



THATTA CEMENT COMPANY LIMITED

THATTA CEMENT
COMPANY LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of Thatta Cement Company Limited will be held at Beach Luxury Hotel, M. T. Khan Road, Karachi on May 29, 2025 at 11:30 a.m. to transact the following business:

A. Ordinary Business

To confirm the minutes of Extra Ordinary General Meeting of the shareholders held on December 09, 2024.

B. Special Business

1. To consider and, if thought fit, pass, with or without modification, the following resolution as special resolution, in term of Section 85 of the Companies Act, 2017, for the purpose of subdivision of the share capital of the Company:

(A) **"RESOLVED THAT** pursuant to Section 85 of the Companies Act, 2017 and Article 7 of the Article of Association of the Company, the existing capital of the Company, including authorized issued and paid up capital, is hereby altered in a manner that each ordinary share of the Company having face value of Rs. 10/- be subdivided into five ordinary shares of Rs. 2/- each, with no change in right and privileges of shares.

(B) **FURTHER RESOLVED THAT** the Authorized Capital of the Company be and is hereby subdivided from 200,000,000 ordinary shares of Rs. 10/- each to 1,000,000,000 ordinary shares of Rs. 2/- each.

(C) **FURTHER RESOLVED THAT** the issued and paid up capital of the Company be and is hereby subdivided from 99,718,125 Ordinary shares of Rs. 10/- each to 498,590,625 Ordinary Shares of Rs. 2/- each.

(D) **RESOLVED FURTHER THAT** the Chief Executive Officer of the Company, or the Company Secretary, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' register determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements.

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

The Statement of material facts, as required under section 134(3) of the Companies Act, 2017, in respect of the special business to be considered at the meeting is being sent to the shareholders with this notice and is also available at the Company's website (www.thattacement.com).

Karachi : May 08, 2025

By Order of the Board

Muhammad Abid Khan
Company Secretary



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Notes:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company shall remain closed from May 22, 2025 to May 29, 2025 (both days inclusive). Transfers received in order at our Share Registrar/Transfer Agent M/s THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500 at the close of business on May 21, 2025 shall be treated as being in time for the purpose of attending, and voting at, the EOGM.

2. Participation in Extra Ordinary General Meeting

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. 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.

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.

A 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.

B 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.

3. E-voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, members will be allowed to exercise their right to vote for the special business(es) in the EOGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:



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i. E-Voting Procedure

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses on or before May 21, 2025.
- b. The web address, login details, will be communicated to members via email.
- c. Identity of the members intending to cast vote through e-Voting shall be authenticate through authentication for login.
- d. E-Voting lines will start from May 22, 2025, 9 a.m. and shall close on May 28, 2025 at 5 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

ii. Postal Ballot

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.thattacement.com to download.
- b. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at CL/5-4 State Life Building # 10, Abdullah Haroon Road, Karachi, Pakistan (Attention of the Company Secretary) by Wednesday, May 28, 2025 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.



THATTA CEMENT COMPANY LIMITED

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out below the material facts concerning the Special Business to be transacted at the Extra Ordinary Meeting of Thatta Cement Company Limited (The Company) to be held on Thursday, May 29, 2025:

The subscribed and paid-up capital of The Company currently comprises of 99,718,125 ordinary shares of Rs. 10 each. Since the market price of the Company's share is relatively higher than the face value, limiting the shareholders' and investor base. Accordingly, the stock is split to make the Company's shares more accessible and affordable for small and retail investors, thereby broadening the investor base. The move is also expected to enhance market liquidity through increased trading volumes. Therefore, the Board of Directors have proposed subdivision of Company's capital by decreasing the face value of shares from Rs 10/- to Rs 2/-. Resultantly, the shareholders will receive 5 shares of face value Rs 2/- each against every 1 share of Rs 10/- held in their names as on the effective date to be announced later.

The new shares proposed to be created, as a result of subdivision, shall rank pari passu with no change in the rights and privileges attached to the shares as compared to the existing shares. The new shares with reduced face value of Rs. 2/- will be issued to the shareholders' either in physical form or by crediting in their investor accounts maintained with Central Depository Company of Pakistan Limited (CDC), as the case may be, as per the entitlement of respective shareholders on the effective date.

The Board of Directors approved and recommended the proposed resolution to be passed as a special resolution under Section 85 of the Companies Act, 2017 and Article 7 of the Articles of Association of the Company.

