



SHABBIR TILES AND CERAMICS LIMITED

Registered Office: 15th Milestone,
National Highway, Landhi, Karachi-75120

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 44th Annual General Meeting of SHABBIR TILES AND CERAMICS LIMITED will be held on Thursday, October 20, 2022 at 1:00 p.m. at Institute of Chartered Accountants of Pakistan (ICAP), Near Three Swords, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2022, together with the Chairman's Review Report, Report of the Directors and Auditors thereon.
2. To consider and approve final cash dividend of Rs. 0.75 per share (@15%) for the year ended June 30, 2022 as recommended by the Board of Directors.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2023. The present auditors – M/s. EY Ford Rhodes, Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To consider any other business of the Company with the permission of the Chairman.

By order of the Board
OVAIS JAMANI
Company Secretary

Karachi: September 28, 2022

NOTES:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from October 14, 2022 to October 20, 2022 (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 # 111111500, email: cdcsl@cdcsl.com at the close of business on October 13, 2022 will be treated in time for the purpose to attend the Annual General Meeting.

2. Proxy:

A member entitled to attend and vote at this General Meeting may appoint a Proxy to attend, speak and vote in his place at the Meeting. 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).

A. For Attending the Meeting:

- (i) 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.
- (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 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.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Notarized copies of CNIC or the 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) along with proxy form to the Company.

3. Online Participation in AGM:

To facilitate and ensure the safety and health of the shareholders the company will also be providing the online platform / facility to participate in the AGM in the shape of zoom.

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices after completing all the formalities required for the verification and identification of the shareholders.

In this regard, shareholders are required to update their valid e-mail addresses with the Share Registrar, latest by October 14, 2022. A detailed procedure shall be communicated through e-mail directly to the shareholders who have provided their valid e-mail IDs and same shall be placed at the company's website: www.stile.com.pk in investor relation section.

The shareholders who have already updated their valid email addresses with the company or its Share Registrar and are interested to attend AGM may send their folio number at corporate@stile.com.pk for their/appointed proxy's verification. Such information should be sent from duly registered valid e-mail address for the registration purposes latest by the October 14, 2022.

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. Submission of Information to Share Registrar:

According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone numbers, occupation, etc. to CDC Share Registrar Services Limited immediately to avoid any non compliance of law or any inconvenience in future.

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

The audited accounts of the Company for the year ended June 30, 2022 have been placed on the Company's website at www.stile.com.pk

8. 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, 2022 is also being circulated to the shareholders through CD / DVD in compliance of section 223(6) of the Companies Act, 2017.

9. 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.

10. 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.

11. 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.

12. Unclaimed / Unpaid Shares and Dividends

In compliance of Section 244 of the Companies Act 2017, once the company has completed stipulated formalities, any unclaimed dividend and /or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who by any reason could not collect and remain their unclaimed dividend/shares are advised to contact our Shares Registrar of the Company, 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 to collect/inquire about their unclaimed dividend or shares, if any.

13. Status of Active Taxpayers List (ATL)

All the shareholders are advised to check their status on Active Taxpayer List (ATL) available on FBR Website and if required take necessary actions for the inclusion of their name in ATL. In case a person's name does not appear in the ATL, the applicable tax rate will be increased by hundred percent.

In case of joint account, please intimate proportion of shareholding of each account holder along with their individual status on the ATL. Withholding Tax exemption from the dividend income shall only be allowed if copy of the valid tax exemption certificate is made available to CDC Share Registrar Services Limited by first day of Book Closure.

14. Postal Ballot

Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 and 144 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.