



**THATTA CEMENT**  
COMPANY LIMITED



September 28, 2016

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

Subject: Certified Copy of the Resolutions adopted in Annual General Meeting of the Company held on September 27, 2016

Dear Sir,

As per Regulation No. 5.6.4 (b) of Pakistan Stock Exchange Regulations, please find enclosed herewith copy of the resolutions passed and adopted by the members in the Annual General Meeting of the Company held on September 27, 2016 duly certified by the Company Secretary.

The above is submitted for information of the Exchange.

Regards

  
Muhammad Taha Hamdani

Company Secretary

**Head Office:**

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**RESOLUTIONS PASSED AND ADOPTED BY MEMBERS IN THE ANNUAL GENERAL MEETING HELD ON SEPTEMBER 27, 2016**

**ORDINARY BUSINESS**

**1. Confirmation of Minutes of Annual General Meeting held on October 16, 2015**

**RESOLVED** that the minutes of Annual General Meeting of shareholders of Thatta Cement Company Limited held on Tuesday, October 16, 2015 at 10:00 a.m. at Beach Luxury Hotel, Lalazar, M. T. Khan Road, Karachi, be and are hereby confirmed and the Chairman be and is hereby authorized to sign the minutes as token of confirmation.

**2. Approval of Annual Audited Financial Statements of the Company together with the Director's and Auditors' report thereon for the year ended June 30, 2016 together with the Audited consolidated financial statements of the Company and the Auditors' report thereon for the year ended June 30, 2016.**

**RESOLVED** that the Annual Audited Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2016 together with the reports of Auditor and Directors thereon, be and are hereby approved and adopted without any modification and alteration.

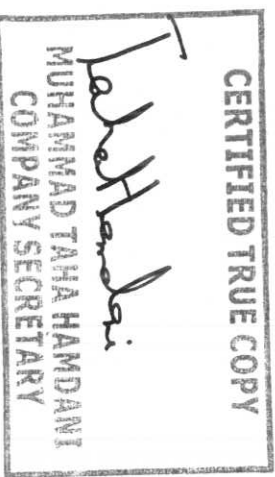
**FURTHER RESOLVED** that the Annual Audited Consolidated Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2016 together with the report of Auditor thereon, be and are hereby approved and adopted without any modification and alteration.

**3. Approval of Final Cash Dividend for the year ended June 30, 2016 at the rate of Rs 1.50/- per ordinary share i.e. 15% as recommended by the Board of Directors of the Company**

**RESOLVED** that final cash dividend @ 15% of paid-up share of Rs 10/- each i.e. Rs 1.50/ per share for the year ended June 30, 2016 is approved by shareholders in their Annual General Meeting held on September 27, 2016 based on the recommendation of Board of Directors decided in their meeting held on August 27, 2016 in respect of those shareholders whose name appear in the register of shareholders before the date of book closure i.e. from September 20, 2016 to September 27, 2016.

**FURTHER RESOLVED** that the Company Secretary be and is hereby authorized to do all such acts, deeds and things necessary for effecting the payment of final cash dividend, as approved by shareholders in Annual General Meeting held on September 27, 2016, as per the requirements of relevant laws and regulations in relation thereto.

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**4. Appointment of External Auditors of the Company for the year ending on June 30, 2017 and fix their remuneration.**

**RESOLVED** that M/s Grant Thornton Anjum Rahman, Chartered Accountants, be and are hereby appointed by shareholders as statutory/external auditor of Thatta Cement Company limited for the ensuing year 2016-2017 on the remuneration and terms and conditions as decided by the Board of directors.

**SPECIAL BUSINESS**

**5. Amendments in Articles of Association of Thatta Cement Company Limited**

**RESOLVED** that additions / amendments in Articles of Association of Thatta Cement Company Limited as per the Comparative Statement attached in statement of facts under section 160 (1) (b) of the Companies Ordinance, 1984 sent with the Notice of Annual General Meeting for incorporating changes required under Companies (E-voting) Regulations, 2016, be and are hereby approved.

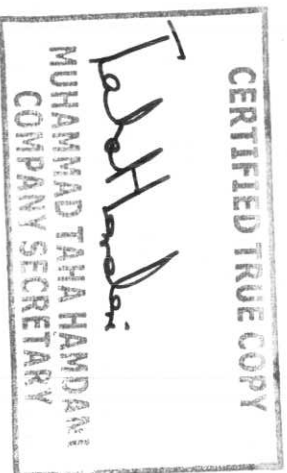
**FURTHER RESOLVED** that the Chief Executive and the Company Secretary be and are hereby jointly authorized to take and do and / or cause to be taken or done any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to do all acts, matters, deeds, and things which are necessary, incidental and / or consequential for making amendments in Articles of Association of Thatta Cement Company Limited.

**6. Investment (Loan/Advance) in Thatta Power (Private) Limited under section 208 of the Companies Ordinance, 1984**

**RESOLVED** that the time period for providing loan /advance facility to Thatta Power (Private) Limited, the Subsidiary Company, to the extent of total amount of Rs 300 million as approved by shareholders in last Annual General Meeting held on October 16, 2015, be and is hereby extended further for a period one year i.e. till the holding of next Annual General Meeting to be held on or before October 31, 2017 to meet the requirements of Regulation 7(e) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012 dated January 16, 2012 (Regulations).

**FURTHER RESOLVED** that the Chief Executive and the Company Secretary be and are hereby jointly authorized to take and do and / or cause to be taken or done any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to do all acts, matters, deeds, and things which are necessary, incidental and / or consequential to the investment (loans/advances) of the Company's funds as above as and when required at the time of investment.

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**7. Dissemination of Annual Audited accounts through CD/DVD/USB.**

**RESOLVED** that dissemination of Annual Audited Accounts to the shareholders in soft form i.e. through CD/DVD/USB as notified by Securities & Exchange Commission of Pakistan vide its SRO No. 470(I)/2016 dated May 31, 2016, be and is hereby approved.

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**CERTIFIED TRUE COPY**  
*Taha Handani*  
**MUHAMMAD TAHA HANDANI**  
**COMPANY SECRETARY**