

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Thatta Cement Company Limited will be held at Beach Luxury Hotel, M. T. Khan Road, Karachi on Friday, October 16, 2015 at 10.00 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 20, 2014.
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, 2015, together with the Audited consolidated financial statements of the Company and the Auditors' report thereon for the year ended June 30, 2015.
3. To consider, declare and approve final cash dividend for the year ended June 30, 2015 at the rate of Rs 1.30/- per share i.e. 13% as recommended by the Board of Directors.
4. To appoint auditors of the Company for the year ending on June 30, 2016 and fix their remuneration. The Board of Directors, on recommendation of the Audit Committee has proposed the appointment of M/s. Grant Thornton, Anjum, Rahman & Co, Chartered Accountants, as auditors for the year ending on June 30, 2016. A notice under section 253(1) of the Companies Ordinance, 1984 has been received from a shareholder of the company for the change in auditors.
5. To elect seven (7) Directors of the Company as fixed by the Board for a term of three years commencing from October 17, 2015 in accordance with the provisions of Section 178(1) of the Companies Ordinance, 1984. Retiring directors are Mr. Khawaja Muhammad Salman Younis, Mr. Muhammad Fazlullah Shariff, Mr. Agha Sher Shah, Mr. Shahid Aziz Siddiqui, Mr. Wazir Ali Khoja, Mr. Saleem Zamindar and Mr. Attaullah A. Rasheed. The retiring directors are eligible for re-election.

B. Special Business

6. To consider and, if deem fit, to pass with or without any amendment/modification the following resolutions as Special Resolution for investment (loans/advances) in subsidiary company:

RESOLVED that the consent and approval be and is hereby accorded under section 208 of the Companies Ordinance, 1984 to provide loan/advance upto maximum amount of Rs 300 million to Thatta Power (Private) Limited (TPPL), a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 160(1)(b) of the Companies Ordinance 1984.

FURTHER RESOLVED that the Chief Executive and the Company Secretary be and are hereby jointly 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, incidental and / or consequential to the investment (loans/advances) of the Company's funds as above as and when required at the time of 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 23, 2015

Muhammad Taha Hamdani
CFO & Company Secretary

Notes:

1. The Share Transfer Books of the Company for Ordinary Shares will remain closed from October 9, 2015 to October 16, 2015 (both days inclusive) for determination of entitlement of shareholders to cash dividend and to attend and vote at the Annual General Meeting.
 - a. Physical transfers and deposit requests under Central Depository System received at the close of business on October 08, 2015 by the Company's Share Registrar i.e. M/s THK Associates (Pvt) Limited, 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 forms 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.**
 - f. Every candidate contesting for the election as a director, whether he is a retiring Director or otherwise shall file with the Company not later than fourteen (14) clear days before the date of Annual General Meeting a notice of his intention to offer himself as a Director alongwith the consent to serve as a Director in the prescribed Form 28, a detailed profile alongwith his/her relevant declarations as required under the Code of Corporate Governance for his appointment as Director of the Company.
 - g. He/she should also confirm that:
 - i) He/she is not ineligible to become a Director of the Company under any applicable laws and regulations (including KSE Regulations of Karachi Stock Exchange Limited).
 - ii) He/she is not serving as a Director in more than seven listed companies.
 - iii) Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor Director or officer of a corporate brokerage house.
2. Pursuant to the directive of the Securities & Exchange Commission of Pakistan (SECP), CNIC numbers of shareholders are mandatorily required to be mentioned on dividend warrants. Shareholders are therefore requested to submit a copy of their CNIC (if not already provided) to Company's Shares Registrar M/s THK Associates (Pvt) Limited, Second Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi.
3. In compliance with SECP's Circular No 8.(4) SM/CDC 2008 dated April 5, 2013, the company wishes to inform its shareholders that under the law they are also entitled to receive their cash dividend directly in their bank accounts instead of receiving through dividend warrants. Shareholders, wishing to exercise this option, may submit their application to the Company's Share Registrar, giving particulars relating to name, folio number, bank account number, title of account and complete mailing address of the bank. CDC account holders should submit their request directly to their broker (participant)/CDC.
4. 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, 2015 has been placed on company's website for information and access of the shareholders.

5. 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 & 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.

6. (i) Shareholders are hereby informed that through Finance Act, 2015, effective from July 1, 2015, 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	12.50%
b.	Rate of tax deduction for Non-filer of income tax return	17.50%

All the shareholders whose names are not entered into Active Tax Payer list (ATL) available at FBR [website www.fbr.gov.pk](http://www.fbr.gov.pk) despite the fact that they are filers are advised to make sure that their names are entered into ATL.

ii) Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of principal shareholder as well as joint-holder (s) based on their shareholding proportions in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Individual /Company Name	Folio/CDC A/c No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC #	Shareholding proportion (No. of Shares)	Name & CNIC #	Shareholding proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

For any query/information, shareholders may contact the Company and /or Company's Share Registrar M/s THK Associates (Pvt) Limited, Second Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi.

7. Shareholders are requested to notify immediately to Company's Share Registrar of any change in their address or their particulars.