for Examination of Licence Application Captive Power Plants (Regulation 3(5)-A)

Annex-1

Name of Company: Lucky Cement Limited (Power Generation) PEZU Plant

Regulation #	Information / Documents Required	Steam Turbine (HCTC CHINA) Capacity: 6 MW	Steam Turbine (SINOMA CHINA) Capacity: 10 MW
3 (1)	Authorization from Board Resolution/Power of Attorney.		
3 (3)	Application fee (including indexation).		
3 (4)	Three copies of Application.		
3 (5)-A(i)	Certificate of incorporation.(certified by SECP)		
3 (5)-A(ii)	Memorandum and articles of association..(certified by SECP)		
3 (5)-A(iii)	Latest financial statements.		
3 (5)-A(iv)	Location maps, site maps, land		
3 (5)-A(v)	Type of Technology.	WHRSG / Steam Turbine-Impulse type N6-1.05 QF - J6-2	WHRSG / Condensing Turbine type: N10-1.25
3 (5)-A(vi)	Number of units. / Size MW	ONE / 6.0 MW	ONE / 10.0 MW
3 (5)-A(vii)	Year Make/Model, Operation date and expected remaining life	2014 / HCTC CHINA / STG = N6-1.05 Mid - 2015 / 30 Years	2009 / SINOMA CHINA / STG = N10-1.25 2010 / 20 Years
3 (5)-A(viii)	Installed Capacity, de-rated capacity , Aux Consumption, Net Capacity	6.0 MW/ Nil / Aux Consumption = 433.5 kW Net Capacity = 5566.5 kW	10.0 MW/ Nil / Aux Consumption = 500 Kw Net Capacity = 9500 kW
3 (5)-A(ix)	Fuel, type, imported/indigenous, supplier, logistics,pipelines etc. In case of Gas fuel , a Gas Sale Agreement (GSA) signed between applicant and Gas supplier	Waste Heat Exhaust from existing IC Engines.	Waste Heat Exhaust from existing Kiln and Pre-heater.
3(5)-A(x)	Supply Voltage (11kV / 132 kV) Incase of 132 kV voltage distance and name nearest grid (Single line diagram)	6.3 kV to 132 kV (Pezu Grid Station)	6.3 kV to 132 kV (Pezu Grid Station)
3 (5)-A(xi)	Plant characteristics: generation voltage, power factor, frequency, automatic generation control, ramping rate, alternative fuel time(s) required to synchronize to grid.	6300 V / 50 Hz / 0.8 lagging / yes / 100 kW, min.	6300 V / 50 Hz / 0.9 lagging / yes / 100 kW/min.
3(5)-A(xii)	Provision of metreing , instrumentation protection and control arrangement.	ABB / Czeck Rep / DCS & PLC	PTS-7/ Germany / DCS & PLC

[Get directions](#)

[My places](#)



Pezu
Pakistan

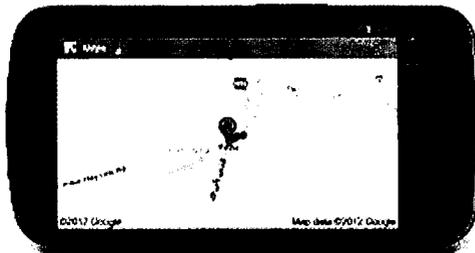
[Directions](#) [Search nearby](#) [Save to map](#) [more](#)

[Explore this area](#)

