

FAUJI CEMENT COMPANY LIMITED

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

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Case No : SECY/FCCL/2037/67

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Dated: 7 September 2018

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

Subject: Notice of 26th Annual General Meeting of FCCL-28th September 2018

Reference: PSX letter number C-1041-3978 dated 3rd September 2018.

Dear Sir,

1. Please be informed that Board of Directors in their meeting held on 27th August 2018 has confirmed date and time of Annual General Meeting of the shareholders of Fauji Cement Company Limited (FCCL), which will be held at **Pearl Continental Hotel, the Mall, Rawalpindi, on 28th September 2018 (Friday) at 1430 hours.**
2. Hard copy of Notice for 26th Annual General Meeting of FCCL is attached herewith for your kind information and necessary reference.
3. The required copies of Newspapers (**Pakistan Observer and Daily Ausaf**) in which the **notice of 26th Annual General Meeting** is published on **7th September 2018** at Karachi, Lahore, Rawalpindi and Islamabad will be forwarded to the Pakistan Stock Exchange and Securities & Exchange Commission of Pakistan in due course.

With regards,

Yours sincerely,


Brig Riaz Ahmed Gondal, SI (M), (Retd)
Company Secretary

CC: Deputy Director (SECP)
Corporate Supervision Division
NIC Building, Jinnah Avenue,
Islamabad





NOTICE OF 26th ANNUAL GENERAL MEETING

26th Annual General Meeting of the shareholders of Fauji Cement Company Limited (FCCL) will be held at **Hotel Pearl Continental, The Mall, Rawalpindi, on 28th September 2018 (Friday) at 1430 hours** to transact the following business:-

Ordinary Business

1. To confirm the minutes of 25th Annual General Meeting (AGM) held on 30th October 2017.
2. To consider, approve and adopt Annual Audited Accounts of the Company together with the Directors' and Auditors' Reports for the year ended 30th June 2018.
3. To appoint Statutory Auditors of the Company for the year ending 30th June 2019 and fix their remuneration.
4. To consider and approve payment of final cash dividend of Rupee 1 per share for the year ended 30th June 2018, as recommended by the Board of Directors.

Other Business

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

By Order of FCCL Board

Brig Riaz Ahmed Gondal, SI(M), (Retd)
Company Secretary

Rawalpindi

Dated: 7th September, 2018

Notes

1. The Share Transfer Books of the Company will remain closed from **22nd September to 28th September 2018** (both days inclusive) for entitlement of final cash dividend of Rs. 1 per share. Transfer of share, received at the office of Company's Share Registrar, M/s Corplink (Pvt) Limited, Wing Arcade 1-K, Commercial, Model Town, Lahore **by the close of the business on 21st September 2018** will be treated in time for the purpose of Annual General Meeting and entitlement of cash dividend.
2. A member of the Company entitled to attend and vote at this meeting may appoint any person 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 shareholder's CNIC must be attached with the Form. The contents of Section 137 of the Companies Act, 2017 will apply in this regard.
3. CDC Account Holders will further have to follow the under mentioned guidelines, as laid down in Circular No.1 of 2000 of SECP dated 26th January 2000:-
 - a. **For Attending the Meeting**
 - (1) 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 Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - (2) Member register on Central Deposited Company (CDC) are also requested to bring their particulars, I.D. Number and account number in CDS.
 - (3) In case of corporate entity, the Board of Directors' Resolution/ Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced at the time of the meeting.

b **For Appointing Proxies**

- (1) 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.
- (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 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 the meeting.
- (5) 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. **CNIC/NTN Number on Electronic Dividend(Mandatory)**

- a. As per **SRO. 831(1)/2012** dated **5th July 2012** and other relevant rules, the electronic Dividend should also bear the Computerized National Identity Card (CNIC) Number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).
- b. As per Regulation no 4 & 6 of SRO 1145 (1)/2017 dated **6th November 2017**, the Company shall be constrained to withhold the payment of Dividend to the shareholders, in case of non-availability of identification number of the shareholder or authorized person (CNIC or National Tax Number).
- c. Accordingly, the shareholders, who have not yet submitted copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Share Registrar, M/s Corplink (Pvt), Limited.

5.. **Payment of Cash Dividend Electronically (Mandatory)**

- a. In accordance with SECP Circular No. **18 of 2017** dated **1st August 2017** and the instructions related to distribution of dividend indicated in **Companies (Distribution of Dividends) Regulations 2017** and **section 242 of Companies Act 2017**, all listed companies are required to ensure that with effect from **1st November 2017**, the cash dividends shall be paid through electronic mode only. Therefore, shareholders are requested to provide the details of their Bank mandate specifying: (i) Title of account, (ii) Account number (iii) IBAN number (iv) Bank name and (v) Branch name, code and address to the Company Share Registrar. Those shareholders who hold shares with participants / Central Depository Company of Pakistan (CDC) are advised to provide the same to their concerned participant/CDC.
- b. Please note that as per **Section 243 (3)** of the Companies Act, 2017, listed companies are entitled to withhold payment of dividend, if necessary information is not provided by the shareholders.
- c. For the convenience of shareholders, **e-Dividend Mandate Form** is available on Company's website <http://www.fccl.com.pk>

6. **Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001 (Mandatory)**

- a. This is with reference to final cash dividend announced by Fauji Cement Company Limited at the rate of Rs.1 per share to the shareholders for the year ended **30th June 2018**.

