



THATTA CEMENT COMPANY LIMITED

Registered Office: CL/5-4 State Life Building # 10, Abdullah Haroon Road, Karachi, Pakistan. Voice: 92 21 35665970-75, Fax: 92 21 35665976-77,

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THATTA CEMENT

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Thatta Cement Company Limited will be held at Beach Luxury Hotel, M. T. Khan Road, Karachi on October 15, 2024 at 11:00 a.m. to transact the following business:

A. Ordinary Business

- To confirm the minutes of Annual General Meeting of the shareholders held on October 26, 2023.
- To receive, consider and adopt the audited financial statements for the year ended June 30, 2024 together with the Board of Directors' and Independent Auditors' report thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link and QR enabled code:

<https://www.thattacement.com/Financial%20Statement.html>



3. To consider, declare and approve final cash dividend for the year ended June 30, 2024:

i) To Majority Shareholders (Sky Pak Holding (Pvt) Ltd, Al-Miftah Holding (Pvt) Ltd, Golden Globe Holding (Pvt) Ltd & Rising Star Holding (Pvt) Ltd, collectively hold 51% of the total shares.

NIL

ii) To Propose Shareholders (Other than above).

To Propose Cash Dividend of 10% i.e. Rs. 1.00/- per share

The Board of Directors, by prioritizing dividend payments to minority shareholders, ensures that smaller investors receive direct cash benefits from their investments. In contrast, by choosing not to pay dividends to major shareholders, the company can redirect these funds towards high-impact investments and strategic initiatives. The majority shareholders have already consented to waive their right to dividends for the financial year 2024.

4. To appoint external auditors of the Company for the year ended on June 30, 2025 and fix their remuneration. The present auditors, M/s BDO Ebrahim & Co. Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

5. To elect seven (7) directors of the Company as fixed by the Board of Directors in terms of Section 159 of Companies Act, 2017 for a term of three (03) years. Retiring directors are:

- Mr. Khawaja Muhammad Salman Younis,
- Mr. Kamran Munir Ansari
- Mr. Saleem Zamindar,
- Mr. Noor Muhammad,
- Mr. Alamuddin Bullo,
- Ms. Shaista Bano Gilani.
- Ms. Naheed Memon

The statement as required under section 166 (3) of the Companies Act, 2017 is being sent to the members with the notice.

B. Special Business

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

By Order of the Board

Muhammad Abid Khan
Company Secretary

Karachi : September 24, 2024

Notes:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company shall remain closed from October 08, 2024 to October 15, 2024 (both days inclusive). Transfers received in order at our Share Registrar/Transfer Agent M/s THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500 at the close of business on October 07, 2024 shall be treated in time for the purpose of Annual General Meeting and payment of cash dividend, if approved by shareholders.

2. Participation in General Meeting

A member of the Company entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at the registered office of the Company duly stamped and signed not later than 48 hours before the time for holding the meeting. A member cannot appoint more than one proxy. Copy of the member's Computerized National Identity Card (CNIC) must be attached with the form. For any other relevant aspects, contents of section 137 of Companies Act, 2017 will apply.

CDC Account Holders will further have to follow the undermentioned guidelines, as laid down in Circular No. 1 of 2000 of SECP dated January 26, 2000.

➤ For Attending the Meeting

- In case of individuals, the account 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 authenticate his / her identity by showing his / her original CNIC or original passport at the time of attending the meeting.
- Members registered on Central Depository Company (CDC) are also requested to bring their particulars, ID Number and account number in Central Depository System (CDS).
- In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with proxy Form to the Company.

For appointing the proxies

- In case of individuals, the account 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.
- Proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the Form.
- Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
- The Proxy shall produce his/her original CNIC or original passport at the time of meeting.
- In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with Proxy Form to the Company.

3. Election of Directors

Any member who seeks to contest for election as a Director, whether he is a retiring Director or otherwise shall file with the Company not later than fourteen (14) days before the date of Annual General Meeting, notice of his intention to offer himself/herself for the election of the Directors, together with:

- Consent to act as director as required under section 167(1) of the Companies Act, 2017.
- Declaration in respect of being compliant with the requirements of the Code of Corporate Governance and eligibility criteria as set out in the Companies Act, 2017 to act as director of a listed Company.
- Detailed profile along with office address for placement onto Company's website within seven days prior to the date of election in terms of SRO 1196(I)/2019 dated October 03, 2019.
- Copy of valid CNIC/passport/NTN

4. Payment of Cash Dividend Electronically (Mandatory Requirement)

In accordance with the provisions of Section 242 of the Companies Act and Companies (Distribution of Dividends), Regulation 2017, a listed company, is required to pay cash dividend to the shareholders ONLY through electronic mode directly into the bank account designated by the entitled shareholders.

Those shareholders who have still not provided their IBAN are once again requested to fill in "Electronic Credit Mandate Form" as available on the Company's website and send it duly signed along with a copy of valid CNIC to their respective CDC participant / CDC Investor account services (in case of shareholding in Book Entry Form) or to the Company's Share Registrar M/s. THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500 (in case of shareholding in Physical Form).

