

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **29th Annual General Meeting** of the Shareholders of **Flying Cement Company Limited** (the "Company") will be held on 27th October 2022 at 11:00 hours at (Thursday) at Heaven Banquet Hall, 343-D-1, Nespak Society, Lahore to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last General Meeting held on 15-12-2021.
2. To receive, consider and adopt audited financial statements of the Company for the year ended 30 June 2022 together with Directors', Auditors' Report and Chairman's Review thereon.
3. To appoint auditors and to fix their remuneration for the year ending 30 June 2023.

SPECIAL BUSINESS:

Ratify and Approval of Related Parties Transaction

4. To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2022 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, 2022 be and are hereby ratified, approved and confirmed."

5. To authorize the Board of Directors of the Company to approve transactions with Related Parties for the financial year ending June 30, 2023 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, 2023.

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."

Director's Remuneration


6. To Consider and if thought fit, approve the increase in the Director's Remuneration and to pass the ordinary resolution as proposed in the Statement of Material Facts.

(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:

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

By order of the Board



Shahid Ahmad Awan
Company Secretary

Lahore
Dated: October 03, 2022

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from **October 20, 2022 to October 27, 2022** (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 19, 2022**, will be considered in time for attending 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, 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.

2. 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 _____.

3. **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.

4. **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

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

6. The Annual Report for the Financial Year ended June 30, 2022 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.

7. **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.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

Agenda No.4 of Notice of AGM

Ratification and approval of the related party transactions carried out during the year ended June 30, 2022:

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, 2022 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, 2022.

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, 2022. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

Agenda No.5 of Notice of AGM

Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2023:

The Company shall be conducting transactions with its related parties during the year ending June 30, 2023 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, 2023, 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.

Agenda No.6 of Notice of AGM

The Board of Directors, on the recommendations of Board Human Resource & Remuneration Committee has decided the Director's Remuneration of Mr. Momin Qamar Executive Director increased to Rs.1,500,000 p.m. and the change of status of Mr. Qasim Khan as Executive Director at remuneration of Rs.1,200,000 p.m. inclusive of utilities and allowances w.e.f. October 01, 2022.

The decision of increase the remuneration and change of status as Executive Director has been made to compensate for the time and efforts required to discharge director's obligations and to value their skills and expertise in managing the affairs of the Board and Board's Committees. In term of the " Board Remuneration Policy" The payments and increase in the director's remuneration is being presented to the Shareholders of the company for their approval by passing the following resolution as an Ordinary Resolution, if thought fit:

"Resolved that the Director's Remuneration of Mr. Momin Qamar Executive Director increased to Rs.1,500,000 p.m. and the change of status of Mr. Qasim Khan as Executive Director at remuneration of Rs.1,200,000 p.m. inclusive of utilities and allowances w.e.f. October 01, 2022 be and is hereby approved."

The Directors of the company have no personal interest, directly or indirectly in the above-mentioned special business that would require further disclosure except to the extent of their remuneration.