FAUJI CEMENT COMPANY LIMITED

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

Fax No	:	051-9280416	**Telephone**	:	051-9280075
E-mail	:	secretary@fccl.com.pk	**Exchange**	:	051-9280081-83
Website	:	http: //www.fccl.com.pk		:	051-5763321-24
Case No	:	**SECY/FCCL/2037/66**	**Dated**		20 December 2019

To: **The General Manager**
Companies & Securities Compliance
Pakistan Stock Exchange Limited
Stock Exchange Road
Karachi

The Commissioner
Company Law Division
Corporatization and Compliance Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Block F 7/4 Blue Area, Islamabad, 44000

Subject: **Notice of 11th Extraordinary General Meeting of FCCL**

Dear Sir,

1. Pleased be informed that **11th EOGM of FCCL** will be held at **Blue Lagoon Restaurant, Masood Akhtar Kiyani Road, the Mall, Rawalpindi on 10th January 2020 (Friday) at 1030 hours**. Notice for 11th Extraordinary General Meeting has been published in **Business Recorder and Daily Nawa-i-Waqt** newspapers (Copy attached) on **20th December 2019 (Friday)** at Karachi, Lahore, Rawalpindi and Islamabad. Notice also been placed on Company's website (http://fccl.com.pk/news-events/).

2. You may please inform the TRE Certificate Holders of the Exchange accordingly.

3. Submitted for kind information, please.

With regards,

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

Yours sincerely,

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

Copy to
- **Chief Compliance & Risk Officer**
  Central Depository Company of Pakistan Limited
  CDC House, 99-B Block B, SMCHS
  Main Shahrah-e-Faisal , Karachi
- M/s Corplink (Pvt) Limited (Share Registrar)
  Wings Arcade 1-K, Commercial,
  Model Town, Lahore

FAUJI CEMENT COMPANYLIMITED

NOTICE OF 11TH EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 11th Extra Ordinary General Meeting of members of Fauji Cement Company Limited will be held at **Blue Lagoon, Restaurant, Masood Akhter Kiani Road, the Mall, Rawalpindi, on 10th January 2020 (Friday) at 1030 hours** to transact the following business:-

ORDINARY BUSINESS

1. To confirm the minutes of the 27th Annual General Meeting held on 27th September 2019.

SPECIAL BUSINESS

2. To Consider and if deemed appropriate approve and authorize the Resource Sharing Arrangement to be entered into with Askari Cement Limited (an Associated Company) and to adopt the following resolution, with or without modification, as a Special Resolution:-

SPECIAL RESOLUTION

"RESOLVED as and by way of this Special Resolution that the Company be and is hereby authorized and the shareholders hereby approve:-

a. The plan for optimization of costs through pooling of resources and provisions of services through the employees of the Company and Askari Cement Limited **("ACL")** to each other (the "Integration Plan") through the Resource Sharing Arrangement ("Resource Sharing Arrangement") and any other agreement, deed, notice, instrument, document or certificate required to be executed in respect of the Integration Plan and any amendment, supplemental or restatement thereto (together the "Transaction Documents").

b. To engage or appoint any consultant, solicitor, counsel, advocate and lawyer for the purposes of preparation, implementation and execution of the Integration Plan and the implementation of the Transaction Documents; and to pay and reimburse the costs and expenses of any of the above engaged for such purposes.

"FURTHER RESOLVED that, in the interests of the Company for the required Transactions Documents and ancillary documents to be signed by the Company Secretary or the Chief Executive Officer (the "Authority Signatory"), be and are hereby singly authorized or such other person authorized by any of the Authorized Signatory to enter into the related transactions**".**

"FURTHER RESOLVED that, the Authorized Signatories, be and are hereby singly authorized or such other person authorized by any of the Authorized Signatory to do all acts, deeds and things and to execute and deliver such deeds, agreements, declarations, undertakings, and ancillary documents for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with the foregoing, including, without limiting the generality of the foregoing the preparation, finalization, execution and delivery of all agreements, deeds and other undertakings in order to implement the Integrated Plan**".**

"FURTHER RESOLVED that, any of the foregoing matters that have been done on or before the date hereof be and hereby adopted, ratified, confirmed and approved**".**