Photos



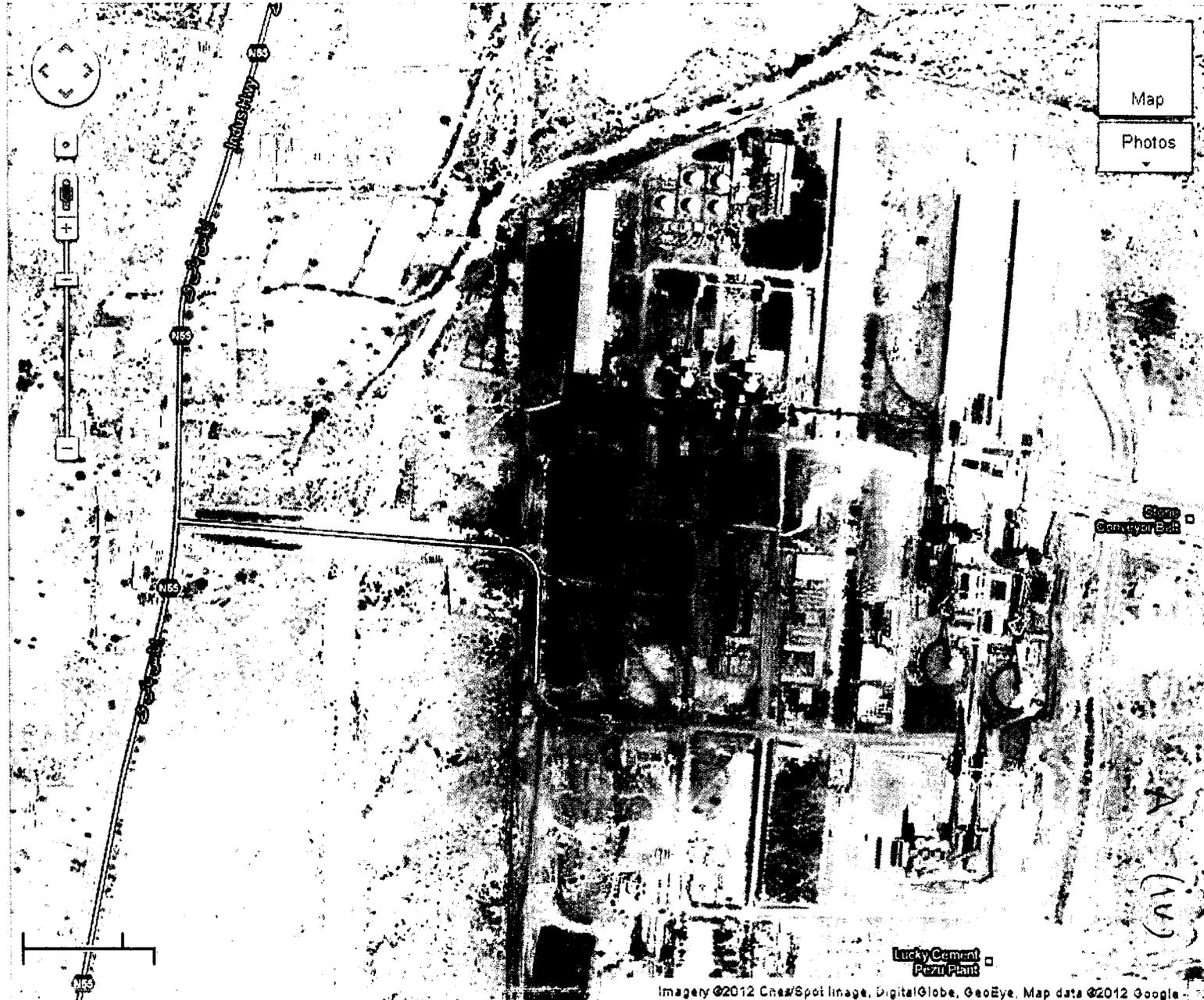
Take your map anywhere



[Learn how](#)

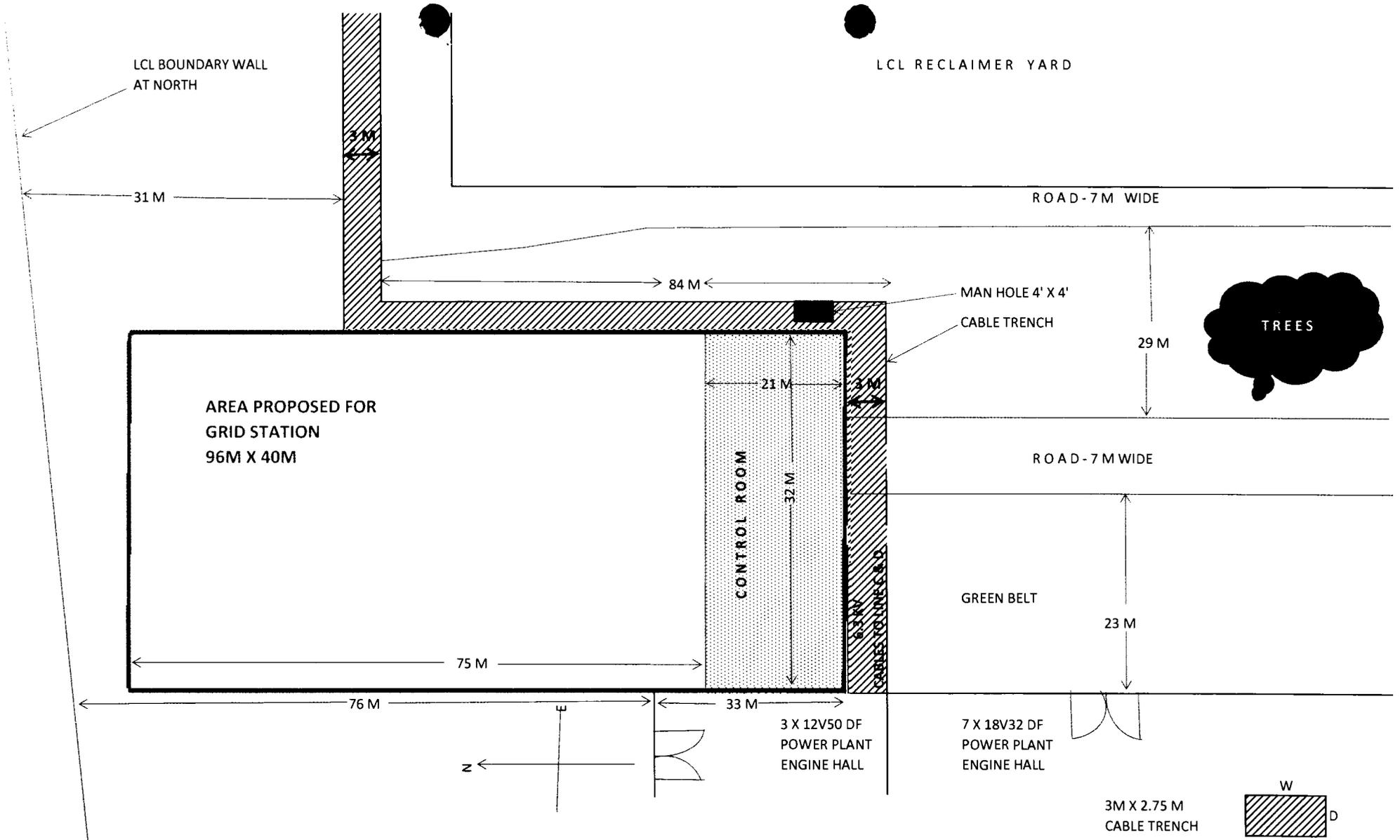
[Maps Labs](#) • [Help](#)

