

FAUJI CEMENT COMPANY LIMITED

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

Fax No : 051-9280416
E-mail : secretary@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: 6 **September 2019**

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

Subject: **Notice of 27th Annual General Meeting of Fauji Cement Company Limited (FCCL) Scheduled on 27th September 2019**

Reference: Pakistan Stock Exchange letter no. C-1041-4385 dated 2nd Sep 2019.

Dear Sir,

1. Please be informed that 27th Annual General Meeting (AGM) of FCCL will be held at **Topi Rakh Auditorium, Ayub Park, Rawalpindi, on 27th Sep 2019 (Friday) at 1500 hours**. Hard copy of Notice for 27th AGM of FCCL is attached herewith for your kind information and necessary reference.
2. The required copies of Newspapers (**Business Recorder and Daily Nawa-i-Waqt**) in which the Notice of 27th AGM has been published on **6th September 2019** at Karachi, Lahore, Rawalpindi and Islamabad, will be forwarded to the Pakistan Stock Exchange and Securities & Exchange Commission of Pakistan in due course of time.
3. Submitted for kind information, please.

With regards,



Yours sincerely,


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

- Copy to:
- **Manager**
Companies & Securities Compliance
Pakistan Stock Exchange Limited
Pakistan Exchange Building, Stock Exchange Road, Karachi
 - **Executive Director**
Company Law Division
Corporatization and Compliance Department
Securities and Exchange Commission of Pakistan (SECP)
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad
 - **Chief Compliance & Risk Officer**
Central Depository Company (CDC) of Pakistan Limited
CDC House, 99-B Block B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi

NOTICE OF ANNUAL GENERAL MEETING

27th Annual General Meeting (AGM) of the shareholders of Fauji Cement Company Limited (FCCL) will be held at **Topi Rakh Auditorium, Ayub Park, Rawalpindi on 27th September 2019 (Friday) at 1500 hours** to transact the following business:-

Ordinary Business

1. To confirm the minutes of 10th Extraordinary General Meeting held on 29th November 2018.
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 2019.
3. To appoint Statutory Auditors of the Company for the year ending 30th June 2020 and fix their remuneration.
4. To consider and approve payment of final cash dividend of Rupees 0.75 per share for the year ended 30th June 2019, 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 of Directors



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

Rawalpindi
6th September 2019

Notes

1. The Share Transfer Books of the Company will remain closed from **21st Sep to 27th Sep 2019** (both days inclusive) for entitlement of final cash dividend of Rs.**0.75** per share. Transfer of share, received at the office of Company's Share Registrar, M/s Corplink [Pvt] Limited, Wings Arcade 1-K, Commercial, Model Town, Lahore **by the close of the business on 20th September 2019** 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 shareholder 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 Computerised National Identity Card [CNIC] must be attached with the Form. For any other relevant aspects, contents of section **137** of the **Companies Act, 2017** will apply.
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

- i. 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 CNIC or original passport at the time of attending the meeting.
- ii. Member registered on Central Depository Company [CDC] are also requested to bring their particulars, ID number and account number in Central Depository System [CDS].
- iii. 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 meeting.

b. For Appointing Proxies

- i. 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.

- 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 Passport of the beneficial owners and the Proxy 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 alongwith 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 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 [CNIC or National Tax Number] of the shareholder or authorized person.
- 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.0.75** per share to the shareholders for the year ended 30th June 2019.
- b. Shareholders whose names are not appearing in the Active Tax-payers List [ATL] are advised to immediately make necessary arrangement to make them active. Otherwise, tax on their cash dividend will be deducted as per rules.
- c. Further, according to clarification received from Federal Board of Revenue [FBR], with-holding tax will be determined separately on Active / Non-Active status of Principal Shareholder as well as Joint-Holder[s] based on their shareholding proportions, in case of joint accounts.
- d. 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	Shareholding Proportion (No. of shares)	Name and CNIC	Shareholding Proportion (No. of shares)

NOTICE OF ANNUAL GENERAL MEETING

- e. 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].
- f. The corporate shareholders, having CDC accounts, are requested 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 2019, 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 2019 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 [<http://www.fccl.com.pk>].

8. 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 8c** 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.

9. 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 - FCCL

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. FCCL Registrar

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

FORM OF PROXY

27TH ANNUAL GENERAL MEETING - 27TH SEPTEMBER 2019

The Company Secretary

Fauji Cement Company Limited
Fauji Towers, Block-3, 68 Tipu Road,
Chaklala, Rawalpindi

I / We _____ of _____ being a member[s] of Fauji Cement Company Limited, holding _____ ordinary shares as per Registered Folio No / CDC A/c. No. _____ hereby appoint Mr / Mrs / Miss _____ of [full address] _____ or failing him / her Mr / Mrs / Miss _____ [address] _____ [being member of the Company] as my/our Proxy to attend, act and vote for me / us and on my / our behalf at the **27th Annual General Meeting** of the Company to be held on **27th September 2019 (Friday)** and / or any adjournment thereof.

**Signature on
Rs. 50/-
Revenue Stamp**

Signature of Shareholder

[The signature should agree with the specimen registered with the Company]

Signed this _____ day of _____ 2019.

Signature of Proxy _____

WITNESSES

- | | | | | | | | |
|----|-------------|---|-------|----|-------------|---|-------|
| 1. | Signature | : | _____ | 2. | Signature | : | _____ |
| | Name | : | _____ | | Name | : | _____ |
| | Address | : | _____ | | Address | : | _____ |
| | CNIC / | : | _____ | | CNIC / | : | _____ |
| | Passport No | : | _____ | | Passport No | : | _____ |

NOTES

1. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting, as are available to a member.
2. Proxy shall authenticate his / her identity by showing his / her Computerised National Identity Card (CNIC) or original passport and bring folio number [if members] at the time of attending the meeting
3. In order to be effective, the instructions / Proxy Forms must be received at the Company's Registered Office address at FCCL Head Office, Fauji Towers, Block-3, 68 Tipu Road, Chaklala, Rawalpindi not later than **48 hours** before the meeting duly signed and stamped and witnessed by two persons with their signatures names, address, CNIC numbers given on the Form.
4. In the case of individuals attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
5. In the case of proxy by a corporate entity, Board of Directors resolution / power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with Proxy Form.