"FURTHER RESOLVED that, the Company Secretary is authorized to provide Certified True Copies of these resolutions to whoever concerned and that the certified true copies of these resolutions shall be delivered to the counterparties of the Transaction Documents and the ancillary documents**".**

Fauji Cement Company Limited ★ Rawalpindi ★ FAUJI CEMENT

3. To Consider and approve an Equity Investment in Foundation Solar Energy (Pvt) Limited (FSEL) (an Associated Company) of up to Rs. 200 Million by the Company as part of its diversification to increase its profitability and to adopt the following resolution, with or without modification, as a Special Resolution:-

SPECIAL RESOLUTION

"**RESOLVED** as and by way of this shareholders resolution that the Company is hereby authorized as per Section 199 and other applicable provisions of Companies Act 2017 to make an Equity Investment in Foundation Solar Energy Private Limited (FSEL) an Associated Company upto an amount of Rs. 200 Million (Rupee two hundred million) through purchase of Ordinary Shares at a face value of Rs.10/- per share.

"**FURTHER RESOLVED** that Chief Executive Officer / Managing Director, along with CFO and Company Secretary are empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental for implementation of the aforesaid resolution".

"**FURTHER RESOLVED** that the Authorized Signatories be and are hereby authorized to delegate all or any of the above powers in respect of the foregoing to any other officials of the Company from time to time".

OTHER BUSINESS

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

Statement of Material Facts under section 134 (3) of Companies Act, 2017 is being sent to the shareholders with the Notice of Meeting.

By Order of FCCL Board

Rawalpindi
Dated: 20th December 2019

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

Notes

1. The share transfer books of Company will remain closed from **4th January to 10th January 2020** (both days inclusive). Transfer of shares 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 business on **3rd January 2020,** will be treated in time for the purpose of Extra Ordinary General Meeting.

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 Computerized National Identity Card (**CNIC**) must be attached with the Form. For any other relevant aspects, contents of section **137 of 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**

      (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 CNIC or original passport at the time of attending the meeting.

(2) Member registered on Central Depository Company (CDC) are also requested to bring their particulars, ID number and account number in Central Depository System (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 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 meeting.

(5) 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. **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 **4c** 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.

5. **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:-

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

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

Fauji Cement Company Limited * Rawalpindi * FAUJI CEMENT

FAUJI CEMENT COMPANYLIMIYED

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017,THIS STATEMENT SETS OUT THE MATERIAL FACTS CONCERNING THE FOLLOWING SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE FAUJI CEMENT COMPANYLIMITED TO BE HELD ON 10TH JANUARY 2020:-

1. The Material Facts concerning the Special Business regarding consideration and approval of Resource Sharing Arrangement to be entered into with Askari Cement Limited (an Associated Company) are as under:-

a. Fauji Foundation, directly or indirectly, owns 49% of the share capital of the Company. Askari Cement Limited ("ACL") is a wholly owned by Fauji Foundation. Furthermore, on the basis of being common Directors (holding directorship in both the Company and ACL), following may constitute interested directors under the law:-

(1) Lt Gen Syed Tariq Nadeem Gilani, HI(M) (Retd)
(2) Maj Gen Tahir Ashraf Khan HI(M), (Retd)
(3) Maj Gen Naseer Ali, Khan, HI(M), (Retd)
(4) Syed Iqtidar Saeed