[Google Maps](#) • ©2012 Google • [Terms of Use](#) • [Privacy](#)



Map

Photos



DRAWING NOT TO SCALE
BUT PROPORTIONATE

A-V

2. Turbine technical specifications and structural description

2.1 Technical Specification

Model: N10-1.25

Type: single-cylinder Direct condensing

Rated Power: 10000kW

Turbine rated speed: 3000r/min

Turbine first order critical speed: ~ 2140r/min

Generator rated speed: 3000r/min

turning: clockwise when look from the direction of clockwise steam flow

the intake steam pressure: 1.25 (0.85 ~ 1.6) MPa

the intake steam temperature: 330 (270 ~ 360) °C

Condensation pressure: 0.0075 MPa (a)

Circulating cooling water temperature: normal 27 °C, the highest 33 °C

Turbine noumenon:

Rotor weight: 7100kg

The largest maintenance weight: 14000kg

Body part weight: 53000kg

Body shape size (L × W × H): 5700 × 3300 × 3500

Hook height: 6.5m (from working platform)

Conditioning systems:

Speed vary rate: ~ 4%

Synchronization range: -6 ~ +6%

Security systems

Emergency governor action speed: 3270 ~ 3330r/min

Oil System:

Adjustment oil pressure: (measuring point on the work platform) 0.85MPa

Lubricating oil pressure: (total pipe) 0.25Mpa

Supply devices:

Oil-free weight: 6520kg

oil tank volume: 4m³

run weight: 1610kg

Double Oil Cooler:

Cooling area: 2 × 250m²

Cooling water: 80t / h

Lubricant Oil Filter

oil Filte accuracy: 25μm

flux: 630L/MIN

Control oil oil filter

oil Filte accuracy: 25μm

flux: 250L/MIN

Electric oil pump (auxiliary pump)

Model: 80YL-100

Type: Centrifugal, Vertical

flux: 883/MIN

Power: 37kW

Gear oil pump

Model: LDY12-25X2

flux: 12.5m³/h

Power: 4kW

DC accident oil pump

Model: Z2-32

Voltage: DC220V

Power: 4kW

Steam and water system

Condenser:

Cooling area: 1200m²

Cooling water: 3500t / h

Anhydrous weight: 31t

Water jet air ejector

Designed inhalation pressure: 0.008MPa

Exhaust capacity: 20kg / h

2.2 Illustration of structure and arrangement

(See the general arrangements and correlative mapping of this type turbine provided by our company)

Flow section of the turbine is composed of a regulating stage and eight pressure-stages

Cylinder of the steam turbine uses cast steel, before and after the cylinder separated by a vertical bolt connecting flange surface, upper and lower semi-cylinder, separated from the level of surface bolt connection, the before cylinder Ranunculus structure used up in the former bearing pedestal, the former bearing frame through the front turbine at the basis of a fixed platform. After cylinder adopts carbon steel made by welding, which is through the back fixed at the basis of a fixed frame.

