



# FLYING CEMENT COMPANY LIMITED

FLYNG/703/522-2024

Date: October 03, 2024

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

PUCAR / TCS

Subject: **Notice of Annual General Meeting**

Dear Sir,

Further to our Letter FLYNG/702/521-2024 dated October 03, 2024, enclosed please find a copy of the Notice of Annual General Meeting of the Members of Flying Cement Company Limited to be held on October 24, 2024 at 09:00 at Leeds Banquet Hall, 343-D-1, Nespak Society, Lahore.

Please circulate amongst the TRE certificate holders.

Yours Sincerely,  
For Flying Cement Company Limited

  
Shahid Ahmad Awan  
Company Secretary

Copy To:

The Director /HOD  
Surveillance, Supervision and Enforcement department  
Securities & Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area, ISLAMABAD



# FLYING CEMENT COMPANY LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 31<sup>st</sup> Annual General Meeting of the Shareholders of Flying Cement Company Limited (the "Company") will be held on 24 October 2024 at 09:00 a.m. at (Thursday) at Leeds 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 28-10-2023.
2. To receive, consider and adopt audited financial statements of the Company for the year ended 30 June 2024 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 2025.

### SPECIAL BUSINESS:

#### 4. Increased in Authorized Capital:

To consider and, if thought fit, increase the authorized share capital of the Company from Rs. 8,000,000,000/- (Pak Rupees Eight Billion) to Rs. 10,000,000,000/- (Pak Rupees Ten Billion), by creation of 200,000,000 (Two Hundred Million) new ordinary shares of Rs. 10/- (Pak Rupees Ten) each, and approve the consequential amendments in the Memorandum and Articles of Association of the Company, and in that connection to pass the following resolutions as Special Resolutions, with or without modification:

"RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 8,000,000,000/- (Pak Rupees Eight Billion), divided into 800,000,000 Ordinary Shares of Rs. 10/- each, to Rs. 10,000,000,000/- (Pak Rupees Ten Billion), divided into 1,000,000,000 Ordinary Shares of Rs. 10/- each.

FUTHER RESOLOVED THAT, as a consequence of the said increase in the authorized share capital of the Company:

Clause V of Memorandum of Association of the Company be and is hereby replaced accordingly to read as follows

"The Authorized Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 ordinary shares of Rs. 10/- each. The Company has powers from time to time to increase, consolidate, sub-divide, reduce or otherwise re-organise its capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017."

Article 7 of Articles of Association of the Company be and is hereby replaced accordingly to read as follows:

Head Office 63-A, Sher Khan Road, Lahore Cantt. Pakistan. Phone +92-42-36674301-5 Lines, Fax: 92-42-36660693  
E-mail: info@flyingcement.com, Website: www.flyingcement.com





# FLYING CEMENT COMPANY LIMITED

"The Share Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 ordinary shares of Rs. 10/- each"

FUTHER RESOLVED THAT the Chief Executive Officer or Company Secretary be and are hereby singly authorized and empowered to do all acts, deeds and things, take any and all actions as may be necessary or expedient to complete all legal formalities, and to sign for and behalf and in the name of the Company and to file, whether with any authority or regulator or other person, any and all such applications, documents, declarations, agreements, deeds, undertakings and other papers as may be necessary or proper or expedient or incidental, for the purposes of implementing the aforesaid resolutions, and to do all such acts, deeds and things as may be ancillary and/or incidental to the foregoing and/or as may be necessary to fully achieve the objects of the resolutions aforesaid, including, without limiting the generality of the foregoing, obtaining any approvals (if required) and carrying out any filings with the Securities and Exchange Commission of Pakistan or other regulatory bodies."

## Ratify and Approval of Related Parties Transaction

5. Further to get effect of the Board's recommendation regarding ratify / approval of the related parties transaction, It is proposed that the following Resolutions be considered and passed as Special Resolutions, with or without modification in the upcoming Annual General Meeting schedule to held on October 24, 2024:

To ratify / approve Related Parties Transaction for the Year ended June 30, 2024:

"RESOLVED That pursuant to the powers conferred upon the Board of Directors of Flying Cement Company Limited (the Company) by the members of the Company through Special Resolution passed in their Annual General Meeting held on October 28, 2023, the Related Party Transactions made during the financial year ended June 30, 2024 and as approved by the Board of Directors of the Company be and are hereby ratified, approved and confirmed in all respects.