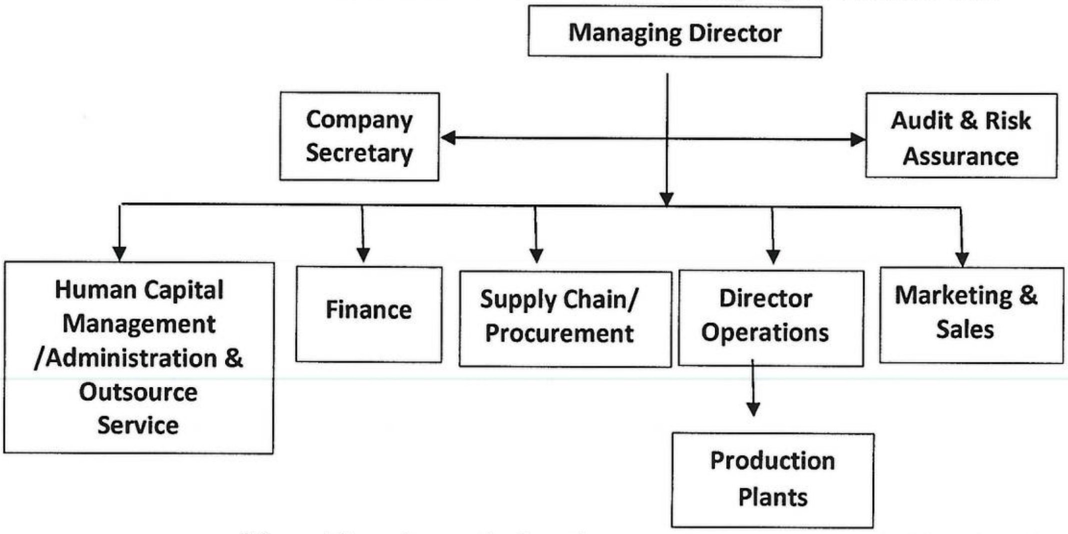
b. The Board of Directors of the Company have recommended that the Company enter into a Resource Sharing Arrangement with ACL whereby the Company and ACL will share certain resources and provide certain services to each other:-

(1) Resource Sharing Arrangement

(a) The arrangement contemplates that:-

(i) The two companies will have a common Chief Executive Officer, Chief Financial Officer, and Company Secretary;

(ii) The management of both the Company and ACL will be structured in line with the following organizational chart:-



(iii) The above designation would be employed either by the Company or ACL. To ensure that both the Company and ACL have the benefit of the integrated management team, if a company does not have an employee employed in the designation specified above, the other company shall provide the services of its employee in such designation to the other company. This would ensure that both the Company and ACL work in an integrated and cost effective manner; and,

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

c. The costs and expenses incurred by the Company and ACL will be divided between the companies in a manner mutually agreed between the parties. Such costs and expenses will be in relation to the function, operation and maintenance of the head office which will include the cost related to all corporate functions, marketing & sales of products, and other costs accrued for the benefit of both parties, and will not include the costs relating to the operation & maintenance of the cement plants of both the parties, the costs of employees of each party, the purchase costs of any raw materials required in relation to the production or manufacturing of cement and the costs relating to the transportation and other logistics of cement.

d. The costs will be divided on the basis of a set ratio mutually agreed between the parties which will be paid directly to the relevant party. In case any party has incurred or paid a cost in excess of its share of the cost, then the other party will reimburse the cost to the other party as per the agreed terms.

e. In doing so, the Company will be able to operate at an efficient capacity from business-model perspective and will be cost effective. The arrangement will not only benefit the Company itself but will also be beneficial to the end-users in terms of the quality of service and end-product.

f. For the purpose of obtaining Members' approval to the arrangement, the Directors have recommended that the following resolution be considered and passed at the Extraordinary General Meeting convened

SPECIAL RESOLUTION

"**RESOLVED** as and by way of this special resolution that the Company is hereby authorized and the shareholders hereby approve:-

a. The plan for optimization of costs through pooling of resources and provisions of services through the employees of the Company and Askari Cement Limited ("ACL") to each other (the "Integration Plan") through the Resource Sharing Arrangement ("Resource Sharing Arrangement") and any related agreement, deed, notice, instrument, document or certificate required to be executed in respect of the Integration Plan and any amendment, supplemental or restatement thereto (together the "Transaction Documents").

b. To engage or appoint any consultant, solicitor, counsel, advocate and lawyer for the purposes of preparation, implementation and execution of the Integration Plan and the implementation of the Transaction Documents; and to pay and reimburse the costs and expenses of any of the above engaged for such purposes.

"**FURTHER RESOLVED** that, in the interests of the Company for the required Transaction Documents and ancillary documents to be signed and the Company Secretary or the Chief Executive Officer (the "Authority Signatory"), be and are hereby singly authorized or such other person authorized by any of the Authorized Signatory to enter into the related transactions".

"**FURTHER RESOLVED** that, the Authorized Signatories, be and are hereby singly authorized or such other person authorized by any of the Authorized Signatory to do all acts, deeds and things and to execute and deliver such deeds, agreements, declarations, undertakings, and ancillary documents for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with the foregoing, including, without limiting the generality of the foregoing the preparation, finalization, execution and delivery of all agreements, deeds and other undertakings in order to implement the Integrated Plan.