5. Withholding tax on Dividend

i. As per the provisions of Section 150 of the Income Tax Ordinance, 2001 ("Ordinance"), whereby, different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies.

The current rates are as follows:

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|-----|---|-----|
| (a) | Rate of tax deduction for persons who are appearing in the Active Taxpayer List | 15% |
| (b) | Rate of tax deduction for persons who are not appearing in the Active Taxpayer List | 30% |

To enable the company to make tax deduction on the amount of cash dividend @15% instead of 30% all the shareholders whose names are not entered into the active tax-payer list (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for approval of the cash dividend i.e. October 15, 2024, otherwise tax on their cash dividend will be deducted @30% instead of 15%.

ii. As per FBR's clarification, the valid Tax Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide valid Tax Exemption Certificate to our Shares Registrar; otherwise tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

iii. For any query/issue/information, the shareholders may contact the Company and / or the Share Registrar THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500

iv. The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas, corporate physical shareholders should send a copy of their NTN certificate to Share Registrar i.e. M/s. THK Associates (Private) Limited. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote Company name and their respective folio numbers.

v. As per the clarification issued by FBR, withholding tax will be determined separately on "Filer/Non-Filer" status of principal shareholder as well as joint-holder(s) based on their shareholding proportions.

If the shareholder is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to the Registrar and Share Transfer Agent in writing as follows:

Individual/Company Name	Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & NIC No.	Shareholding Proportion (No. of Shares)	Name & NIC No.	Shareholding Proportion (No. of Shares)

6. Zakat deduction and Change of Address

Shareholders desiring to claim exemption from Zakat deduction may file their Declaration before the closing date of the books i.e. October 07, 2024, duly attested by Oath Commissioner on Stamp paper to Company's Share Registrar, otherwise Company shall have to deduct Zakat according to the Zakat and Ushr Ordinance, 1980; and members are also requested to notify change in their addresses, if any, to our Share Registrar M/s. THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500

7. Submission of the CNIC/NTN details (Mandatory)

In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP) vide SRO 779(1)/2011 dated August 18, 2011 and SRO 83(1)/2012 dated July 5, 2012, dividend counters in electronic form should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, Members who have not yet submitted copy of their valid CNIC or NTN in case of corporate entities are requested to submit the same to the Company's Share Registrar. In case of non-compliance, the Company shall withhold credit of dividend as per law.

8. 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-account with any of the brokers or Investor Account Directly with CDC to place their physical shares into scrip 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.

9. June Transmission of annual audited financial statements through QR enabled code and web link

The Company has circulated annual financial statements to its members through QR enabled code and web link. Printed copy of above referred statements can be provided to members upon request. Request form is available on the website of the Company, i.e. www.thattacement.com.

10. Availability of audited financial statements on company's website

The audited financial statements of the Company for the year ended June 30, 2024 has been made available on the Company's Website www.thattacement.com in addition to annual and quarterly financial statements of prior years.

11. Transmission of annual reports through e-mail

The SECP vide SRO 787(I)/2014 dated September 08, 2014 has provided an option for shareholders to receive audited financial statements along with notice of annual general meeting electronically through email. Hence, members who are interested in receiving the annual reports and notice of annual general meeting electronically in future are requested to send their email addresses on the standard form placed on the Company's website www.thattacement.com. The Company shall, however, additionally provide hard copies of the annual report to such members, on request, free of cost.

12. Request from Video Conference Facility

In terms of SECP's circular no. 10 of 2014 read with provisions contained under section 132 and 134 of the Act, if the Company receives request/demand from members holding in aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least Seven (07) days prior to the date of meeting. The Company will arrange video conference facility in that city, subject to availability of such facility in that city.

The Company will intimate members regarding venue of the video-link facility at least two (02) days before the date of the general meeting along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to the Registered Office of the Company seven (07) days before holding of the general meeting.

I/We _____ of _____ being a member of Thatta Cement Company Limited, holder of _____ Ordinary shares as per Registrar Folio No _____ hereby opt for video conference facility at _____.

Signature of Member

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Election of Directors

The term of office of the present Directors of the Company will expire on October 14, 2024. In term of Section 159 (1) of the Companies Act, 2017, the Board of Directors on September 10, 2024 has fixed the number of elected Directors at 7 (Seven) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at the Registered Office of the Company not later than fourteen (14) days before the date of Annual General Meeting, the following documents:

- His/her Folio No./CDC investor Account No./CDC participant No./Sub-Account No.
- Notice of his/her intention to offer himself/herself for election of directors in term of Section 159(3) of the Act, together with the consent to act as a Director in Form 28 prescribed under Companies Act, 2017.
- A detailed profile along with office address as required under SECP SRO 1196(I)/2019 dated October 03, 2019.
- A director must be a member of the Company at the time of filing of his/her consent for contesting election of Directors except a person representing a member, which is not a natural person.

5. A declaration affirming that:

a) He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange; and

b) He/she is eligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulation, 2019 and any other applicable laws, rules and regulations.

6. Independent Director(s) will be elected through the process of election of Directors in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