(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:**

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

Lahore

Dated: October 03, 2024

By, order of the Board

*Shahid*  
Shahid Ahmad Awan  
Company Secretary





# FLYING CEMENT COMPANY LIMITED

## Notes:

### 1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from **October 18, 2024 to October 24, 2024** (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 17, 2024**, 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 Registered Office 63-A; Sher Khan Road Lahore Cantt., 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](http://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.

### 3. 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.

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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 \_\_\_\_\_.

#### 4. **E-voting and Postal Ballot**

The members of the Company 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 the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its Annual General Meeting to be held on October 24, 2024 at 09:00 hours, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations,

For the convenience of the members, ballot paper is annexed to this notice and the same is also available on the Company's website.

Procedure for E-Voting:

- a) 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 the close of business of 17-10-2024.
- b) 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 e-voting service provider.
- c) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) E-voting lines will start from 22-10-2024, 09:00 hours and shall close on 23-10-2024 at 05:00 hours. Member can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of CNIC should reach the Chairman of the meeting through post on the Company's registered address, at 63-A, Sher Khan Road, Lahore Cantt., one day before the Annual General Meeting schedule on October 24, 2024 during working hours. The signature on the ballot paper shall match with the signature on CNIC.

#### 5. **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.

#### 6. **Transmission of Annual Audited Financial Statements:**

The Securities and Exchange Commission of Pakistan vide SRO No.389(I)/2023 dated march 21, 2023, has allowed listed companies to circulate their Annual Audited Financial Statements (i.e. The Annual Balance Sheet and profit or Loss Account, Auditor's Report and Directors' Report) to its member through QR enabled code and web-link, which is given bellow:

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# FLYING CEMENT COMPANY LIMITED

[http://www.flyingcement.com/pdf/2023-2024/annual\\_report2024.pdf](http://www.flyingcement.com/pdf/2023-2024/annual_report2024.pdf)



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

### **Agenda No.4 of Notice of AGM**

#### **Increased in Authorized Capital:**

This statement sets out the material facts concerning the special business given in agenda item No. 4 of the Notice, to be transacted at the 31st Annual General Meeting of Flying Cement Company Limited (the "Company") to be held on October 24, 2024.

In order to cater for future increase in the issued and paid up share capital of the Company / issuance of shares, the authorized share capital of the Company needs to be enhanced.

In the light of the same and for future potential issuance of shares, the Board of Directors of the Company has resolved (subject to obtaining the approval of the shareholders of the Company) that the authorized share capital of the Company be increased from Rs. 8,000,000,000/- (Pak Rupees Eight Billion), divided into 800,000,000 (Eight Hundred Million) ordinary shares of Rs. 10/- (Pak Rupees Ten) each, to Rs. 10,000,000,000/- (Pak Rupees Ten Billion), divided into 1,000,000,000 (One Billion) ordinary shares of Rs. 10/- (Pak Rupees Ten) each. Accordingly, the amount of increase in the authorized share capital of the Company will be equal to Rs. 2,000,000,000/- (Pak Rupees Two Billion), comprising 200,000,000 ordinary shares of Rs. 10/- (Pak Rupees Ten Only) each.

For the purposes of the same, corresponding amendments are required to be made to the Memorandum and Articles of Association of the Company to reflect the increase in the authorized share capital of the Company, as detailed in the proposed resolutions appearing in the notice of the general meeting.

The above requires the approval of the shareholders / members of the Company, through special resolutions, in accordance with Article 25 of the Articles of Association of the Company, read with Section 85 of the Companies Act, 2017.

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## FLYING CEMENT COMPANY LIMITED

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the resolutions, except in their capacity as shareholders of the Company to the extent of their shareholdings.

