

**FAUJI CEMENT COMPANY LIMITED**  
**Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan**

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**Ref No** : SECY/FCCL/2037/66

**Office** : 051-9280075  
**Exchange** : 051-9280081  
: 051-9280081  
**Date** : 10 January 2020

To: The General Manager  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road, Karachi  
Tel: 021-32439618

**Subject:** Extract of Resolutions Adopted in 11<sup>th</sup> Extra Ordinary General Meeting

Reference: Pakistan Stock Exchange Regulation Number 5.6.4(b).

Dear Sir,

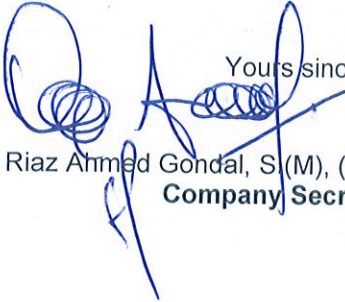
1. 11<sup>th</sup> Extra Ordinary General Meeting (EOGM) of Fauji Cement Company Limited (FCCL) was held at Blue Lagoon Restaurant, Masood Akhter Kiyani Road, the Mall Rawalpindi, on 10<sup>th</sup> January 2020 (Friday) at 1030 hours. Following resolutions were adopted by the shareholders and certified true copy of the same is attached as per **Annex A**:-

- a. Resolution for approval and authorization of the Resource Sharing Arrangement to be entered into with Askari Cement Limited (ACL).
- b. Resolution for approval 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.

2. Forwarded for your kind information / record, please.

With regards,



Yours sincerely,  
  
Brig Riaz Ahmed Gondal, S.(M), (Retd)  
**Company Secretary**

- Copy to:**
- Hafiz Maqsood Munshi  
Manager  
Companies & Securities Compliance- RAD  
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

**Annx A**  
to FCCL letter no. SECY/FCCL/2037/66  
Dated 10 January 2020

**FAUJI CEMENT COMPANY LIMITED**  
**11<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING – 10<sup>TH</sup> JANUARY 2020**  
**RESOLUTIONS ADOPTED BY SHAREHOLDERS**

1. Resolution for approval and authorization of the Resource Sharing Arrangement to be entered into with Askari Cement Limited (ACL).
  - a. **Agenda Item 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:-
  - b. **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:-

- (1) The plan for optimization of costs through pooling of resources and provision 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 re-statement thereto (together with the “Transaction Documents”).
- (2) 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 interest of the Company for the required Transaction 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”.

**2. Resolution for approval 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:-**

- a. **Agenda Item 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 CEO/MD, 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”.

3. It is certified that above mentioned resolutions are “Certified True Copies” of the actual resolutions adopted by the shareholders during 11<sup>th</sup> EOGM of FCCL, held on 10<sup>th</sup> January 2020.

Rawalpindi

10 January 2020

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

