



Shabbir Tiles and Ceramics Limited

Registered Office: 15th Milestone, National Highway Landhi, Karachi-75120. Phone: (021) 38183610-13

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting of SHABBIR TILES AND CERAMICS LIMITED will be held on Thursday, October 21, 2021 at 4:00 p.m. to transact the following business. Due to current situation caused by COVID-19 pandemic, shareholders shall be entitled to attend the meeting through video conference facility managed by the Company as per instructions given in the notes section.

ORDINARY BUSINESS

- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2021, together with the Chairman's Review Report, Report of the Directors and Auditors thereon.
- To approve Final Cash Dividend of Rs.1.25 per share (25%) for the year 2020-21 as recommended by the Board of Directors.
- To appoint auditors and fix their remuneration for the year ended June 30, 2022. The present auditors - M/s. EY Ford Rhodes, Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
- To consider any other business of the Company with the permission of the Chairman.

SPECIAL BUSINESS

To consider and thought fit, to pass the following resolution as a Special Resolution:

RESOLVED as and by way of Special Resolution that the following clause of Articles and Association of the Company be amended:

- In Clause 92 (Remuneration of Directors) - the words "not exceeding Rs.25,000/- for each meeting" be replaced by "not exceeding Rs. 100,000/- for each meeting of the Board of Directors and its Committees meeting".
- In Clause 92 (Remuneration of Directors) - the words "Provided that any change in this remuneration shall be subject to prior approval of the Controller of Capital Issues" shall be deleted.

FURTHER RESOLVED that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement this resolution.

By order of the Board

OVAIS JAMANI
Company Secretary

Karachi.
September 29, 2021

NOTES

1. Participation in the AGM Proceeding via the Video Conference Facility

Due to current COVID-19 situation, the AGM proceedings shall be held via video conference facility only. Shareholders interested to participate in the meeting are requested to share below information at corporate@stile.com.pk for their appointment and proxy's verification by or before 4:00 p.m. on October 19, 2021.

Name of Shareholder	CNIC No.	Folio No. / CDC No.	Cell Number	Email address

Video conference link details and login credentials will be shared with those shareholders whose registered emails containing all the particulars are received on or before October 19, 2021 by 4:00 p.m. Shareholders can also provide their comments and questions for the agenda items of the AGM on corporate@stile.com.pk or WhatsApp or SMS on Cell Number 0321-8200864 by October 19, 2021 by 4:00 p.m. Shareholders are required to mention their full name, CNIC number and Folio/CDS # for this purpose.

2. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 15, 2021 to October 21, 2021 (both days inclusive) for the purpose of Annual General Meeting. Transfers requests received by CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, Telephone # 111-111-500, email: cdcsr@cdcsrsl.com at the close of business on October 15, 2021 will be treated in time for the purpose to attend the Annual General Meeting.

3. Proxy

A member entitled to attend and vote at this General Meeting is entitled to appoint a Proxy to attend, speak and vote in his place at the Meeting. A proxy need not be a member of the company. Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notary certified copy of the power or authority must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. CDC Account Holders will have to follow the under-mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

The SECP vide circular No.25 of 2020 dated: August 31, 2020 has given regulatory relief to dilute impact of Coronavirus (COVID-19) for corporate sector. Accordingly, this notice of AGM of the Company shall be dispatched to the shareholders through printed copies and shall be electronically available on the PUCARS system of the Pakistan Stock Exchange Limited and the Company's website (www.stile.com.pk) under "Notice to Shareholders". Shareholders are requested to provide the Company their email addresses at corporate@stile.com.pk if notice of the meeting is required through email.

A. For Attending the Meeting

- 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 authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport 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.

B. For Appointing Proxies

- 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 shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Notarized copies of CNIC or the passport of the beneficial owners and 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) along with proxy form to the Company.

4. Change of Address

The Shareholders are requested to promptly notify change in their address, if any, to the Company's Share Registrar.

5. Submission of copies of valid CNIC not provided earlier

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar.

6. Availability of the Audited Financial Statements on Company's Website

The audited accounts of the Company for the year ended June 30, 2021 have been placed on the Company's website at www.stile.com.pk

7. Transmission of Annual Financial Statements through Email

In pursuance of the directions given by SECP vide SRO 787(I)/2014 dated: September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. www.stile.com.pk and send the said form duly filled in and signed along with copy of his/her/its CNIC/Passport or other such information in the case of a body corporate to the Company's share registrar. The Company's Annual Financial Statements for the year ended June 30, 2021 is also being circulated to the shareholders through CD/DVD in compliance of Section 223(6) of the Companies Act, 2017.

8. Submission of CNIC/NTN Details (Mandatory Requirement)

As per Securities and Exchange Commission of Pakistan (SECP) vide SRO 889(1)/2011 and SRO 831(I)/2012, dividend counters in electric form should bear the CNIC number of the authorized person or registered member, except in case of minor (s) and corporate members. Accordingly, Members who have not yet submitted photocopy of their valid computerized National Identity Card (CNIC) to the Company/Share Registrar, are once again reminded to send the same at the earliest directly to Company' Share Registrar. In case of non-receipt of the copy of valid CNIC, the Company would be constrained under the law to withhold dividend of such shareholders.

9. Payment of Cash Dividend Electronically (Mandatory Requirement)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017. It is mandatory for a listed company to pay cash dividend to its shareholder ONLY through electronic mode directly into the bank account designated by the entitled shareholder. Notice in this regard has already been published by the Company in the newspapers, however, shareholders are once again requested to fill in "Electronic Credit Mandate Form" as reproduced below and send the duly signed Electronic Mandate Form along with a copy of valid CNIC/NTN to their respective CDC participant / CDC Investor Account Services. (In case of shareholding in Book Entry Form) or to the Company's Share Registrar i.e. M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 (in case of shareholding in Physical Form):

Shareholder's Details	
Name of the Shareholder(s)	
Folio No. / CDS Account No.	
CNIC No. (Copy attached)	
Mobile / Landline No.	
Shareholder's Bank Details	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch's Name and Address	

In case of non-provision of above-information the Company will have to withhold the cash dividend according to Section 243(3) of the Companies Act, 2017.

10. Deposit of Physical Shares in CDC Account

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e., May 30, 2017,

The Shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

11. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members holding in aggregate 10% or more shareholding will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

12. Unclaimed/Unpaid Shares and Dividends

In accordance with the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it is due and payable, the Company shall give ninety days notices to the shareholders to file claim. If no claim is made before the Company by the shareholders, the Company shall proceed to deposit the unclaimed or unpaid Shares/Dividends with the Federal Government in compliance with the Section 244 of the Companies Act, 2017. In case no claim is received within the given period from the aforesaid Notice, the Company shall proceed to deposit the unclaimed/unpaid amount with the Federal Government pursuant to the provisions of sub-section (2) of Section 244 of the Companies Act, 2017.

STATEMENT OF MATERIAL FACTS U/S 134(3)(b) OF THE COMPANIES ACT, 2017 AND SRO 423(1)/2018 REGARDING THE SPECIAL BUSINESS

Amendment of Article for Revision of Directors Fee for Attending Board and Committee Meetings

The rationale of revision in the fee of directors of the Company is to bring them in line with the fees paid to directors of listed companies of similar size. The directors confirm that the change in the Article is in line with applicable laws and regulatory framework.

Nature of Interest

The non-executive directors of the company (other than those who would choose not to receive them) will have an interest in the meeting fees.