### **Agenda No.5 of Notice of AGM**

Ratification and approval of the related party transactions carried out during the year ended June 30, 2024:

Further to get effect of the Board's recommendation regarding ratify / approval of the related parties transaction, It is proposed that the Resolutions mentioned in Agenda 5 be considered and passed as Special Resolutions, with or without modification in the upcoming Annual General Meeting schedule to held on October 24, 2024.





# FLYING CEMENT COMPANY LIMITED



## FLYING CEMENT COMPANY LIMITED

<b>Ballot paper for voting through post for Special Business at the Annual General Meeting to be held on (Thursday) October 24, 2024 at 09:00 hours at Leeds Banquet Hall, 343-D-1, Nespak Society, Lahore</b>	
<b>Designated email address of the Chairman at which the duly filled in ballot paper may be sent: cosecretary@flyingcement.com</b>	
Name of shareholder/joint shareholders	
Registered Address	
Folio No./CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner)(copy to be attached)	
<b>Additional Information and enclosures</b> (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (in case of foreigner)of Authorized Signatory (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (V) mark in the appropriate box below (delete as appropriate);

### “Special Resolutions”

**AGM Agenda Item No:**

4. “RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 8,000,000,000/- (Pak Rupees Eight Billion), divided into 800,000,000 Ordinary Shares of Rs. 10/- each, to Rs. 10,000,000,000/- (Pak Rupees Ten Billion), divided into 1,000,000,000 Ordinary Shares of Rs. 10/- each. FURTHER RESOLVED THAT, as a consequence of the said increase in the authorized share capital of the Company: Clause V of Memorandum of Association of the Company be and is hereby replaced accordingly to read as follows  
“The Authorized Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 ordinary shares of Rs. 10/- each. The Company has powers from time to time to increase, consolidate, sub-divide, reduce or otherwise re-organise its capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.”  
Article 7 of Articles of Association of the Company be and is hereby replaced accordingly to read as follows:  
“The Share Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 ordinary shares of Rs. 10/- each”  
FURTHER RESOLVED THAT the Chief Executive Officer or Company Secretary be and are hereby singly authorized and empowered to do all acts, deeds and things, take any and all actions as may be necessary or expedient to complete all legal formalities, and to sign for and behalf and in the name of the Company and to file, whether with any authority or regulator or other person, any and all such applications, documents, declarations, agreements, deeds, undertakings and other papers as may be necessary or proper or expedient or incidental, for the purposes of implementing the aforesaid resolutions, and to do all such acts, deeds and things as may be ancillary and/or incidental to the foregoing and/or as may be necessary to fully achieve the objects of the resolutions aforesaid, including, without limiting the generality of the foregoing, obtaining any approvals (if required) and carrying out any filings with the Securities and Exchange Commission of Pakistan or other regulatory bodies.
5. To ratify / approve Related Parties Transaction for the Year ended June 30, 2024:  
“RESOLVED That pursuant to the powers conferred upon the Board of Directors of Flying Cement Company Limited (the Company) by the members of the Company through Special Resolution passed in their Annual General Meeting held on October 28, 2023, the Related Party Transactions made during the financial year ended June 30, 2024 and as approved by the Board of Directors of the Company be and are hereby ratified, approved and confirmed in all respects.

Sr. No.	Nature and Description of resolutions “Special Resolutions”	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	As per AGM Agenda item No.4 (as given above)		
2.	As per AGM Agenda item No.5 (as given above)		

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

Place:

Date:

NOTES:

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# FLYING CEMENT COMPANY LIMITED

1. Dully filled postal ballot should be sent to chairman of Flying Cement Company Limited at Registered Office 63-A Sher Khan Road, Lahore Cantt. Or e-mail at [cosecretary@flyingcement.com](mailto:cosecretary@flyingcement.com)
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before 23-10-2024(last date of receiving postal ballot). Any postal ballot received after this date, will not be considered for voting.
4. 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 Consul General of Pakistan having jurisdiction over the member.
5. Signature on postal ballot should match with signature on CNIC.
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

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