


**FLYING CEMENT COMPANY LIMITED**  
**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that **Extra Ordinary General Meeting** of the Shareholders of **Flying Cement Company Limited** (the "Company") will be held on 30 April 2025 at 10:00 a.m., at (Wednesday) at Leads Banquet Hall, 343-D-1, Nespak Society, Lahore to elect seven (7) directors of the Company as fixed by the Board of Directors in accordance with section 159 of the Companies Act, 2017 for the next term of 3 (three) years. The following are the names of the retiring Directors, who are eligible for re-election:

1. Mr. Kamran Khan	5. Mr. Qasim Khan
2. Mr. Moinir Qamar	6. Mr. Omar Naeem
3. Mr. Yousaf Kamran Khan	7. Mr. Pervaiz Ahmad Khan
4. Mrs. Samina Kamran	

A statement under Section 166 (3) of the Companies Act, 2017 is annexed to this notice circulated to the entitled persons.

Lahore  
Dated: April 07, 2025

Notes:  
**1. Closure of Share Transfer Books:**  
The Share Transfer Books and Register of Members of the Company will remain closed from April 21, 2025 to April 30, 2025 (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 close of business on April 18, 2025, will be considered in time for attending, speaking and voting the Extra Ordinary General Meeting.

**2. Proxies:**  
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 169-A, Allauddin Road Lahore Cantt., duly stamped and signed not later than 48 hours before the meeting. Proxy Form in English and Urdu languages are attached to the notice sent to the members and others. Proxy Form can also be downloaded from the Company's website: [www.flyingcement.com](http://www.flyingcement.com). If a member appoints more than one proxy and if more than one instrument of proxies are deposited by a member, all such instruments of proxy shall be rendered invalid.

**3. CDC Account Holders:**  
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:**

- 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.
- 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:**

- 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.
- The 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 the meeting.
- 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.

**4. Election of Directors:**

A. Pursuant to Section 159(1) of the Companies Act 2017, the Board of Directors have fixed the number of Directors at seven (07), to be elected in the Extra Ordinary General Meeting of the Company for a period of three (03) years. In terms of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 the election will be held in the following categories for number of seats specified.

Sr.	Category	Number of Seats
1	Female Director	01 Seat
2	Independent Directors	02 Seat
3	Other Directors	04 Seat
<b>Total Seats</b>		<b>07 Seats</b>

B. Every candidate for the election must be a member of the company except the person representing a member who is a non-natural person.

C. Any person who seeks to contest the election for the office of Director shall, whether he is a retiring director or otherwise, file the following documents/information with the company at its registered office 169-A, Allauddin Road, Lahore Cantt., Lahore, not later than fourteen (14) days before the date of meeting:

- His/her Foto No./CDC Investors Account No./CDC Participant No./Sub-Account No.
- Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159 of the Companies Act, 2017, in any one of the categories, as mentioned above, in which he/she intends to be elected as required under Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
- Consent to act as director on Appendix to Form-9 under section 167 of the Companies Act, 2017 along with attested copy of CNIC/Passport and NTN.
- A detailed profile of the candidate including his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019.
- A declaration on stamp paper confirming that:
  - He/she is not ineligible to become a director of a listed company under any provisions of the Act including Section 153 thereof, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations.
  - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Rule Book of Pakistan Stock Exchange, memorandum and Articles of Association and all other applicable laws/rules/regulations/codes etc.
  - He/she is not serving as director, including alternate Director, in more than seven listed companies, simultaneously.
  - Detail of Directorships and offices held in other companies with respective dates.
- Independent Directors shall be elected through the process of Election of Directors required under section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulation, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of Directors as an Independent Director:
  - Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - Undertaking on stamp paper he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (manner and Selection of Independent Directors) Regulations, 2018.

**5. 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 for Election of Directors. Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for Election of Directors in its Extra Ordinary General Meeting to be held on April 30, 2025 at 10:00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations, provided the number of directors are more than the number of directors to be elected.

**6. 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.

**7. Distribution of Gifts:**  
In view of prohibition under Section 166 of the Companies Act, 2017, the Company does not distribute gifts in any form to its members in the general meetings.

**8. The notice of meeting has been placed on the Company's website [www.flyingcement.com](http://www.flyingcement.com) in addition to the dispatch to the members.**

<https://flyingcement.com/pdf/NoticeofEOGM/NoticeofEOGM.pdf>



**Statement of Material Fact in respect of Election of Directors under section 166(3) of the Companies Act, 2017**  
Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Appropriate competency, diversity, skill set knowledge and experience of the contestants shall also be assessed during the finalization of independent directors. No directors have direct or indirect interest in the above business, except as shareholders, and that they may be eligible for re-election.

