

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary General Meeting of Thatta Cement Company Limited will be held at Beach Luxury Hotel, M. T. Khan Road, Karachi on December 09, 2024 at 11:30 a.m. to transact the following business:

### **A. Ordinary Business**

1. To confirm the minutes of Annual General Meeting of the shareholders held on October 15, 2024.

### **B. Special Business**

2. Since the Company is already holding 29,915,810 shares (i.e. 62.43% shares) in Thatta Power (Private) Limited (the "TPPL"), therefore, the Company is an associated company of TPPL. Further, since the Company intends to make further investment in TPPL by acquiring further shares in TPPL from Rotocast Engineering Company (Private) Limited (the "RECPL"), thus, this resolution is passed by the Shareholders of the Company.

"**RESOLVED THAT** the Company be and is hereby authorized, in accordance with Sections 199 of the Companies Act, 2017, and other applicable laws, to make investments in its associated company i.e. TPPL by acquiring from RECPL, its equity stake in TPPL, comprising 12,500,000 (Twelve Million Five Hundred Thousand) ordinary shares of PKR 10/- each, constituting approximately 26.09% of the issued and paid up capital of TPPL, at an aggregate price of PKR 137,500,000/- (Pak Rupees one hundred thirty-seven million five hundred thousand), broadly as per the terms stipulated in the statement accompanying this Notice and as determined by the authorized representatives of the Company.

**FURTHER RESOLVED THAT** the Chief Executive Officer of the Company, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investments in TPPL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders."

3. The Company is holding control/common management in Minsk Work Tractor & Assembling (Private) Limited (the "MWTAPL"), therefore, the Company is an associated company of MWTAPL. Further, since the Company intends to make investment in MWTAPL by acquiring shares in MWTAPL which has been offered by MWTAPL, thus, this resolution is passed by the Board of Directors of the Company.

"**RESOLVED THAT** the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to make investments in the form of equity in its associated company i.e. Minsk Work Tractor & Assembling (Private) Limited (the "MWTAPL"), of an aggregate amount of up to PKR 500,000,000/- (Pak Rupees Five Hundred Million), broadly as per the terms stipulated in the statement accompanying this Notice and as determined by the authorized representatives of the Company.

**FURTHER RESOLVED THAT** such investment(s) may be made and / or retained by the Company as the Board of Directors deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board, as a consequence of which the Board is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.

**RESOLVED FURTHER THAT** the Chief Executive Officer of the Company, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name

of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investment in MWTAPL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders"

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

Karachi : November 15, 2024

By Order of the Board

**Muhammad Abid Khan** Company  
Secretary

**Notes:**

**1. Closure of Share Transfer Books**

The Share Transfer Books of the Company shall remain closed from December 02, 2024 to December 09, 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 November 29, 2024 shall be treated as being in time for the purpose of attending, and voting at, the EOGM.

**2. Participation in Extra Ordinary 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. E-voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, members will be allowed to exercise their right to vote for the special business(es) in the EOGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

#### i. E-Voting Procedure

- 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 within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses on or before November 29, 2024.
- b. The web address, login details, will be communicated to members via email.
- c. Identity of the members intending to cast vote through e-Voting shall be authenticate through authentication for login.
- d. E-Voting lines will start from December 02, 2024, 9 a.m. and shall close on December 06, 2024 at 5 p.m. Members 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.

#### ii. Postal Ballot

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.thattacement.com](http://www.thattacement.com) to download.
- b. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at CL/5-4 State Life Building # 10, Abdullah Haroon Road, Karachi, Pakistan (Attention of the Company Secretary) by Friday, December 06, 2024 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

### 4. Information about Scrutinizer:

According to Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations 2018, the following information is being provided to the members about the scrutinizer for the upcoming Extraordinary General Meeting to be held on December 09, 2024.

<b>Name of Scrutinizer:</b>	BDO Ebrahim & Co. Chartered Accountants
<b>Qualification and experience:</b>	<p>BDO Ebrahim &amp; Co., a Pakistan-registered partnership firm, is a member of BDO international Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.</p> <p>The firm is committed to operate as a seamless, integrated network so that it understands the client's business, wherever they are. BDO Pakistan currently boasts three locations in the major cities of Pakistan, with over 600 employees</p>

	<p>providing high-quality services.</p> <p>BDO is appointed as Scrutinizer under the Companies (Postal Ballot) Regulation, 2018. They fulfill all the eligibility conditions laid down by the Regulations and have the necessary knowledge and experience to independently scrutinize the voting process.</p>
<p><b>Purpose of Appointment:</b></p>	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the EGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017.</p> <p>The scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.</p>

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

This statements sets out below the material facts concerning the Special Business to be transacted at the Extra Ordinary General Meeting of Thatta Cement Company Limited (the "Company") to be held on Monday, December 09, 2024:

**1. Investment in Thatta Power (Private) Limited by way of equity:**

The Company seeks the approval from its shareholders for investments in its associated company, Thatta Power (Private) Limited ("TPPL"), through passing of the special resolutions (with or without modification(s)) provided in agenda item no. 2 of the notice, in accordance with Sections 199 of the Companies Act, 2017, along with other applicable laws.

