

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 26, 2020 at 03:00 p.m. to transact the following business:

A. Ordinary Business

1. To confirm the minutes of Annual General Meeting of the shareholders held on October 21, 2019.
2. To receive, consider and adopt Annual Audited Unconsolidated Financial Statements of the Company together with the Directors' and the Auditors' reports thereon for the year ended June 30, 2020, together with the Annual Audited Consolidated Financial Statements of the Company and the Auditors' report thereon for the year ended June 30, 2020.
3. To appoint external auditors of the Company for the year ending on June 30, 2021 and fix their remuneration. The present auditors, M/s Grant Thornton Anjum Rahman, Chartered Accountants, shall stand retired on the conclusion of AGM. The Board of Directors, on the recommendation of the Audit Committee, has recommended the appointment of M/s BDO Ebrahim & Co. Chartered Accountants, as external auditors of the Company, for the year ending on June 30, 2021 till conclusion of the next AGM.

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 21, 2019, 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 27, 2021, 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 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.

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

Karachi : October 05, 2020

By Order of the Board

Muhammad Abid Khan
Company Secretary

Notes:

1. The Share Transfer Books of the Company shall remain closed from Monday, October 19, 2020 to Monday, October 26, 2020 (both days inclusive). Transfers received in order at our Share Registrar/Transfer Agent M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400 at the close of business on Friday October 16, 2020 shall be treated in time for the purpose of Annual General Meeting.

2. A member of the Company entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at the registered office of the Company duly stamped and signed not later than 48 hours before the time for holding the meeting. A member cannot appoint more than one proxy. Attested copy of the member's Computerized National Identity Card (CNIC) must be attached with the form. For any other relevant aspects, contents of section 137 of Companies Act, 2017 will apply.
3. CDC Account Holders will further have to follow the undermentioned guidelines, as laid down in Circular No. 1 of 2000 of SECP dated January 26, 2000.

For Attending the Meeting

- In case of Individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his / her identity by showing his / her original CNIC or original passport at the time of attending the meeting.
- Members registered on Central Depository Company (CDC) are also requested to bring their particulars, ID Number and account number in Central Depository System (CDS).
- In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with proxy Form to the Company.

For appointing the proxies

- In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the Proxy Form as per the above requirement.
 - Proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the Form.
 - Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
 - The Proxy shall produce his/her original CNIC or original passport at the time of meeting.
 - In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with Proxy Form to the Company.
4. As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.

The Shareholders having physical shareholding are encouraged to open CDC-account with any of the brokers or Investor Account Directly with CDC to place their physical shares into scrip form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

5. In terms of SECP's circular no. 10 of 2014 read with provisions contained under section 132 and 134 of the Act, if the Company receives request/demand from members holding in aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least 07 days prior to the date of meeting. The Company will 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 two 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

6. In accordance with the provisions of Section 223 of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2020 are available on the Company's website.
7. 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 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 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 CSTCCL@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.

8. 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.
9. Shareholders are requested to notify immediately to Company's Shares Registrar of any change in their address or their particulars.