



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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting ("AGM") of the Members of **FECTO CEMENT LIMITED** will be held on **Monday, October 26, 2026, at 11:30 a.m.** at Royal Rodale Sports and Recreational Complex situated at TC-V, 34th street, Khayaban-e-Sehar, Phase V Ext, Defence Housing Authority, Karachi with facilities for participation through electronic means/video link to transact the following business:

- 1) To confirm the minutes of the last Annual General Meeting held on Monday, October 27, 2025.
- 2) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2026, together with the Directors' and Auditors' Reports thereon.

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- 3) To approve the payment of final cash dividend @ 40% i.e. Rs. 4/- per share.
- 4) To re-appoint M/s. BDO Ebrahim & Co., Chartered Accountants, as the External Auditors of the Company for the financial year ending June 30, 2027, and to fix their remuneration. The Board of Directors, on the recommendation of the Audit Committee, has recommended the re-appointment of M/s. BDO Ebrahim & Co., Chartered Accountants, as the External Auditors of the Company for the financial year 2026-27.
- 5) To transact any other business with the permission of the Chair.

By Order of the Board

(TARIQ IQBAL)

COMPANY SECRETARY

Karachi: October 02, 2026

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Notes:

1) Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from Friday, October 16, 2026, to Monday, October 26, 2026 (both days inclusive). Transfers received in order by our Shares Registrar FD Registrar Services (Private) Limited 17th Floor Saima Trade Centre, Tower A, I. I. Chundrigar Road, Karachi by the close of business on Thursday, October 15, 2026, 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. In case of a proxy appointed by a corporate entity, the Board of Directors' resolution or Power of Attorney, together with the specimen signature of the nominee, must be submitted along with the proxy form. 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 ("SECP"). The proxy form is annexed to this notice and is also available on the Company's website.

3) Participation in AGM through electronic means:

- a. SECP 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. Members who wish to attend the meeting through video-link are hereby requested to share the following information for obtaining the video-link and login credentials, with the Company Secretary at email address: agm@fectogroup.com with the subject line "Registration for 45th AGM of Fecto Cement Limited" at earliest but no later than forty-eight hours before the time of holding of AGM:



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<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) **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.
- 5) **Payment of Cash Dividend through Electronic Mode**
As per the provisions of Section 242 of the Companies Act, 2017, dividend payable in cash shall be paid through electronic mode directly into the bank accounts designated by the entitled shareholders. Therefore, in order to comply with the provisions of the law, all physical shareholders who have not yet submitted their International Bank Account Number (IBAN) and CNIC details to the Company are requested to provide the same on the Dividend Mandate Form available on the Company's website. Shareholders of the Company holding shares in CDC are requested to provide the same to their Participants in CDC and ensure that their IBAN details are updated. In case of unavailability of a valid



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IBAN and CNIC, the Company will be constrained to withhold the dividend in accordance with the Companies (Distribution of Dividends) Regulations, 2017.

6) Deduction of Income Tax from Dividend and Exemptions from Deduction

The current prescribed rates for the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 from payment of dividend by the companies are as under:

For filers of income tax returns : 15%

For non-filers of income tax returns : 30%

The income tax is deducted from the payment of dividend according to the Active Tax-Payers List (ATL) provided on the website of the Federal Board of Revenue (FBR). All shareholders who are filers of income tax returns are therefore advised to ensure that their names are entered in the ATL, to enable the Company to withhold income tax from payment of cash dividend @ 15% instead of 30%.

The corporate shareholders of the Company in CDC are advised to ensure that their National Tax Numbers (NTNs) have been updated with their respective participants, whereas corporate physical shareholders must send a copy of their NTN Certificate with their Folio Numbers mentioned thereon to the Company or its Shares Registrar on the mentioned addresses.

The shareholders, who want to avail exemption u/s 150 of the Income Tax Ordinance 2001, must provide valid Tax Exemption Certificate to our Shares Registrar before commencement of book closure otherwise tax will be deducted on dividend as per applicable rates.

7) Unclaimed Dividend

As per the provision of section 244 of the Companies Act, 2017, any shares issued or dividend declared by the company which remained unclaimed/unpaid for the period of three years from the date on which it was due and payable are required to be deposited with SECP for the credit of Federal Government after issuance of notices to the Shareholders to file their claim. The details of the shares issued and dividend declared by the Company which have remained due for more than three years were sent to Shareholders.

