



THATTA CEMENT
COMPANY LIMITED



October 18, 2023

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

SUBJECT: ELECTRONIC VOTING FACILITY AND POSTAL BALLOT ON SPECIAL BUSINESS-AGM TO BE HELD ON OCTOBER 26, 2023

Dear Sir,

We refer to our notice in relation to Annual General Meeting posted on October 5, 2023 of Thatta Cement Company Limited (the "Company").

Please find enclosed a copy of the ballot paper, as required under Regulation 8 of the Companies (Postal) Ballot Regulations, 2018, to be published tomorrow, Thursday, October 19, 2023 nationwide in two newspapers, namely "Business Recorder (English), Nawai Waqt (Urdu) for information of the Shareholders. The same will also be uploaded on Website of the Company i.e. www.thattacement.com.

Further, in compliance with Regulation 4 of the Companies (Postal) Ballot Regulations 2018, the electronic voting facility will be available to eligible members of the Company in line with applicable law.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Regards

Muhammad Abid Khan
Company Secretary

Cc: The Executive Director/HOD
Offsite-II Department
Supervision Division
Company Law Division
Securities and Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue,
Blue Area, Islamabad.

Head Office:

CL 5/4, State Life Building # 10,
Main Abdullah Haroon Road, Karachi-75350.
Tel : 92 21 111 842 882
Fax : 92 21 35665976-77
Web : www.thattacement.com

Factory:

Ghulamullah Road, Makli,
District Thatta, Sindh 73160
Tel : 92 298 111 842 882
Fax : 92 298 555004
E-mail: info@thattacement.com



THATTA CEMENT COMPANY LIMITED

This is in continuation of Annual General Meeting Notice published on Thursday October 05, 2023:

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Thatta Cement Company Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on Thursday, October 26, 2023 at 11:00 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

Procedure for e-voting:

Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by close of business October 19, 2023. The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of M/s THK Associates (Private) Limited (being the e-voting service provider). Identity of the members intending to cast vote through E-Voting shall be authenticated through authentication for login. E-Voting lines will start from October 23, 2023, 9:00 a.m. and shall close on October 25, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is casted by a member, he / she shall not be allowed to change it subsequently.

Procedure for voting through ballot paper:

The members shall ensure that duly filled and signed ballot papers along with copy of Computerized National Identity Card (CNIC) or passport for foreign members and Board Resolution/Power of Attorney for body corporate, corporation and federal government, should reach the Chairman, through post on Company's registered address i.e. CL/5-4, State Life Building # 10, main Abdullah Haroon Road, Karachi., or through email at info@thattacement.com one day before the meeting i.e. on or before October 25, 2023 during working hours. The signature on ballot paper should match signature on CNIC. For convenience of members ballot paper is annexed to this notice and is also available on Company's website www.thattacement.com.



THATTA CEMENT COMPANY LIMITED BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Annual General Meeting to be held on Thursday, October 26, 2023, at 11:00 a.m. at Beach Luxury Hotel, M. T. Khan Road, Karachi.

Contact Details of the Chairman, where duly filled ballot paper may be sent:

Address: The Chairman, Thatta Cement Company Limited, CL/5-4, State Life Building # 10, main Abdullah Haroon Road, Karachi.

E-mail address: info@thattacement.com Phone: +92-21-111-842-882

Website: www.thattacement.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)

Name and CNIC of Authorized Signatory	
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I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below: (In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected")

S. No.	Agenda / Description of Special Resolutions	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1	<p>Resolutions For Agenda Item No. 4:</p> <p>RESOLVED that approval be and is hereby accorded to Thatta Cement Company Limited (the "Company"), under Section 88 of the Act read with the Regulations, to purchase / buy-back up to 15,000,000 (Fifteen Million) issued ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten Only) each, constituting up to approximately 15.04% of the current issued and paid up share capital of the Company, at the spot / current price acceptable to the Company prevailing during the purchase period, through the securities exchange (i.e. the Pakistan Stock Exchange Limited) in a way that neither the treasury shares should exceed 20% of the total paid-up capital of the Company nor after purchase the free float of the Company should fall below 25% of the total paid-up share capital of the Company, as per and in accordance with the salient features as mentioned in the Statement under Section 134(3) of the Companies Act 2017.</p> <p>FURTHER RESOLVED that the ordinary shares purchased by the Company pursuant to these special resolutions be held as treasury shares in accordance with the said Regulations.</p> <p>FURTHER RESOLVED that the Buy-Back shall be made through the securities exchange (i.e. the Pakistan Stock Exchange Limited), and the purchase period shall be from November 2, 2023 to April 23, 2024, or till such date that the Buy-Back is completed, whichever is earlier.</p> <p>FURTHER RESOLVED that the Chief Executive Officer of the Company, or any person authorized by him, be and is hereby authorized and empowered to determine and approve the quantum of shares that may be purchased by the Company (as may be deemed fit) on a day-to-day basis during the purchase period.</p>		

S. No.	Agenda / Description of Special Resolutions	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
	<p>FURTHER RESOLVED that the Company Secretary (the “Authorized Person”) be and is hereby, authorized to prepare, finalize, execute, issue and file all necessary documents, notices, applications and any ancillary documents, take and do, and / or cause to be taken or done, any / all necessary actions, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as deemed fit for giving effect to the aforementioned resolutions or for the Buy-Back, as well as do all acts, matters, deeds, and things which are necessary, incidental and / or consequential to the principal or any ancillary matters thereto to fully achieve the implementation aforesaid resolutions.</p> <p>FURTHER RESOLVED that the Authorized Person be and is hereby further authorized and empowered to take or cause to be taken all actions including, but not limited to, obtaining any requisite regulatory or third party approvals, wherever required, preparing all documents, engaging legal counsel, financial advisors and consultants for the purposes of the Buy-Back, opening accounts / sub-accounts with the CDC / securities broker, filing of all the requisite statutory forms, returns and all other documents as may be required to be filled with the regulator(s) or any other institutions(s), executing all such documents or instrument, including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of implementing, procuring and completing the Buy-Back and all other matters incidental or ancillary thereto.</p> <p>FURTHER RESOLVED that the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions that may be suggested, directed and advised by the regulator(s), which shall, if determined to be prudent or necessary by the Authorized Person, be deemed to be part of these resolutions, without the need of the members to pass fresh special resolutions.</p>		
2.	<p>Resolution For Agenda Item No. 5</p> <p>"RESOLVED THAT the Company be and is hereby authorized to circulate its annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to the members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 issued by the Securities and Exchange Commission of Pakistan, and that the practice of circulation of the annual report through CD / USB be discontinued."</p>		

1. Duly filled ballot paper should be sent to the Chairman of Thatta Cement Company Limited at CL/5-4, State Life Building # 10, main Abdullah Haroon Road, Karachi or e-mail at info@thattacement.com.
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before Wednesday, October 25, 2023. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.thattacement.com. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)