

Notice of the Thirty-Sixth (36th) Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting of Attock Cement Pakistan Limited will be held on Monday, September 21, 2015 at 2:30 p.m. at Karachi Marriott Hotel to transact the following:

1. To receive, consider and adopt the Audited Accounts of the company for the year ended June 30, 2015 together with the Report of Auditors and the Directors thereon.
2. To consider and if thought fit, approve the final cash dividend of 105% (Rs. 10.50 per share) as recommended by the Board of Directors for the year ended June 30, 2015. This is in addition to the interim cash dividend of 45% (Rs. 4.50 per share) already paid during the year.
3. To appoint the auditors for the financial year 2015-16 and to fix their remuneration.

Special Business

4. The Company in its Extraordinary General Meeting held on May 12, 2015 had obtained approval of the shareholders for investments under Section 208 of the Companies Ordinance, 1984 and accordingly the shareholders of the Company are presented with the enclosed statement under Section 160(1)(b) of the Companies Ordinance, 1984 in compliance with the SRO 27(I)/2012 dated January 16, 2012 (in case of decisions to make investments that have been made by the shareholders previously and have not yet been implemented).
5. The Company in its 28th Annual General Meeting had obtained approval of the shareholders for investments under Section 208 of the Companies Ordinance, 1984 and accordingly the shareholders of the Company are presented with the statement under Section 160(1)(b) of the Companies Ordinance, 1984 in compliance with the SRO 27(I)/2012 dated January 16, 2012 (in case of decisions to make investments that have been made by the shareholders previously and have not yet been implemented).

A statement under SRO 27(I)/2012 dated January 16, 2012 is being enclosed with this notice.

By Order of the Board

IRFAN AMANULLAH
Company Secretary

Karachi: August 31, 2015

Notes:

1. The Register of members and share transfer books of the Company will remain closed from Monday, September 14, 2015 to Monday, September 21, 2015 (both days inclusive).
2. Only those members whose names appear in the register of members of the Company as on September 11, 2015 are entitled to attend and vote at the meeting.
3. A member entitled to attend and vote may appoint any other person as his / her proxy to attend and vote on his / her behalf. Proxies must be received at the Registered Office of the Company duly signed not later than 48 hours before the time of holding the meeting. Form of proxy is enclosed herewith.

4. Members who desire to stop deduction of zakat from their dividend may submit a declaration on non-judicial stamp paper duly signed as required under the law.
5. Members are requested to provide by mail or fax their Computerized National Identity Card (CNIC) number or passport number, if foreigner (unless it has been provided earlier) to enable the Company to comply with relevant laws.
6. SECP has also directed vide SRO No. 779(1)2011 dated August 18, 2011 to issue dividend warrant only crossed as "A/c Payee only" and should bear the valid CNIC Number of the registered member. Members, who have not yet submitted photocopy of their valid CNIC are requested to send the same at the earliest directly to the Company's Share Registrar M/s. Technology Trade (Pvt) Ltd., Dagia House 241-C, Block-2, PECHS, Off: Shakra-e-Quaideen, Karachi.

In case of non-availability of a valid copy of CNIC in the records of the Company, the Company will be constrained to withhold the Dividend Warrant in terms of section 251 (2)(a) of the Companies Ordinance 1984, which will be released by the Share Registrar only upon compliance with the aforesaid notifications.

7. As directed by SECP vide Circular No.18 of 2012 dated June 5, 2012, we give shareholders the opportunity to authorise the Company to directly credit in their bank account with cash dividend, if any, declared by the company in future. If you wish that the cash dividend if declared by the company be directly, credited into your bank account, instead of issuing a dividend warrant, please provide the following details.

Title of Bank Account		Branch Name and Address	
Bank Account Number		Cell number of Shareholder	
Bank's Name		Landline number of Shareholder, if any	

8. Members are requested to notify any changes in their addresses immediately.

CDC Account Holders will have to further follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. For attending the meeting:

- i) In case of individuals, the account holder or sub-account holder shall authenticate his / her Original CNIC at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirements.

- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners shall be furnished with the proxy form.
- iv) The proxy shall produce his / her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

STATEMENT UNDER SRO 27(I)/2012 DATED JANUARY 16, 2012

- i) In the Extraordinary General Meeting held on May 12, 2015 shareholders approved investment in SAQR AL-KEETAN FOR CEMENT PRODUCTION COMPANY LIMITED, IRAQ.

No investment so far has been made in the above-mentioned associated concern.

- a. Total investment approved US\$. 24,000,000 (US Dollars Twenty-Four Million);
- b. Amount of investment made to date; 'Nil'
- c. Reason for not making investment;
Certain regulatory matters are still pending in Iraq.
- d. Major change in financial position of investee company since the date of last resolution
There has been no major change in financial position of SAQR AL-KEETAN FOR CEMENT PRODUCTION COMPANY LIMITED, IRAQ.

- ii) In the 28th Annual General Meeting held on October 22, 2007 shareholders approved investments in following associated companies:

Pakistan Oilfields Ltd. (POL)
Attock Refinery Ltd. (ARL)
Attock Petroleum Ltd. (APL)
National Refinery Ltd. (NRL)

No investment so far has been made in any of the above-mentioned associated concerns.

- a. Total investment approved Rs. 2,500,000,000 (Rupees Two Thousand Five Hundred Million);
- b. Amount of investment made to date; 'Nil'
- c. Reason for not making investment;
The company is considering few more investment proposals which would constitute favourably towards its cost of production.
- d. Major change in financial position of investee companies since the date of last resolution

There has been no major change in financial position of the POL, ARL, APL and NRL.

Deduction of the Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001

Pursuant to the provisions of the Finance Act, 2015 effective from July 1, 2015, the rates of deduction of Income tax from dividend payments under the Income Tax Ordinance, 2001 have been revised as follows:

- (a) Rate of tax deduction for filer of income tax returns 12.5%
- (b) Rate of tax deduction for non-filers of income tax returns 17.5%

All shareholders / members of the Company who hold shares in Physical form are therefore requested to send a valid copy of their CNIC and NTN Certificate, to the Company's shares Registrar, M/s. Technology Trade (Pvt.) Limited, to allow the Company to ascertain the status of the shareholder / member.

Shareholders / members of the Company who hold shares in the scrip-less form on Central Depository System (CDS) of Central Depository Company Pakistan Limited (CDC) are requested to send valid copies of their CNIC and NTN Certificate to their CDC Participants / CDC Investor Account Services.

Where the above required documents are not submitted, the Company will be constrained to treat the non-complying shareholder / member as a non-filer thereby attracting a higher rate of withholding tax.