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

"FURTHER RESOLVED that, any of the foregoing matters that have. been done on or before the date hereof be and hereby adopted, ratified, confirmed and approved".

"FURTHER RESOLVED That, the Company Secretary is authorized to provide certified true copies of these resolutions to whoever concerned and that the certified true copies of these resolutions shall be delivered to the counterparties of the Transaction Documents and the ancillary documents".

2. Consideration and approval of an Equity Investment in Foundation Solar Energy (Pvt) Limited (FSEL) (an Associated Company) of up to Rs 200 Million by the Company as part of its diversification

a. Foundation Solar Energy (Private) Limited is a Company which has been formed by Fauji Foundation ("FF") and is in the process of commencing business. FSEL is offering solar poer installation solutions on turnkey Engineering procurement and Construction contract (EPCC) basis and through long term Power Purchase Agreements (PPA).

b. As per the **Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017** information to be disclosed to members (1) The Company shall disclose following information in the statement annexed to the notice, pursuant to sub- section (3) of section 134 of the Act, of a general meeting called for considering investment decision under section 199 of the Act:-

Ser	Description	Information Required
Regarding Associated Company or Associated Undertaking:-		
1.	Name of Associated Company or associated undertaking.	Foundation Solar Energy (Private) Limited (FSEL)
2.	Basis of Relationship.	Common Directorship:- 1. Lt Gen Syed Tariq Nadeem Gilani, HI(M), (Retd). 2. Lt Gen Muhammad Ahsan Mahmood,HI(M),(Retd). 3. Mr Syed Iqtidar Saeed. 4. Mr Rehan Laiq.
Regulations no. 3 (1) (a) (b) General Disclosure		
3.	Purpose, benefits likely to accrue to the investing Company and its members from such investment and period of investment	**Purpose** Equity investment in a FSEL providing Solar Power Solutions. **Period** Investment will be made from time to time over a span of 1-2 years **Benefits** Diversification to earn dividend income and in turn increase shareholders value.
4.	Maximum amount of investment to be made	PKR 200 Million.
5.	**In Case of Investment in Relation To a Project of Associated Company or Associated Undertaking that has Not Commenced Operations, following further Information, Namely:-**	
	a. Description of the project and its history since conceptualization.	Considering the potential of Solar Power in Pakistan, FSEL, has been formed to provide solar installation solutions to industrial and commercial organizations on turnkey EPCC and long term PPA basis.
	b. Starting date and expected date of completion of work.	FSEL is obtaining different required licenses approvals and will be fully operational from January 2020.
	c. Time by which such project shall become commercially	1st Quarter of year 2020

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

	operational.	
	d. Expected time by which the project shall start paying return on investment.	Within 2-3 Years of investment.
	e. Funds invested or to be invested by the promoters, sponsors, associated Company or associated undertaking distinguishing between cash and non-cash amounts.	Equity injection by main sponsors Fauji Foundation is in progress.
6.	Earnings per share for the last three years.	Not Applicable
7.	Break-up value per share, based on latest audited financial statements.	Not Applicable
8.	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements and	Not Applicable
9.	Sources of Funds To be Utilized for Investment And Where The Investment Is Intended To Be Made Using Borrowed Funds:-	The Company will invest out of existing cash flows.
	a. Justification for investment through borrowings.	Not Applicable.
	b. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Not Applicable.
	c. Cost benefit analysis	Not Applicable.
10.	Salient features of the agreement(s), if any, with associated Company or associated undertaking with regards to the proposed investment.	Not Applicable
11.	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated Company or associated undertaking or the transaction under consideration.	Common Directors interest Common Sponsors interest Common Majority Shareholders
12.	In case any investment in associated Company or associated undertaking has already been made, the performance review of such investment including complete information/ justification for any impairment or write offs; and	Not Applicable
13.	Any other important details necessary for the members to understand the transaction	None
14.	**Regulation no. 3 (b) - In case of equity investment, following disclosures in addition to those provided under clause (a) of sub-Regulation (1) of Regulation 3 shall be made:-**	
	a. Maximum price at which securities will be acquired.	Securities will be acquired at face value of Rs. 10/-.
	b. In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof.	Not Applicable.

