

**NOTICE OF 23<sup>rd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 23<sup>rd</sup> Annual General Meeting of the shareholders of Flying Cement Company Limited will be held on Monday October 31, 2016 at 10:00 a.m. at Event Complex, B-59 Main Boulevard Johar Town Lahore to transact the following:

- 1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2016 together with the reports of auditors and the directors thereon.
- 2. To appoint the auditors and to fix their remuneration for the next financial year 2016-17.
- 3. **Special Business**
  - I. To consider and if deemed fit to pass the following resolution as special resolution:

**Resolved that** the Articles of Association of the Company be and is hereby amended by inserting the following new Clause 50-A for E-Voting after Clause 50 of the Articles of Association of the Company:

**E-Voting 50-A** The provisions and requirements for e-voting as prescribed by the Securities & Exchange Commission of Pakistan for the time being and from time to time shall be deemed to be incorporated in these Articles. In case of E-voting, a member can appoint member and non-member as proxy. This Article meant only for e-voting purposes. The member(s) opting e-voting are required to comply with the requirements of law for the time being in force. Instrument of proxy in relation to E-voting shall be in the following form or in any other form near thereto as may be:

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of the \_\_\_\_\_ holder of \_\_\_\_\_ share(s) as per register Folio No./CDC Accounts No. \_\_\_\_\_ hereby opt for E-voting through Intermediary and hereby consent the appointment of Execution Officer \_\_\_\_\_ as proxy and will exercise E-voting as per The Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is \_\_\_\_\_, please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature of Member  
CNIC No. \_\_\_\_\_

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness  
Address: \_\_\_\_\_  
CNIC No: \_\_\_\_\_

\_\_\_\_\_  
Signature of Witness  
Address: \_\_\_\_\_  
CNIC No. \_\_\_\_\_

- II. Resolved that in terms of SRO 470 (1) 2016 of May 31, 2016 issued by Securities & Exchange Commission of Pakistan, approval of shareholders of the Company be and is hereby granted that the Company may transmit its annual audited accounts, directors' and auditor's reports and notice etc. of the Company to its shareholders through CD/DVD/USB instead of sending these in the form of hard/printed copies.

**Further Resolved that** the Chief Executive Officer or Company Secretary be and are hereby authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the

Company including filing of all requisite documents/statutory forms as required under law with regulatory body(ies).

4. Any other business with the permission of Chairman.

(By order of the Board)

(Muhammad Azeem)  
COMPANY SECRETARY  
Lahore: October 10, 2016

**NOTES:**

1. The Share Transfer Books of the Company will remain closed from October 24, 2016 to October 31, 2016 (both days inclusive).
2. A member entitled to attend and vote in the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The proxy, in order to be effective, must be received at the registered office of the Company duly signed and stamped not later than 48 hours before the meeting.
3. The members are requested to bring their Folio / Account details (participant ID and sub-account) and original CNIC for identification purpose at the time of meeting. In case of corporate entity, the Board of Director's Resolution or power of attorney with specimen signatures of the nominee should be produced.
4. Members are requested:
  - a) to notify the change of address immediately, if any.
  - b) to provide the copies of their valid CNIC's if not provided earlier.
5. As per directions of Securities and Exchange Commission of Pakistan, the Company is pleased to offer the members the dispatch of Annual Financial Statements and Notices through e-mail. Members desirous to receive the Annual Financial Statements through e-mail, may send the standard request form duly filled and signed to the company ensuring that there is sufficient space is available in their mail box to receive this kind of mail. The option may be exercised sending the completed Request Form available at website of the company at [www.flyingcement.com](http://www.flyingcement.com).
6. The annual audited accounts of the company are available at website of the company at [www.flyingcement.com](http://www.flyingcement.com)

**Statement Under Section 160(1) (b) of the Companies Ordinance, 1984**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 31, 2016.

**Agenda Item 3 (I).**

The company is required to make necessary changes in the Articles of Association of the Company in order to cover e-voting mechanism and related matters such as members and non-members can also be appointed as proxy. Accordingly the directors have proposed to amend the Articles of Association of the Company in terms of SRO 43(1)/2016 dated January 22, 2016 issued by Securities and Exchange Commission of Pakistan regarding (E-Voting) Regulations

2016. In compliance of the said SRO, approval of members is being sought for insertion of new Clause 50-A (Electronic Voting) in the Articles of Association which will facilitate members to be part of decision making in the general meetings of the Company through electronic means. A copy of amended Articles of Association is available with the Company Secretary for inspection of members during office hours.

**Agenda Item 3 (II).**

In continuation of SRO 787(1)/2014 dated September 08, 2014, Securities and Exchange Commission of Pakistan had issued a new SRO 470(1)/2016 on May 31, 2016 which permit the companies to disseminate the annual audited accounts, directors' and auditor's reports and notices etc. to shareholders through CD/DVD/USB at their registered addresses instead of sending these in the hard/printed form as per provisions of Law subject to the fulfillment of certain requirements.

- The Company will send hard copy to a member free of cost within a week's time upon receipt of request from member of the Company on his/her request.
- A standard request form with address details shall remain available at website of the company at [www.flyingcement.com](http://www.flyingcement.com) for the convenience of members to communicate their needs to receive the Annual Accounts in printed form.

The Directors have no interest in passing of the above resolutions except to the extent of their respective shareholdings in the Company.