This steam turbine set up a complete set of sliding sales systems, both before and after cylinder having vertical guide plate. And the before one fixed in guide bearing plate, the after cylinder fixed guide plate on the foundation, between the former front bearing and orientation have two keys, before the thermal expansion Ranunculus cylinder push through with the former bearing moving along the direction key

2.3 Steam and water system (See drawing HS5079-5)

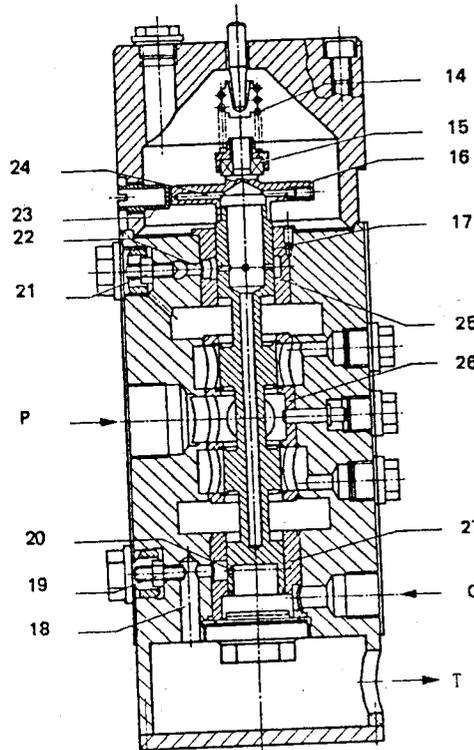
2.3.1 Main steam system

New team from the boiler will be through isolation valves and quick closing valves, then into turbine room, and then through adjusting steam valves into the

bearings are installed between the rotating disk and spring block. The force of spring depends on the location of the adjustment bolt lever

2.6.2 Pilot valve

- 14.spring of pilot oil valve
- 15.thrust ball bearings
- 16. rotating disk
- 17.smooth Body
- 18. vent hole
- 19. control valve
- 20. control valve
- 21. Put hole
- 22. Fuel injection /eject hole
- 23.Velocimetry sleeve



function principle:

The change of Secondary hydraulic make the Pilot slid valve bring up and down movements. The slide valve will move up when the second hydraulic exercise increased. The pressure oil which come from the interface move into the superstructure of piston cavity, and the infrastructure connect to the oil port. So the piston move down , and make control valve opening increased by adjusting the steam control valve lever system. At the same time, the feedback guide plate, the lever bends exercise will be passed to the piston lever, the lever will have a slide-valve and reverse the movement to increase the feedback spring force , the Pilot slid valve back to the middle position. An adjustment process has finished, and now the steam turbine

2.3.3.2 Stop (Manual)

Stop the turbine by operating the close valve. Rotate the hand wheel of the close valve slowly in the clockwise, so as to make the quick-closing valve connect to the back oil. And the pressure of the quick-closing valve goes down, so it turns off automatically by the spring force. The close valve recovers to the stop mode. Meanwhile, the start valve (1839) stops too. And the start mode of start valve (1839) is corresponded with that of the stop mode.

2.3.3.3 Description

2.3.3.3.1 Install electro-hydraulic converter

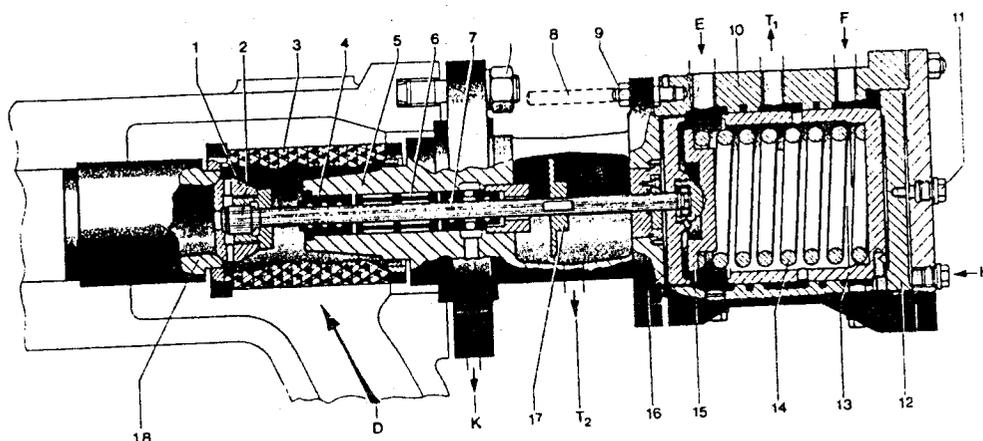
The electro-hydraulic converter is fixed to the middle board of the start module as external equipment; the supply oil and back oil are made as internal pipeline.

2.3.3.3.2 Role principle of electro-hydraulic converter

The electro-hydraulic converter turns the adjust oil which comes from the switching valve into the secondary oil at 0.15-0.45Mpa. The secondary oil is received from the pilot oil valve by the interface "C".

2.3.3.3.3 One-way damping valve

Adjust the one-way damping valve (5600) can reduce fluctuations of the secondary oil which causes the shaking of the steam conditioning valve.



