

NOTICE OF THE 48TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 48th Annual General Meeting (“AGM”) of Shabbir Tiles and Ceramics Limited (“the Company”) will be held on Thursday, October 22, 2026, at 10:30 a.m. at The Pearl-Continental (PC) Hotel, Ballroom 1 & 2, Club Road, Civil Lines, Saddar Town, Karachi, as well as through electronic means/video-link facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Chairman’s Review Report, Directors’ and Auditors’ report thereon for the year ended June 30, 2026. 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 appoint Auditors of the Company and fix their remuneration for the year ending June 30, 2027. The present Auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, retiring and being eligible, have offered themselves and consented for re-appointment. The Board of Directors have recommended their appointment.
3. To transact any other business with the permission of the Chair.

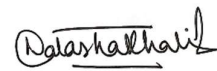
SPECIAL BUSINESS

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

“RESOLVED THAT, Article 92 of the Articles of Association of the Company relating to the remuneration of Directors be and is hereby amended by replacing the words “not exceeding Rs. 100,000 for each meeting of the Board of Directors and its Committee meeting” with the words, “not exceeding Rs. 200,000/- for each meeting of the Board of Directors and its Committee meeting attended by him. The Chairman shall be paid out of the Funds of the Company by way of remuneration for his services, a sum not exceeding Rs. 250,000/- for each meeting attended by him. ”

FURTHER RESOLVED that the Company Secretary of the Company be and are hereby singly authorized to take all necessary actions, acts, and deeds as may be necessary to give effect to the foregoing resolution and the amendment to the Articles of Association of the Company.

By Order of the Board



NATASHA KHALID

Company Secretary

Karachi: October 1, 2026.

NOTES:

1. **Circulation of Annual Report through QR Code and through Web Link**

In accordance with Section 223(7) of the Companies Act, 2017 and S.R.O No.389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the Company’s website which can be downloaded from the following link and QR enabled code:

<https://www.stile.com.pk/financial-reports/>



2. **Closure of Share Transfer Books**

The Share Transfer Books of the Company will remain closed from October 15 , 2026, to October 22, 2026 (both days inclusive) for the purpose of the AGM. 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: info @cdcsrsl.com at the close of business on October 14 , 2026, will be treated in time for the purpose to attend the AGM.

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

Shareholders intending to participate in the meeting via video conferencing, are requested to email the following information with the subject "Registration for the 48th Annual General Meeting," along with valid copy of their CNIC to corporate@stile.com.pk. The email should contain the shareholder's particulars, including Name, Folio Number, CNIC/NTN Number. The registration request must be received from the shareholder's registered email address at least 48 hours before the AGM. Video-link details and login credentials will be provided only to those members whose complete registration requests are received within the prescribed time.

Members whose names appear in the Register of Members as of October 14 , 2026, are entitled to attend and vote at the Meeting.

4. **Circulation of Notice through email**

Pursuant to S.R.O 452(I)/2025, Notice of the AGM shall be circulated to members at their registered email addresses, if provided to the Company, in accordance with applicable laws.

5. **Attendance at 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 their 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 (if it has not been provided earlier) at the time of the meeting.

6. **Proxy**

A member entitled to attend and vote at this AGM is entitled to appoint a Proxy to attend, speak and vote in his place at the Meeting. A 'Proxy Form' appointing a proxy must be deposited at the Registered Office of the Company i.e. Shabbir Tiles and Ceramics Limited, 15th Milestone, National Highway, Landhi, Karachi, at least 48 hours before the time of the meeting, along with copy of CNIC of Proxy.

In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature of the nominee along with his/her copy of CNIC shall be provided at least 48 hours before the time of the meeting. The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC Numbers should be mentioned on the Forms. The Form of Proxy is also available on the Company's website (www.stile.com.pk).

7. **E-Voting and Postal Ballot**

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special businesses in the AGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

a) **E-Voting Procedure:**

- i. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available

in the register of members of the Company within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses on or before October 14, 2026.

- ii. The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- iii. Identity of the members intending to cast vote through e-Voting shall be authenticated through authentication for login.
- iv. E-Voting lines will start from October 19, 2026, and shall close on October 21, 2026, at 5 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

b) Postal Ballot

- i. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.stile.com.pk to download.
- ii. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at **15th Milestone, National Highway, Landhi, Karachi** or email at the address: corporate@stile.com.pk by or before October 21, 2026, before 5:00 p.m. during working hours. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

8. 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 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 for a penalty not exceeding level 1 on the standard scale.
- c) Additionally, SECP through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to Shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

9. Updating of Particulars

The Shareholders having physical shares are requested to immediately notify change in their address, if any, to the Company's Share Registrar. Whereas CDC account holders may contact their respective CDC Participant/Broker/Investor Account Services. In case of corporate entity, the shareholders are requested to immediately notify change in their particulars.

