



THATTA CEMENT
COMPANY LIMITED



October 27, 2023

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

Subject: **Certified Copy of the Resolutions adopted in the Annual General Meeting of the Company held on October 26, 2023**

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 26, 2023 duly certified by the Company Secretary.

The above is submitted for information of the Exchange.

Regards

Muhammad Abid Khan
Company Secretary



THATTA CEMENT
COMPANY LIMITED



RESOLUTIONS PASSED AND ADOPTED BY MEMBERS IN THE ANNUAL GENERAL MEETING HELD ON OCTOBER 26, 2023

ORDINARY BUSINESS

1. Confirmation of the Minutes of Annual General Meeting held on October 27, 2022

RESOLVED that the minutes of the Annual General Meeting of shareholders of Thatta Cement Company Limited held on October 27, 2022 at 11:00 a.m. through video link facility via Zoom managed from Company's Head Office 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 and Consolidated Financial Statements of the Company together with the Director's and Auditors' report thereon for the year ended June 30, 2023.

RESOLVED that the Annual Audited Unconsolidated Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2023 together with the reports of Auditor and Directors thereon, be and are hereby approved and adopted without any modification and alteration.

FURTHER RESOLVED that Annual Audited Consolidated Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2023 together with the report of Auditor thereon, be and are hereby approved and adopted without any modification and alteration.

3. Appointment of External Auditors of the Company for the year ending on June 30, 2024 and fix their remuneration.

RESOLVED that M/s BDO Ebrahim & Co., Chartered Accountants, be and are hereby re-appointed by shareholders as statutory/external auditor of Thatta Cement Company Limited for the ensuing year 2023-2024 on the remuneration and terms and conditions as decided by the Board of Directors.

SPECIAL BUSINESS

4. Purchase / buy-back up to Fifteen Million issued ordinary shares of the Company.

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.

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.

CERTIFIED TRUE COPY

AC
(MUHAMMAD ABID KHAN)
COMPANY SECRETARY
THATTA CEMENT COMPANY LTD.

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THATTA CEMENT
COMPANY LIMITED



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 4, 2023 to April 23, 2024, or till such date that the Buy-Back is completed, whichever is earlier.

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.

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.

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.

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.

5. Approval to circulate annual report to the members of the Company through QR enabled code and weblink.

FURTHER 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.

CERTIFIED TRUE COPY


(MUHAMMAD ABID KHAN)
COMPANY SECRETARY
THATTA CEMENT COMPANY LTD.