Fauji Cement Company Limited * Rawalpindi * FAUJI CEMENT

فوجی سیمنٹ کمپنی لمیٹڈ

اطلاع برائے 11 واں غیر معمولی اجلاس عام

فوجی سیمنٹ کمپنی لمیٹڈ کے شراکت داروں کا 11 واں غیر معمولی اجلاس عام بروز جمعہ بتاریخ 10 جنوری 2020ء کو 1030 بجے بمقام بلیولیگون ریسٹورنٹ (Blue Lagoon Restuarant) ، مسعود اختر کیانی روڈ، دی مال، راولپنڈی میں مندرجہ ذیل امور کی انجام دہی کیلئے منعقد ہوگا:۔

عمومی کارروائی

ا۔ 27 سواں سالانہ اجلاس عام منعقدہ 27 ستمبر 2019ء میں کیے گئے فیصلوں کی توثیق کرنا۔

خصوصی امور

۲۔ اس امر پر غور وغوض کرنا اور اس کے موزوں ہونے کی صورت میں اس کی منظوری دینا کہ عسکری سیمنٹ لمیٹڈ۔ جوایک منسلکہ کمپنی ہے (Associated Company) کے ساتھ وسائل کے اشتراک کے انتظامات (Resource Sharing Arrangement) کے عمل کا آغاز کرنا اور درج ذیل قرارداد کو موجودہ یا ترمیم شدہ صورت میں "**خصوصی قرارداد**" کے طور پر آئین کا حصہ بنانا:۔

خصوصی قرارداد

"طے پایا اور اس خصوصی قرارداد کے ذریعے کمپنی کو اختیار دیا جاتا ہے اور شراکت داران اس امر کی منظوری دیتے ہیں کہ:۔

الف۔ پیداواری لاگت کو بہتر بنانے کے لیے منصوبہ بنایا جائے جس میں فوجی سیمنٹ کمپنی (FCCL) اور عسکری سیمنٹ لمیٹڈ ("ACL") ("انٹگریشن پلان" Integration Plan کے ذریعے) ایک دوسرے کے لیے خدمات کی فراہمی اور ملازمین کا مشترکہ ذخیرہ مرتب کر کے اس کا باہمی استعمال ("ریسورس شیئرنگ ارینجمنٹ") اور دیگر کسی معاہدے، توثیق نامے، نوٹس، دستاویز یا سرٹیفکیٹ کے تحت کریں گے جو اس انٹگریشن پلان (Integration Plan) کو قابل عمل بنانے کے لیے ضروری ہو یا اور مزید کوئی ترمیم یا اضافہ جو اس میں کیا جائے۔ (اسے مجموعی طور پر "ٹرانزیکشن ڈاکیومنٹس" کہا جائے گا)۔

ب۔ اس انٹگریشن پلان (Integration Plan) کی تیاری، اطلاق اور اس پر عمل درآمد کے لیے اور ٹرانزیکشن ڈاکیومنٹس کے اطلاق کے لیے کسی مشیر، کنسلٹینٹ، وکیل، قونصل اور ماہر قانون کی خدمات حاصل کی جائیں، اور انھیں مندرجہ بالا کام کا معاوضہ اور اخراجات جو اس ضمن میں ہوں، ان کی ادائیگی کی جائے۔

"**مزید طے پایا** کہ کمپنی کے مفاد کے لیے کمپنی سیکرٹری یا چیف ایگزیکٹو آفیسر (مجاز برائے دستخط) کو بلاشرکت غیرے یہ اختیار دیا جاتا ہے اس سے متعلقہ کاغذات، دستاویزات اور ضمنی دستاویزات پر دستخط کرے یا اپنے کسی مجاز نمائندے کو یہ اختیار تفویض کرے جو معاملات کو طے کرے اور ان معاہدات پر دستخط کرے جو انٹگریشن پلان (Integration Plan) کو کامیاب بنانے کے لیے ضروری ہوں"۔