For the purposes of valuation of TPPL (i.e. for the acquisition of its shares), as required under the applicable laws, the Company had engaged the services of an independent firm of Chartered Accountants, which has carried out the valuation of securities of TPPL.

The Board of Directors of the Company has certified that necessary due diligence of TPPL has been carried out.

The information required to be annexed to the Notice in accordance with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (Notification No. SRO 1240(I)/2017 dated December 6, 2017) (the "Regulations") is set out below:-

S. No.	Description	Information Required								
(a)	<b>Disclosures for all types of Investments</b>									
(A)	<b>Regarding Associated company</b>									
(i)	Name of the associated company or associated undertaking	Thatta Power (Private) Limited								
(ii)	Basis of relationship	Thatta Power (Private) Limited (TPPL), subsidiary company. The Company holds 62.43% shareholding in TPPL.								
(iii)	Earnings per share for the last three years.	The Earning/(loss) per share for the last three years is as follows: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Years</th> <th>EPS/LPS (PKR)</th> </tr> </thead> <tbody> <tr> <td>2024</td> <td>(4.93)</td> </tr> <tr> <td>2023</td> <td>1.47</td> </tr> <tr> <td>2022</td> <td>(0.84)</td> </tr> </tbody> </table>	Years	EPS/LPS (PKR)	2024	(4.93)	2023	1.47	2022	(0.84)
Years	EPS/LPS (PKR)									
2024	(4.93)									
2023	1.47									
2022	(0.84)									
(iv)	Break-up value per share, based on latest audited financial statements.	The break-up value per share of TPPL is PKR 45.47/-, based on the audited financial statements of TPPL for the year ended June 30, 2024.								

(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	<p>TPPL reported a loss of PKR 236.3 million in FY24 due to substantial increase in gas cost. Significant items on its balance sheet are as follows:</p> <table border="1" data-bbox="878 323 1425 470"> <tr> <td data-bbox="878 323 1159 390">Property, plant and equipment</td> <td data-bbox="1159 323 1425 390">1,845.723 million</td> </tr> <tr> <td data-bbox="878 390 1159 428">Trade debts</td> <td data-bbox="1159 390 1425 428">1,616.197 million</td> </tr> <tr> <td data-bbox="878 428 1159 470">Long term financing</td> <td data-bbox="1159 428 1425 470">751.329 million</td> </tr> </table>	Property, plant and equipment	1,845.723 million	Trade debts	1,616.197 million	Long term financing	751.329 million
Property, plant and equipment	1,845.723 million							
Trade debts	1,616.197 million							
Long term financing	751.329 million							
<b>(B)</b>	<b>General disclosures</b>							
(i)	Maximum amount of investment to be made;	The aggregate purchase price for the acquisition of TPPL shares from RECPL is PKR 137,500,000/- (Pak Rupees one hundred thirty-seven million five hundred thousand).						
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	The investment will enable the Company to increase its stake in TPPL to 88.52%. Additionally, plans are in place for a major overhaul of the generators, which will significantly enhance the Company's generation capacity, improve operational efficiency, and reduce maintenance costs. These improvements will not only boost the TPPL's profitability but also contribute to the long-term growth and competitiveness of the entire Thatta Group.						
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The proposed investment will be funded through equity.						
	I. Justification for investment through borrowings;	Not Applicable						
	II. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Not Applicable						
	III. Cost benefit analysis	Not Applicable						
(iv)	Salient features of the agreement(s), if any, with its associated company or associated undertaking with regards to the proposed investment.	Not Applicable.						
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	None, except to the extent of respective shareholding in the company.						

