

FAUJI CEMENT COMPANY LIMITED

Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

Fax No : 051-9280416 Tel : 051-9280075
E-mail : secretary1@fccl.com.pk Exchange : 051-9280081-83
Website : <http://www.fccl.com.pk> 5763321-24
Case No : SECY/FCCL/2037/67 Dated: 9 November 2016

To: The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

C.C. Joint Registrar of Companies
Company Registration Office
State Life Building,
7-Blue Area, Islamabad

Securities and Exchange Commission of Pakistan
(Enforcement and Monitoring Division)
NIC Building, Jinnah Avenue,
Islamabad
Fax No: 9218592

Subject: **Holding of Annual General Meeting of FCCL for the Year ended 30th June 2016**

Reference: Letter No. PSX/C-1041-8258 dated 4th November 2016

Dear Sir,

1. Please be informed that Board of Directors in their meeting held on 28th October 2016 have confirmed date and time of Annual General Meeting of the shareholders of Fauji Cement Company Limited (FCCL), which will be held at Hotel Pearl Continental, The Mall, Rawalpindi on 30th November 2016 (Wednesday) at 1000 hours.
2. Attached herewith a hard copy of the Notice of 24th Annual General Meeting of FCCL for your kind information and necessary reference please.
3. The required copies of Newspapers in which the notice of 24th Annual General Meeting is published will be sent to the "Exchange" and "Commission" in due course.

With regards,

Yours sincerely,


Brig Ch Zafar Iqbal (Retd)
Company Secretary



FAUJI CEMENT COMPANY LIMITED

NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that **24th Annual General Meeting** of the shareholders of Fauji Cement Company Limited (FCCL) will be held at Hotel Pearl Continental The Mall, Rawalpindi, on **30th November 2016 (Wednesday) at 10:00 a.m** to transact the following business:-

ORDINARY BUSINESS

1. To confirm the Minutes of 9th Extra Ordinary General Meeting held on 4th December 2015.
2. To Consider and adopt the Annual Audited Accounts of the company together with the Directors' and Auditors' Reports for the year ended 30th June 2016.
3. To consider and approve payment of final dividend of Rs.1.00 per share i.e.10% as recommended by the Board of Directors to those who are shareholders as at close of business on 4th December 2016. It is in addition to the interim cash dividend of Rs. **1.75** per share i. e **17.5** % already paid to shareholders, thus making a total cash dividend of Rs. **2.75** per share.i.e i.e **27.5%** for the year ending 30th June 2016.
4. To appoint Statutory Auditors of the Company for the year ending 30th June 2017 and fix their remuneration. The present Auditors **M/s KPMG Taseer Hadi and Co**, Chartered Accountants, retire and being eligible, offer themselves for reappointment.

SPECIAL BUSINESS

5. **To alter Clause V of the Memorandum of Association and Article 5, of the Articles of Association of the Company pertaining to the Authorized Capital and to adopt the following resolution, with or without modification, as a Special Resolution:**

RESOLVED that clause **V** of the Memorandum of Association and Article **5** of the Articles of Association be substituted as follows:

"The Authorized Capital of the Company is Rs. 15,000,000,000 (Rupees Fifteen Billion Only) divided into 1,500,000,000 ordinary shares of Rs.10/- each with rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company from time to time, with power to increase and reduce the Capital of the Company and to divide the shares into several classes of shares and issue shares of higher or lower denomination subject to any permission required under the law."

"FURTHER RESOLVED that Company Secretary be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to this resolution."

"ALSO RESOLVED that in case of any omission or mistake if pointed out by the Commission (SECP) and any other competent authority in the aforesaid resolutions Company Secretary be and is hereby authorized to make necessary corrections as permitted under the law in letter and spirit".

6. **To alter Articles of Association of the Company and to substitute Article 37, 50 and 52 and to pass the following resolution, with or without modification, as a Special Resolution.**

RESOLVED that Article **37, 50 and 52** of the Articles of Association be substituted as follows:

37(1) QUORUM AT GENERAL MEETINGS

Ten (10) members present in person representing not less than twenty five percent (25%) of the total voting power, either of their own account or as proxies, shall be a quorum for a general meeting.

37(2) VIDEO CONFERENCE FACILITIES FOR GENERAL MEETING

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

50(1) PROXY

A person may be appointed as proxy and shall be qualified to vote even if he / she is not a member. Moreover, a corporation or a company being a member of the Company may by a Resolution of the Directors authorize any of its officials or any other person to act as its representative at any meeting of the Company. Subject to the provisions of these Articles an agent duly authorized under a Power of Attorney shall be entitled to be present and vote on behalf of his appointer notwithstanding that such agent may not be a member of the Company.

50(2) E-VOTING

A Member may exercise his vote at a meeting by electronic means in the manner prescribed by the Securities and Exchange Commission of Pakistan from time to time.

