



# FECTO CEMENT LTD.

**Head Office** : 35, Darul Aman Housing Society, Block 7/8, Shahrah-e-Faisal, Karachi - 75350, Pakistan.  
**Phones** : (+9221) 34530120-2 & 4 **Fax** : (+9221) 34530123 & 34546455  
**E-mail** : cement@cyber.net.pk **Website** : www.fectogroup.com

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of the Company will be held at Registered Office, 35-Darulaman Housing Society, Block 7/8, Shahr-e-Faisal, Karachi, on Saturday, October 29, 2016 at 02.00 p.m. to transact the following businesses:

### ORDINARY BUSINESSSES

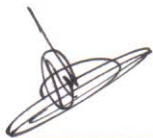
- 1) To receive, consider and adopt the Annual Audited Accounts for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.
- 2) To consider and if deemed fit, approve the payment of final cash dividend @ 20% % (Rs. 2.00 per share) for the financial year ended June 30, 2016 as recommended by the Board of Directors. This is in addition to interim Cash Dividend @ 50%Rs. (5.00 per share) already paid during the year.
- 3) To appoint Auditors of the Company for the year ending June 30, 2017 and fix their remuneration. The Board of Directors based on the recommendation of the Audit Committee has proposed the appointment of M/s. Rahman Sarfarz Rahim Iqbal Rafiq Chartered Accountants, as auditors of the Company for the year ending June 30, 2017. A notice under Section 253(1) of the Companies Ordinance, 1984 has been received from a shareholder of the Company for the change in auditors.

### SPECIAL BUSINESSSES

- 4) To consider and approve the alteration to be made in the Articles of Association of the Company in order to comply with the mandatory **E - Voting** requirement as prescribed in the Companies (E - Voting) Regulations, 2016 and if deemed fit, pass the following resolution as special resolution:

**RESOLVED THAT** the Articles of Association of the Company be altered as follows:

**After Article 35, following new Article 35(a) shall be inserted:**



**Marketing Office:** 13-A, Najam Shaheed Street, Attahul-Haq Road, Westridge I, Rawalpindi-46000, Pakistan.  
Phones: (+9251) 5467511, 5467512 & 5467513 Fax: (+9251) 5467514 & 5158127 E-mail: marketing@fectogroup.com  
Plant: Sangjani, Dist. Islamabad, Pakistan. Phones: (+9251) 2296065-8 Fax: (+9251) 2296063 Email: factory@fectogroup.com  
**Liasion Office:** House No. 389, Block D-11, Johar Town, Lahore, Pakistan.  
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35(a) " The provisions and requirements for E - voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles of Association, irrespective of other provisions of these Articles and notwithstanding anything contradictory therein."

"FURTHER RESOLVED THAT the Chief Executive and the Company Secretary be and are hereby singly authorized to take or cause to be taken any and all actions necessary and incidental for the purpose of altering the Articles of Associations of the Company and make necessary submissions and completing legal formalities, as may be required to implement the aforesaid special resolutions."

- 5) To approve the transmission of annual audited financial statements, auditors' report and directors report (Annual Audited Accounts) to the members through CD/ DVD/USB at their registered address as allowed by the SECP and if deem fit pass the following resolution with or without modification:

"RESOLVED THAT Company may transmit the annual balance sheet, profit and loss account, auditors' report and directors report (Annual Audited Accounts), to its members through CD/DVD/USB instead of hard copy to their registered address."

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

By Order of the Board

  
(ABDUL SAMAD)  
COMPANY SECRETARY

Karachi: September 29, 2016

## Notes:

1. The Share Transfer Books of the Company will remain closed from Wednesday, October 19, 2016 to Saturday, October 29, 2016 (both days inclusive). Transfers received in order by our Shares Registrar, **Technology Trade (Private) Limited, 241 - C Block 2, PECHS, Karachi** at the close of business on Tuesday, October 18, 2016 will be considered in time for the entitlement of transferee.



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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 CNIC 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 through email, instead of through courier/post are requested to give their consent in writing to the Company with their registered Email address so the Company can provide you the same at your valid Email ID.

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8. The annual report of the Company has been uploaded at the Company's website [www.fectogroup.com](http://www.fectogroup.com).
9. Members who desire that zakat should not be deducted from dividend are requested to submit a declaration on non judicial stamp paper duly signed as required under the law.

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

Through the Finance Act 2016 rates of withholding tax from payment of dividend effective July 01, 2016 have been revised whereby rate of tax deduction for non filer of income tax returns is increased to 20.00% 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 filer 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 18, 2016.



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## STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE 1984

### a) AMMENDMENTS IN ARTICLES OF ASSOCIATION

To give effect to the Companies (E – Voting) Regulations 2016, shareholders approval is being sought to amend the Articles of Association of the Company to enable e-voting.

### b) TRANSMISSION OF ANNUAL AUDITED ACCOUNTS THROUGH CD/USB/DVD

The SECP has allowed listed Companies through SRO 470 (1)/2016 dated May 31, 2016 to circulate the Annual Audited Accounts to its members through CD/DVD/USB at their registered address. Hard copy of the same however, shall be provided to such members who opt for having hard copy on the request form available on the website of the Company.

**Directors have no direct or indirect interest in the special businesses.**