



FECTO CEMENT LTD.

Registered Office : Plot # 60 - C, Khayaban-e-Shahbaz, Phase VI, Defence Housing Authority, Karachi - 75500 Pakistan. **PBX :** (+9221) 35248921 - 22 - 23 & 24 **Fax:** (+9221) 35248925
E-mail : cement@fectogroup.com **Website :** www.fectogroup.com

FCL/SHD/47-2023/ 560

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

October 07, 2023

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find copies of notice of our Annual General Meeting to be held on Saturday October 28, 2023 which will be published in **The Nation** (English) and **Naw-e-Waqat** (Urdu) newspapers dated October 07, 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you

Yours faithfully
For FECTO CEMENT LIMITED

(ABDUL WAHAB)
Company Secretary



The Nation

Rabi-ul-Awwal 20, 1445
SATURDAY,
October 07, 2023

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PECTO CEMENT LIMITED

Registered Office: 60-C, Khayaban - e- Shahbaz,
Phase - VI, Defence Housing Authority, Karachi.-75500

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the Members of FECTO CEMENT LIMITED will be held on Saturday, October 28, 2023 at 12:00 noon at Royal Rodale Sports and Recreational Complex situated at TC-V, 34th Street, Kh-e-Sehar, Phase V, Ext, Defence Housing Authority, Karachi to transact the following businesses:

(Attention of the Company Secretary) one day before the AGM i.e. on October 27, 2023 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

5) Intimation for Change in Address

Members holding shares in physical form are requested to notify any change in their address to our share registrar immediately. Members holding shares in CDS system are requested to have their addresses updated with participant or CDC Investor Account Service.

6) Availability of Financial Statements and Reports

The annual report of the Company has been uploaded on the Company's website.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts pertaining to the Special Business to be transacted at the General Meeting of Fecto Cement Limited (the "Company") to be held on Saturday, October 28, 2023.

Agenda Item no. 4

The Securities and Exchange Commission of Pakistan, vide its S.R.O. 389 (1)/2023 dated March 21, 2023 has allowed listed companies to circulate the Annual Audited Financial Statements to their members through QR enabled code and web-link (instead of CD/DVD/USB), subject to approval of the shareholders in the general meeting. To comply with the requirement of said SRO shareholder's approval is being sought.

None of the Directors of the Company have any personal interest in the aforesaid special businesses, except in their capacity as members and Directors of the Company.

PECTO CEMENT LIMITED

BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the General Meeting to be held on Saturday, October 28, 2023, at 12:00 Noon at Royal Rodale Sports and Recreational Complex situated at TC-V, 34th Street, Kh-e-Sehar, Phase V, Defence Housing Authority, Karachi and through video conferencing.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: The Chairman, Fecto Cement Limited, Plot # 60-C, Khayaban e Shahbaz, Phase VI, Defence Housing Authority, Karachi. Attention of the Company Secretary.

E-mail address: abdul_wahab@fectogroup.com
Phone: +92-21-35248921-4 Website: www.fectogroup.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)

Name and CNIC of Authorized Signatory

I / We hereby exercise my / our vote in respect of the following resolutions through postal ballot by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below: (In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected")

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. 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.

3) Request for Video Conference Facility

a. To attend the AGM through video-conferencing facility members are requested to register themselves by providing the following information through email at abdul_wahab@fectogroup.com at least forty-eight (48) hours before the AGM: (i) the Name of Member; (ii) CNIC / NTN No.; (iii) Folio No. / CDC IAS No.; (iv) Cell No.; and (v) Email Address.

b. Only those members will be accepted at the AGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'a' above).

c. The login facility will remain open from 11:30 a.m., till the end of AGM.

d. Video conferencing facility shall be provided subject to the compliance of section 134(1)(b) of the Companies Act.

4) E-voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business(es) in the AGM, in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

i) E-Voting Procedure

(a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses on or before October 20, 2023.

(b) The web address, login details, will be communicated to members via email.

(c) Identity of the members intending to cast vote through E-Voting shall be authenticated through authentication for login.

(d) E-Voting lines will start from October 24, 2023, 12 a.m. and shall close on October 27, 2023 at 5 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

ii) Postal Ballot

(a) Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.fectogroup.com to download.

(b) The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at Plot # 60-C, Khayaban-e-Shahbaz, Phase VI, Defence Housing Authority, Karachi-75500

S.No	Agenda / Description of Resolutions	I / We assent to the Resolution(s) (FOR)	I / We dissent to the Resolution(s) (FOR)
1.	"RESOLVED THAT the consent and approval of the members of Fecto Cement Limited (the Company) be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and web link as part of the notice of Annual General Meeting. FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD/DVD/USB. FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all acts, deeds, and things, take or cause to be taken any action as may be necessary, incidental, or consequential to give effect to this resolution."		

Notes:

- Duly filled ballot paper should be sent to the Chairman of Fecto Cement Limited at Plot # 60-C, Khayaban e Shahbaz, Phase VI, Defence Housing Authority, Karachi. Attention of the Company Secretary or e-mail at abdul_wahab@fectogroup.com
- Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Friday, October 27, 2023. Any postal Ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC / Passport. (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at: www.fectogroup.com. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.
- Shareholder / Proxy holder Signature / Authorized Signatory (In case of corporate entity, please affix company stamp)

ORDINARY BUSINESS

- To confirm the minutes of last Annual General Meeting held on Friday October 28, 2022.
- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2023 together with the Directors' and Auditors' Reports thereon.
- To appoint Auditors for the year ending June 30, 2024 and fix their remuneration. Present auditors M/s. Rahman Sarfraz Rahim Iqbal Rafiq, Chartered Accountants retires and being eligible have offered themselves for the re-appointment.

SPECIAL BUSINESS

- To consider and if deemed fit, to pass the following ordinary resolution in pursuance of S.R.O. 389(1)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan, with or without modification, as recommended by the Directors:

"RESOLVED THAT the consent and approval of the members of Fecto Cement Limited (the Company) be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and web link as part of the notice of Annual General Meeting."

FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD / DVD / USB.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all acts, deeds, and things, take or cause to be taken any action as may be necessary, incidental, or consequential to give effect to this resolution."

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

By Order of the Board
(ABDUL WAHAB)
COMPANY SECRETARY

Karachi: October 02, 2023

Notes:

1) Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from Friday, October 20, 2023 to Saturday, October 28, 2023 (both days inclusive). Transfers received in order by our Shares Registrar FD Registrar Services (Private) Limited 17th Floor Saima Trade Centre, Tower I, Chundrigar Road, Karachi at the close of business on Thursday, October 19, 2023 will be considered in time for the purpose of Annual General Meeting.

- Participation in General Meeting and appointment of proxies

