

FAUJI CEMENT COMPANY LIMITED

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

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Date 29 November 2018

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

Subject: **Extracts of Resolutions Adopted in 10th Extra Ordinary General Meeting**

Dear Sir,

1. In compliance of PSX Regulation No. 5.6.4 (b), please find enclosed herewith Extracts of following resolutions adopted in 10th Extra Ordinary General Meeting of Fauji Cement Company Limited, held on 29th November 2018:-

- a. **Special Resolution (Agenda Item 2) Annex A.** Election of Directors for a period of three years from 13th December 2018 to 12th December 2021.
- b. **Special Resolution (Agenda Item 3) Annex B.** Changes in Clause 1 of objects of Memorandum of Association of Company.
- c. **Special Resolution (Agenda Item 4) Annex C.** Revision of Articles of Association of Company, PDF Copy of revised Articles of Association is attached.

2. Submitted for your information and record, please.

With Regards,

Yours sincerely,



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

Adm Nov 2018

**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN 10th EXTRA ORDINARY
GENERAL MEETING OF FAUJI CEMENT COMPANY LIMITED
HELD ON 29TH NOVEMBER 2018**

1. **Agenda Item 2.** To elect ten Directors of Company for a period of three years from **13th December 2018 to 12th December 2021** in terms of Section 159 and 161 of Companies Act 2017.

2. **Resolution.** The shareholders passed the following resolution unanimously:-

“**RESOLVED** by the shareholders at 10th Extra Ordinary General Meeting of Company that, since the number of candidates for election is equal to the number of Directors fixed by the Board, the following candidates are unanimously elected and appointed as Directors of Company for a term of three years commencing from **13th December 2018 to 12th December 2021**:-

- | | |
|---|--------------------------|
| a. Lt Gen Syed Tariq Nadeem Gilani, HI(M), (Retd) | - Non Executive Director |
| b. Lt Gen Muhamad Ahsan Mahmood, HI(M), (Retd) | - Executive Director |
| c. Dr Nadeem Inayat | Non Executive Director |
| d. Maj Gen Tahir Ashraf Khan, HI(M), (Retd) | - Non Executive Director |
| e. Maj Gen Wasim Sadiq, HI(M), (Retd) | - Non Executive Director |
| f. Brig Raashid Wali Janjua, SI(M), (Retd) | - Non Executive Director |
| g. Mr Rehan Laiq | - Non Executive Director |
| h. Mr Jawaid Iqbal | - Independent Director |
| i. Mr Zafar Iqbal Sobani | - Independent Director |
| j. Ms Jahanara Sajjad Ahmed | - Independent Director |

Rawalpindi
29 November 2018


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



Adm Nov 2018

**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN 10th EXTRA ORDINARY
GENERAL MEETING OF FAUJI CEMENT COMPANY LIMITED
HELD ON 29TH NOVEMBER 2018**

1. **Agenda Item 3.** To consider and approve the changes in clause 1 of objects of Memorandum of Association of Company pertaining to principal line of business and to adopt the following resolution, with or without modification, as a Special Resolution:-
2. **Special Resolution.** The shareholders passed the following resolution unanimously:-

“**RESOLVED** that subject to obtaining the requisite approvals, to amend Clause 1 of objects of Memorandum of Association of Company, as proposed by the Board of Directors, be and is hereby adopted as follows:-

To carry out the design, engineering, procurement, manufacturing, delivery, erection, installation, testing, commissioning and operating Plants including all auxiliary and ancillary equipment, complete in all respects for the purpose of manufacturing, producing, preparing, treating, processing, refining, selling, transporting and exporting of clinker, building material and all kinds of CEMENT and their allied products as per Pakistan/International standards, specifications, including all mechanical and electrical equipment and controls to ensure a smooth and continuous production of all kinds of CEMENT, building material and their allied products”.

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

“**FURTHER RESOLVED** that in case the Securities and Exchange Commission of Pakistan (SECP) suggests any correction in the aforesaid text of clause 1 of objects of Memorandum of Association, the Company Secretary be and is hereby authorized to make necessary corrections in the documents, as permitted under the law in letter and spirit”.

Rawalpindi
29 November 2018

Brig Riaz Ahmed Gonda, (SI(M),(Retd)
Company secretary

Adm Nov 2018



**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN 10th EXTRA ORDINARY
GENERAL MEETING OF FAUJI CEMENT COMPANY LIMITED
HELD ON 29TH NOVEMBER 2018**

1. **Agenda Item 4.** To consider and approve the adoption of revised Articles of Association and if thought fit to pass the following resolution as Special Resolution, with or without modification, so as to conform to the provisions of Companies Act, 2017 and other rules / regulations made thereunder from time to time.

2. **Special Resolution.** The shareholders passed the following resolution unanimously:-

“**RESOLVED** that the revised Articles of Association, as proposed by the Board of Directors, be and are hereby adopted”.

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

“**FURTHER RESOLVED** that in case the Securities and Exchange Commission of Pakistan (SECP) suggests any correction in the text of the Articles of Association, the Company Secretary be and is hereby authorized to make necessary corrections in the documents as permitted under the law in letter and spirit”.

Rawalpindi
29 November 2018


Brig Riaz Ahmed Gonda, (SI(M)), (Retd)
Company secretary

