



**THATTA CEMENT**  
COMPANY LIMITED



October 16, 2018

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 October 15, 2018**

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 October 15, 2018 duly certified by the Company Secretary.

The above is submitted for information of the Exchange.

Regards

  
**Shahid Yaqoob**

Company Secretary

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**THATTA CEMENT**  
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**RESOLUTIONS PASSED AND ADOPTED BY MEMBERS IN THE ANNUAL GENERAL MEETING  
HELD ON OCTOBER 15, 2018**

**ORDINARY BUSINESS**

**1. Confirmation of Minutes of Annual General Meeting held on September 18, 2017**

**RESOLVED** that the minutes of Annual General Meeting of shareholders of Thatta Cement Company Limited held on Monday, September 18, 2017 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 Unconsolidated Financial Statements of the Company together with the Director's and Auditors' report thereon for the year ended June 30, 2018 together with the Annual Audited consolidated financial statements of the Company and the Auditors' report thereon for the year ended June 30, 2018.**

**RESOLVED** that the Annual Audited Unconsolidated Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2018 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, 2018 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, 2018 at the rate of Rs 1.44/- per ordinary share i.e. 14.40% as recommended by the Board of Directors of the Company**

**RESOLVED** that the final cash dividend @ 14.40% of paid-up share of Rs 10/- each i.e. Rs 1.44/ per share for the year ended June 30, 2018 is approved by shareholders in their Annual General Meeting held on October 15, 2018 based on the recommendation of Board of Directors in their meeting held on September 13, 2018 in respect of those shareholders whose name appear in the register of shareholders before the date of book closure i.e. from October 08, 2018 to October 15, 2018.

**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 October 15, 2018, as per the requirements of relevant laws and regulations in relation thereto.

CERTIFIED TRUE COPY

**Shahid Yaqoob**

CFO & Company Secretary



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**4. Appointment of External Auditors of the Company for the year ending on June 30, 2019 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 2018-2019 on the remuneration increased by 5% in comparison with the financial year 2017-2018.

**5. To Elect seven (7) directors of the Company as fixed by the Board under section 159(1) of the Companies Act, 2017**

**RESOLVED** that the following persons be and are hereby elected as directors of Thatta Cement Company Limited for the term of three years commencing from October 16, 2018 under section 159(5) of the Companies Act, 2017:

1. Mr. Khawaja Mohammad Salman Younis
2. Mr. Muhammad Taha Hamdani
3. Mr. Agha Sher Shah
4. Mr. Shahid Aziz Siddiqui
5. Ms. Naheed Memon
6. Mr. Saleem Zamindar
7. Mr. Shahzad Sabir

**FURTHER RESOLVED** that the Chief Executive Officer and/or the Company Secretary be and is hereby 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 or incidental in this regard.

**SPECIAL BUSINESS**

**6. Investment (Loan/Advance) in Thatta Power (Private) Limited under section 199 of the Companies Act, 2017**

**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 the shareholders in the Annual General Meeting held on September 18, 2017, be and is hereby extended further for a period of one year i.e. till the next Annual General Meeting to be held on or before October 27, 2019, to meet the requirements of Regulation 5(7) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

**FURTHER RESOLVED** that the Chief Executive Officer 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



Shahid Yaqoob  
CFO & Company Secretary



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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.

**7. Waste Heat Utilization Agreement(WHUA) between Thatta Cement Company Limited (TCCL) & Thatta Power(Private) Limited(TPPL)**

**RESOLVED** that Waste Heat Utilization Agreement (WHUA) with Thatta Power (Private) Limited (TPPL), in relation to Waste Heat Recovery project undertaken by TPPL, be and is hereby ratified, approved and confirmed together will all actions and deeds undertaken by Thatta Cement Company Limited (TCCL) in connection with WHUA.

**CERTIFIED TRUE COPY**

**Shahid Yaqoob**  
CFO & Company Secretary