- b. Pursuant to the provisions of the **Finance Act, 2015**, effective from **1st July 2016**, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:-
- (1) Rate of tax deduction for filer of income tax return - **15%**
 - (2) Rate of tax deduction for non-filers of income tax return - **20%**
- c. To enable the Company to make tax deduction, on the amount of cash dividend @ **15%** instead of **20%**, shareholders whose names are not entered into the Active Tax- payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise, tax on their cash dividend will be deducted @ **20%** instead of **15%**.
- d. Further, according to clarification received from Federal Board of Revenue (**FBR**), with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as Joint-Holder (s), based on their shareholding proportions, in case of joint accounts.
- e. In this regard, all shareholders, who hold shares jointly, are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:-

Company Name	Folio/CDS Account Number	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC Number	Shareholding Proportion (No. of shares)	Name and CNIC	Shareholding Proportion (No. of Shares)

- f. The required information must reach our Share Registrar within **10 days** of issue of this notice; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).
- g. The corporate shareholders, having CDC accounts, are required to have their National Tax Number (NTN) updated with their respective participants, Corporate physical shareholders should send a copy of their NTN certificate to the Company or Share Registrar M/s Corplink (Pvt.) Limited. The shareholders, while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.

7. Availability of Annual Audited Financial Statement

- a. In accordance with the provisions of **Section 223 and 237** of the Companies Act 2017, the audited financial statements of the Company for the year, which ended on 30th June 2018, are available on the Company's website (<http://www.fccl.com.pk>).
- b. In accordance with **SRO 470(I)/2016 dated 31st May 2016**, SECP has allowed the Companies to circulate the annual audited accounts to its members through **CD / DVD / USB** instead of transmitting the hard copies at their registered addresses. The Company has obtained shareholders' approval in its 25th Annual General Meeting held on 30th October 2017. Accordingly, the Annual Report of FCCL for the year which ended on 30th June 2018 is being dispatched to the shareholders through CD. However, if any shareholder, in addition, desires to get the hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven working days of receipt of such request.
- c. For convenience of shareholders, a "**Standard Request Form**" for provision of Annual Audited Financial Accounts" is available on the Company's website.

8. **Unclaimed /Unpaid Share and Dividend**

- a. In accordance with the provisions of **Section 244** of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it is due and payable, the Company shall give ninety days notices to the shareholders to file claim. If no claim is received by the Company from the respective shareholders, the Company shall proceed to deposit the unclaimed or unpaid Shares /Dividends with the Federal Government in compliance with the Section **244** of the **Companies Act, 2017**.
- b. In this regard, a Notice dated **19th December 2017** was sent on the last known addresses of the shareholders to submit their claims within 90 days to the Company. In compliance of Section 244(1)(b) of the Companies Act, 2017 a final notice has also been published on **21st March 2018** in two daily Newspapers; i.e. Pakistan Observer in English and Daily Khabrain in Urdu respectively.
- c. In case, no claim is received within the given period from the aforesaid Notice, the Company shall proceed to deposit the unclaimed / unpaid amount with the Federal Government pursuant to the provisions of sub-section (2) of Section 244 of the Companies Act, 2017.

9. **Video Conference Facility**

- a. In accordance with the provisions of **Section 132 and 134** of the Companies Act, 2017, on the demand, received at least seven days before the date of meeting, of members residing in a city, who hold at least 10% or more shareholding, video-link facility will be provided to such members enabling them to participate in the Annual General Meeting. They will be entertained subject to availability of such facility in that city.
- b. Subject to the fulfillment of the above conditions, members shall be informed of the venue, 2 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 format given in para **9c** at the registered address of the Company 7 days before holding of General Meeting.
- c. For convenience of shareholders, a "**Consent Form**" for provision of Video link facility " is available on the Company's website.

10. **Change of Address.** Members are requested to notify any change in their addresses immediately. For any further assistance, the members may contact the Company or the Share Registrar at the following address:-

a Registered Office

Company Secretary

Fauji Cement Company Limited,
Fauji Towers, Block -III,68 Tipu Road,
Chaklala, Rawalpindi, Pakistan
Tel: +92-051-9280081-83

Website www.fccl.com.pk

b Share Department

Share Registrar

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