



# Feroze1888 Mills Limited

Manufacturers & Exporters of Specialized Yarn & Textile Terry Products

Corp-1/F1888/2016  
August 25, 2016

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

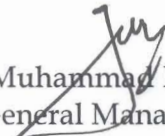
## Notice of Extra Ordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on September 16, 2016 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully,  
For Feroze1888 Mills Limited

  
(Muhammad Faheem)  
General Manager Finance  
& Company Secretary

**FEROZE1888 MILLS LIMITED**  
**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting of the Members of the Company will be held at B-4/A, SITE, Karachi, on Friday September 16, 2016 at 09:00 a.m. to transact the following businesses:

**Special Business**

1. To consider and if deemed fit, approve the amendment in Articles of Association by way of substitution of an article thereof and for the purpose to pass the following resolution, with or without modification as a Special Resolution.

**RESOLVED** that pursuant to section 28 of the Companies Ordinance, 1984, article 74 of the Articles of Association of the Company requires every director of the Company to acquire qualification shares of the nominal value of Rs.25,000/-. It is proposed that article 74 of the Articles of Association be amended so that the requirement of qualification shares be reduced from 2,500 shares (equivalent to nominal value of Rs.25,000/-) to 500 shares (equivalent to nominal value of Rs.5,000/-) by passing the following resolution as a special resolution:

“Article 74 Articles of Association of the Company be and is hereby amended by replacing the requirement of qualification shares of a nominal value of Rs.25,000/- with qualification shares of nominal value of Rs.5,000/- wherever appearing in article 74”.

2. To consider, and if deemed fit, adoption the new Article 62A and 62B e-Voting of Articles of Association of Company and for the purpose to pass the following resolution, with or without modification as a Special Resolution

“Resolved that the Articles of Association of the Company be amended as follows:  
Insert new Articles immediately after Article 62 as Article 62A and 62B namely:

62A. The Company shall comply with the mandatory e-Voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time.

62B. An instrument to opt for e-Voting and to appoint proxy for e-Voting shall be in the following form as prescribed in the Companies (e-Voting) Regulations 2016:

**FEROZE1888 MILLS LIMITED**

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Feroze1888 Mills Limited, holder of \_\_\_\_\_ Ordinary shares as per Register Folio/CDC # hereby opt for e-Voting through intermediary and hereby consent the appointment of execution Officer ( \_\_\_\_\_) as proxy and will exercise e-Voting as per the Companies (e-Voting Regulations 2016 and hereby demand for poll for resolutions. My secured email address is \_\_\_\_\_ please send login details, password and electronic signature through email:

**A statement as required by section 160(1) (b) of the Companies Ordinance, 1984 in respect of the special business to be considered at the Extra Ordinary General Meeting is annexed.**

### **Other Business**

To consider any other business that may be placed before the meeting with the permission of the Chair.

By order of the Board

(Muhammad Faheem)  
Company Secretary

August 25, 2016

### **Notes:**

1. The share Transfer Books of the Company will remain closed from Friday September 09, 2016 to Thursday September 15, 2016 (both days inclusive). Transfer received in order by our Share Registrar at the close of business on Thursday September 08, 2016 will be considered in time to attend and vote at the meeting.
2. All members are entitled to attend and vote at the meeting.
3. 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 copy certified by notary public of such power of authority, must 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.
4. Members are requested to notify any change in their address immediately.
5. Members shall quote their Folio Number/CDC Investor Account Number in all correspondence and at the time of attending the Meeting.
6. GUIDE LINES FOR CDC ACCOUNT HOLDER 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 registration, 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 Regulation, shall submit the proxy form as per the above requirement.

- (ii) The proxy must be witnessed by two persons whose names, addresses and Computerized 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

#### **STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE, 1984**

This statement sets out material facts concerning the Special Business to be transacted at the Extraordinary General Meeting to be held on September 16, 2016.

Article 74 of the Articles of Association of the Company requires every directors of the Company to acquire qualification shares of the nominal (face value) of Rs.25,000/- which works out to 2,500 shares. This requirement of obtaining qualification shares is high in terms of value of shares. It is therefore proposed that article 74 of the Articles of Association be amended so that the requirements of qualification shares be reduced from 2,500 shares (equivalent to nominal value of Rs.25,000/-) to 500 shares (equivalent to nominal value of Rs.5,000/-) by passing the following resolution as a special resolution:

The amendments to the Articles of Association of the Company are being carried out in order to give effect to newly announced Companies e-Voting Regulations, 2016 by the Securities and Exchange Commission of Pakistan shareholder approval are being sought to amend the Article of Association of the Company to enable e-voting.

The Directors of the Company do not have any direct or indirect interest in the aforesaid resolution other than that disclosed in the resolution.

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

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