

FAUJI CEMENT COMPANY LIMITED

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

Fax No : 051-9280416
E-mail : secretary1@fccl.com.pk
Website : http://www.fccl.com.pk
Case No : SECY/FCCL/2037/67

Tel : 051-9280075
Exchange : 051-9280081-83
5763321-24
Dated: 9th October 2017

To: General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road Karachi
Tel: 021.32439618

Subject: Holding of 25th Annual General Meeting of FCCL

Reference: PSX Letter no. 1041-6478 dated 4th October 2017.

Dear Sir,

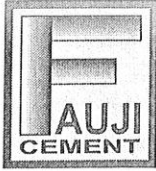
1. Please be informed that Board of Directors in their meeting held on 20th September 2017 have confirmed date and time of Annual General Meeting of the shareholders of Fauji Cement Company Limited (FCCL), which will be held at Hotel Pearl Continental, The Mall, Rawalpindi, on **30th October 2017 (Monday) at 1100 hours.**
2. Attached herewith is a hard copy of the Notice of 25th Annual General Meeting of FCCL for your information and necessary reference please.
3. The required copies of Newspapers (**Daily Khabrain and Business Recorder**) in which the Notice of 25th Annual General Meeting has been published and will be forwarded to the "**Exchange**" and "**Commission**" in due course.

With regards,

Yours sincerely,


Brig Ch Zafar Iqbal (Retd)
Company Secretary

CC: Haris Bin Mohsin
Deputy Director (SECP)
Corporate Supervision Division
NIC Building, Jinnah Avenue,
Islamabad,
Fax No: **9218592**



FAUJI CEMENT COMPANY LIMITED

NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the **25 Annual General Meeting** of the shareholders of Fauji Cement Company Limited (FCCL) will be held at Hotel Pearl Continental The Mall, Rawalpindi, on **30 October 2017 (Monday)** at **1100 hours** to transact the following business:-

ORDINARY BUSINESS

1. To confirm the minutes of 24 Annual General Meeting held on 30 November 2016.
2. To consider, approve and adopt Annual Audited Accounts of the Company together with the Directors' and Auditors' Reports for the year ended 30 June 2017.
3. To appoint Statutory Auditors of the Company for the year ending 30 June 2018 and fix their remuneration. The present Auditor M/s KPMG Taseer Hadi & Co Chartered Accountants retired and being eligible, offered themselves for re-appointment.
4. To approve payment of **Final Dividend of Rs.0.90** per share for the year ended 30 June 2017 as recommended by the Board of Directors.

SPECIAL BUSINESS

5. To alter Article of Association of the Company and to substitute Article 89, 90, 96 and 97 and to pass the following resolution, with or without modification as a **Special Resolution**:-

"RESOLVED that Article 89, 90, 96 and 97 of the Article of Association of the Company be substituted as follow:-

89 DIVIDEND PAYMENT THROUGH ELECTRONIC MODE

- a. The Company shall pay any dividend payable in cash through electronic mode directly into the Bank accounts designated by the entitled shareholders.
- b. Any dividend declared by the company shall be paid to its registered shareholders within such period as may be specified.
- c. Intimate the Pakistan Stock Exchange Limited immediately as soon as the entire dividend is paid through electronic mode directly into the Bank account of the members / shareholders.
- d. Dividend shall be deemed to have been declared on the date of the General Meeting in case of a Dividend declared or approved in the General Meeting and on the date of commencement of closing of share transfer for purposes of determination of entitlement of Dividend in the case of an interim Dividend and where register of members is not closed for such purpose, on the date on which such dividend is approved by the Board.

90 UNCLAIMED SHARES, MODARABA CERTIFICATES AND DIVIDEND TO VEST WITH THE FEDERAL GOVERNMENT

- a. Where shares of a Company or modaraba certificates of a modaraba have been issued; or
- b. Where dividend has been declared by a Company or modaraba; which remain unclaimed or unpaid for a period of three years from the date it is due and payable, or
- c. Any other instrument or amount which remain unclaimed or unpaid, having such nature and for such period as may be specified; the Company shall give (90) ninety days notices to the shareholders or certificate holders or the owner, as the case may be to file claim, in the following manner:-
 - (1) By a registered post acknowledgment due on his last known address; and
 - (2) After expiry of Notice period as provided under clause (a), final notice in the specified form shall be published in two daily Newspapers of which one will be in Urdu and one in English having wide circulation.
- d. If no claim is made before the Company by the shareholder, certificate holder or the owner, as the case may be, the Company shall after ninety days from the date of publication of notice under clause (b) of sub-section (1) shall:-
 - (1) In case of sum of money, deposit any unclaimed or unpaid amount to the credit of the Federal Government; and
 - (2) In case of shares or modaraba certificates or other instrument, report and deliver to the Commission such shares or modaraba certificates or other instrument and the Commission shall sell such shares or modaraba certificates or other instrument, as the case may be, in the manner and within such period as may be specified and deposit the proceeds to the credit of Federal Government.

