

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46th Annual General Meeting of SHABBIR TILES AND CERAMICS LIMITED will be held on Thursday, October 24, 2024 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, 2024, together with the Chairman's Review Report, Directors' report and Auditors' thereon. As required under 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 the weblink in the Notes.
2. To approve Final Cash Dividend of Rs. 0.75 per share (15%) for the year 2023-24 as recommended by the Board of Directors.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2025. The present auditors M/s. A. F. Ferguson & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To transact any other ordinary business of the Company with the permission of the Chairman.

By Order of the Board



MUHAMMAD WALEED
Company Secretary

Karachi: October 2, 2024

NOTES:

1. Circulation of Annual Report through QR Code and Through Weblink

In accordance with section 223(7) of the Companies Act, 2017, and pursuant to SRO 389(I)/2023 DATED 21 March 2023 of the Securities and Exchange Commission of Pakistan, the Company had obtained Shareholder's approval in the 45th Annual General Meeting of the Company held on 23rd October 2023 to circulate the Annual Report of the Company to Members through QR Code and Weblink.

<https://www.stile.com.pk/annual-report/annual-report-2024.pdf>



2. Participation in the AGM via physical presence or through video conferencing

SECP 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 22, 2024, from their registered e-mail addresses.

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

The login facility will be opened at 10:00 a.m. on October 24, 2024 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 17, 2024, are entitled to attend and vote at the Meeting.

3. CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books of the Company will remain closed from October 18, 2024 to October 24, 2024 (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 # (021) 111111500, 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.

4. 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.

5. 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.

6. 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:

a) 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.

- b) 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.
- c) 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.

7. UPDATING OF PARTICULARS:

The Shareholders are requested to promptly notify change in their address, if any, to the Company's Share Registrar. In case of corporate entity, the shareholders are requested to promptly notify change in their particulars.

8. 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. In case of non-availability of a valid copy of the Shareholder's CNIC in the records of the Company, the Company shall withhold the Dividend under the provision of Section 243 of the Company's Act, 2017.

9. WITHHOLDING OF TAX ON DIVIDEND:

Currently, the deduction of withholding tax on the amount of dividend paid by the companies under section 150 of Income Tax Ordinance, 2001, are as under:

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| (a) For persons appearing in Active Tax Payer list (ATL) | 15% |
| (b) For persons not appearing in Active Tax Payer list (ATL) | 30% |

Shareholders who have filed their Return are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as persons not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

10. WITHHOLDING TAX ON DIVIDEND IN CASE OF JOINT ACCOUNT HOLDERS:

In order to enabling the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determine by the Principal Shareholder) for deduction of withholding tax on dividend of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal shareholder and their Joint Holders, to the Company's Share Registrar, enabling the Company to compute withholding tax of each shareholder accordingly. The required information must reach the Company's Share Registrar by October 17, 2024, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

11. 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, 2024 is also being circulated to the shareholders in compliance of section 223(6) of the Companies Act, 2017.

12. 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 the dividend of such shareholders.

13. 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):

Share holder's details:	
Name of the Shareholder(s)	
Folio No. / CDS Account No.	
CNIC No. (Copy attached)	
Mobile / Landline No.	
Share holder'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.

14. CONVERSION OF PHYSICAL SHARES INTO BOOK-ENTRY FORM (I.E. 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

15. 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, 99-8, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 to collect / inquire about their unclaimed dividend or shares, if any.