

# 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 Tuesday, September 27, 2016 at 12.00 noon to transact the following business:

## A. Ordinary Business

1. To confirm the minutes of Annual General Meeting of the shareholders held on October 16, 2015.
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, 2016, together with the Audited consolidated financial statements of the Company and the Auditors' report thereon for the year ended June 30, 2016.
3. To consider, declare and approve final cash dividend for the year ended June 30, 2016 at the rate of Rs. 1.50/- per share i.e. 15% as recommended by the Board of Directors.
4. To appoint external auditors of the Company for the year ending on June 30, 2017 and fix their remuneration. The Board of Directors on the recommendation of the Audit Committee has proposed the appointment of M/s Grant Thornton Anjum Rahman, Chartered Accountants, as external auditors for the year ending on June 30, 2017.

## B. Special Business

### 5. Amendments in Articles of Association of Thatta Cement Company Limited

To consider and, if deem fit, to pass with or without any amendment/ modification following resolutions as special resolutions:

**RESOLVED** that additions / amendments in Articles of Association of Thatta Cement Company Limited as per the Comparative Statement attached in statement of facts under section 160(1)(b) of the Companies Ordinance, 1984 being sent with the Notice of Annual General Meeting for incorporating changes required under Companies (E-voting) Regulations, 2016, be and are hereby approved.

**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 for making amendments in Articles of Association of Thatta Cement Company Limited.

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

### 6. Investment (Loan/Advance) in Thatta Power (Private) Limited under section 208 of the Companies Ordinance, 1984

To consider and, if deem fit, to pass with or without any amendment/ modification following resolutions as special resolutions:

**RESOLVED** that the time period for providing Loan/Advance facility to Thatta Power (Private) Limited, the Subsidiary Company, to the extent of total amount of Rs 300 million as approved by the shareholders in last Annual General Meeting held on October 16, 2015, be and is hereby extended further for a period of one year i.e. till the holding of next Annual General Meeting to be held on or before October 31, 2017, to meet the requirements of Regulation 7(e) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012 dated January 16, 2012 (Regulations).

**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 alongwith the notice. The statement includes the information required under Regulation 4(2) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012.

**7. Dissemination of Annual Audited accounts through CD/DVD/USB.**

To consider and, if deem fit, to pass with or without any amendment/ modification following resolution as ordinary resolution:

**RESOLVED** that dissemination of Annual Audited Accounts to the shareholders in soft form i.e. through CD/DVD/USB as notified by Securities & Exchange Commission of Pakistan vide its SRO No. 470(I)/2016 dated May 31, 2016, be and is hereby approved.

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

**8. To transact any other business with the permission of the Chair.**

Karachi : September 06, 2016

By Order of the Board

**Muhammad Taha Hamdani**  
CFO & Company Secretary

**Notes:**

1. The Share Transfer Books of the Company for Ordinary Shares will remain closed from September 20, 2016 to September 27, 2016 (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 September 19, 2016 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 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. 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 valid CNIC ( if not already provided ) to Company's Share 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, 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, 2016 has been placed on Company's website for information and access of the shareholders.
  5. SECP has notified through SRO No 470(I)/2016 dated May 31, 2016, in continuation of an earlier SRO No 787(I)/2014 dated September 8, 2014, whereby subject to the approval of shareholders' in the general meeting the listed companies have been allowed to disseminate Annual Audited Accounts to the shareholders in soft form i.e. through CD/DVD/USB instead of transmitting the said accounts in hard copies. Accordingly, subject to the approval of Agenda Item No. 7 in the Annual General Meeting, shareholders may send written request in case they need hard copies of any or all future annual audited accounts instead of receiving the same through CD/DVD/USB.

In addition to above, in terms of SRO No 787(I)/2014 dated September 8, 2014, shareholders can also opt to obtain annual balance sheet and profit and loss account, auditor's report and directors report etc. alongwith the notice of Annual General Meeting through email. For this purpose, we hereby give you the opportunity to send us your **written request alongwith your valid email ID** to provide you the same at your valid email ID.

For your convenience, a Standard Request Form has been made available at our website [www.thattacement.com](http://www.thattacement.com) - either to opt to receive future annual reports through email or in hard copies or otherwise request for hard copy of the accounts if and when needed. The scanned copy of the duly filled & signed form may be emailed to the Company Secretary at [CSTCCL@thattacement.com](mailto: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, 2016, effective from July 1, 2016, 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 <b>Filer</b> of income tax return	12.50%
b.	Rate of tax deduction for <b>Non-Filer</b> of income tax return	20.00%

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 Company's 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 Company's 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/problem/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.

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