

Shabbir Tiles and Ceramics Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of Shabbir Tiles and Ceramics Limited will be held at Pearl Continental Hotel (Ball Room "A") Dr. Ziauddin Ahmed Road, Karachi, on Tuesday, October 29, 2013 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2013 alongwith the reports of the Directors and the Auditors thereon.
2. To approve the payment of cash dividend to the shareholders @ 10% as recommended by the Directors for the year ended June 30, 2013.
3. To appoint auditors for the year ending June 30, 2014 and to fix their remuneration.

SPECIAL BUSINESS

1. To pass with or without modifications, the following resolutions:

RESOLVED THAT:

- a) a sum of Rs. 36.064 million out of the reserves be capitalized and applied for issue of 7,212,793 ordinary shares of Rs. 5/- each and allotted as fully paid bonus shares to those members of the Company whose names appear in the Register of members of the Company at the close of business on October 22, 2013 in the ratio of Five shares for every One hundred shares held and that such new shares shall rank pari-passu as regards future dividends and in all other respects with the existing ordinary shares of the Company. The proposed Bonus Shares will not qualify for current dividend to be considered and approved by this meeting.
- b) all fractions of bonus shares arising on such allotment be consolidated and sold, the proceeds thereof be distributed pro-rata to the members entitled thereto.
- c) for the purpose of giving effect to the above resolutions, the Directors be and are hereby authorized to give such directions as may be necessary and to settle any questions or difficulties that may arise in regard to the distribution of the bonus shares or in the payment of the sale proceeds of the fractions as the Directors in their discretion shall deem fit.

By Order of the Board

AZIZ AHMED
Company Secretary

Karachi: October 1, 2013

NOTES:

1. The share transfer books of the Company will remain closed from October 23, 2013 to October 29, 2013 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar M/s. Noble Computer Services (Pvt.) Limited, First Floor, House of Habib Building (Siddiqsons Tower), 3-Jinnah C. H. Society, Main Shahrah-e-Faisal, Karachi, at the close of business on October 22, 2013 will be treated in time for the entitlement of 10% dividend, 5% bonus shares and to attend the Annual General Meeting.

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2. A member eligible to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxies to be effective must be received by the Company not less than 48 hours before the time for holding of the meeting.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan.

A. For Attending the Meeting:

- (i) In case of individuals, the Account holders and sub-account holders whose registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- (ii) 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.

B. For Appointing Proxies:

- (i) In case of individuals, the Account holder and sub-account holder whose registration details are uploaded as per the Regulations, shall submit the proxy form as per above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.
- (iii) Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- (v) 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.

Statement under section 160(1)(B) of the Companies Ordinance, 1984.

1. The Board of Directors are of the view that the Company's reserves as on June 30, 2013 justify the capitalization of free reserves by way of issue of bonus shares to the members by ratio of 5 bonus shares for every 100 ordinary shares held. The paid-up capital of the Company after issuance of bonus shares @ 5% shall stand increased to Rs. 757.341 million.

The Directors are interested in this business to the extent of their entitlement to bonus shares in the Company.