



Notice Of Annual General Meeting

Notice is hereby given that 28th Annual General Meeting of the Shareholders of Flying Cement Company Limited (the "Company") will be held on 28th October 2021 at 09:30 hours at (Thursday) at Heaven Banquet Hall, 343-D-1, Nespak Society, Near Wapda Town Lahore to transact the following business:

Ordinary Business:

- 1- To confirm the minutes of the last General Meeting held on 28-10-2020.
- 2- To receive, consider and adopt audited financial statements of the Company for the year ended 30 June 2021 together with Directors' Auditors' reports and Chairman's Review thereon.
- 3- To appoint auditors and to fix their remuneration for the year ending 30 June 2022.
- 4- To elect (7) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159 of the Companies Act 2017, in place of following retiring Directors.
 - 1. Mr. Kamran Khan
 - 2. Mr. Momin Qamar
 - 3. Mr. Yousaf Kamran Khan
 - 4. Mrs. Samina Kamran
 - 5. Mr. Qasim Khan
 - 6. Mr. Omar Naeem
 - 7. Mr. Pervaiz Ahmad Khan

Special Business

Issue of Bonus Shares

5- To consider and approve the bonus shares issue @ 5% (1 bonus share for every 20 shares held) for the year ended June 30, 2021 as recommended by the Board of Directors.

In order to give effect to the aforesaid, if thought fit, pass with or without modification the following resolutions as Special Resolution:

RESOLVED "that a sum of Rs.188,000,000/- out of Company's profit be capitalized for issuing 18,800,000 paid ordinary shares of Rs.10/- each as bonus shares to be allotted to those shareholders of the Company, whose names shall appear in the register of members at the close of business on October 20, 2021 @ 5% in the proportion of 1 ordinary shares of Rs.10/- each for every 20 ordinary shares held by a shareholder. The said shares shall rank pari passu with the existing shares of the Company as regards future dividend and in all other respects".

FURTHER RESOLVED "that fractional entitlements, if any, of the members shall be consolidated into whole shares and sold in the stock market and the net proceeds from which sale, once realized, shall be distributed / paid to the entitled shareholders in proportion to their respective entitlements, as per the applicable regulations.



FUTHER RESOLVED THAT the Chief Executive Officer or Company Secretary of the Company be and are hereby singly authorized and empowered to give effect to these resolutions and to do and cause to be done all acts, deeds and things that may be necessary or requested for issue, allotment and distribution of the said bonus shares and the deposit of share proceeds of the fractions into aforementioned account”.

FURTHER RESOLVED “that the Secretary of the Company or any one of the Directors be and is hereby authorized to issue a certified true copy of mentioned resolutions, as and when required.”

Ratify and Approval of Related Parties Transaction

6. To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2021 by passing the following special resolution with or without modification:

“RESOLVED THAT the transactions conducted with Related Parties as disclosed in the note 34 of the financial statements for the year ended June 30, 2021 be and are hereby ratified, approved and confirmed.”

7. To authorize the Board of Directors of the Company to approve transactions with Related Parties for the financial year ending June 30, 2022 by passing the following special resolutions with or without modification: “RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending June 30, 2022.

RESOLVED FURTHER that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

(Attached to this Notice is a Statement of Material Facts covering the above-mentioned Special Business, as required under Section 134 (3) of the Companies Act, 2017).

Any other Business:

8. To transact any other business with permission of the Chair.

By order of the Board

**Shahid Ahmad Awan
Company Secretary**

Lahore
Dated: September 20, 2021



Notes

1 Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from October 21, 2021 to October 28, 2021 (both days inclusive). Transfers received in order at the office of Share Registrar M/s THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi by the closed of business on October 20, 2021, will be considered in time to determine the entitlement of Bonus shares and to attend and vote at the meeting.

2 Participation in the Annual General Meeting

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at Company's Head Office 4-Sarwar Colony, Sarwar Road, Lahore Cantt., Lahore duly stamped and signed not later than 48 hours before the meeting. Proxy Form may also be downloaded from the Company's website: www.flyingcement.com

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan

A For Attending the Meeting:

I. In case of individuals, the account holders or sub account holders and / or the person whose securities are in group account and their registration detail are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

II. In case of corporate entity, the Board of Director's resolution / power of attorney with the specimen signature of the nominee shall be produced (unless it has been provided earlier at the time of the meeting).

B For Appointing Proxies:

I. In case of individuals, the 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 the meeting.

V. In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

3 Video Conference Facility

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city other than Lahore, and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 7 days prior to the date of the meeting. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting along with complete information necessary to enable them to access such facility.