96 CIRCULATION OF AUDITED FINANCIAL STATEMENTS AND NOTICE OF ANNUAL GENERAL MEETING

- a. A Copy of Directors' Report, Auditors' Report, Annual balance sheet, profit and loss account along with Notices of Annual General Meeting shall be circulated to its members through CD/DVD/USB at their Registered addresses however, if a Member prefers to receive hard copies for all the future Annual Audited Accounts then such preference

of the members shall be given to the Company in writing and there after the Company shall provide hard copies of all the future Annual Audited Accounts to such Member.

- b. Company shall be bound to provide hard copies of all the future Annual Audited Accounts to those members only, who request the Company, in writing, to receive hard copies of the same.

97. COMPLIANCE WITH THE ACT

The Directors shall in all respects comply with the provisions of Section 220 to 239 of the Companies Act, 2017 as applicable in regard to the accounts of the Company. The Company shall in all respects also comply with the rules and regulations of the Pakistan Stock Exchange as may be applicable in this regard.

"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 the Company Secretary be and is hereby authorized to make necessary corrections as permitted under the law in letter and spirit".

OTHER BUSINESS

6. To transact any other business with permission of the Chairman. The Statement of Material Facts under section 136(1) (b) of the Companies Act 2017 is being sent to shareholder with the notice.

By Order of the Board

Brig Ch Zafar Iqbal (Retd)
Company Secretary

Rawalpindi

9 October 2017

NOTES

1. The Share Transfer Books of the Company will remain closed from **24th October 2017 to 30th October 2017** (both days inclusive). Transfer received in order at our Share Registrar M/s Corplink (Pvt) (Ltd), Wings Arcades, 1-K Commercial, Model Town Lahore, Pakistan **at close of business on Monday, 23rd October 2017** shall be treated in time for the purpose of Annual General Meeting and payment of cash dividend, if approved by the shareholders.
2. A member of the Company entitled to attend and vote at Annual General Meeting may appoint a person /representative as proxy to attend and vote in place of member at the Meeting. Proxies in order to be effective, must be received at Company's 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 meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
3. CDC/Sub Account Holders are required to follow the under mentioned guide line as laid down by Securities and Exchange Commission of Pakistan:-
 - a. **FOR ATTENDING THE MEETING**
 - (1) In case of individuals, the account holder or sub Account Holders shall authenticate his / her identity by showing his / her original Computerized National Identity Card (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 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 to the Company along with proxy form.

E-VOTING

Pursuant to SECP S.R.O. No. 43 (I) / 2016 dated 22 January 2016, members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of meeting to the Company on the appointment of Execution Officer by the Intermediary as a Proxy.

5. VIDEO CONFERENCE FACILITY

Pursuant to SECP Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at Lahore and Karachi, to participate in the meeting through video conference at least 10 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.

6. CONSENT FOR VIDEO CONFERENCE FACILITY

As allowed by SECP vide Circular No. 10 of 2014 dated 21 May 2014, members can avail video conference facility for this Annual General Meeting, at Lahore and Karachi provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing at above mentioned locations, at least 10 days prior to date of the meeting. Subject to the fulfillment of the above conditions, members shall be informed of the venue, 5 days before the date of the General Meeting along with complete information necessary to access the facility. In this regard please send a duly signed request as per following format at the registered address of the Company 10 days before holding of General Meeting.

I / We, _____ of _____ being a member **Fauji Cement Company Limited** holder of _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____.

7. Annual Audited Financial Statements of the Company for the financial year ended 30th June 2017 have been provided on the Company's website i.e. www.fccl.com.pk.