速关阀

Quick closing valves

- | | | | | |
|------------------------|----------------------|--------------|------------------|------------------|
| 1. The main valve disc | 5. Valve cover | 9. Nut | 12. Pilot piston | 16. Piston plate |
| 2. Unloading valve | 6. Steam Seal sleeve | 10. Oil tank | | |

INDEX

	Page #
1 Proposal Basis	2
I. Engine Details for HRSG design	2
II. Raw Water Detail for R.O design	2
III. Boiler Steam Purity	2
IV. Electrical Interconnection details	3
a) Voltage	3
b) Frequency (Range)	3
c) Power Factor	3
V. Site Average Ambient Conductor	3
2 Scope Matrix	3
3 OES offered plant configuration	4
4 Steam Turbine Specification	4
5 Steam Turbine Description	4
6 HRSGs Technical Description	5
7 HRSGs Heat Balance	8
8 Performance Guarantee Statement	9
9 Technical Details for major equipments	9
10 Attachments.	
I. Project terminal boundaries	
II. Site plan for proposed equipments	
III. Electrical single line diagram	
IV. Auxiliary load consumption	
V. Heat Balance Diagram	
VI. Water Mass Balance Diagram	
VII. Technical Data Sheet	

	Orient Energy System (Pvt) Limited		Project # OES/KHI/LCL/06-2013	
	Waste Heat Recovery Power Plant for LCL		July-2013	Revision 0.0

1) PROPOSAL BASIS

I. ENGINE DETAILS FOR HRSG DESIGN

S#	ENGINE TYPE	NUMBER OF ENGINES	RATED MW @ 85%	TOTAL MW	EXHAUST TEMPERATURE AFTER T/C AT 85% LOAD	EXHAUST FLOW (Kg/S) AT 85% LOAD	TOTAL EXHAUST FLOW AVAILABLE	MAX. ALLOWED BACK PRESSURE (PASCAL)
1	18V32 DF	06	4.58	27.48	397	8.9	53.4	
2	12V50 DF	03	7.97	23.91	425	16	48.0	
TOTAL		09		51.39				

II. RAW WATER DETAIL FOR R.O DESIGN

PH	7.8~8.1
Total Hardness, ppm	180~220
Calcium Hardness, ppm	110~130
Total Alkalinity, ppm	200~220
T.D.S. , ppm	600~650
Chlorides, ppm	40
Sulphates, ppm	< 200
Silica, ppm	< 20

	Orient Energy System (Pvt) Limited	Project # OES/KHI/LCL/06-2013	
	Waste Heat Recovery Power Plant for LCL	July-2013	Revision 0.0

III. BOILER STEAM PURITY

Condensed steam at turbine inlet			Continuous duty
Acid conductivity of condensed steam	μS/cm	Parameter to be watched continuously	0.3
Silica SiO ₂	mg/kg	Parameters to be analyzed once a week	0.02
Sodium + Potassium	mg/kg		0.01
Chlorides	mg/kg		0.01
Dissolved oxygen	ppm		0.01
Copper	mg/kg		0.003
Iron	mg/kg		0.02
Sulfites and sulfates	mg/kg		0.02
Molecular ratio Na/PO ₄ (3)			2.3 - 2.7

IV. ELECTRICAL INTERCONNECTION DETAILS

- STG terminal voltage/voltage at dispatch.
- 6.3KV (6300KV)
- Available LV supply for WHRSG & STG. Via 1000 kVA 6.3/0.4 kV Transformer.
- For Low Voltage 1000kVA transformer will be installed to operate WHRSG auxiliaries.
- Frequency (Range 48.0 ~ 52.0)
- Power Factor 0.8 (lagging)

V. SITE AVERAGE AMBIENT CONDITIONS

Reference to Annex PE-3

2) SCOPE MATRIX

Reference to Annex SC-5

3) OES OFFERED PLANT CONFIGURATION

Configuration being offered by OES comprising 09 HRSGs, one each for existing gas engines, tailor made to suite different specs engine, one single Steam Turbine Generator, indoor design including water cooled condenser and water treatment plant to produce boiler grade quality of water and cooling tower for condenser water cooling. Associated equipments, pumps, electric panels, cable trays and other necessary equipments will be the integral part of OES offer. Plant lay out will be



finalized during the confirmation of OES basic configuration. Selection and performance of all high quality main and auxiliary equipments will ensure the most reliable and efficient plant operation for continuous operation to gain maximum availability. Ease of operation and maintenance feature should be considered critical during detailed design phase.

4) STEAM TURBINE SPECIFICATION

S#	Parameter	Value	Unit
1	Steam Inlet Pressure	1.05	Mpa (a)
2	Steam Inlet Temp	375	°C
3	Exhaust Pressure	0.01	Mpa (a)
4	Power Output (Pe)	6	MW
5	Steam Consumption	5.47	Kg/kw.h
6	Steam Turbine Type	N6-1.0	
7	Turbine Speed	3000	Rpm
8	Generator Speed	3000	rpm

5) STEAM TURBINE DESCRIPTION

Turbine-Impulse type, turbine generator designed for normal inlet throttle steam conditions of 10.5 bar A, 375 deg C.

