

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 will be held on Tuesday 31st of March, 2020 at 10.00 a.m. at Heaven Banquet Hall 343-D-1 Nespak Society, Lahore to transact the following business:

1. To confirm minutes of 26th Annual General Meeting held on 28th of October 2019.

Special Business:

2. To consider and, if thought fit, pass the following resolutions as Special Resolutions with or without modification:

RESOLVED THAT authorized share capital of the Company be and is hereby increased from Rs. 2,000,000,000/- divided into 200,000,000 Ordinary Shares of Rs. 10/- each to Rs. 4,000,000,000/- divided into 400,000,000 Ordinary Shares of Rs. 10/- each.

FUTHER RESOLOVED THAT the Company be and is hereby authorized to amend and alter the Clause V of Memorandum of Association of the Company to give effect of increase in authorized share capital of the Company from Rs. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs. 10/- each to Rs. 4,000,000,000/- divided into 400,000,000 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 Ordinance, 1984.

FUTHER RESOLOVED THAT the Company be and is hereby authorized to amend and alter the Clause 7 of Articles of Association of the Company to give effect of increase in authorized share capital of the Company from Rs. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs. 10/- each to Rs. 4,000,000,000/- divided into 400,000,000 ordinary shares of Rs. 10/- each.

FUTHER RESOLOVED THAT the Chief Executive Officer or Company Secretary of the Company be and are hereby singly authorized and empowered to take all steps and actions necessary, incidental and ancillary as may be required in this regard and to do all acts, matters, and things necessary or expedient for the purpose of increase in authorized share capital and for amendment/alteration in Memorandum and Articles of Association of the Company.

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

Statement under Section 134(3) of the Companies Act, 2017 is given in the following notes.

By Order of the Board

(Muhammad Azeem)
COMPANY SECRETARY
Lahore: March 09, 2020

Notes:

1. The Share Transfer Books of the Company will remain closed from March 24, 2020 to March 31, 2020 (both days inclusive) Transfers received in order by our Share Registrar, M/s THK Associates (Pvt) Limited, 1st Floor, 40-C, Block 6, P.E.C.H.S, Karachi-75400 by the close of business on March 21, 2020 will be considered in time for the purpose of attendance at Extraordinary General Meeting.
2. A shareholder eligible to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote. Votes may be given personally or by proxy or by attorney in case of a corporate entity. In this case the instrument of proxy completed in every respect, must reach to the Registered Office of the Company not later than 48 hours before the time of the meeting. Attested copy of the shareholder's CNIC must be attached with the proxy form.
3. The Original Computerized Identity Card of the shareholder is required to prove his/her identity along with account details etc. at the time of attending meeting. In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with proxy form.
4. The Shareholders who, have not yet submitted copy of their valid CNIC or NTN, are once again requested to immediately submit the same.
5. Members can also avail video conference facility in the cities where facility can be provided keeping in view the geographical dispersal of members. In this regard fill the application as per following format and submit to the registered address of the company 7 days before the date of Extraordinary General Meeting. The video conference facility will be provided only If the company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, The company will intimate members regarding venue of video conference facility at least 5 days before the date of Extraordinary 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 _____.

Signature of shareholder

Statement Under Section 134(3) of the Companies Act, 2017

This statement set 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 the Company to be held on March 31, 2020.

The authorized share capital of the Company is proposed to be increased from Rs. 2,000,000,000/- divided into 200,000,000 ordinary 'shares of Rs. 10/- each to Rs. 4,000,000,000/- divided into 400,000,000 ordinary shares of Rs. 10/- each to meet with the future requirements in respect of further issue of capital by way of right issue or otherwise.

The Directors of the Company have no any interest in the passing of above resolution except to the extent of their shareholding in the Company.