8. DIVIDEND MANDATE

a. The provisions of Section 242 of the Companies Act, 2017 and Circular No 18/2017 dated 1 August 2017 provides that any dividend declared by a Company must be paid to its registered shareholders or to their order within such period and in such manner as may be specified. Further, the second Provision of the said section states that in case of a Listed Company, any dividend payable in cash shall only be paid through electronic mode directly into the Bank account designated by the entitled shareholders with effect from 1 November 2017.

b. Therefore, the Registered Shareholders of **FAUJI CEMENT COMPANY LIMITED**, are requested to provide the following details to our Share Registrar in order to credit their cash dividends directly to their bank account, if declared:-

- (1) In case of book-entry securities in CDS, to CDS Participants; and.
- (2) In case of physical securities to the Company's Share Registrar as mentioned below.

a.	Shareholder's Name	:	
b.	Father's / Husband's Name	:	
c.	Folio Number	:	
d.	Postal Address	:	
e.	Name of Bank	:	
f.	Name of Branch	:	
g.	Address of Branch	:	
h.	Title of Bank Account	:	
i.	Bank Account Number (Complete with code)	:	
j.	IBAN Number * (Complete with code)	:	
k.	Cell Number	:	
l.	Telephone Number (if any)	:	
m.	CNIC Number (attach copy)	:	
n.	NTN (in case of corporate entity, attach copy)	:	

***IBAN number (International Bank Account Number) will be provided by your banker, containing alpha, numeric and without any space and gap.**

c. It is stated that the above mentioned information is correct, that I will intimate the changes in the above mentioned information to the Company and the concerned Share Registrar as soon as these occur.

(Shareholders, Signature should agree with the record of the Bank)

TAX DEDUCTION ON DIVIDEND INCOME

- a. This is with reference to final cash dividend announced by Fauji Cement Limited at the rate of PKR 0.90/- Per Share (i.e .9%) to the shareholders for the year ended 30 June 2017.
- b. Please note that dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2015 effective from 1 July 2016, the 'Filer' and 'Non-Filer' shareholders will pay tax @ 15% and 20% respectively. The 'Filer' shareholders will be determined by matching their CNIC Numbers or National Tax Numbers (NTN) available in Active Taxpayers List (ATL) uploaded by FBR at their website <http://www.fbr.gov.pk> from the CNIC Numbers or National Tax Numbers (NTN) maintained by your Participant or CDC Investor Account Services or by us (in case of physical shareholding).
- c. Further, according to recent clarification provided by FBR withholding tax will be determined separately on 'Filer / Non-Filer' status of Principal shareholder as well as Joint Holder(s) based on their shareholding proportions.
- d. In the light of above, kindly arrange to provide us shareholding proportions of yourself as Principal shareholder and your Joint Holder(s) in below chart in respect of share(s) held under your Folio / CDS Account number enabling us to compute withholding tax of each shareholder accordingly:-

Name of Principal Shareholder /Joint Holders	Shareholding Proportions	CNIC Number (Copy Attached)	Signature
Principal Shareholder			
Joint Shareholder 1			
Joint Shareholder 2			
Joint Shareholder 3			

- e. Kindly ensure that the required information is delivered to us along with photocopy of your valid CNICs on or before **23rd October 2017**, otherwise, it will be assumed that the shares in above mentioned Folio/CDS Account are equally held by each share holder and withholding tax will be computed accordingly based on 'Filer/Non-Filer' status of the Principal and Joint Holder(s).
10. Members are requested to promptly notify any change in their address.
11. **STATEMENT AS REQUIRED BY SECTION 136 (1) (B) OF THE COMPANIES ACT 2017**
- a. The Articles of Association of the Company are required to be altered in order to incorporate provision pertaining to the following in light of various Regulation, Circulars and Notification of the Securities and Exchange Commission of Pakistan and Companies Act 2017:-
 - (1) **Article 89.** Dividend Payment through Electronic Mode.
 - (2) **Article 90.** Unclaimed shares, modaraba certificates and dividend to vest with the Federal Government.
 - (3) **Article 96.** Circulations of Annual Audited Accounts and Notice of Annual General Meeting.
 - (4) **Article 97.** Compliance with the Companies Act 2017.
 - b. For this purpose, the above resolution is proposed to be passed as a Section Resolution.
 - c. The Board of Directors has recommended alteration in the Article of Association of the Company by inserting above Articles **89, 90, 96 and 97** is part of the resolution mentioned in the notice.
 - d. Directors have no interest, direct or indirect in the said Special Business.
12. For any further assistance, the members may contact the Company or the Share Registrar at the following address:-

REGISTERED OFFICE

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

SHARE REGISTRAR

M/s Corplink (Pvt) (Ltd)
Wings Arcade 1-K.Commercial,
Model Town Lahore, Pakistan
Tel : +92-042-35916714-19,
: +092-042-35839182
Fax : +092-042-35869037
Email: corplink786@gmail.com
Website: www.Corplink.com.pk