



FECTO CEMENT LTD.

Head Office : 35, Darul Aman Housing Society, Block 7/8, Shahrah-e-Faisal, Karachi - 75350, Pakistan.

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FCL/SHD/001-92/ 549

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

October 05, 2015

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Please find enclosed a copy of the Notice of the Annual General Meeting of the Company to be held on Tuesday October 27, 2015 for circulation amongst your members.

Yours faithfully
For FECTO CEMENT LIMITED


(ABDUL SAMAD)
Company Secretary

FECTO CEMENT LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the Members of the Company will be held at Registered Office, 35-Darulaman Housing Society, Block 7/8, Shakra-e-Faisal, Karachi, on Tuesday, October 27, 2015 at 12.00 noon to transact the following businesses:

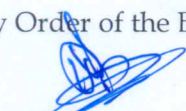
- 1) To receive, consider and adopt the Annual Audited Accounts for the year ended June 30, 2015 together with the Directors' and Auditors' Reports thereon.
- 2) To consider and if deemed fit, approve the payment of final cash dividend @ 50% % (Rs. 5.00 per share) for the financial year ended June 30, 2015 as recommended by the Board of Directors.
- 3) To appoint Auditors for the year ending June 30, 2016 and to fix their remuneration. Present auditors M/s. KPMG Taseer Hadi & Co., Chartered Accountants retires and being eligible have offered themselves for the re-appointment. Audit Committee of the Board has recommended the appointment of M/s. KPMG Taseer Hadi & Co. Chartered Accountants as auditors of the Company for the year ending June 30, 2016.
- 4) To elect eight (8) directors as fixed by the Board of Directors of the Company in accordance with the provisions of Section 178 (1) of the Companies Ordinance, 1984 for the next three years term commencing November 01, 2015.

Names of retiring directors are as follows:

Mrs. Zubeda Bai	Mr. Mohammed Yasin Fecto
Mr. Mohammed Asad Fecto	Mr. Mohammed Anwar Habib
Mr. Safdar Abbas Morawala	Mr. Aamir Ghani
Mr. Ijaz Ali	Mr. Altaf A Hussain

- 5) To transact any other business with the permission of the Chair.

By Order of the Board


(ABDUL SAMAD)
COMPANY SECRETARY

Karachi: September 29, 2015

Notes:

1. The Share Transfer Books of the Company will remain closed from Saturday, October 17, 2015 to Tuesday, October 27, 2015 (both days inclusive). Transfers received in order by our Shares Registrar at the close of business on Friday, October 16, 2015 will be considered in time for the entitlement of transferee.
2. A member of the Company entitled to attend and vote at this meeting may appoint another member as a proxy to attend, speak and vote instead of him/her. An instrument appointing a proxy must be received at the Registered Office of the Company not later than forty eight hours before the time of holding the Meeting. The proxy shall produce his/her original National Identity Card or passport to prove his/her identity.
3. Members are requested to notify any change in their address immediately.
4. Securities and Exchange Commission of Pakistan (SECP) vide notifications dated August 18, 2011 and July 05, 2012 made it mandatory that dividend warrants should bear CNIC number of the registered member, therefore, members who have not yet submitted photocopy of their valid Computerized National Identity Cards to the Company are requested to send the same at the earliest to enable the Company to comply with relevant laws. Failure to provide the same would constrain the Company to withhold dispatch of dividend warrants.
5. As directed by SECP vide Circular No. 18 of 2012 dated June 05, 2012 and Notification No. 8(4)/SM/CDC-2008 dated April 05, 2013, we have already given opportunity to shareholders to authorize the Company to directly credit in their bank account with cash dividend, if any, declared by the Company in future. If you still wish that the cash dividend, if declared by the Company be directly credited into your bank account, instead of issuing a dividend warrant, please provide the relevant details, as mentioned in the standardized dividend mandate form attached with the above mentioned circular.
 - i) in case of book entry securities in CDS, to CDC Participants; and
 - ii) in case of physical securities to the Company's Share Registrar
6. CDC Account Holders will have to further follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
7. Member(s) who wish to receive annual financial statements and notice of annual general meeting for the year ending June 30, 2016 and onwards through email, instead of through courier/post are requested to give their consent in writing to the Company to update its record.

8. Any member of the Company who seeks to contest the election of the office of the director shall file with the Company at its registered office not later than fourteen days before the date of above said meeting his/her intention to offer himself/herself for the election of office of the director in term of Section 178(3) of the Companies Ordinance together with consent in form 28 and declaration as required by the Code of Corporate Governance(CCG) of listing regulations of stock exchanges where the Company is listed.

Deduction of Income Tax from dividend under Section 150 of the Income Tax Ordinance 2001

Through the Finance Act 2015 rates of withholding tax from payment of dividend effective July 01, 2015 have been revised whereby rate of tax deduction for non filer of income tax returns is increased to 17.5% as against the 12.5% for filers of income tax returns.

In order to enable the Company to ascertain the status of shareholders as filer or non filer all shareholders of the Company who holds shares in physical form are requested to send a copy of valid CNIC together with NTN certificate to share registrar of the Company. Shareholders holding shares in Central Depository System (CDS) of Central Depository Company Pakistan Limited (CDC) are requested to send their copies of valid CNIC and NTN certificate to CDC Participants/CDC Investor Account Service. Non submission of requested documents by any shareholder will result deduction of tax at higher rate.

In case of joint account, please intimate proportion of shareholding as each account holder is to be treated individually as either filler or non filer, tax will be deducted on the basis of shareholding, in case Company does not receive any intimation, each account holder shall be assumed to have equal number of shares.

Members seeking either exemption from income tax deduction on dividend income or deduction at reduced rate under any provision of the Income Tax Ordinance, 2001 are requested to submit valid tax exemption certificate or necessary documents, as the case may be latest by October 16, 2015.

Statement under Rule 4 (2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2012 is being sent to the members along with notice of Annual General Meeting.

SHARE REGISTRAR: Messrs. Technology Trade (Private) Limited
241-C, Block 2
P.E.C.H.S.
Karachi