



## FEROZE1888 MILLS LIMITED

### NOTICE OF 51<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given to the Members that the 51<sup>st</sup> Annual General Meeting of the Company will be held on Friday, 27 October 2023 at 04:30 p.m. at the Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue, Clifton, Karachi / video link to transact the following businesses:

#### ORDINARY BUSINESS:

- To confirm the minutes of Extra Ordinary General Meeting of the Company held on 20 July 2023.
- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 30 June, 2023 together with the Chairman's Review, Directors' and Auditors' report thereon. In accordance with Section 223(7) of the Companies Act, 2017 and SRO 389(I)/2023 dated 21<sup>st</sup> March 2023, the financial statements of the Company can be accessed through following weblink and QR enabled code.  
<https://feroze1888.com/wp-content/uploads/2023/09/Feroze1888-Annual-Report-2023-26-09-2023.pdf>
- To consider and, if thought fit, approve as recommended by the Board of Directors, final cash dividend at the rate of Rs. 8.88 per share i.e. (88.8%) to all shareholders of the Company. This is in addition to Rs. 2.05 per share i.e. (20.5%) interim cash dividend already declared/paid for the year 30 June 2023.
- To appoint statutory auditors for the year ending 30 June 2024 and to fix their remuneration. The present auditors M/s. EY Ford Rhodes, Chartered Accountants retire and being eligible, have offered themselves for Re-appointment.

#### ANY OTHER BUSINESS:

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

By order of the Board  
(Mudassir Moten)  
Company Secretary

Karachi: 03 October 2023

#### NOTES:

- Share Transfer Books of the Company will remain closed from Friday, 20 October 2023 to Friday, 27 October 2023 (both days inclusive). Transfer received at the office of Share Registrar at the close of business on Thursday, 19 October 2023 will be considered in time to attend and vote at the meeting and for the purpose of above entitlement to the transferees.
- A member of the Company entitled to attend and vote at this meeting may appoint a proxy to attend, speak and vote instead of him/her. A proxy must be a member of the company. An instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority to be valid must be received at the Registered Office of the Company or at the Office of the Share Registrar not later than forty eight hours before the time for the Meeting. A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments shall be rendered invalid. The proxy shall produce his/her Original National Identity Card or Passport to prove his/her identity.
- Members are requested to submit copies of their CNICs and promptly notify any change in their address by writing to the office of share registrar.
- Members should quote their Folio/CDC number in all correspondence and at the time of attending the Meeting.
- The shareholders interested in attending the General Meeting through video link facility ("Zoom" which can be downloaded from Google Play or Apple App Store) are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of the AGM at [secretary@feroze1888.com](mailto:secretary@feroze1888.com) or through share registrar of the company M/s. FAMCO Associates (Pvt.) Ltd, 8-F, Next to Hotel Faran, Nursery Block-6, PECHS, Shahrah-e-Faisal, Karachi by providing the following details:

Name of Shareholders	CNIC No.	Folio / CDC	Cell No.	Email Address
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- ✓ Upon receipt of the above information from interested shareholders, the Company will send the login details at their email addresses.
  - ✓ On the AGM day, the shareholders will be able to login and participate in the AGM proceedings through their smart phone or computer devices from their any convenient location.
  - ✓ The login facility will be opened twenty (20) minutes before the meeting time to enable the participants to join the meeting after identification and verification process.
- Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.
  - In pursuance of section 242 of the Companies Act, 2017 which mandates all listed companies to pay dividend only by way of electronic mode directly into the bank account of entitle shareholder designated by them. Therefore, through this notice all shareholders are requested to update their bank account details in the Central Depository System through respective participants. In case holding physical shares, provide bank account details to Company's Share Registrar, M/s. Famco Associates (Pvt.) Ltd.

Please note that all dividends declared by the Company will only be remitted to designated bank accounts and not otherwise, so please ensure an early update of your particulars to avoid any inconvenience in future.

- Shareholders are informed that the Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. These tax rates are as under:
  - Rate of tax deduction for persons who are appearing in the active taxpayers list: 15%.
  - Rate of tax deduction for persons who are not appearing in the active taxpayers list: 30%.

Shareholders are advised to provide their valid and updated CNIC/NTN to CDC Participants and our Share Registrar for availing the benefit of withholding tax rate applicable to filers. In case of joint account, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal shareholder and their Joint Holders to the Company's Share Registrar enabling the Company to compute withholding tax of each shareholder accordingly. The required information must reach the Company's Share Registrar by Thursday, 19 October 2023, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

- Section 72 of the Companies Act 2017 (the 'Act') requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. The shareholders having physical shares are encouraged to convert their shares into book-entry form at the earliest. The shareholders of the Company may contact the Share Registrar, namely M/s. Famco Associates (Pvt.) Ltd for the conversion of physical shares into book-entry form.

In compliance of section 244 of the Companies Act, 2017, an updated list for unclaimed shares/ dividend declared by Feroze1888 Mills Limited ("the Company") details whereof are appearing on the Company's website at (<https://feroze1888.com/investor/investor-relations/others/>), have remained unclaimed or unpaid. Claims can be lodged either at the Company's Office or submitted to the Company's Share Registrar, M/s. FAMCO Associates (Private) Limited for receipt of dividend / shares.

- Pursuant to the provisions of section 223(5) of the Act, all listed companies are permitted to circulate their Annual Financial Statements, along with Auditor's Report, Directors' Report along with notice of Annual General Meetings, to its shareholders through email subject to the written consent of the shareholders. Shareholders who wish to receive the Company's Annual Report by email are requested to provide the completed Consent Form available on the Company's website (<https://feroze1888.com/investor/investor-relations/others/>), to the Company's Share Registrar.
- Notice of the Annual General Meeting and Annual Report of the Company for the year ended 30<sup>th</sup> June 2022 have been placed on the website of the Company, (<https://feroze1888.com/investor>).
- Members can also exercise their right of e-Voting subject to the requirements of Section 143 and 144 of the Companies Act, 2017 and the applicable clause of the Companies (Postal Ballot) Regulations, 2018.

#### 14. GUIDELINES FOR CDC ACCOUNT HOLDERS ISSUED BY SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

##### For attending the Meeting:

- In case of individual, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original National Identity Card at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

##### For appointing proxy

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form must be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) number shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her Original CNIC or Original Passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.

#### Registered Office:

Feroze1888 Mills Limited  
H-23/4A, Scheme # 3  
Landhi Industrial Area,  
Karachi.  
[www.feroze1888.com](http://www.feroze1888.com)  
Email: [secretary@feroze1888.com](mailto:secretary@feroze1888.com)  
Phone # +92 21 35083643

#### Share Registrar:

FAMCO Associates (Pvt.) Ltd  
8-F, Next to Hotel Faran, Nursery,  
Block-6, PECHS, Shahra-e-Faisal,  
Karachi.  
[www.famco.com.pk](http://www.famco.com.pk)  
Email: [info.shares@famco.com.pk](mailto:info.shares@famco.com.pk)  
Phone # 92 21 34380101-5

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Rahid-Ahmed 03 445  
FRIDAY  
October 06, 2023

The Nation

