



Shabbir Tiles and Ceramics Limited

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

NOTICE OF ELEVENTH EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that Eleventh Extraordinary General Meeting of Shabbir Tiles and Ceramics Limited to be held at Karachi, on Friday, April 29, 2022 at 4:00 pm through video conference to transact the following business:

ORDINARY BUSINESS

- To elect seven (7) directors of the Company as fixed by the Board, in accordance with the Section 159 of the Companies Act, 2017 for a term of three years commencing from **Friday, May 6, 2022**. The following are retiring Directors who are eligible for re-election:
 - Mr. Rafiq M. Habib
 - Syed Masood Abbas Jaffery
 - Mr. Abdul Hai M Bhaimia
 - Mr. Muhammad Salman Burney
 - Mr. Feroze Jehangir Cawasji
 - Mrs. Farhana Mowjee Khan
 - Mr. Imran Ali Habib
- To transact any other business with the permission of the Chair.

By order of the Board

Karachi:
April 7, 2022

OVAIS JAMANI
Company Secretary

NOTES:

In view of continuing COVID-19 related risks associated with holding physical meeting, the practical difficulties in ensuring compliance with the applicable SOPs for public gatherings, and to ensure wellbeing of the Shareholders, and as notified by the Securities and Exchange Commission of Pakistan, vide its Circular No.4 of 2021 dated February 15, 2021, Circular No.6 of 2021 dated March 3, 2021 and subsequent Circular No. SMD/SE/2(2021)/117 dated December 15, 2021, the company shall hold EOGM virtually, and has made adequate arrangements for the members to participate seamlessly via video-link.

Shareholders interested in attending EOGM via video-link are requested to get themselves registered with the Company Secretary office at least two working days before EOGM at **corporate@stile.com.pk** by providing following details:

Name of Shareholder	CNIC No.	Folio / CDS No.	Cell No.	Email Address

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Shareholders will be able to join and participate in EOGM proceedings through their devices after completing all formalities required for identification and verification of the shareholders.

- Book Closure:** The share transfer book of the Company will remain closed from April 23, 2022 to April 29, 2022 (both days inclusive) for determining voting rights. Transfers received at M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Shahrah-e-Faisal, Karachi. Tel: (92-21) 111-111-500, Fax: (92-21) 34326053, the independent Share Registrar of the Company by the close of business on April 22, 2022 will be treated in time to attend the meeting.
- Any member who is desirous to contest the election of Directors shall file the following with the Company at its registered office (i.e. 15th Milestone, National Highway, Landhi Industrial Area, Karachi) not later than 14 (Fourteen) days before the day of the Extraordinary General Meeting:
 - A notice of his/her intention to offer himself/herself for election in terms of Section 159 (3) of the Companies Act 2017. He/she should also confirm that:
 - He/she is not ineligible to become a director of the listed companies under any applicable laws and regulations (including Pakistan Stock Exchange Regulations).
 - He/she is not serving as a director in more than seven (7) listed companies simultaneously. Provided that this limit shall not include directorships in the listed subsidiaries of the listed holding company.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the company, Listing Regulations of Pakistan Stock Exchange and Listed Companies (Code of Corporate Governance) Regulations, 2019 to be elected as Director/Independent Director of the Company.
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
 - Consent to act as Director in Form-28 under Section 167 of the Companies Act 2017.
 - A detailed profile along with office address for placement on the Company's website.

A copy of the relevant documents be obtained from the office of the Company Secretary of the Company or may be downloaded from the website of Securities and Exchange Commission of Pakistan (SECP).

- A director must be a member of the Company at the time of filing his/her consent for contesting election of directors except a person representing a member, which is not a natural person;
- 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.
- Pursuant to Companies (Postal Ballot) Regulations, 2018 for the purpose of Election of Directors; subject to the requirements of Section 143 and 144 of the Companies Act, 2017; members will be allowed to exercise their right of vote through postal ballot, i.e. voting by post or through any electronic mode; in accordance with the requirements and procedure contained in the aforesaid Regulations.
- A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective; must be received by the Company at the Registered Office of the Company at least 48 hours before the time of the meeting.
- The Notice of Extraordinary General Meeting is placed on the Company's website **www.stile.com.pk** in addition to its dispatch to the shareholders.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors

The term of office of the present Directors of the Company will expire on May 5, 2022. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of directors at seven (7) to be elected in the Extraordinary General Meeting for a period of three years.

Independent Director(s) will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 ('the Act') and they shall meet the criteria laid down under Section 166(2) of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, according to the following additional documents are to be submitted by candidates intending to contest election of director as independent director.

- Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019, and
- Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-regulations (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation, 2018.

The present directors are interested to the extent that they are eligible for re-election as Directors of the Company.