

FEROZE1888 MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the Members of the Company will be held at B-4/A, SITE, Karachi on Tuesday, October 28, 2014 at 11.00 a.m. to transact the following businesses:

1. To receive, consider and adopt the Annual Audited Accounts for the year ended June 30, 2014 together with the Directors' and Auditors' Reports thereon.
2. To consider and approve the final cash dividend of Rs. 2.0 per share (20%) to all shareholders except directors, their relatives and associates and Rs. 0.50 per share (5%) to directors, their relatives and associates as recommended by the Board of Directors. This is in addition to interim cash dividend of Rs. 2.0 per share (20%) to all shareholders except directors, their relatives and associates and Rs. 0.50 per share (5%) to directors, their relatives and associates already paid during the year making a total dividend of Rs. 4.0 per share (40%) to all shareholders except directors, their relatives and associates and Rs. 1.00 per share (10%) to directors, their relatives and associates as recommended by the Board of Directors.
3. To appoint auditors for the year ending June 30, 2015 and to fix their remuneration. The retiring auditors Messrs. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants being eligible have offered themselves for re-appointment.
4. To transact any other business with the permission of the Chair.

By Order of the Board

(Abdul Aleem)
Company Secretary

Karachi: September 12, 2014

Notes:

1. The Share Transfer Books of the Company will remain closed from Tuesday, October 21, 2014 to Tuesday, October 28, 2014 (both days inclusive). Transfers received at the office of Share Registrar at the close of business on Monday, October 20, 2014 will be considered in time to attend and vote at the meeting and for the purpose of above entitlement to the transferees.
2. A member of the Company entitled to attend and vote at this meeting may appoint a proxy to attend, speak and vote instead of him/her. A proxy must be a member of the Company. An instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must, to be valid, be received at the Registered Office of the Company or at the Office of the Share Registrar not later than forty eight hours before the time appointed for the Meeting. A member shall not be entitled to appoint more than one proxy. If a Member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments shall be rendered invalid. 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. Members should quote their Folio Number in all correspondence and at the time of attending the Meeting.
5. 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 members, 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.

6. As directed by SECP vide Circular No. 18 of 2012 dated August 18, 2012, we already given opportunity to shareholders to authorize the Company to directly credit in his/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.
7. Shareholders are informed that Income Tax Ordinance , as amended by Finance Act, 2014, has prescribed 15% withholding tax on dividend payment to non filers while filers of income tax returns will be liable to withholding tax @ 10%. Shareholders are advised to provide their NTN to Share Registrars of the Company for availing the benefit of withholding tax rate applicable to filers
8. **GUIDELINES FOR CDC ACCOUNT HOLDERS ISSUED BY SECURITIES & EXCHANGE COMMISSION OF PAKISTAN**

For personal attendance:

- (i) 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 National Identity Card at the time of attending the meeting.
- (ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

For appointing proxy

- (i) 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.
- (ii) The proxy must be witnessed by two persons whose names, addresses and Computerised National Identity Card (CNIC) numbers shall be mentioned on the form.
- (iii) Attested copies of CNIC or the passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- (v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Registered Office:
Feroze1888 Mills Limited
H-23/4A, Scheme 3
Landhi Industrial Area
Landhi
Karachi

Share Registrar:
FAMCO Associates (Pvt.) Ltd
8-F, Next to Hotel Faran,
Nursery, Block 6,
PECHS, Shahrae-Faisal
Karachi