

FAUJI CEMENT COMPANY LIMITED
Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

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 Fax No : 051-9280416
 Ref No : SECY/FCCL/2037/67

Exchange : 051-9280081-83
 : 051-5763321-24
 Office : 051-9280075
 Date : 22 June 2023

To: The General Manager
 Pakistan Stock Exchange Limited,
 Stock Exchange Building,
 Stock Exchange Road, Karachi

Subject: Extract of Resolutions Adopted in 14th Extra Ordinary General Meeting

Reference: Pakistan Stock Exchange Regulation Number 5.6.9(b).

Dear Sir,

1. 14th Extra Ordinary General Meeting (EOGM) of Fauji Cement Company Limited (FCCL) was held at Pearl Continental Hotel, the Mall, Rawalpindi on 22nd June 2023 (Thursday) at 1200 hours. Following resolutions were approved / disapproved by the shareholders and certified true copy of the same is attached as per **Annex A:-**

Special Business

- a. **Agenda Item - 2.** To consider and, if thought fit, approve an increase in the authorized share capital of the Company and alter the Memorandum and Articles of Association of the Company for the purpose by passing, with or without any modifications, additions or deletions, as special resolution (Disapproved).
- b. **Agenda Item - 3.** To consider and, if thought fit, approve the sale of the shares held by the Company in Foundation Solar Energy (Private) Limited to Foundation Power Company Daharki Limited, by passing, with or without any modifications, additions or deletions, as special resolutions (Approved).
- c. **Agenda Item - 4.** To consider and, if thought fit, approve the circulation of Company's annual audited financial statements through QR enabled code and weblink as part of notice of Annual General Meeting by passing, with or without any modifications, additions or deletions, as special resolutions (Approved).

2. Forwarded for your kind information / record, please.

With regards,



Your's sincerely,

Brig Abid Hussain Bhatti, SI(M), (Retd)
 Company Secretary

- Copy to
- **Executive Director**
 Company Law Division
 Corporation and Compliance Department, SECP
 NIC Building, 63 Jinnah Avenue, Blue area, Islamabad
 - **Mr Hafiz Maqsood Munshi**
 Manager, Companies & Securities Compliance - RAD
 Pakistan Stock Exchange Limited,
 Stock Exchange Building,
 Stock Exchange Road, Karachi

FAUJI CEMENT COMPANY LIMITED**14th EXTRA ORDINARY GENERAL MEETING – 22ND JUNE 2023****RESOLUTIONS APPROVED / DISAPPROVED BY SHAREHOLDERS****1. Special Business**

- a. **Agenda Item 2.** To consider and, if thought fit, approve an increase in the authorized share capital of the Company and alter the Memorandum and Articles of Association of the Company for the purpose by passing, with or without any modifications, additions or deletions, the following resolutions as special resolutions:-
- (1) The Agenda item relating to Special Resolution for increase in Authorized Share Capital from 50,000,000,000 to 75,000,000,000 was presented by Company Secretary to shareholders for their approval. The increase in Authorized Share Capital was disapproved by majority members; therefore, the special resolution failed to get requisite majority of votes from shareholders, hence it stands disapproved and became null and void.
- b. **Agenda Item 3.** To consider and, if thought fit, approve the sale of the shares held by the Company in Foundation Solar Energy (Private) Limited to Foundation Power Company Daharki Limited, by passing, with or without any modifications, additions or deletions, the following resolutions as special resolutions:-

RESOLUTION

“RESOLVED THAT the Company be and is hereby authorized to sell and transfer 6,250,000 (six million two hundred fifty thousand) shares of the value of PKR 10/- (Pak Rupees ten) each, held by the Company in Foundation Solar Energy (Private) Limited (“FSEL”), to Foundation Power Company Dharki Limited (“FPCDL”) at a price of Rs. 20.50 for the cash consideration of PKR 128,125,000 (Pak Rupees One Hundred Twenty Eight Million and One Hundred Twenty Five Thousand Only), be and is hereby approved by the shareholders”.



“FURTHER RESOLVED THAT Managing Director / any Director of the Company (the “Authorized Signatory”) be and is hereby authorized to do, or authorize all such acts, matters and things as may be necessary for carrying out and giving full effect to the aforesaid resolutions, including, without limitation, entering into any negotiations with the purchaser and executing any sale of shares document or similar agreement and all related agreements and instruments for and on behalf of the Company for the purpose”.

“FURTHER RESOLVED THAT the Authorized Signatory be and is hereby authorized to delegate all or any of the above powers to any other official(s) of the Company from time to time as the Authorized Signatory sees fit”.

- c. **Agenda Item 4.** To consider and, if thought fit, approve the circulation of Company’s annual audited financial statements through QR enabled code and weblink as part of notice of Annual General Meeting by passing, with or without any modifications, additions or deletions, the following resolutions as special resolutions:-

RESOLUTION

“RESOLVED THAT, the consent and approval of the members of Fauji Cement Company Limited be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and weblink as part of the notice of Annual General meeting.”

“FURTHER RESOLVED THAT, the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

2. It is certified that above-mentioned resolutions are “Certified True Copies” of the actual resolutions adopted by the shareholders during 14th EOGM of FCCL, held on 22nd June 2023.



Rawalpindi
22 June 2023

Brig Abid Hussain Bhatti, SI(M), (Retd)
Company Secretary