



THATTA CEMENT COMPANY LIMITED

606-608A, Continental Trade Centre, Block-8, Clifton, Karachi.

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THATTA CEMENT

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 October 21, 2019 at 11:00 a.m. to transact the following business:

A. Ordinary Business

- To confirm the minutes of Annual General Meeting of the shareholders held on October 15, 2018.
- To receive, consider and adopt Annual Audited Unconsolidated and Consolidated Financial Statements of the Company together with the Directors' and the Auditors' reports thereon for the year ended June 30, 2019.
- To appoint external auditors of the Company for the year ending on June 30, 2020 and fix their remuneration.

B. Special Business

4. Investment (Loan/advance) under section 199 of the Companies Act, 2017

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 advance/loan facility to Thatta Power (Private) Limited, the Subsidiary Company, to the extent of total amount of Rs 300 million as approved/renewed by the shareholders in the Annual General Meeting held on October 15, 2018, be and is hereby extended further for a period of one year till the holding of next Annual General Meeting to be held on or before October 28, 2020, to meet the requirements of Regulation 5(7) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 dated December 6, 2017.

FURTHER RESOLVED that the Chief Executive Officer 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 and advances) of the Company's funds as above as and when required at the time of investment.

The statement as required under section 134(3) of the Companies Act, 2017 is being sent to the members with the notice.

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

Karachi : September 30, 2019

By Order of the Board
Muhammad Abid Khan
Company Secretary

Notes:

1. The Share Transfer Books of the Company for Ordinary Shares will remain closed from October 14, 2019 to October 21, 2019 (both days inclusive) for determination of entitlement of shareholders 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 11, 2019 by the Company's Share Registrar i.e. M/s THK Associates (Pvt) Limited, 1st Floor, 40-C, Block 6, P.E.C.H.S, Karachi-75400, will be treated as being in time 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, alongwith 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 Tax/Zakat/dividend certificate. 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, 1st Floor, 40-C, Block 6, P.E.C.H.S, Karachi-75400

3. The Company shall provide video conference facility to its members for attending the general meeting at places other than the town in which the general meeting is scheduled after considering the geographical dispersal of its members provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of the video-link facility at least five days before the date of the general meeting along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to the Registered Office of the Company 7 days before holding of the general meeting.

I/We _____ of _____ being a member of Thatta Cement Company Limited, holder of _____ Ordinary shares as per Registrar Folio No _____ hereby opt for video conference facility at _____

Signature of Member

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, 2019 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, approval was obtained from shareholders in the Annual General Meeting held on September 27, 2016 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.

In addition to above, in terms of SRO No 787(I)/2014 dated September 8, 2014, shareholders can also opt to obtain annual statement of financial position and statement of profit or loss, auditor's report and directors report etc. alongwith the notice of Annual General Meeting through email. For this purpose, we hereby provide you an opportunity to send us your written consent 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 - 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 CSTCC@thattacement.com or the same can be submitted through post/courier to Company's Share Registrar M/s THK Associates (Pvt) Limited, 1st Floor, 40-C, Block 6, P.E.C.H.S, Karachi-75400.

6. For any query/problem/information, shareholders may contact the Company and/or Company's Share Registrar M/s THK Associates (Pvt) Limited, 1st Floor, 40-C, Block 6, P.E.C.H.S, Karachi-75400.

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