



FLYING CEMENT COMPANY LIMITED

Date: November 24, 2021

The General Manager,
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: **Notice of Extraordinary General Meeting**

Enclose please find a copy of the notice of Extraordinary General Meeting to be held on 2021-12-15 for circulation amongst the TRE Certificate holders of the exchange.

Yours Truly

Yours Sincerely,
For Flying Cement Company Limited

Shahid Ahmad Awan
Company Secretary

Copy To:

The Director /HOD
Surveillance, Supervision and Enforcement department
Securities & Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area,
ISLAMABAD



FLYING CEMENT COMPANY LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Flying Cement Company Limited (the “Company”) will be held on Wednesday 15th of December, 2021 at 09.30 a.m. at Heaven Banquet Hall 343-D-1 Nespak Society, Lahore to transact the following business:

1. To confirm minutes of 28th Annual General Meeting held on 28th of October 2021.

Special Business:

2. To consider and, if thought fit, increase the authorize share capital of the Company from Rs. 4,000,000,000/- (Pak Rupees Four Billion) to Rs. 8,000,000,000/- (Pak Rupees Eight Billion), by creation of 400,000,000 (Four Hundred Million) new ordinary shares of Rs. 10/- (Pak Rupees Ten) each, and approve the consequential amendments the Memorandum and Articles of Association of the Company, and in that connection to pass the following resolutions as Special Resolutions, with or without modification:

“RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 4,000,000,000/- (Pak Rupees Four Billion), divided into 400,000,000 Ordinary Shares of Rs. 10/- each, to Rs. 8,000,000,000/- (Pak Rupees Eight Billion), divided into 800,000,000 Ordinary Shares of Rs. 10/- each.

FUTHER RESOLOVED THAT, as a consequence of the said increase in the authorized share capital of the Company:

Clause V of Memorandum of Association of the Company be and is hereby replaced accordingly to read as follows

“The Authorized Capital of the Company is Rs. 8,000,000,000/- (Rupees Eight Billion Only) divided into 800,000,000 ordinary shares of Rs. 10/- each. The Company has powers from time to time to increase, consolidate, sub-divide, reduce or otherwise re-organise its capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.”

Article 7 of Articles of Association of the Company be and is hereby replaced accordingly to read as follows:

“The Share Capital of the Company is Rs. 8,000,000,000/- (Rupees Eight Billion only) divided into 800,000,000 (Eight Hundred Million) ordinary shares of Rs. 10/- each”

FUTHER RESOLOVED THAT the Chief Executive Officer or Company Secretary be and are hereby singly authorized and empowered to do all acts, deeds and things, take any and all actions as may be necessary or expedient to complete all legal formalities, and to sign for and behalf and in the name of the Company and to file, whether with any authority or regulator or other person, any and all such applications, documents, declarations, agreements, deeds, undertakings and other papers as may be necessary or proper or expedient or incidental, for the purposes of implementing the aforesaid resolutions, and to do all such acts, deeds and things as may be ancillary and/or incidental to the foregoing and/or as may be necessary to fully achieve the objects of the resolutions aforesaid, including, without limiting the generality of the foregoing, obtaining any approvals (if required) and carrying out any filings with the Securities and Exchange Commission of Pakistan or other regulatory bodies.”



FLYING CEMENT COMPANY LIMITED

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

The Statement of Material Facts under Section 134(3) of the Companies Act, 2017 is attached to this notice.

By Order of the Board

(Shahid Ahmad Awan)
Company Secretary

Lahore: November 24, 2021

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from December 09, 2021 to December 15, 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 December 08, 2021, will be considered in time to attend and vote at the meeting.

2. Participation in the Extra Ordinary 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, Sawar 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.



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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 Extra Ordinary 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.



FLYING CEMENT COMPANY LIMITED

Statement of Material Facts under Section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the special business given in agenda item No. 2 of the Notice, to be transacted at the forthcoming Extraordinary General Meeting of Flying Cement Company Limited (the "Company") to be held on December 15, 2021.

In order to cater for future increase in the issued and paid up share capital of the Company / issuance of shares, the authorized share capital of the Company needs to be enhanced.

In the light of the same and for future potential issuance of shares, the Board of Directors of the Company has resolved (subject to obtaining the approval of the shareholders of the Company) that the authorized share capital of the Company be increased from Rs. 4,000,000,000/- (Pak Rupees Four Billion), divided into 400,000,000 (Four Hundred Million) ordinary shares of Rs. 10/- (Pak Rupees Ten) each, to Rs. 8,000,000,000/- (Pak Rupees Eight Billion), divided into 800,000,000 (Eight Hundred Million) ordinary shares of Rs. 10/- (Pak Rupees Ten) each. Accordingly, the amount of increase in the authorized share capital of the Company will be equal to Rs. 4,000,000,000/- (Pak Rupees Four Billion), comprising 400,000,000 ordinary shares of Rs. 10/- (Pak Rupees Ten Only) each.

For the purposes of the same, corresponding amendments are required to be made to the Memorandum and Articles of Association of the Company to reflect the increase in the authorized share capital of the Company, as detailed in the proposed resolutions appearing in the notice of the general meeting.

The above requires the approval of the shareholders / members of the Company, through special resolutions, in accordance with Article 25 of the Articles of Association of the Company, read with Section 85 of the Companies Act, 2017.

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the resolutions, except in their capacity as shareholders of the Company to the extent of their shareholdings.

November 24, 2021

Shahid Ahmad Awan
Company Secretary