(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information / justification for any impairment or write offs, and	TCCL currently holds 62.43% of the shareholding in TPPL. Accumulated profit attributable to TCCL amounting to PKR 1,061 million.  No impairment on investment in TPPL has been recognized by the Company.
(vii)	Any other important details necessary for the members to understand the transaction.	None.
(b)	In case of Equity Investment, following disclosures in addition to those provided under clause (a) above	
(i)	Maximum price at which securities will be acquired.	With respect to the acquisition of TPPL's shares by the Company from RECPL, the same shall be acquired at a maximum price of PKR 11 per share.
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof.	Not Applicable
(iii)	Maximum number of securities to be acquired.	With respect to the purchase of TPPL's shares from RECPL, a maximum of 12,500,000 ordinary shares shall be acquired by the Company.
(iv)	Number of securities and percentage thereof held before and after the proposed investment.	Currently, the Company holds 29,915,810 shares of TPPL. After the acquisition, the Company shall hold 42,415,810 ordinary shares of TPPL, constituting up to approximately 88.52% of the issued and paid up share capital of TPPL.
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not Applicable.
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	For the purposes of determining the fair value of TPPL's shares, with respect to the acquisition of shares from RECPL, the Company has used a valuation report prepared by a firm of Chartered Accountants.  The fair value (based on break-up value) of TPPL is PKR 45.47/- per share.

## 2. Equity Investment in Minsk Work Tractor & Assembling (Private) Limited (the “MWTAPL”):

**Minsk Work Tractor & Assembling (Pvt.) Ltd (MWTAPL)** was established on August 22, 2024, under the Companies Act, 2017. The company specializes in the assembly and sale of tractors, initially focusing on Completely Built Units (CBU), followed by Semi Knocked Down (SKD) units, and ultimately transitioning to the assembly of Completely Knocked Down (CKD) "Belarus" models in collaboration with **Minsk Tractor Works (MTZ)**.

Recognizing the substantial potential of MWTAPL in the agricultural machinery market, TCCL is considering a significant investment of Rs. 500 million in MWTAPL’s equity. This investment aims to facilitate MWTAPL’s growth and enhance its operational capabilities. With the agricultural sector continuously evolving and the demand for reliable machinery on the rise, MWTAPL is strategically positioned to capitalize on these trends. The anticipated partnership with Thatta Cement Company Limited is expected to bolster MWTAPL’s financial standing, paving the way for future innovations and expansions.

The Board of Directors of the Company has certified that necessary due diligence of MWTAPL has been carried out (given the stage of MWTAPL’s business and limited operations), and has recommended that the shareholders of the Company pass the resolutions to permit the said transaction.

The information required to be annexed to the Notice in accordance with the Regulations is set out below:-

S. No.	Description	Information Required
(a)	<b>Disclosures for all types of Investments</b>	
(A)	<b>Regarding Associated company</b>	
(i)	Name of the associated company or associated undertaking	Minsk Work Tractor & Assembling (Private) Limited (the “MWTAPL”)
(ii)	Basis of relationship	The common directorship with MWTAPL is as follows:  Mr. Kamran Munir Ansari
(iii)	Earnings per share for the last three years.	MWTAPL was incorporated on August 22, 2024, under the Companies Act 2017. Therefore Earnings per share for the last three years in not available.
(iv)	Break-up value per share, based on latest audited financial statements.	MWTAPL was incorporated on August 22, 2024, under the Companies Act 2017. Therefore, Break-up value per share in not available.
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	MWTAPL was incorporated on August 22, 2024, under the Companies Act 2017. Therefore Annual Financial Statements will be available after June 30 2025.
(B)	<b>General Disclosures</b>	
(i)	Maximum amount of investment to be made;	PKR 500,000,000/- (Pak Rupees Five Hundred Million).



(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>MWTAPL is a private limited company incorporated on August 22, 2024. The company specializes in the assembly and sale of tractors, initially focusing on Completely Built Units (CBU), followed by Semi Knocked Down (SKD) units, and ultimately transitioning to the assembly of Completely Knocked Down (CKD) "Belarus" models in collaboration with <b>Minsk Tractor Works (MTZ)</b>.</p> <p>This investment aims to drive MWTAPL's growth and strengthen its operational capabilities. With the agricultural sector evolving and the increasing demand for reliable machinery, MWTAPL is strategically positioned to capitalize on these trends.</p> <p>Furthermore, the acquisition opens up new opportunities for the company to expand into the automobile assembly sector, diversifying its business portfolio</p>
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	The proposed investment will be funded through equity.
	I. Justification for investment through borrowings;	Not Applicable.
	II. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Not Applicable.
	III. Cost benefit analysis	Not Applicable.
(iv)	Salient features of the agreement(s), if any, with its associated company or associated undertaking with regards to the proposed investment.	Not Applicable.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	None, except to the extent of respective shareholding in the company.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information / justification for any impairment or write offs, and	Not Applicable.
(vii)	Any other important details necessary for the members to understand the transaction.	None
<b>(b)</b>	<b>In case of Equity Investment, following disclosures in addition to those provided under clause (a) above</b>	
(i)	Maximum price at which securities will be acquired.	Face value of PKR 10/- each

