October 19, 2015

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

Subject: **Certified Copies of the Resolutions adopted in Annual General Meeting of the Company held on October 16, 2015**

Dear Sir,

As per Regulation No. 5.6.4 (b) of Karachi 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 16, 2015 duly certified by the Company Secretary

The above is submitted for information of the Exchange.

Regards

Muhammad Taha Hamdani 19/10/15

Company Secretary

Head Office:
Office # 606-608A, Continental Trade Centre,
Block-8, Clifton, Karachi, Pakistan.
Tel : 92 21 111 842 882
Fax : 92 21 35303074-75
Web : www.thattacement.com

Factory:
Ghulamullah Road, Makli,
District Thatta, Sindh 73160
Tel : 92 298 111 842 882
Fax : 92 298 555004
E-mail: info@thattacement.com

THATTA CEMENT
COMPANY LIMITED

RESOLUTIONS PASSED AND ADOPTED BY MEMBERS IN THE ANNUAL GENERAL MEETING HELD ON OCTOBER 16, 2015

ORDINARY BUSINESS

1. **Confirmation of Minutes of Annual General Meeting held on October 20, 2014**

   RESOLVED that the minutes of Annual General Meeting of shareholders of Thatta Cement Company Limited held on Monday, October 20, 2014 at 11:00 a.m. at Beach Luxury Hotel, Lalazar, M. T. Khan Road, 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 Financial Statements of the Company together with the Director's and Auditors' report thereon for the year ended June 30, 2015 together with the Audited consolidated financial statements of the Company and the Auditors' report thereon for the year ended June 30, 2015.**

   RESOLVED that the Annual Audited Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2015 together with the reports of Auditor and Directors thereon, be and are hereby approved and adopted without any modification and alteration.

   FURTHER RESOLVED that the Annual Audited Consolidated Financial Statements of Thatta Cement Company Limited for the year ended June 30, 2015 together with the report of Auditor thereon, be and are hereby approved and adopted without any modification and alteration.

3. **Approval of Final Cash Dividend for the year ended June 30, 2015 at the rate of Rs 1.30/- per ordinary share i.e. 13% as recommended by the Board of Directors of the Company**

   RESOLVED that final dividend @ 13% of paid-up share of Rs 10/- each i.e. Rs 1.30/ per share for the year ended June 30, 2015 is approved by shareholders in their Annual General Meeting held on October 16, 2015 based on the recommendation of Board of Directors decided in their meeting held on September 17, 2015 in respect of those shareholders whose name appear in the register of shareholders before the date of book closure i.e. from October 9, 2015 to October 16, 2015.

   FURTHER RESOLVED that the Company Secretary be and is hereby authorized to do all such acts, deeds and things necessary for effecting payment of final dividend as approved by shareholders in Annual General Meeting held on October 16, 2015 as per the requirements of relevant laws and regulations in relation thereto.

4. **Appointment of External Auditors of the Company for the year ending on June 30, 2016 and fix their remuneration.**

   RESOLVED that M/s Grant Thornton Anjum Rahman & Co., Chartered Accountants, be and are hereby approved by shareholders as statutory/external auditor of Thatta Cement Company Limited for the ensuing year 2015-2016 on the remuneration and terms and conditions as decided by the Board of directors.

CERTIFIED TRUE COPY
MUHAMMAD TAHA HAMDANI
COMPANY SECRETARY

5. **To Elect seven (7) directors of the Company as fixed by the Board under section 178(1) of the Companies Ordinance, 1984**

RESOLVED that the following persons be and are hereby elected as directors of Thatta Cement Company Limited for the term of three years commencing from October 17, 2015 under section 178(5) of the Companies Ordinance, 1984:

1. Mr. Khawaja Mohammad Salman Younis
2. Mr. Muhammad Fazlullah Shariff
3. Mr. Agha Sher Shah
4. Mr. Shahid Aziz Siddiqui
5. Mr. Wazir Ali Khoja
6. Mr. Saleem Zamindar
7. Mr. Attaullah A. Rasheed

FURTHER RESOLVED that the Chief Executive Officer and/or the Company Secretary be and is hereby authorized to take and do and / or cause to be taken or done any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to do all acts, matters, deeds, and things which are necessary or incidental in this regard.

SPECIAL BUSINESS

6. **Investment under section 208**

RESOLVED that the consent and approval be and is hereby accorded under section 208 of the Companies Ordinance, 1984 to provide loan/ advance upto maximum amount of Rs 300 million to Thatta Power (Private) Limited (TPPL), a Subsidiary Company to honor/meet its financial obligations and working capital requirements, subject to the terms and conditions mentioned in the annexed statement under section 160(1)(b) of the Companies Ordinance 1984.

FURTHER RESOLVED that the Chief Executive and the Company Secretary be and are hereby jointly authorized to take and do and / or cause to be taken or done any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to do all acts, matters, deeds, and things which are necessary, incidental and / or consequential to the investment (loans and advances) of the Company's funds as above as and when required at the time of investment.

CERTIFIED TRUE COPY
MUHAMMAD TAHA HAMDANI
COMPANY SECRETARY