"**مزید طے پایا** کہ افسران مجاز برائے دستخط کو بلاشرکت غیرے یہ اختیار دیا جاتا ہے کہ وہ خود یا کسی ایسے شخص کے ذریعے جسے وہ یہ اختیار تفویض کریں، کمپنی کی طرف سے اور کمپنی کے نام پر انٹگریشن پلان پر عمل درآمد کے لیے ان تمام امور کو روبہ عمل لائیں جو اس ضمن میں کیے گئے معاہدات، اقرارناموں، اعلامیوں یا ضمنی دستاویزات کی رو سے کرنا ضروری ہوں اور وہ تمام امور (Deed) بھی جو وہ سب یا ان میں سے کوئی ایک یہ سمجھے کہ مندرجہ بالا منصوبے پر بہتر عمل درآمد کے لیے موزوں ہے بشمول ایسے معاہدات کی تیاری، منظوری، ان پر عمل درآمد اور

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

معاہدوں کی فراہمی کے جو کہ مندرجہ بالا منصوبے کی تکمیل کے لیے ضروری ہوں۔

"**مزید یہ طے پایا** کہ اس قرارداد پر درج تاریخ کو یا اس سے پہلے اس ضمن میں جو امور زیرِ عمل لائے جا چکے ہیں، ان سب کو تسلیم کیا جاتا ہے، ان کی توثیق کی جاتی ہے اور منظوری دی جاتی ہے"۔

"**مزید طے پایا** کہ کمپنی سیکرٹری کو یہ اختیار حاصل ہوگا کہ وہ جو بھی متعلقہ اشخاص یا ادارے ہوں، انھیں ان قراردادوں کی توثیق شدہ نقول فراہم کرے اور یہ کہ ان قراردادوں کی توثیق شدہ نقول ٹرانزیکشن ڈاکیومنٹس اور ان کی تمام ضمنی دستاویزات میں شامل فریقوں کو فراہم کی جائیں گی

۳۔ کمپنی کی منافع بخشی میں اضافے کے ایک نئے اقدام کے طور پر فاؤنڈیشن سولر انرجی (پرائیویٹ) لمیٹڈ (FSEL) (جو ایک منسلکہ کمپنی ہے) کے ساتھ کمپنی کی 200 ملین روپے کی سرمایہ کاری کو زیرِ غور لانا اور اس کی منظوری دینا اور درج ذیل قرارداد کو موجودہ یا ترمیم شدہ صورت میں 'خصوصی قرارداد' کے طور پر کمپنی کے آئین کا حصہ بنانا:۔

<u>خصوصی قرارداد</u>

"طے پایا اور شراکت داروں کی اس قرارداد کے ذریعے طے پایا کہ کمپنیز ایکٹ 2017 کی شق 199 اور اس کی دیگر قابلِ نفاذ شقوں کے تحت کمپنی کو یہ اختیار دیا جاتا ہے کہ فاؤنڈیشن سولر انرجی پرائیویٹ لمیٹڈ (FSEL) جو کہ ایک منسلکہ کمپنی ہے، کے ساتھ 200 ملین روپے (مبلغ دو سو ملین روپے) تک کی سرمایہ کاری کر سکتی ہے جس میں عمومی شیئرز خریدنے کا طریقہ اختیار کیا جائے گا جس کی قیمت 10 روپے فی شیئر ہوگی۔"

"**مزید طے پایا** کہ چیف ایگزیکٹو آفیسر، مینجنگ ڈائریکٹر، چیف فنانشل آفیسر اور کمپنی سیکرٹری کو اختیار تفویض کیا جاتا ہے کہ وہ ایسے تمام امور، افعال، معاملات زیرِ عمل لائیں اور ایسے اقدامات بشمول تمام قانونی تقاضوں کی تکمیل کے ساتھ معاہدات کی تیاری اور ان پر دستخط کرنے کے مجاز ہیں جو مندرجہ بالا قرارداد کے اطلاق کے لیے ضروری یا ناگزیر ہوں"۔

"**مزید قرار پایا** کہ افسران مجاز برائے دستخط کو یہ اختیار تفویض کیا جاتا ہے کہ وہ مذکورہ امور کے بارے میں اپنے مندرجہ بالا اختیارات یا ان میں سے کچھ وقتاً فوقتاً کمپنی کے دیگر ملازمین کو تفویض کر سکتے ہیں۔"

<u>دیگر امور</u>

۴۔ چیئرمین کی اجازت سے کمپنی کے دیگر کسی طرح کے امور پر غور کرنا۔

کمپنیز ایکٹ 2017ء کی دفعہ (3)134 کے تحت حقائق کا گوشوارہ اس اجلاس کی اطلاع کے ساتھ ممبران کو ارسال کیا جا رہا ہے۔