52. INSTRUMENT OF PROXY

The instrument of the proxy shall be in any one of the following forms: **[Forms in the Statement of Material Facts]**

“FURTHER RESOLVED that Company Secretary be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to this resolution.”

“ALSO RESOLVED that in case of any omission or mistake if pointed out by the (SECP) Commission and any other competent authority in the aforesaid resolutions Company Secretary be and is hereby authorized to make necessary corrections as permitted under the law in letter and spirit”.

ANY OTHER BUSINESS

7. To transact any other business of the Company with the permission of the Chairman.

The Statement of Material Facts under section 160 (1)(b) of the Company Ordinance, 1984 is being sent to shareholders with the notice.

By order of the Board

**Brig Ch Zafar Iqbal (Retd)
Company Secretary**

**Rawalpindi
8th November 2016**

NOTES

1. The Share Transfer Books of the Company shall remain closed from 24th November 2016 to 30th November 2016 (both days inclusive) for attending the Annual General Meeting. For entitlement of dividend the same will also remain closed from 5th Dec 2016 to 11th Dec 2016. No transfer will be accepted for registration during the period.
2. A member entitled to attend and vote at the Annual General Meeting may appoint a person / representative as proxy to attend and vote in place of a member at the meeting. Proxies, in order to be effective, must be received at the Registered Office located at Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan, duly stamped and signed not less than 48 hours before the time of holding the Meeting. A member may not appoint more than one proxy. Attested valid copy of the valid Computerized National Identity Card (CNIC) of the shareholder's must be attached with the proxy form. The CDC sub account holders are required to follow the under mentioned guidelines as laid down in Circular No 1 of 26th January 2000 issued by the Securities & Exchange Commission of Pakistan (SECP):-
 - a. **For Attending the Meeting**
 - (1) In case of individuals, the account holder or sub-account holder shall authenticate his / her identity by showing his / her original valid CNIC or original passport at the time of attending the Meeting.
 - (2) In case of Corporate Entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced at the time of meeting.
 - (b) **For Appointing Proxies**
 - (1) In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
 - (2) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - (3) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
 - (4) The Proxy shall produce his / her original CNIC or original passport at the time of meeting.
 - (5) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures shall be submitted along with proxy form to the Company Registered Office.
3. **Change in Address.** Members are requested to promptly notify our Share Registrar any change in their address.
4. **Submission of CNIC copy for Payment of Final Cash Dividends 2015-16.** As per direction of SECP (SRO No 831(i) 2012 of 5th July 2012, CNIC number is mandatory for the issuance of final dividend Warrant 2015-16. All shareholders, who have yet not submitted copy of their CNIC, are once again requested to submit the valid copy of their CNIC to our Share Registrar.
5. **Payment of Cash Dividend Electronically (E.Dividend).** In accordance with the SECP circular no 18 of 2012 dated 5th June 2012 to transfer the amount of dividend directly into Bank accounts; shareholders are requested to provide detail of bank account (CDC account holders to their respective members and physical shareholders to company or our Share Registrar).
6. **Placement of Financial Accounts on Company's Website** Annual Audited Financial Statements for the year ending 30th June 2016 and Quarterly Accounts for the First Quarter ending 30th September 2016 have been made available on the company's website (www.fccl.com.pk)

7. Confirmation for filing status of Income Tax Return for application of revised rates pursuant to the provision of Finance Act 2016.

- a. Pursuant to the provision of finance act 2016, effective 1st July 2016, reforms have been made with regards to deduction of income tax. For cash dividend, the rates of deduction of income tax, under section 150 of the income tax Ordinance, 2001 have been revised as follows:-

(1) Rate of Tax Deduction for Filer of income tax returns	12.5%
(2) Rate of Tax Deduction for Non Filer of income tax returns	20%

- b. In case of joint account, each holder is to be treated individually as either a filer or non filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing to the company by sending following details on the registered address of the company and the members who have deposited their shares into Central Depository Company of Pakistan (CDC) are requested to send a copy of detail regarding tax payment status also to the relevant member stock exchange or and or to CDC if maintaining CDC investor account. If no notification is received, each joint holder shall be assumed to have an equal number of shares.

Company Name	Folio CDs ID/A/C #	Total Shares	Principal Shareholder		Joint shareholder	
			Name and CNIC #	Shareholding proportion (No of Shares)	Name and CNIC #	Shareholding proportion (No of Shares)

- c. The CNIC Number / NTN detail is now mandatory and is required for checking the tax status as per Active Tax Payer List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

8. For any other information please contact the following address:-

REGISTERED OFFICE

- a. Fauji Cement Company Limited Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan Tel: +92-051-9280081-83 Email: secretary1@fccl.com.pk
Website: www.fccl.com.pk

b. **SHARE REGISTRAR**

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