(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof.	Not Applicable.
(iii)	Maximum number of securities to be acquired.	Up to 50,000,000 (Fifty Million) ordinary shares.
(iv)	Number of securities and percentage thereof held before and after the proposed investment.	The Company does not hold any shareholding in MWTAPL prior to proposed investment.  Subsequent to the proposed investment the Company will hold majority shareholding in MWTAPL.
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not Applicable.
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	For the purposes of determining the fair value of MWTAPL's shares, the Company has used a valuation report prepared by a firm of Chartered Accountants.  The fair value (based on DCF method) of MWTAPL is approximately PKR 48.23/- per share.

## FORM OF PROXY

### The Secretary

Thatta Cement Company Limited  
CL/5-4 State Life Building 10  
Main Abdullah Haroon Road  
Karachi, Pakistan

### Please quote:

No. of shares held \_\_\_\_\_  
Folio No. \_\_\_\_\_

I/We, \_\_\_\_\_ of \_\_\_\_\_ member (s) of Thatta Cement Company Limited, hereby appoint \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as proxy in my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, December 09, 2024 at 11:30 a.m. at Beach Luxury Hotel, M. T. Khan Road, Karachi and at any adjournment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signed by \_\_\_\_\_

In the presence of:

Signature

**Rupees five  
revenue  
stamp**

\_\_\_\_\_  
Signature of witness

\_\_\_\_\_  
Signature of witness

### Important:

1. This Form of Proxy is duly completed and must be deposited at our Registered Office, not later than 48 hours before the time of holding the meeting.
2. A Proxy should also be a shareholder of the Company.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Extra-ordinary Meeting to be held on Monday, December 09, 2024, at 11:30 a.m. Beach Luxury Hotel, M. T. Khan Road, Karachi.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

**Address:** CL/5-4 State Life Building 10, Main Abdullah Haroon Road, Karachi, Pakistan

**E-mail address:** [info@thattacement.com](mailto:info@thattacement.com) **Phone:** 92 21 111 THATTA (111 842 882)

**Website:** [www.thattacement.com](http://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	

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><b>Resolutions for Agenda Item No. 2:</b></p> <p><b>"RESOLVED THAT</b> the Company be and is hereby authorized, in accordance with Sections 199 of the Companies Act, 2017, and other applicable laws, to make investments in its associated company i.e. TPPL by acquiring from RECPL, its equity stake in TPPL, comprising 12,500,000 (Twelve Million Five Hundred Thousand) ordinary shares of PKR 10/- each, constituting approximately 26.09% of the issued and paid up capital of TPPL, at an aggregate price of PKR 137,500,000/- (Pak Rupees one hundred thirty-seven million five hundred thousand), broadly as per the terms stipulated in the statement accompanying this Notice and as determined by the authorized representatives of the Company.</p> <p><b>FURTHER RESOLVED THAT</b> the Chief Executive Officer of the Company, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all</p>		

	<p>necessary steps to effectuate the aforementioned resolutions, make the requisite investments, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investments in TPPL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders."</p>		
2.	<p><b>Resolutions for Agenda Item No. 3:</b></p> <p>"<b>RESOLVED THAT</b> the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to make investments in the form of equity in its associated company i.e. Minsk Work Tractor &amp; Assembling (Private) Limited (the "MWTAPL"), of an aggregate amount of up to PKR 500,000,000/- (Pak Rupees Five Hundred Million), broadly as per the terms stipulated in the statement accompanying this Notice and as determined by the authorized representatives of the Company.</p> <p><b>FURTHER RESOLVED THAT</b> such investment(s) may be made and / or retained by the Company as the Board of Directors deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board, as a consequence of which the Board is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.</p> <p><b>RESOLVED FURTHER THAT</b> the Chief Executive Officer of the Company, or such person as may be authorized by the Chief Executive Officer of the Company, be and is hereby authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investment in MWTAPL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders"</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, Pakistan. Attention of the Company Secretary or e-mail at [info@thattacement.com](mailto: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 Friday, December 06, 2024. 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 [info@thattacement.com](mailto:info@thattacement.com). Members may download the Ballot paper from the website

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