



FECTO CEMENT LTD.

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

FCL/SHD/047-2016/ 873

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

December 06, 2018

Filling of Certified copy of Resolutions as required by the Regulation No. 5.6.4(b) of the Rule Book of Pakistan Stock Exchange

Dear Sir,

In compliance of the above referred Regulation, we are pleased to submit herewith copy of Special Resolutions passed under Section 199 of the Companies Act, 2017 by the members of the Company in Extra Ordinary General Meeting held on **Saturday December 01, 2018 at 12.00 noon** at the **Registered Office 35-Darulaman Housing Society, Block 7/8, Shahrah-e-Faisal, Karachi.**

Thanking you

Yours faithfully
For FECTO CEMENT LIMITED



(Abdul Samad)
Company Secretary

Encl: As above



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CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE MEMBERS OF THE COMPANY AS SPECIAL RESOLUTIONS UNDER SECTION 199 OF THE COMPANIES ACT, 2017 IN EXTRA ORDINARY GENERAL MEETING HELD ON DECEMBER 01, 2018 AT REGISTERED OFFICE OF THE COMPANY 35, DARUL AMAN HOUSING SOCIETY, BLOCK 7/8 SHAHRAH E FAISAL KARACHI

“RESOLVED THAT the consent and approval be and is hereby accorded under **Section 199 of the Companies Act, 2017** and **“Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017”** for the following limit of investments in associated companies and associated undertakings subject to the terms and conditions mentioned in the Annexure-A of the Statement under Section 134(3).”

- i) investment of Rs. 150 Million by way of subscription of 15 Million Ordinary Right Shares of Rs.10/- each, @ Rs.10/- per share (i.e. at par value) in Frontier Paper Products (Private) Limited (FPPPL), a private limited associated company;
- ii) investment of Rs. 100 Million by way of short term running finance as and when required by Frontier Paper Products (Private) Limited (FPPPL), a private limited associated company; and
- iii) initial investment of US\$ 400,000 equivalent in Pak Rupee with a maximum investment of US \$ 24 million in equivalent Pak Rupees in phases by way of subscription in Ordinary Shares of Rs.10/- each, @ Rs.10/- per share (i.e. at par value) representing 40% of the total proposed share capital in a proposed unlisted public limited associated company;
- iv) initial investment of US \$ 450,000 in equivalent Pak Rupee by way of subscription in Ordinary Shares of Rs.10/- each, @ Rs.10/- per share (i.e. at par value) representing 15% of the total proposed share capital in a proposed private limited associated company; with a right to increase



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Phone : 042-35230662, Fax : 042-35230662





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the shareholding up to 40% through acquisition at anytime within five year at a price per share to be determined by the net assets per share after auditing by a qualified auditing company in Pakistan;

“**FURTHER RESOLVED THAT** the Chief Executive and/or the Company Secretary be and are hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above as and when required at the time of investment.”

“The Chief Executive Officer and/or Company Secretary be and are hereby singly authorized to take all the actions to implement the above resolutions”.

CERTIFIED TRUE COPY ISSUED ON DECEMBER 06, 2018


ABDUL SAMAD
COMPANY SECRETARY



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