



Ref. No.: Legal / 003 /2025

April 11, 2025

The General Manager,  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

**SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

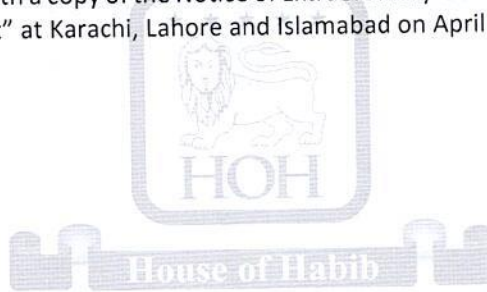
This is to announce that the Company shall hold its Extraordinary General Meeting on Friday, May 02, 2025, at Institute of Chartered Accountants of Pakistan at 11:30am.

The Notice of Meeting is attached herewith, for your information. The Share Transfer Books of the Company will remain closed from April 26, 2025, to May 02, 2025 (both days inclusive).

Please find enclosed herewith a copy of the Notice of Extraordinary General Meeting published in "The Nation" and "Nawa-e-Waqt" at Karachi, Lahore and Islamabad on April 11, 2025 for your record.

Yours Sincerely,

**NATASHA KHALID**  
Company Secretary



Encl.: As above



## SHABBIR TILES & CERAMICS LIMITED

Registered Office: 15<sup>th</sup> Milestone,  
National Highway, Landhi, Karachi-75120

### NOTICE OF TWELFTH (12<sup>th</sup>) EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that Twelfth (12<sup>th</sup>) Extra Ordinary General Meeting of Shabbir Tiles and Ceramics Limited shall be held at the auditorium of Institute of Chartered Accountant of Pakistan (ICAP), Chartered Accountants Avenue, Clifton, Karachi, on Friday, May 2, 2025, at 11:30 am to transact the following business:

#### ORDINARY BUSINESS

- 1) To elect seven (7) directors of the Company as fixed by the Board, in accordance with Section 159(1) of the Companies Act, 2017 for a term of three years commencing from **Tuesday, May 06, 2025**. The names of the retiring directors are as follows:
  - a) Mr. Rafiq M. Habib
  - b) Syed Masood Abbas Jaffery
  - c) Mr. Abdul Hai M Bhaimia
  - d) Mr. Muhammad Salman Burney
  - e) Mrs. Farhana Mowjee Khan
  - f) Mr. Imran Ali Habib
  - g) Mr. Feroze Jehangir Cawasji
- 2) To transact any other business with the permission of the Chair.

By Order of the Board

Date: April 11, 2025.

Place: Karachi

NATASHA KHALID  
Company Secretary

#### NOTES:

1. **Book Closure:** The share transfer book of the Company will remain closed from April 26, 2025, to May 02, 2025 (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, 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 25, 2025, will be treated in time to attend the meeting.
2. Election of Directors
  - A. Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at seven (07), to be elected in the EOGM of the Company for a period of three (03) years.
  - B. Every candidate for the election must be a member of the company except for the person representing a member who is a non-natural person.
  - C. Any person who seeks to contest the election for the office of director shall, whether he is a retiring director or otherwise, file the following documents/information with the Company at its registered office, no later than fourteen (14) days before the date of meeting:
    - i. Notice of his/her intention to offer himself /herself for election of directors in terms of Section 159(3) of the Companies Act, 2017, stating any one category in which he/she intends to be elected as required under Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.



**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 attested 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.

**Appointment of Scrutinizer:**

Securities and Exchange Commission of Pakistan (SECP) to the Listed Companies (Code of Corporate Governance) Regulations, 2019 and Companies (Postal Ballot) Regulations, 2018 through S.R.O. 454(I)/2025 and S.R.O. 453(I)/2025 In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Junaidy Shoaib Asad, Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

**Procedure For E-Voting & Voting Through Postal Ballot**

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018, latest amendments notified through SRO dated December 05, 2022, SECP has directed all listed companies to arrange for postal ballot/e-voting for the purpose of polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017. Accordingly, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Details will be circulated in due course

**Video link facility**

The SECP vide circular No. 4 of 2021 has advised to provide participation of the members through electronic means. Members interested to participate in EOGM are requested to email their Name, Folio Numbers, Number of Shares held in their name, Cell Number, CNIC Number with subject "Registration for participation in EOGM" and send at [corporate@stile.com.pk](mailto:corporate@stile.com.pk) duly filled in below form.

Name of Shareholder	CNIC No.	Folio No. / CDC No.	Cell Number	Email address





- ii. Consent to act as director on Appendix to Form-9 under section 167 of the Companies Act, 2017 along with an attested copy of CNIC, NTN or Passport.
  - iii. A detailed profile of the Candidate including his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I) / 2019 dated October 03, 2019.
  - iv. A declaration confirming that:
    - He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.
    - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Rule Book of Pakistan Stock Exchange, Memorandum and Articles of Association and all other applicable laws/rules/regulations/codes etc.
    - He / she is not a minor; neither of unsound mind nor an un-discharged insolvent.
    - He / she is borne on the register of National Taxpayers.
    - He / she has not been convicted by a court as defaulter in payment of loan to a financial institution, Development Financial Institution and Non-Banking Financial Institution.
    - He / she is not serving as director, including Alternate Director, in more than seven listed companies simultaneously.
    - Neither he / she nor his / her spouse is engaged in the business of stock brokerage.
  - v. Copy of valid CNIC (in case of Pakistani national)/ Passport (in case of foreign national), and NTN and Folio Number/CDC Investors Account No. /CDC Sub-Account No (applicable for person filing consent for the first time). Details of Directorships and Offices held in other companies with respective dates
- D. Independent Directors shall be elected through the process of election of directors required under section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:
- I. Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - II. Undertaking on the appropriate denomination of non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
1. 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.
  2. The Notice of Extra Ordinary General Meeting is placed on the Company's website [www.stile.com.pk](http://www.stile.com.pk) in addition to its dispatch to the shareholders.



Video link and login credentials shall be shared with those shareholders whose registered emails containing all the particulars are received 48 hours before May 2, 2025, by 11:30 a.m.

**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, 2025. 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.

An 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 an Independent Directors) Regulations 2018, according to the following additional documents are to be submitted by candidates intending to contest election of director as an independent director.

- a) Declaration by an Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019, and
- b) 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 an Independent Directors) Regulation, 2018.

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