



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/047-2023/1915

The General Manager
Listing Department
Pakistan Stock Exchange Limited
StockExchangeBuilding
Stock Exchange Road
Karachi

June 06, 2023

PUBLICATION OF NOTICE OF EXTRAORDINARY GENERAL MEETING OF FECTO CEMENT LIMITED

Dear Sir, / Madam

Enclosed please find the Notice of the extraordinary General Meeting of Fecto Cement Limited to held on June 27, 2023.

You may please inform the Certificate Holders of the Exchange accordingly.

Yours truly,
For FECTO CEMENT LIMITED

ABDUL WAHAB
Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Fecto Cement Limited (the "Company") will be held at, and conducted from, the registered office of the Company, situated at, Plot # 60-C, Khayaban-e-Shahbaz, Phase VI, Defence Housing Authority, Karachi-75500, Pakistan on Tuesday, June 27, 2023 at 12 noon, to transact the following business:

A. SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL

To consider and, if thought fit, increase the authorized share capital of the Company from PKR 750,000,000/- (Pak Rupees Seven hundred fifty million only), divided into 75,000,000 ordinary shares of PKR 10/- each, to PKR 3,750,000,000/- (Pak Rupees Three billion seven hundred fifty million only), divided into 375,000,000 ordinary shares of PKR 10/-each, by creation of 300,000,000 (Three hundred million only) new ordinary shares of PKR 10/- (Pak Rupees Ten) each, and approve the consequential amendments to the Memorandum of Association of the Company, and in that connection to pass the following resolutions as special resolutions, with or without modification:

"RESOLVED THAT the authorized share capital of the Company be and is hereby increased from PKR 750,000,000/- (Rupees Seven hundred fifty million only), divided into 75,000,000 ordinary shares of PKR 10/- each, to PKR 3,750,000,000/- (Pak Rupees Three billion seven hundred fifty million only), divided into 375,000,000 ordinary shares of PKR 10/-each

"FURTHER RESOLVED THAT, as a consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association of the Company and clause 3 of the Article of Association be and is hereby amended by substituting Rs. 750,000,000/= (Rupees Seven Hundred Fifty Million only) and 75,000,000 ordinary shares of Rs. 10 each with Rs. 3,750,000,000/= (Rupees Three billion Seven Hundred Fifty Million only) and 375,000,000 ordinary shares of Rs. 10 each.

"FURTHER RESOLVED THAT Abdul Wahab, the Company Secretary be and is hereby, authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions

2. CAPITALIZATION OF RESERVES



To consider, and if thought fit, alter the clause 111 of the Articles of Association of the Company in accordance with Section 38 and other applicable provisions of the Companies Act, 2017, and in that connection to pass the following resolution as special resolutions, with or without modification:

“RESOLVED THAT the word “General Meeting” appearing in Clause 111 of the Article of Association be replaced with the word “Board of Director”;

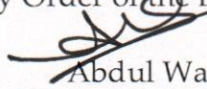
B. OTHER BUSINESS

3. To transact any other business that may be placed before the meeting with the permission of the Chair.

The Statement of material facts under Section 134(3) of the Companies Act, 2017 pertaining to the Special Business to be transacted at the Extraordinary General Meeting is attached to this notice.

Karachi: June 5, 2023

By Order of the Board


Abdul Wahab
Company Secretary

Notes:

1. Closure of Shares Transfer Books

The share transfer books of the Company shall remain closed from Tuesday, June 20, 2023 to Tuesday, June 27, 2023 (both days inclusive). Transfers received in order at our Share Registrar / Transfer Agent F.D. Registrar Services (Pvt) Ltd., 1705, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi-74000 by the close of business on Monday, June 19, 2023 shall be treated in time for the purpose of attending and voting at the Extraordinary General Meeting (EOGM).

2. Participation in the EOGM, including through proxy

Members whose names appear in the Register of Members as of June 19, 2023, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak



and vote for him / her. An instrument of proxy applicable for the EOGM is being provided with the Notice sent to the Members. Proxy form may also be downloaded from the Company's website: <http://www.fectogroup.com>. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email on abdul_wahab@fectogroup.com or by post at the registered address of the Company's Share Registrar, F.D. Registrar Services (Pvt) Ltd. not less than forty-eight (48) hours before the time of EOGM, excluding public holidays. Members are requested to submit a copy of their Computerized National Identity Card (CNIC) at the registered address to our Share Registrar, F.D. Registrar Services (Pvt) Ltd., 1705, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi-74000.

If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.

3. Participation in the EOGM through videoconferencing:

- a. To attend the EOGM through video-conferencing facility, the Members are requested to register themselves by providing through email at abdul_wahab@fectogroup.com at least forty-eight (48) hours before the EOGM: the Name of Member, CNIC / Folio No. / , CDC IAS No., Cell No and Email Address.
- b. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c. Only those Members will be accepted at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'a' above).

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 EOGM, 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



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- (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 June 19, 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 June 23, 2023, 12 a.m. and shall close on June 26, 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 web site 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, Pakistan (Attention of the Company Secretary) one day before the EOGM i.e. on June 26, 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.



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 Extraordinary General Meeting of Fecto Cement Limited (the "Company") to be held on Tuesday, June 27, 2023.

Agenda Item no. 1

In order to cater for future increase(s) in the issued and paid-up share capital of the Company / issuance of shares, including any future capitalization by way of bonus or right shares, the Board has recommended that the authorized share capital of the Company be enhanced.

Agenda Item no. 2

The Board of Directors of the Company has resolved and recommended to the members to alter (by way of substitution) the existing provisions of Article 111 of the Articles of Association of the Company to enable the Board of Directors to approve the capitalization of reserves, undistributed profits etc. of the Company. This will empower the Board of Directors from time to time to capitalize (fully or in part) such amounts standing to the credit of any of the Company's reserve funds or which may be available with the Company for distribution, including by way of issuance of bonus shares in favour of the shareholders

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.



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