



SHABBIR TILES & CERAMICS LIMITED

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

NOTICE OF NINTH EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that Ninth Extraordinary General Meeting of Shabbir Tiles and Ceramics Limited will be held at Auditorium of Institute of Chartered Accountants of Pakistan (ICAP), G-13, Block-8, Chartered Accountants Avenue, Near Three Swords, Clifton, Karachi, Pakistan, on Thursday, May 05, 2016 at 11:00 AM to transact the following business:

ORDINARY BUSINESS

1) To elect 07 (seven) Directors of the Company as fixed by the Board of Directors in their meeting held on February 18, 2016 in accordance with the Section 178(1) of the Companies Ordinance, 1984 for a term of three years commencing from Friday, May 6, 2016. The following are retiring Directors who are eligible for re-election:

- 1) Mr. Rafiq M. Habib
- 2) Mr. Ali S. Habib
- 3) Mr. Abdul Hai M Bhaimia
- 4) Mr. Alireza M. Alladin
- 5) Mr. Muhammad Faisal
- 6) Mr. Raza Ansari
- 7) Mr. Owais-ul-Mustafa

Special Business

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

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

a) By inserting new article immediately after Article 76 as Article 76A, namely:

76A. "Subject to any rules or regulations that may be made from time to time by the Commission in this regard, Members may exercise voting rights at general meetings through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission."

This article shall only be applicable for the purpose of electronic voting.

The Company shall comply with the mandatory requirements of law regarding the use of electronic voting by its members at general meetings. Members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this article.

b) By adding following sentence at the end of Clause 81:

“Notwithstanding the above, in case of voting by electronic means, both members and non-members can be appointed as proxy”.

c) In Clause 92 the words “General Meeting” be replaced by “Board of Directors”

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.

Statement U/S 160(1) (b) of the Companies Ordinance, 1984 in respect of the special business to be considered at EOGM is annexed.

By Order of the Board

Date: April 14, 2016
Karachi

OVAIS JAMANI
Company Secretary

NOTES:

- In accordance with the provisions of section 178(1) of the Companies Ordinance, 1984 the number of Directors to be elected has been fixed at seven.
- Any member who seeks to contest the election of Directors should file with the Company at its registered office not later than 14 (Fourteen) days before the day of the meeting, a notice of his/her intention to offer himself/herself for election as a Director in terms of Section 178(3) of the Companies Ordinance, 1984, along with and comply with the relevant provisions of the listing regulations of Pakistan Stock Exchange.
- The share transfer book of the Company will remain closed from April 29, 2016 to May 05, 2016 (both days inclusive) for determining voting rights. Transfers received at M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block "B", S.M.C.H.S, Shakra-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 28, 2016 will be treated in time to attend the meeting.
- CDC members are requested to bring with them their CINC along with Participant's ID numbers and their account numbers at the time of attending the meeting in order to facilitate identification of the respective members.
- 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.
- A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote. Votes may be given either personally or by proxy or by attorney, and in case of a corporation by a representative duly authorized.

- The instrument of proxy, as per form attached duly executed should be deposited at the Registrar's Office of the Company at least 48 hours before the time of the meeting.
- The Shareholders are requested to notify the Company if there is any change in their addresses immediately.
- The individual members who have not yet submitted photocopy of their CNIC to the company/Share Registrar, are once again reminded to submit the same at the earliest mentioning Company name & Folio Number at our share registrar's address. The corporate entities are requested to provide their National Tax Number (NTN). Please give Folio Number with copy of CNIC/NTN details. Reference is also made to the SECP SRO No. 831(1)/2012 dated July 02, 2012, which mandates that dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

Consent for Video Conference Facility:

Pursuant to SECP Circular No 10 of 2014 dated May 21, 2014, if company receives consent from members holding aggregate 10% or more shareholding residing in geographical location to participate in the meeting through video conference at least 10 days prior to the date of Extra Ordinary General Meeting. The Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to the Shares Registrar Office:

<p>I/We, _____ of _____ being a member of Shabbir Tiles and Ceramics Limited holder of _____ Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.</p> <p>_____ Signature of member</p>

The Company will intimate members regarding venue of video conferencing facility at least 5 days before the date of Extra Ordinary General Meeting along with complete information necessary to enable them to access such facility.

STATEMENT UNDER SECTION 160(1) (b) OF THE COMPANIES ORDINANCE, 1984 PERTAINING TO THE SPECIAL BUSINESS

The above amendments to the Articles of Association of the Company are being carried out in order to give effect to the Companies (E-Voting) Regulations, 2016 and compliance under Companies Ordinance 1984.

No Director has any direct or indirect interest in the aforesaid special business.