I / we _____ of _____ being member of
Flying Cement Company Limited, holder of _____ Ordinary shares as per Register
Folio#/CDC Account # / participant ID # hereby opt for Video Conference facility at



4 Change of Address

Members are requested to notify any change in their addresses immediately. Shareholders are requested to provide above mentioned information/documents to (i) respective Central Depository System (CDS) participants and (ii) in of physical securities to the Share Registrar of The Company

5 Email, CNIC, IBAN:

Members are requested to provide their Email, International Banking Account Number (IBAN), NTN and a copy of their Computerized National Identity Card (CNIC) to update our records otherwise all dividends entitlement (if any) will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017

- For physical shares to M/s THK Associates (Pvt.) Ltd.
- For shares in CDS to CDC Investors A/c Services or respective Participant

6 The Annual Report is being transmitted to shareholders through CDs/DVDs instead of sending these in Book form / hard copy.

7 The Annual Report for the Financial Year ended June 30, 2021 has been placed on Company's website at www.flyingcement.com. However, if any shareholder desire 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.

8 Deposit of Physical Shares into CDC Account:

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission.

The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

9 Covid-19 Contingency Planning for Annual General Meeting of Shareholders

Due to current COVID-19 situation, the Government has suspended large public gatherings at one place. Additionally, the Securities and Exchange Commission of Pakistan ("SECP") in terms of its Circular No.8 of 2021 issued on March 03, 2021 advised companies to modify their usual planning for general meetings for the safety and well-being of shareholders and the public at large considering the SECP's directives, the Company intends to convene this AGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requested the members to consolidate their attendance and voting at the AGM through proxies.

Accordingly, the Company has made arrangements to ensure that all participants, including shareholders, can now participate in the AGM proceedings via video link. Those members who are willing to attend and participate in the AGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of Computerized National Identity Card (CNIC) at 'cosecretary@flyingcement.com' with subject of 'Registration for AGM' not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No./ CDC Account No.	Cell No.	Email Address

Members, who will be registered, after necessary verification as per the above requirements, will be provided a password protected video link by the Company via email. The said link will remain open from 09:30 a.m. on the date of AGM till the end of the meeting. Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address 'cosecretary@flyingcement.com'.

Members are therefore, encouraged to attend the AGM through video link or by consolidating their attendance through proxies.



Statement Of Material Facts Under Section 134 (3) Of The Companies Act, 2017

Agenda item No. 4 – Election of Directors

The term of office of the present Directors of the company will expire on October 31, 2021. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the Board of Directors in its Board Meeting held on September 20, 2021 has fixed the number of elected Directors at seven (7) to be elected in the Annual General Meeting of the Company for the period of next three years commencing from October 31, 2021.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at Company's Head Office 4-Sarwar Colony Sarwar Road Lahore Cantt Lahore not later than fourteen (14) days before the date of Annual General Meeting, the following documents:

1. His/her Folio No./CDC Investors Account No. CDC Participant No./Sub-Account No.
2. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a Director in Form 28 prescribed under the Companies Act, 2017.
3. A detailed profile along with office address as required under SECP SRO 1196(I)/2019.
4. A director must be a member of the Company at the time of filing of his / her consent for contesting election of Directors except a person representing a member, which is not a natural person.
5. A declaration confirming that:
 - (a) He / she is aware of his / her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange; and
 - (b) He / she is not ineligible to become a director of a listed company under any provision of the Act, the Listed Companies (Code of Corporate Governance) Regulation, 2019 and any other applicable law, rules and regulations.
6. Independent Director(s) will be elected through the process of election of Director in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Agenda No.5 of Notice of AGM

The Board of Directors has recommended to the members of the Company to declare dividend by way of issue of fully paid bonus shares @5% for the year ended June 30, 2021 and thereby capitalize a sum of Rs.188,000,000/-. The Directors have also recommended that all the fractional bonus shares shall be consolidated into whole shares and sold in the stock market and the net proceeds from which sale, once realized, shall be distributed / paid to the entitled shareholders in proportion to their respective entitlements, as per the applicable regulations.

Agenda No.6 of Notice of AGM

Ratification and approval of the related party transactions carried out during the year ended June 30, 2021:

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since Company's Directors were interested in certain transactions due to their common directorships in the associated companies, therefore common directors did not participate for approval of these transactions pursuant to section 207 of the Companies Act, 2017. The Board of Directors has approved the transactions with the related parties from time-to-time on case to case basis for the year ended June 30, 2021 and such transactions were deemed to be approved by the shareholders. Such transactions were to be placed before the shareholders in the AGM for their formal approval /ratification.

All transactions with related parties to be ratified have been disclosed in the note 34 to the financial statement for the year ended June 30, 2021.



The company carries out transactions with its related parties on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered into with related parties require the approval of the Board Audit Committee of the Company, which is chaired by an independent director of the company. Upon the recommendation of the Audit Committee, such transactions are placed before the board of directors for approval.

The nature of relationship with these related parties has also been indicated in the note 34 to the financial statement for the year ended June 30, 2021. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

Agenda No.7 of Notice of AGM

Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2022:

The Company shall be conducting transactions with its related parties during the year ending June 30, 2022 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The Directors interested in these transactions due to their common directorship in the associated companies and other related parties. In order to promote transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ending June 30, 2022, which transactions shall be deemed to be approved by the Shareholders. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their common directorships in such related parties.