The Directors of the Company have no personal interest in this matter except to the extent of their respective shareholding.

For the purpose of the subdivision of shares and resultant increase in the number of shares, the existing Clause 53(iii) of the Memorandum of Association also needs amendments.

The Board of Directors of the Company have confirmed that the requisite alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

Comparison of existing and proposed alteration in the respective capital clauses of Memorandum and Articles of Association, is provided below:

MEMORANDUM OF ASSOCIATION	
Existing Clause 53(iii)	Proposed Clause 53(iii)
The Authorized Share Capital of Thatta Cement Company Limited is Rs.2,000,000,000/- (Rupees Two Billion only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10/- each with powers to increase or reduce the Capital and to divide the shares from the time being into several classes, and to consolidate or sub divide the shares and issue shares of the higher or lower denomination. However, that rights as between various classes of Ordinary shares (if any) as to profits, votes and other benefits shall be strictly proportionate to the paid-up value of the Shares.	The Authorized Share Capital of the Company is Rs.2,000,000,000/- (Rupees Two Billion only) divided into 1,000,000,000 (One Billion) ordinary shares of Rs. 2/- each with powers to increase or reduce the Capital and to divide the shares from the time being into several classes, and to consolidate or sub divide the shares and issue shares of the higher or lower denomination. However, that rights as between various classes of Ordinary shares (if any) as to profits, votes and other benefits shall be strictly proportionate to the paid-up value of the Shares.

FORM OF PROXY

The Secretary

Thatta Cement Company Limited
CL/5-4 State Life Building 10
Main Abdullah Haroon Road
Karachi, Pakistan

Please quote:

No. of shares held _____
Folio No. _____

I/We, _____ of _____ member (s) of Thatta Cement Company Limited, hereby appoint _____ or failing him/her _____ of _____ as proxy in my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, May 29, 2025 at 11:30 a.m. at Beach Luxury Hotel, M. T. Khan Road, Karachi and at any adjournment thereof.

As witness my hand this _____ day of _____ 2025.

Signed by _____

In the presence of:

Signature

**Rupees five
revenue
stamp**

Signature of witness

Signature of witness

Important:

1. This Form of Proxy is duly completed and must be deposited at our Registered Office, not later than 48 hours before the time of holding the meeting.
2. A Proxy should also be a shareholder of the Company.

BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Extra-ordinary Meeting to be held on Thursday, May 29, 2025, at 11:30 a.m. Beach Luxury Hotel, M. T. Khan Road, Karachi.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: CL/5-4 State Life Building 10, Main Abdullah Haroon Road, Karachi, Pakistan

E-mail address: info@thattacement.com **Phone:** 92 21 111 THATTA (111 842 882)

Website: www.thattacement.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)

Name and CNIC of Authorized Signatory	

I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:
(In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected")

S. No.	Agenda / Description of Special Resolutions	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	<p>To consider and, if thought fit, pass, with or without modification, the following resolution as special resolution, in term of Section 85 of the Companies Act, 2017, for the purpose of subdivision of the share capital of the Company:</p> <p>"RESOLVED THAT pursuant to Section 85 of the Companies Act, 2017 and Article 7 of the Article of Association of the Company, the existing capital of the Company, including authorized issued and paid up capital, is hereby altered in a manner that each ordinary share of the Company having face value of Rs. 10/- be subdivided into five ordinary shares of Rs. 2/- each, with no change in right and privileges of shares.</p> <p>FURTHER RESOLVED THAT the Authorized Capital of the Company be and is hereby subdivided from 200,000,000 Ordinary shares of Rs. 10/- each to 1,000,000,000 Ordinary Shares of Rs. 2/- each.</p> <p>FURTHER RESOLVED THAT the issued and paid up capital of the Company be and is hereby subdivided from 99,718,125 Ordinary shares of Rs. 10/- each to 498,590,625 Ordinary Shares of Rs. 2/- each.</p> <p>RESOLVED FURTHER THAT the Chief Executive Officer of the Company, or the Company Secretary, or such person as may be authorized by the Chief Executive Officer of the</p>		

	Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' register determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements.		
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1. Duly filled ballot paper should be sent to the Chairman of Thatta Cement Company Limited at CL/5-4 State Life Building 10, Main Abdullah Haroon Road, Karachi, Pakistan. Attention of the Company Secretary or e-mail at info@thattacement.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before Wednesday, May 28, 2025. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.thattacement.com. Members may download the Ballot paper from the website

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)