بحکم بورڈ آف ڈائریکٹرز، فوجی سیمنٹ کمپنی

راولپنڈی

20 جنوری <u>2020</u>ء

بریگیڈیئر ریاض احمد گوندل، ستارہ امتیاز، (ملٹری)، (ریٹائرڈ)

کمپنی سیکریٹری

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

نوٹس

۱۔کمپنی کی شیئرٹرانسفر بکس (books) **4 جنوری تا 10 جنوری 2020ء** (بشمول دونوں ایام) بند رہیں گی۔اس کے دوران شیئرز کی کسی منتقلی کو رجسٹریشن کے لئے قبول نہیں کیا جائے گا۔جو ٹرانسفر (transfer) 3 جنوری **2020ء** کاروباری اوقات کے اختتام تک کمپنی کے شیئر رجسٹرار آفس میسرز کارپلنک (پرائیویٹ) لمیٹڈ، ونگز آرکیڈ، K-1 کمرشل، ماڈل ٹاؤن، لاہور کے دفتر میں باضابطہ طور پر موصول ہوں گی ان کو غیر معمولی اجلاس عام میں شرکت اور ووٹ دینے کیلئے بروقت سمجھا جائے گا۔

۲۔اجلاس ہذا میں شرکت اور ووٹ دینے کا حامل کمپنی کا کوئی ممبر کسی دوسرے ممبر کو اپنی جگہ بطور پراکسی (proxy) شرکت کرنے اور ووٹ دینے کیلئے نامزد کرسکتا ہے۔نامزدگی کی دستاویز (مہر لگی ہوئی اور دستخط شدہ) اجلاس شروع ہونے سے **48 گھنٹے** قبل کمپنی کے رجسٹرڈ آفس میں لازماً موصول ہونی چاہیے۔کوئی ممبر ایک سے زیادہ پراکسی (Proxy) نامزد کرنے کا اہل نہیں۔پراکسی فارم کے ساتھ ممبر کے کارآمد کمپیوٹرائز قومی شناختی کارڈ (CNIC) کی تصدیق شدہ نقل لازماً منسلک ہونی چاہیے۔اس ضمن میں **کمپنی ایکٹ 2017ء** کے سیکشن **137** میں درج شرائط لاگو ہوں گی۔

۳۔سی ڈی سی (CDC) اکاؤنٹ ہولڈر کو سیکوریٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کے جاری کردہ سرکلر نمبر 1/2000 مورخہ 26 جنوری 2000 میں وضع کردہ ہدایات کی تعمیل کرنی ہوگی:-

الف۔اجلاس میں شرکت کیلئے

(۱)۔ افراد کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا جس شخص کی سیکورٹیز کی تفصیلات گروپ اکاؤنٹ میں ہیں اور ان کی رجسٹریشن کی تفصیلات قوائد کے مطابق اپ لوڈ ہیں انہیں اجلاس میں شرکت کرتے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ دکھا کر اپنی شناخت کی تصدیق کرنا ہوگی۔

(۲)۔ سی ڈی سی رجسٹرڈ ممبران سے گزارش کی جاتی ہے کہ وہ اپنے شناختی کوائف، آئی ڈی نمبر اور (CDS) میں اکاؤنٹ نمبر فراہم کریں۔

(۳)۔ کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ مع نامزد کردہ فرد کے نمونہ دستخط اور کارآمد کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) کی تصدیق شدہ کاپی اجلاس کے وقت پیش کرنا ہوگی۔

ب۔پراکسی (Proxy) تقرر کرنے کیلئے ہدایات

(۱)۔ افراد کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا شخص کو جس کی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور ان کی رجسٹریشن تفصیلات قوائد کے مطابق اپ لوڈ ہیں۔انہیں شرائط کے مطابق پراکسی فارم پیش کرنا ہوگا۔

(۲)۔ پراکسی (Proxy) فارم پر دو افراد کی گواہی موجود ہو، جن کے نام، پتے اور کمپیوٹرائزڈ قومی شناختی کارڈ نمبر بھی فارم پر درج ہوں۔

(۳)۔ اصل مالکان (Beneficial Onwers) اور پراکسی کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول لازماً پراکسی (Proxy) فارم کے ساتھ فراہم کی جائے۔

