



# Feroze1888 Mills Limited

Manufacturers & Exporters of Specialized Yarn & Textile Terry Products

Corp-1/F1888/2016

September 30, 2016

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

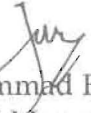
## Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting to be held on October 28, 2016 for circulation amongst TREC members.

Thanking you,

Yours faithfully,  
For Feroze1888 Mills Limited

  
(Muhammad Faheem)  
General Manager Finance  
& Company Secretary

# **FEROZE1888 MILLS LIMITED**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of the Members of the Company will be held at B-4/A, SITE, Karachi on Friday, October 28, 2016 at 09:00 a.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

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 approve the final cash dividend @ Rs.2.10 per share (i.e. 21%) to all shareholders of the company. This is in addition to interim dividend(s) already paid at Rs.2.00 per share (i.e. 20%).
3. To appoint auditors for the year ended June 30, 2017 and to fix their remuneration. The retiring auditors Messrs. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants being eligible have offered themselves for re-appointment.

### **SPECIAL BUSINESS:**

4. To consider and if deemed fit, approve the amendment in Article 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 131 (1) of the Articles of Association the company send a hard copy of such balance sheet and profit and loss account together with auditor's report and the director's report to the member of the company at their registered address. It is purpose that Article 131 (1) of the Articles of Association be amended in terms of SRO 470(I)/2016 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan, for transmission of the annual report to members (annual audited account, notices of annual general meetings and other information) through CD/DVD/USB/EMAIL/ANY OTHER ELECTRONIC MEDIA instead of transmitting the hard copies.

"RESOLVED THAT transmission of the annual audited accounts of the Company be and is hereby accorded for transmission of annual audited accounts, notices of annual general meetings and other information contained therein of the company to

the members through CD or DVD or USB or EMAIL or Any Other Electronic Media instead of transmitting the same in hard copies”.

“RESOLVED FUTHER that Chief Executive or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary or incidental for the purposes of implementing this resolution”.

**ANY OTHER BSUINESS:**

5. To consider any other business with the permission of the Chair.

By order of the Board  
(Muhammad Faheem)  
Company Secretary

Karachi:  
September 29, 2016

**NOTES:**

1. The Share Transfer Book of the Company will remain closed from Saturday, October 22, 2016 to Friday, October 28, 2016 (both days inclusive). Transfer received at the office of Share Registrar at the close of business on Friday October 21, 2016 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 Identify Card or Passport to prove his/her identity.
3. Members are requested to notify any change in their address immediately.
4. Members should quota their Folio /CDC number in all correspondence and at the time of attending the Meeting.

5. Securities and Exchange Commission of Pakistan (SECP) vide notification 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 earlier 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 # 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 the Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rate are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. These tax rates are as under:
  - a). for Filers of Income Tax Return 12.50%
  - b). for Non-filer of Income Tax Return 20.00%

Shareholders are advised to provide their CNIC/NTN to Share Registrar of the Company for availing the benefit of withholding tax rate applicable to filers.

8. SECP SRO 787(I)/2014 Dated September 8, 2014, the company can circulate its Annual Financial Statement alongwith Company's Notice of Annual General Meeting through email to its shareholders of the company. Those who wish to receive Annual Audited Report via email are requested to provide the complete consent form to the company. Email consent form already available at our website.
9. GUIDELINES FOR CDC ACCOUNT HOLDERS ISSUED BY SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

**for personal attendance:**

- (i) In case of individual, 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 Computerized National Identity Card (CNIC) number 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 is has been provided earlier) alongwith proxy form to the Company.

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

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB/EMAIL/ ANY OTHER ELECTRONIC MEDIA subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

Accordingly, the directors have placed the matter before the shareholders for their approval and to pass the ordinary resolution as proposed in the notice of meeting.

**Registered 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, Shahrah-e-Faisal  
Karachi