Generator-One 7500 kVA rated, 3000 rpm, three phase, 50 Hz, 6300 V, 0.8 pf, synchronous generator.

Exciter-Brushless excitation system.

Controls-Unit control panel, turbine control panel, generator protection and synchronization.

Rotor-Solid rotor forging with integral wheels and thrust collar.

- Steam Turbine Body : From Main stop valve with strainer (include flange and connecting bolts) To Steam Turbine exhaust flange.
- Governing System: electronic hydraulic governor system Woodward 505.
- Barring device with electric motor.

WHRs Information

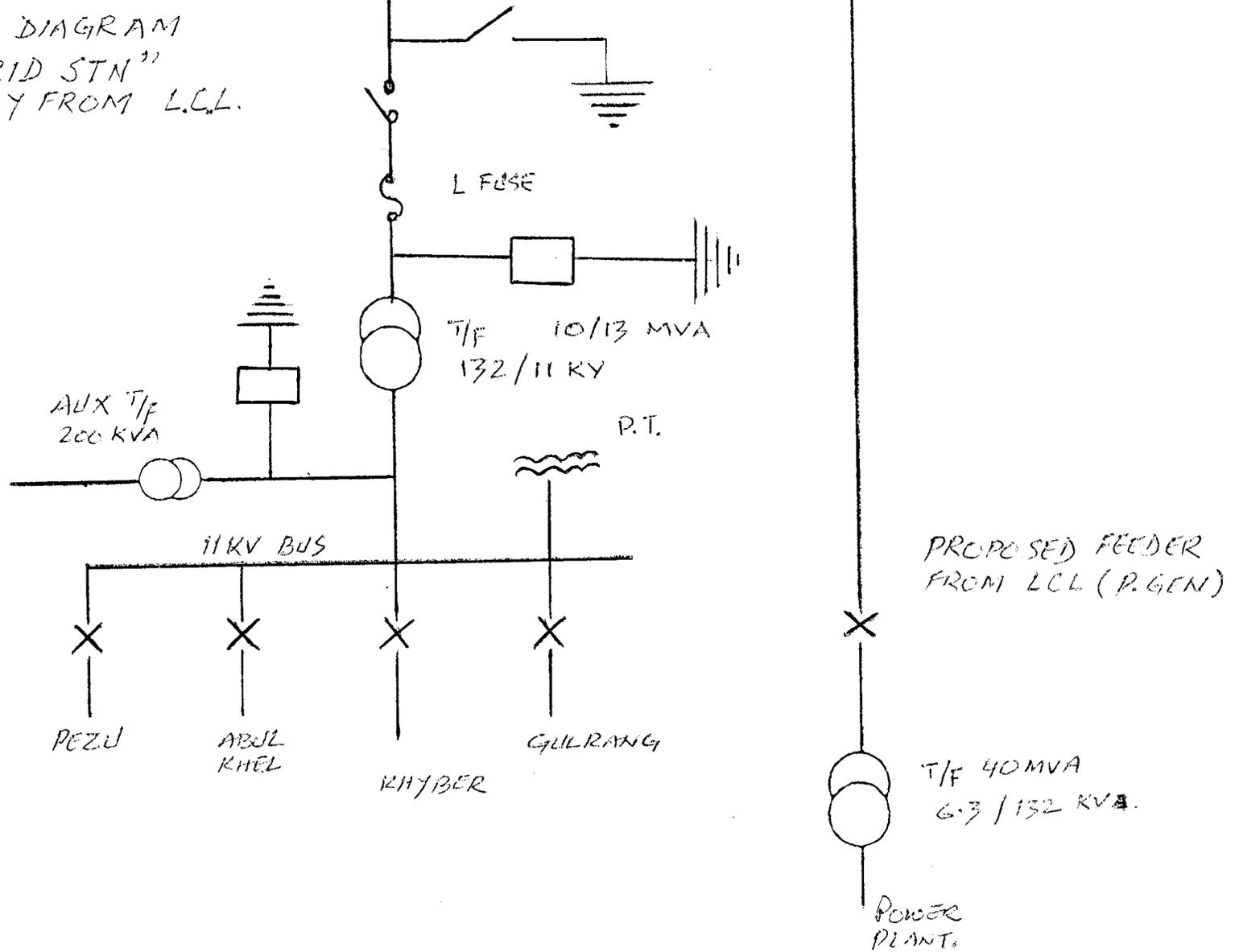
Year	Make	Model	Life Years	Installed Capacity (KW)	Derated Capacity	Aux. Consumption (Kw)	Net Capacity (Kw)
2009	SINOMA CHINA	N10-1.25	20	10,000	-	500	9500
2014	HCTC CHINA	N6-1.05	30	6,000	-	433.5	5566.5

