



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 45th Annual General Meeting of SHABBIR TILES AND CERAMICS LIMITED will be held on Monday, October 23, 2023 at 10:30 a.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, 2023, together with the Chairman's Review Report, Directors' Report and Auditors thereon.

In accordance with Section 223(7) of the Companies Act, 2017, financial statements of the Company have been uploaded on Company's website, which can be downloaded from following link and QR enabled code:

<https://www.stile.com.pk/wp-content/uploads/reports/annual-report-2023.pdf>



2. To appoint auditors for the year 2023-24 and to fix their remuneration. The Board Audit Committee and Board of Directors have recommended M/s. A.F.Fergusons & Company, Chartered Accountants as auditors for appointment by the Company's members in the Annual General Meeting in place of retiring auditors, M/s. EY Ford Rhodes, Chartered Accountants.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following resolution as an Ordinary resolution to enable the company to circulate the Annual Audited Financial Statements, to the members of the Company through QR enabled code and weblink, as required by the Securities and Exchange Commission of Pakistan ("SECP") vide its notification SRO 389(1)/2023 dated March 21, 2023 instead of circulating the same through CD/DVD/USB.

RESOLVED THAT the Company be and is hereby authorized to circulate its Annual Audited Financial Statements, to the members of the Company through QR enabled code and weblink in accordance with SRO 389(1)/2023 dated March 21, 2023 issued by the SECP.

FURTHER RESOLVED THAT, the Chief Executive Officer or Company Secretary of the Company be and hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purpose of implementing this resolution.

4. To consider any other business of the Company with the permission of the Chairman.

Karachi:
October 2, 2023

By order of the Board
OVAIS JAMANI
Company Secretary

NOTES

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 17, 2023 to October 23, 2023 (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, Phone No. (021) 111-111-500, Email: cdcsrsl@cdcsrsl.com at the close of business on October 16, 2023 will be treated in time for the purpose to attend the Annual General Meeting.

2. Participation in the AGM via Physical Presence or through Video Conferencing

Securities and Exchange Commission of Pakistan through its Circular No.4 dated February 15, 2021 has directed the listed companies to ensure the participation of members in general meeting through electronic means as a regular feature in addition to holding physical meetings. Accordingly, the shareholders intending to participate in the meeting via video link, are requested to register their intent beforehand by submitting their particulars at the designated e-mail address corporate@stile.com.pk as per the table below. Video conference link details and login credentials will be shared with ONLY those Shareholders, whose particulars are received on or before October 21, 2023, from their registered e-mail addresses.

Shareholder Name	Folio/CDC No.	CNIC Number	Cell Number	Registered Email ID

The login facility will be opened at 10:00 a.m. on October 23, 2023 enabling the participants to join the proceedings which will start at 10:30 a.m. sharp.

Members whose names appearing in the Register of Members as of October 16, 2023, are entitled to attend and vote at the Meeting.

3. 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 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.

4. Code of Conduct for Shareholders in General Meeting

Section 215 of Companies Act, 2017 (the "Act") and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of the Shareholders as follows:

- i. Shareholders are not permitted to exert influence or approach the management directly for decisions, which may lead to the creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation.
- ii. Any shareholder who fails to conduct in the manner provided in this section and as specified by the Commission shall be guilty of an offence under this section and shall be liable to a penalty not exceeding level 1 on the standard scale.
- iii. Additionally, in compliance with Section 185 of Companies Act, 2017; the Company is not permitted to distribute gifts in any form to its members in its meeting.

5. Change of Address

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

6. 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.

7. 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/landline) numbers, occupation, etc. to CDC Share Registrar Services Limited immediately to avoid any non-compliance of law or any inconvenience in future.

8. Transmission of Annual Financial Statements through Email

In pursuance of the directions given by SECP vide SRO 787(1)/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, 2023 is also being circulated to the shareholders 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's Share Registrar. In case of non-receipt of the copy of valid CNIC, the Company would be constrained under the law to withhold the 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.

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 Dividend/Unpaid Shares

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/E-Voting

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.

15. Statement under Section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the special business, given in Agenda No.3 of the Notice, intended to be transacted at the AGM.

Agenda No.3 of the Notice

In view of the technological advancements, the SECP has allowed Listed Companies, through its SRO 389(I)/2023 dated March 21, 2023, to circulate the Annual Audited Financial Statements, to the Members of the Company through QR-enabled code and weblink, which is to be included in the Notice of shareholders meeting. The Company shall circulate Annual Audited Financial Statements, through email, in case it has been provided by the members to the Company and shall also send hard copies of Annual Audited Financial Statements, to the shareholders, free of cost, upon receipt of a duly completed Request Form, as available on the Company's website (www.stile.com.pk).

None of the Directors of the Company have any direct or indirect interest in the Special Business, except in their capacity as members and directors of the Company.