10. Submission of copies of valid CNIC (Mandatory)

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 Companies Act, 2017.

11. **Withholding tax on Dividend**
In compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001, withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all members are advised to ensure that their names appear in the latest available ATL on FBR's website, otherwise tax on their cash dividend will be deducted at 30% for non-filers. Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Share Registrar, / Transfer Agent CDC Share Registrar Services Limited (CDCSRSL), of the Company by the first day of book closure.
12. **Prohibition of Gifts**
The SECP, through its Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from distributing gifts at the general meetings.
13. **Conversion of Physical Shares into Book-Entry Form (i.e. CDC Account)**
Section 72 of the Companies Act, 2017 requires all existing listed companies 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 script less form.
14. **Transmission of Annual Financial Statements through Email**
In pursuance of the directions given by SECP vide SRO 787(I) dated September 8, 2014, those shareholders who desire to receive the 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 a 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, 2026, are also being circulated to the shareholders in compliance with section 223(6) of the Companies Act, 2017.
15. **Unclaimed Dividend / Unpaid Shares**
In compliance with Section 244 of the Companies Act, 2017, once the Company has completed the 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 the Share 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.
16. **Provision of International Banking Account Number (IBAN Detail)**
In accordance with the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No. 421(I) 2018 dated March 19, 2021, it is mandatory for a listed Company to pay cash dividend to its members only through electronic mode directly into bank account designated by the entitled member. In this context, in order to receive dividends directly into their bank account, members having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shakra-e-Faisal Karachi-74400. Members having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/ participant/CDC Investor Account Services. In case of non-receipt of information, the Company will be constrained to withhold payment of dividend to members.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 AND SRO 423(I)/2018

Amendment of Articles

The Board of Directors has proposed an amendment to Article 92 of the Articles of Association of the Company relating to remuneration payable to Directors for attending meetings of the Board of Directors and its Committees.

The Board of Directors confirms that the proposed amendment to Article 92 is in accordance with the applicable provisions of the Companies Act, 2017 and the relevant rules, regulations and regulatory framework applicable to the Company.

Nature of Interest

The non-executive directors of the Company (other than those who would choose not to receive them) will have an interest in the meeting fees.

POSTAL BALLOT PAPER

For voting through post for the Special Business at the Annual General Meeting to be held on Thursday, October 22, 2026, at 10:30 a.m. at The Pearl-Continental (PC) Hotel, Ballroom 1 & 2, Club Road, Civil Lines, Saddar Town, Karachi.

UAN: +92-311-1178453 Website: www.stile.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and Federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution for Agenda Item No. 4

“RESOLVED THAT Article 92 of the Articles of Association of the Company relating to the remuneration of Directors be and is hereby amended by replacing the words “not exceeding Rs. 100,000 for each meeting of the Board of Directors and its Committee meeting” with the words, “not exceeding Rs. 200,000/- for each meeting of the Board of Directors and its Committee meeting attended by him. The Chairman shall be paid out of the Funds of the Company by way of remuneration for his services, a sum not exceeding Rs. 250,000/- for each meeting attended by him. ”

FURTHER RESOLVED that the Company Secretary of the Company be and are hereby singly authorized to take all necessary actions, acts, and deeds as may be necessary to give effect to the foregoing resolution and the amendment to the Articles of Association of the Company.

INSTRUCTIONS FOR POLL

1. Please indicate your vote by ticking (v) the relevant box.

2. In case if both the boxes are marked as (v), your poll shall be treated as **“Rejected”**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (v) mark in the appropriate box below;

Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 3		

- Dully filled ballot paper should be sent to the the Chairman of the meeting through post at **15th Milestone, National Highway, Landhi, Karachi** or email at the address: corporate@stile.com.pk
- CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within working hours by or before Wednesday, October 21, 2026. Any postal ballot received after this date will not be considered for voting.
- e on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
- ete, unsigned, incorrect, defaced, torn, mutilated, overwritten poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot Paper form has also been placed on the website of the Company at: www.stile.com.pk Members may download the ballot paper from the website.

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date:_____