TANAK

132 KV

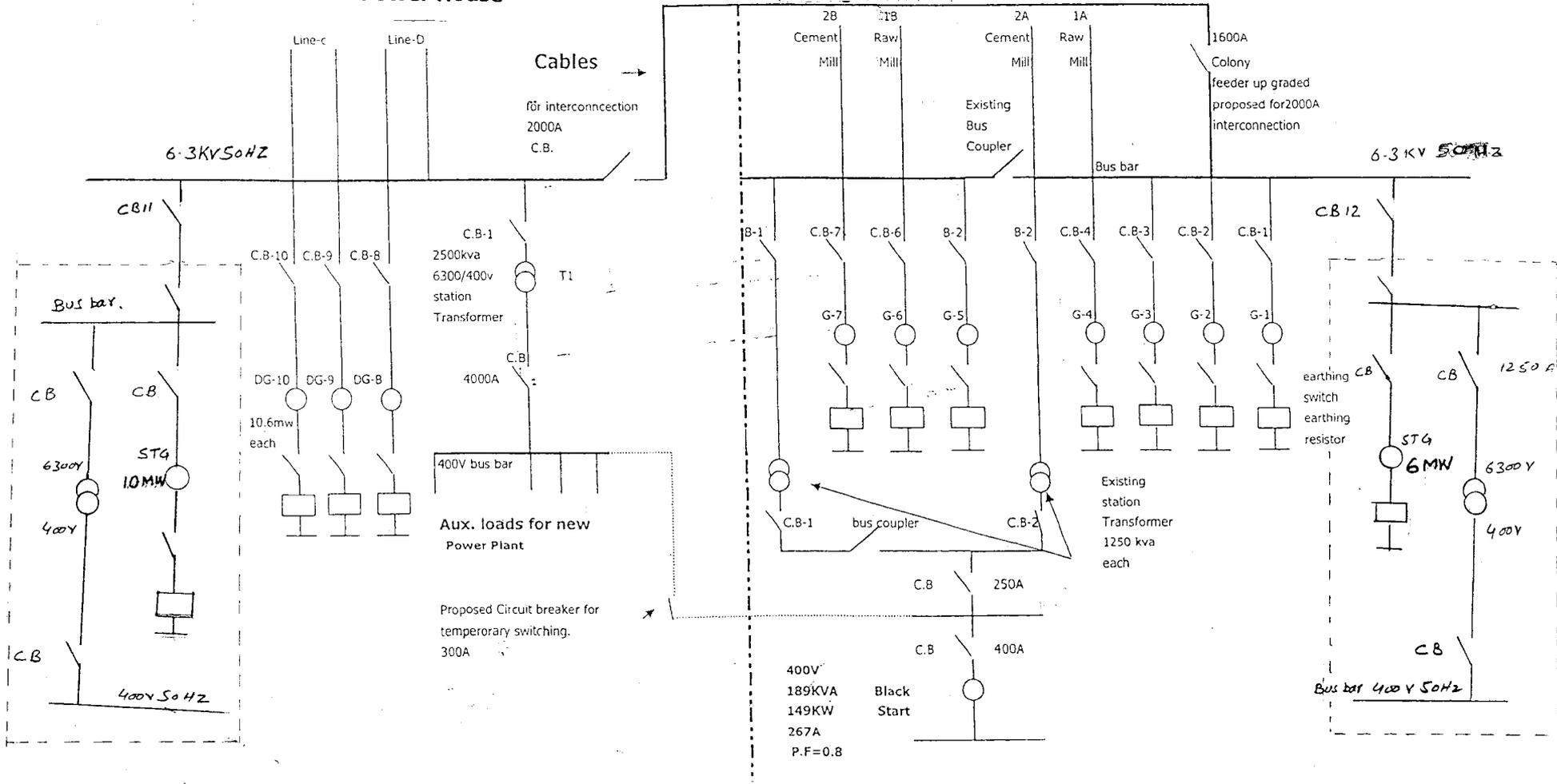
TAJAZAI

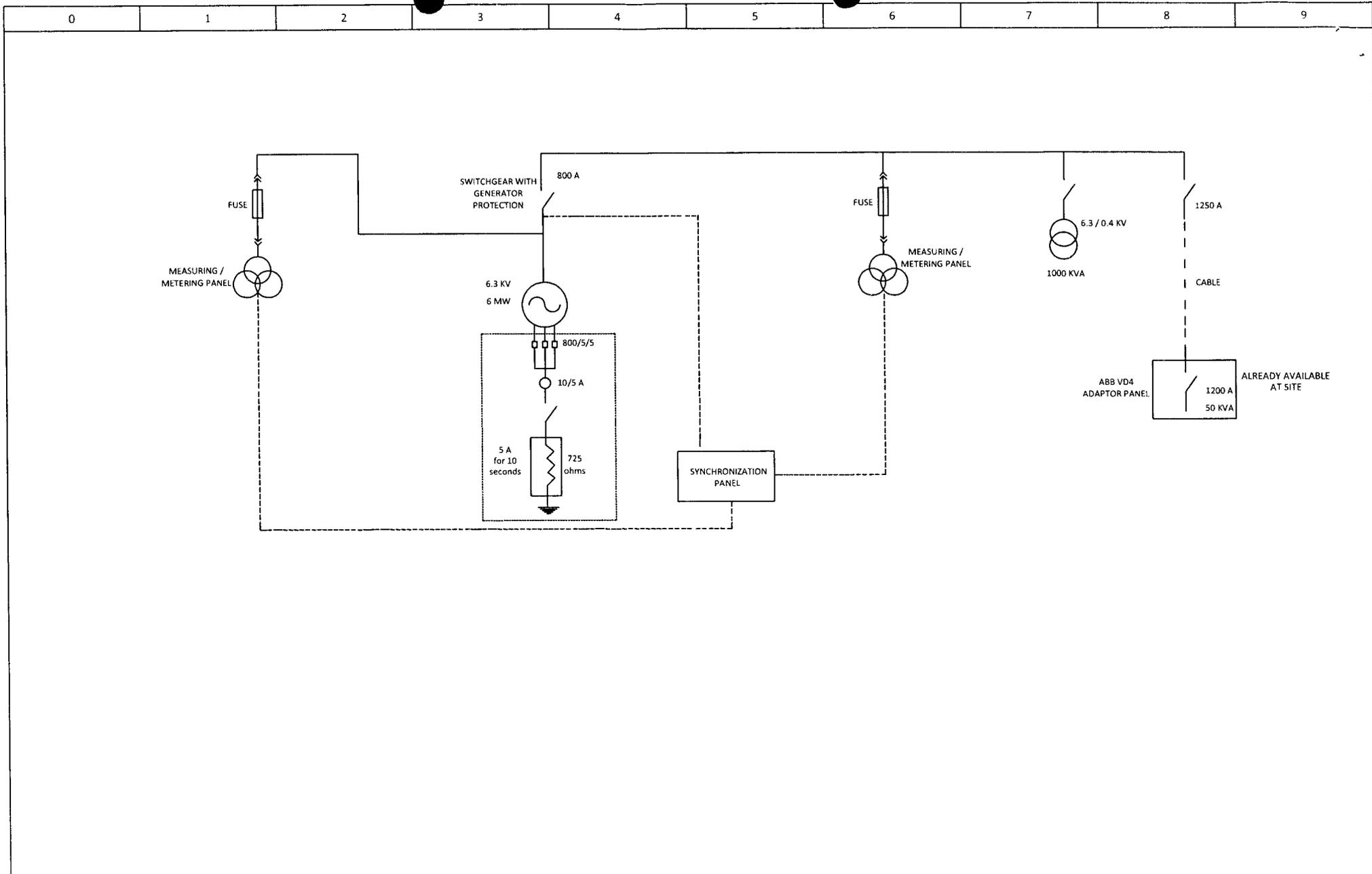
"SINGLE LINE DIAGRAM
OF PEZU GRID STN"
08 KM AWAY FROM L.C.L.



12V50 DF Power House

18V32 DF Power House





DATE	25/10/2013		ANNEX - III	ELECTRICAL SINGLE LINE DIAGRAM	WASTE HEAT RECOVERY POWER PLANT FOR LCL		SHEET	A3
PREPARED BY	ASIM ABRAHIM				PROJECT NUMBER	OES/DIK/LCL/11-2013	REVISION	01
CHECKED BY	MR. KHURSHID							
PAGE NUMBER	20							

LCL BOUNDARY WALL
AT NORTH

LCL RECLAIMER YARD

31 M

ROAD - 7 M WIDE

84 M

MAN HOLE 4' X 4'
CABLE TRENCH

29 M



AREA PROPOSED FOR
GRID STATION
96M X 40M

ROAD - 7 M WIDE

21 M

3 M

CONTROL ROOM

32 M

6.3 KV
CABLES TO LINE & R.D.

GREEN BELT

23 M

75 M

7 X 18V32 DF
POWER PLANT
ENGINE HALL

76 M

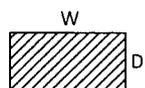
33 M

3 X 12V50 DF
POWER PLANT
ENGINE HALL

N

E

3M X 2.75 M
CABLE TRENCH



DRAWING NOT TO SCALE
BUT PROPORTIONATE

RAMPING TIME:-

● Start time for turbine: 6 MW

- a. Cold start : from start to rated condition takes 6 hours.
- b. Warmly start : from the condition (turbine casing temperature 130~400°C) to rated condition takes 4 hours.
- c. Hot start: from the condition (when casing temperature more than 400°C) to the rated condition takes 3 hours.