

# FECTO CEMENT LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of the Company will be held at Registered Office, 35-Darulaman Housing Society, Block 7/8, Shakra-e-Faisal, Karachi, on Wednesday, October 28, 2020 at 02.30 p.m. to transact the following businesses:

### ORDINARY BUSINESSSES

- 1) To confirm the minutes of Annual General Meeting held on October 28, 2019.
- 2) To receive, consider and adopt the Annual Financial Statements of the Company for the year ended June 30, 2020 together with the Directors' and Auditors' Reports thereon.
- 3) To appoint Auditors for the year ending June 30, 2021 and fix their remuneration. Present auditors M/s. Rahman Sarfarz Rahim Iqbal Rafiq, Chartered Accountants retires and being eligible have offered themselves for the re-appointment. The Board based on the recommendation of Audit Committee has proposed the appointment of M/s. Rahman Sarfarz Rahim Iqbal Rafiq Chartered Accountants as auditors of the Company for the year ending June 30, 2021.
- 5) To transact any other business with the permission of the Chair.

By Order of the Board

(ABDUL WAHAB)

COMPANY SECRETARY

Karachi: September 29, 2020

### Notes:

1. The Share Transfer Books of the Company will remain closed from Monday, October 19, 2020 to Wednesday, October 28, 2020 (both days inclusive). Transfers received in order by our Shares Registrar at the close of business on Friday, October 16, 2020 will be considered in time for the purpose of Annual General Meeting.



2. 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.
3. 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.
4. Members may exercise their right to vote as per the provisions of the Companies (Postal and Ballot) Regulations, 2018 subject to the requirements of Section 143 and 144 of the Companies Act, 2017. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under the Regulations if required.
5. 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. As required by the Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017 all listed companies are bound to pay cash dividend to their shareholders only through electronic mode directly into bank account designated by the entitled shareholder. All those shareholders who have not yet submitted their bank account details in the form of Electronic Credit Mandate form (available on the website of the Company at [www.fectogroup.com](http://www.fectogroup.com)) are requested to submit the requisite form duly signed with their CNIC to our registrar in case of physical shares. Shareholders holding their shares in CDS system are requested to submit Electronic Credit Mandate Form directly to CDC.
7. As per Section 72 of the Companies Act, 2017 every existing listed company is required to replace its physical shares into book entry form in a manner as may be prescribed by the SECP and from the date notified by the SECP within 4 years from the date of commencement of this act i.e. May 30, 2017.
8. Shareholders who could not claim their dividend and/or bonus shares, if any, due to any reasons, are requested to contact our share registrar in this regard. They can also access to list of unclaimed dividend and bonus shares uploaded on company's website at [www.fectogroup.com](http://www.fectogroup.com) for their claim, if any.

Members holding shares in physical form are hence encouraged to open either their CDC sub account with stock broker or investor account with CDC in order to replace their physical shares into scrip less form.

9. Member(s) who wish to receive annual financial statements and notice of annual general meeting through email, instead of through courier/post are requested to give their



consent in writing on standard request form available on the Company's website [www.fectogroup.com](http://www.fectogroup.com) to the Company with their registered Email address so the Company can provide them the same at their valid Email ID.

10. The annual report of the Company has been uploaded at the Company's website [www.fectogroup.com](http://www.fectogroup.com).
11. The Company shall provide video conference facility to its members residing outside Karachi for attending the meeting through video link. The said facility is subject to receiving demand from members holding an aggregate of 10% or more shareholding and if demand is received at least 7 days before the date of meeting.

In this regard members who wish to avail this facility are requested to please send their request duly signed as per the following format to the registered address of the Company.

<p>I/We _____ of _____ being a member of Fecto Cement Limited, holder of _____ ordinary share(s) as per Registered Folio/ CDC Account No. _____ hereby opt for video link facility at _____.</p> <p style="text-align: right;">_____ Signature of Member</p>
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**Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017**

Name of Investee Company	Proposed unlisted Public Limited Company	Proposed Private limited Company
Total Investment Approved.	Equity investment of USD 24 million equivalents in Pak Rupee in Phases was approved by members in EOGM held on December 01, 2018.	Equity investment of USD 1.2 million equivalent in Pak Rupee in Phases was approved by members in EOGM held on December 01, 2018
Amount of Investment Made to date.	Nil	Nil
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time.	As stated in Notice of EOGM held on December 01, 2018, work on the project was expected to start in July 2019 subject to completion of formalities. The Chinese project team has evaluated the site and completed required work, however, due to Covid 19 pandemic, Chinese team has returned back to China and will return to commence work after improvement in post pandemic situation.	As stated in Notice of EOGM held on December 01, 2018, the project was expected to be completed by December 2019 subject to completion of formalities.  Considering the present slow down in construction sector coupled with Covid 19 pandemic situation resulting return of Chinese team to their country, the JV partners have agreed to hold the project temporarily and once the situation improved, work on the project will be started accordingly.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	N/A	N/A

