



# 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

**E-mail :** cement@fectogroup.com **Website :** www.fectogroup.com

FCL/SHD/047-2024/ 306

October 07, 2024

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

## NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

As required by listing Regulations, we are pleased to enclose to a copy of Notice to be published in Newspapers regarding holding of 43<sup>RD</sup> Annual General Meeting on October 28, 2024.

Thanking you

Yours faithfully  
For FECTO CEMENT LIMITED

  
(ABDUL WAHAB)  
Company Secretary

# PECTO CEMENT LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting ("AGM") of the Members of **PECTO CEMENT LIMITED** will be held on **Monday, October 28, 2024, at 12.00 noon** at Royal Rodale Sports and Recreational Complex situated at TC-V, 34th Street, Khayaban-e-Sehar, Phase V, Ext, Defence Housing Authority, Karachi to transact the following Ordinary business:

- 1) To confirm the minutes of last AGM held on Saturday October 28, 2023.
- 2) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2024, together with the Directors' and Auditors' Reports thereon.
- 3) To appoint Auditors for the year ending June 30, 2025, and fix their remuneration. Present auditors M/s. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants retires and being eligible have offered themselves for the re-appointment.
- 4) To elect Six (6) directors as fixed by the Board of Directors of the Company in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 for a term of three (3) years commencing November 01, 2024. Mr. Rohail Ajmal being nominee of Saudi Pak Industrial and Agriculture Investment Company Limited is not subject to retirement/election hence after this election, overall strength of the Board will be seven (7) as required by Section 154(4) of the Companies Act, 2017.

Names of retiring directors are as follows:

- |                              |                               |
|------------------------------|-------------------------------|
| (i) Mr. Mohammed Yasin Fecto | (iv) Mr. Jamil Ahmed Khan     |
| (ii) Mr. Khalid Yacoob       | (v) Mr. Muhammad Anwar Habib  |
| (iii) Mr. Aamir Ghani        | (vi) Ms. Saira Ibrahim Bawani |

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

By Order of the Board



(ABDUL WAHAB)  
COMPANY SECRETARY

Karachi: October 07, 2024

Notes:

1) **Closure of Share Transfer Books**

The Share Transfer Books of the Company will remain closed from Saturday, October 19, 2024, to Monday, October 28, 2024 (both days inclusive). Transfers received in order by our Shares Registrar FD Registrar Services (Private) Limited 17<sup>th</sup> Floor Saima Trade Centre, Tower I. I. Chundrigar Road, Karachi by the close of business on Friday, October 18, 2024, shall be treated as being in time for the purpose of attending, and voting at, the AGM.

2) **Participation in Annual General Meeting (AGM), via physical presence including through proxy**

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) **Participation in AGM through electronic means:**

a. Securities and Exchange Commission of Pakistan through its Circular No. 4 dated February 15, 2021 has directed the listed companies to ensure the participation of members in general meeting through electronic means as a regular feature in addition to holding physical meetings.

b. The members who wish to attend the meeting through video-link are hereby requested to share following information for obtaining video-link and login credentials, with the Company Secretary at email address: [abdul\\_wahab@fectogroup.com](mailto:abdul_wahab@fectogroup.com) at earliest but no later than 48 hours before the time of AGM:

<u>Full Name</u>	<u>CNIC No</u>	<u>Folio/ CDC Account No.</u>	<u>No. of Shares Held</u>	<u>Cell No.</u>	<u>E-mail Address</u>

c. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.

d. Only those members will be accepted at the AGM via video-link whose names match the details shared with the Company for registration.

e. In accordance with section 132(2) of the Act, if the Company receives consent from members holding in aggregate 10% or more shareholding, residing in a geographical location to participate in the meeting through video conference at least seven (7) days prior to the date of AGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility a request is to be submitted addressed to the Company Secretary at the following address:

Fecto Cement Limited  
60-C, Khayaban-e-Shahbaz, DHA Phase VI, Karachi



**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, in the AGM, in accordance with the conditions mentioned in aforesaid regulations. The Company shall provide its members with the following options for voting, in case voting is required under Companies Act, 2017 in respect of agenda item no.4 of the notice:

**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 18, 2024 at the email address mentioned in clause b of note 3 above.
- 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.

**ii. Postal Ballot**

- a. Members may alternatively opt for voting through postal ballot, which shall be circulated to members at least seven (7) days before the meeting and will also be uploaded on the website of the Company.
- 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 (Attention of the Company Secretary) one day before the AGM i.e. by Friday, October 25, 2024, before 5:30 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 Company has circulated annual audited financial statements to its members through email at provided registered email addresses. However, printed copy of the above referred statements will be provided to the members upon their request. Request form is available on the website of the company.

Further, in accordance with section 223(6) of the Companies Act, 2017 read with SRO 389(1)/2023 dated March 21,2023 and SRO 787(1)/2014 dated September 08,2014, the above referred statements have also been uploaded on the website of the Company which can be downloaded by using following weblink and QR enabled code:

<https://fectogroup.com/financials/>



*Handwritten signature in blue ink.*

## Statement of Material Facts Under Section 166(3) of the Companies Act, 2017

### Agenda item 4 - Election of Directors

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the AGM of the Company. The term of office of the current directors of the Company will expire on October 28, 2024. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the AGM at six (06) to hold the office of director for a period of three (3) years commencing from the date of the AGM. Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, Election of Directors will be held separately for the following three categories:

S. No.	Categories	No. of Seats
1.	Female Director	01
2.	Independent Directors	02
3.	Other Directors	03
	TOTAL	06

In order to safeguard the interest of the minority shareholders, any member can send his/her nomination for contesting the election in any of above-mentioned categories. Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit to the Company Secretary at the Registered Office address Plot # 60-C, Khayaban-e-Shahbaz, Phase VI, Defence Housing authority, Karachi, not later than fourteen (14) days before the date of AGM, the following documents:

1. Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Form 9 as prescribed under the Act, and the Companies Regulations, 2024. (Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.)

2. A signed declaration confirming that:

a. He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.

b. He/she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/ regulations.

3. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.

4. Detail of other directorships held.

5. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio

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