(۴)۔ پراکسی (Proxy) اجلاس میں شرکت کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ ملاحظے کیلئے پیش کریگا۔

Fauji Cement Company Limited
FAUJI CEMENT
Rawalpindi

(۵)۔ کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/ مختارنامہ مع نمونہ دستخط پراکسی (Proxy) فارم کے ساتھ کمپنی کو پیش کیا جائے گا

۴۔ وڈیو کانفرنس کی سہولت

الف۔ کمپنیز ایکٹ 2017 کی سیکشن 132 اور 134 کے تحت اگر مجموعی طور پر 10 فیصد یا زیادہ شیئر رکھنے والے ارکان، جو جُغرافیائی طور پر مختلف مقامات پر رہائش پزیر ہیں، ان کو ویڈیو کانفرنس کے ذریعے سے اجلاس میں شرکت کرنے کی سہولت فراہم کی جاسکتی ہے۔ اس کی درخواست اجلاس کی تاریخ سے سات دن پہلے موصول ہونی چاہئیے۔ درخواست موصول ہونے پر کمپنی متعلقہ شہر میں ویڈیو کانفرنس کا انتظام کرے گی بشرطیکہ اس شہر میں ایسی سہولت میسر کی جاسکتی ہو۔

ب۔ درجہ بالا شرائط کی روسے اس سہولت سے استفادہ کرنے کیلئے شیئر ہولڈ اجلاس کی تاریخ سے سات دن پہلے اپنی معلومات پیرہ 4 ج میں درج فارم پر تحریری طور پر کمپنی کے رجسٹرڈ ایڈریس پر ارسال کریں۔ مندرجہ بالا شرائط پُوری ہونے پر ممران کو عام اجلاس سے وو دِن قبل ویڈیو کانفرنس سے متعلق معلومات فراہم کی جاہیں گی۔

ج۔ شیئر ہولڈرز کی سہولت کیلئے ویڈیو کانفرنس کیلئے **"Consent Form"** کمپنی کی ویب سائیٹ www.fccl.com.pk پر دستیاب ہے۔

۵۔ پتہ میں تبدیلی کیلئے۔ تمام ممبران سے استدعا کی جاتی ہے۔ وہ اپنے پتوں میں کسی بھی قسم کی تبدیلی سے متعلق فوراً مطلع کریں۔ مزید معلومات کیلئے کمپنی یا شیئر رجسٹرار کو درج ذیل پتوں پر رابطہ کریں:۔

رجسٹرڈ آفس، فوجی سیمنٹ کمپنی لمیٹڈ

کمپنی سیکریٹری

فوجی سیمنٹ کمپنی لمیٹڈ، فوجی ٹاورز، بلاک۔ ۳،

۶۸ ٹیپورڈ چکلالہ، راولپنڈی۔ پاکستان

ویب سائیٹ www.fccl.com.pk

فون نمبر 92-051-9280075+

شیئر رجسٹرار آفس، فوجی سیمنٹ کمپنی لمیٹڈ

میسرز کارپلنک (پرائیویٹ) لمیٹڈ، ونگز آرکیڈ، 1-K

،کمرشل، ماڈل ٹاؤن، لاہور۔ پاکستان

ای میل Corplink786@gmail.com :

ٹیلی فون نمبر: 92-042-35916714-19+

Fauji Cement Company Limited * Rawalpindi * FAUJI CEMENT

FORM OF PROXY

11th EXTRAORDINARY GENERAL MEETING – 10th JANUARY 2020

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 **11th Extraordinary General Meeting** of the Company to be held on **10th January (Friday)** and /or any adjournment thereof.

Signature on Rs 50/- Revenue Stamp

Signed this _________day of ______20.

____

Signature of Shareholders
(The signature should agree with the Specimen registered with the Company)

Signature of Proxy _____________

Witnesses:-

Witness No-1

Signature: ______________________________

Name: ______________________________

Address______________________________

CNIC/Passport No ______________________

Witness No-2

Signature: ______________________________

Name: ______________________________

Address______________________________

CNIC/Passport No ______________________

Notice

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 attending, speaking and voting at the meeting, as are available to a member.

2. Proxy shall authenticate his/her identity by showing his/her Computerized 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.

Fauji Cement Company Limited * Rawalpindi *