

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Thatta Cement Company Limited will be held at Beach Luxury Hotel, M. T. Khan Road, Karachi on Monday, October 20, 2014 at 11.00 a.m. to transact the following business:

A. Ordinary Business

1. To confirm the minutes of Annual General Meeting of the shareholders held on October 10, 2013.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Directors' and the Auditors' reports thereon for the year ended June 30, 2014, together with the Audited consolidated financial statements of the Company and the Auditors' report thereon for the year ended June 30, 2014.
3. To consider, declare and approve final cash dividend for the year ended June 30, 2014 at the rate of Rs 1.10/- per share i.e. 11% as recommended by the Board of Directors.
4. To appoint auditors of the Company for the year ending on June 30, 2015 and fix their remuneration. The Board of Directors has recommended appointment of M/s KPMG Taseer Hadi & Co, Chartered Accountants, the retiring auditors, as external auditors.

B. Special Business

5. Investment under section 208 - Cement Grinding & Packing Plant in Sri Lanka

In terms of SRO no. 27(I)/2012 dated January 16, 2012 issued by SECP, to consider and approve with or without any amendment the following resolutions as special resolution:

RESOLVED that the time period for making investment in associated undertaking as approved by shareholders in last Annual General Meeting held on October 10, 2013, be and is hereby extended till the holding of next Annual General Meeting of the Company to meet the requirement of Regulation no. 8(1) of SRO no. 27(I)/2012 dated January 16, 2012 issued by SECP.

FURTHER RESOLVED that Shareholders of the Company hereby authorize Board of Directors of the Company to decide and take any decision including discontinuance with respect to the proposed Cement Grinding and Packing Plant in Sri Lanka (the 'Project') in the larger interest of the Company.

FURTHER RESOLVED that Board of Directors be and are hereby authorized to close/windup Thatta Cement Company (Private) Limited (TCCPL) registered in Sri Lanka and/or to write off/provide/impair/write back all receivable or expense appearing in the books of accounts of Thatta Cement Company Limited in respect of TCCPL.

FURTHER RESOLVED that the Chief Executive and / or the Company Secretary be and is hereby authorized to take and do and / or cause to be taken or done any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds and things which are necessary or incidental for making any decision with respect to the proposed project.

A statement as required under section 160(1)(b) of the Companies Ordinance, 1984 is being sent to the members along with the notice.

6. Investment made in shares of M/s Power Cement Limited (PCL) [Formely Al-Abbas Cement Industries Limited]

To consider and approve with or without any amendment the following resolutions as special resolution:

RESOLVED that the Board of Directors of Thatta Cement Company Limited be and are hereby authorized as required under section 196(3) of Companies Ordinance, 1984 by shareholders to dispose off 25.019 million ordinary shares of M/s Power Cement Limited taking into account the prevailing stock market trend at the time of disposal.

FURTHER RESOLVED that the Chief Executive Officer and / or the Company Secretary be and is hereby authorized to take and do and / or cause to be taken or done any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to do all acts, matters, deeds and things which are necessary or incidental for disposal of such investment.

A statement as required under section 160(1)(b) of the Companies Ordinance, 1984 is being sent to the members along with the notice.

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

By Order of the Board

Karachi: September 29, 2014

Muhammad Taha Hamdani
CFO & Company Secretary

Notes:

1. The Share Transfer Books of the Company for Ordinary Shares will remain closed from October 14, 2014, to October 20, 2014 (both days inclusive) for determination of entitlement of shareholders to cash dividend and to attend and vote at the meeting.
 - a. Physical transfers and deposit requests under Central Depository System received at the close of business on October 13, 2014 by the Company's Registrar i.e. THK Associates (Pvt) Ltd., Second Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi 75530, will be treated as being in time for above mentioned entitlement and to attend the meeting.
 - b. A member of the Company entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her. The instrument of proxy i.e. proxy form must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
 - c. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, address and CNIC numbers must be mentioned on the form, along with attested copies of CNIC or Passport of the beneficial owner and the proxy.
 - d. In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature(s) shall be submitted with the proxy form.
 - e. Beneficial owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport for identification purpose at the time of attending the meeting.
2. SECP has issued an SRO No 634(I)/2014 dated July 10, 2014 whereby every listed company shall maintain a functional website of the company. In compliance of the said SRO, we would like to inform our shareholders that annual report of the Company for the year ended June 30, 2014 has been placed on Company's website for information and access of the shareholders.
3. SECP has issued an SRO No 787(I)/2014 dated September 8, 2014 whereby companies have been allowed to circulate annual balance sheet and profit and loss account, auditor's report and directors report etc alongwith the notice of annual general meeting to its members through email. In compliance of the said SRO, we hereby give you the opportunity to send us your **written consent alongwith your valid email ID** for the purpose of transmission/circulation of annual balance sheet and profit and loss account, auditor's report and directors report etc alongwith the notice of annual general meeting etc.

For your convenience, a Standard Request Form has been made available at our website www.thattacement.com. The scanned copy of the duly filled and signed form may be emailed to CSTCCL@thattacement.com or the same can be submitted through post/courier to Company's Share Registrar M/s THK Associates (Pvt) Limited, Second Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi.
4. Shareholders are hereby informed that through Finance Act, 2014, effective from July 1, 2014, the rates of deduction of income tax under section 150 of the Income Tax Ordinance, 2001 from dividend payment have been revised as follows:

a.	Rate of tax deduction for filer of income tax return	10%
b.	Rate of tax deduction for non-filer of income tax return	15%

All the members of the Company are therefore advised to check and ensure their Filer status from Active Tax Payer List (ATL) available at FBR website www.fbr.gov.pk. Based on the status appearing on the ATL, all the members of the Company are therefore advised to send/update the following information on or before October 13, 2014 to Participant/Investor Account Services (for sub-account/Investor account in CDC, in case your shareholding is in book entry form) or Share Registrar M/s THK Associates (Pvt) Limited Second Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi (in case of physical shareholding).

Folio/CDC A/c No.	Name	National Tax Number	CNIC Number for individuals only	I/We have filed the income tax return for the year 2013 (Yes /No)

5. Shareholders are requested to notify immediately to Company's Shares Registrar of any change in their address.