Shareholders are requested to ensure that their claims for unclaimed dividend and



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shares are lodged promptly. In case no claim is lodged with the Company in the given time, the Company shall, after giving the notice in the newspaper, proceed to deposit the unclaimed/ unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of the Companies Act, 2017.

8) Availability of Financial Statements and Reports

The Company has circulated the annual audited financial statements to its members by email at their registered email addresses. However, a printed copy of the above referred statements will be provided to members upon request. The 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(I)/2023 dated March 21, 2023 and SRO 787(I)/2014 dated September 08, 2014, the above referred statements have also been uploaded on the website of the Company and can be downloaded using the following weblink and QR-enabled code:

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



9) Restriction on Distribution of Gifts to Members

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, read with section 185 of Companies Act, 2017 and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering, distributing or arranging gifts, incentives, or any similar benefits to Members at or in connection with general meetings. Accordingly, no gifts or incentives shall be distributed at the AGM. Shareholders are respectfully requested to refrain from bringing, presenting or demanding any gifts during the meeting.

Special Note for Conversion of Physical shares into Book-entry Form:

In compliance with section 72 of the Companies Act, 2017 and SECP's letter no. CSD/ED/Misc.2016-639-640 dated March 26, 2021, listed companies are required to replace existing physical shares issued by them into Book-entry form. In view of the above requirement, shareholders of the Company having physical shares are requested to convert their physical shares into Book-entry form as soon as possible.

Conversion of physical shares into Book-entry form would facilitate the shareholders in many ways i.e. safe custody of shares, readily available market for instant sale and



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purchase of shares, eliminate risk of loss and damage, easy and safe transfer with lesser formalities as compared to physical shares, can be pledged for financing facilities, are entitled for instant credit of bonus and right shares. The shareholders of the Company may contact Share Registrar of the Company for assistance in conversion of physical shares into Book-entry form.

For any query/problem/information, members may contact the Company's Share Registrar at the following address:

F.D. Registrar Services Private Limited
17th Floor, Saima Trade Tower-A
I.I. Chundrigar Road Karachi
Phone no. 021-32271905-6
Email: fdregistrar@yahoo.com

FORM OF PROXY

The Company Secretary
Fecto Cement Limited
Plot # 60-C, Khayaban-e-Shahbaz
Phase VI, Defence Housing Authority
Karachi-75500

I/We _____
of (full address) _____

being member of FECTO CEMENT LIMITED holding _____ ordinary shares as
per Share Register Folio No. _____ and/or CDC Participant I.D. No. _____ and
Sub-Account No. _____ hereby appoint _____
of (full address) _____
or failing him/her _____
of (full address) _____ who is
also a member of Fecto Cement Limited, as my/our proxy in my/our absence to attend and vote for me/us and on my/our be-
half at annual general meeting of the company to be held on Monday, October 26, 2026 at 11:30 a.m. and / or any adjournment
thereof.

Signed this _____ day of _____ in the year 2026.
(day) (date, month)

Witnesses:

1. Signature: _____
Name _____
Address _____
CNIC No. _____
2. Signature: _____
Name _____
Address _____
CNIC No. _____

Signature

Signature of members
should match with the
specimen signature
registered with the
company

Important:

1. In order to be effective, this form of proxy duly completed, stamped, signed and witnessed along with power of attorney, or other instruments (if any), must be deposited at the registered office of the company at Plot # 60-C, Khayaban-e-Shahbaz, Phase VI, Defence Housing Authority, Karachi-75500 at least 48 hours before the time of the meeting.
2. If a member appoints more than one proxy and more than one form of proxy are deposited by a member with the company, all such forms of proxy shall be rendered invalid.
3. In case of proxy for an individual beneficial owner of shares from CDC, attested copies of beneficial owner's computerized national identity card (CNIC) or passport, account and participant's ID numbers must be deposited along with the form of proxy. In case of proxy for representative of corporate members from CDC, board of directors' resolution and power of attorney and the specimen signature of the nominee must be deposited along with the form of proxy. The proxy shall produce his / her original CNIC or passport at the time of meeting.