

AGHA STEEL INDUSTRIES LIMITED

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the shareholders of Agha Steel Industries Limited ("the Company") will be held on Friday, June 23, 2023 at 11:00 a.m. at Plot No NWIZ/1/P-133, (SP-6) D-2, Port Qasim, Karachi to transact the following business:

Special Business

- 1) To consider and, if thought fit, pass with or without modification, the following resolutions as special resolutions:

RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 6,250/-million to Rs. 7,250/- million by creation of 100 million new shares of Rs.10/- each for the purpose of issuance of separate class of shares (preference shares), with differential rights and privileges

RESOLVED THAT, in accordance with the applicable provisions of the Companies Act, 2017, and subject to obtaining all necessary regulatory approvals, the amendments to the memorandum and articles of association of the Company be and are hereby approved to, inter alia, specify / alter the nature, rights and privileges of the Preference Shares of the Company:

FURTHER RESOLVED THAT, subject to compliance with the applicable laws and obtaining the approval of the Securities and Exchange Commission of Pakistan ("SECP") pursuant to Sections 58 and 83(1)(b) of the Companies Act, 2017 (along with all applicable laws), the Company be and is hereby authorized to issue up to 100,000,000 Preference Shares, with differential rights and privileges, having a face value of PKR 10/- (Pak Rupees ten) each, other than by way of right for cash consideration, in favour of existing sponsors of the Company and certain strategic shareholders who have offered to subscribe to the Preference Shares, at a price of PKR 10/- (Pak Rupees ten) each, in cash, aggregating up to PKR 1,000,000,000/- (Pak Rupees One Billion).

FURTHER RESOLVED THAT, the Company is hereby authorized to obtain an advance against the Issuance from the existing sponsors of the Company and certain strategic shareholders who have offered to subscribe to the Preference Shares.

FURTHER RESOLVED THAT, the Company be and is hereby authorized and empowered to take all such actions including, but not limited to, filing the requisite applications for seeking the permission of the SECP and / or any other regulatory approvals that may be required under the applicable laws for the issuance of the Preference Shares.

FURTHER RESOLVED THAT the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary of the Company, or such other person(s) as may be authorized by any of them, be and are hereby, jointly and severally, authorized and empowered to execute and deliver all necessary documents, take all necessary steps, and do all such acts, deeds and things including, but not limited to, carrying out all filings, submissions and applications with the PSX and the SECP, for and on behalf, and in the name, of the Company as may be necessary or required or as any of them may think fit

for or in connection with or incidental for the purposes of fulfilling the above resolutions and fulfilling the objectives thereof.

FURTHER RESOLVED THAT *the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions as may be suggested, directed or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same are of a substantial nature."*

- 2 The authorized share capital of the Company be and is hereby increased from Rs. 6,250/-million to Rs. 10,250/- million by creation of 400 million new ordinary shares of Rs.10/- each, including 100 million shares as approved under special business number 1

RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be and are hereby altered by substituting the figures and words of Rs. 6,250/-million divided into 625 Million ordinary shares of Rs.10/- each appearing in Clause 56(V) of the Memorandum of Association and Article 27 of the Articles of Association with the words and figures of Rs.4,000/- million divided into 400 million ordinary shares of Rs.10/- each.

FURTHER RESOLVED THAT that the ordinary shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares of the Company in all respect / matters in conformity with the provisions of the Companies Act, 2017."

- 2.4) **FURTHER RESOLVED THAT** that the Chief Executive Officer and Company Secretary be and are hereby authorized jointly and severally to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and to file requisite documents with the Registrar to effectuate and implement the aforesaid resolutions

Other Business:

- 2) To transact any other business with the permission of the Chair.

By the order of the Board

Date: 02nd June, 2023

Karachi

Muhammad Muneeb Khan
Company Secretary

Notes:

1. Book Closure:

The Share Transfer Books of the Company will remain closed from 16th June, 2023 to 23rd June, 2023 (both days inclusive). Transfers received in order by our Share Registrar, M/s. CDC Share Registrar

Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi before close of business on 15th June, 2023 will be considered in time to attend and vote at the meeting.

2. Participation in Extra Ordinary General Meeting:

- i) A member entitled to attend and vote at the meeting may appoint another member as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
- ii) A duly completed instrument of proxy to be valid must be deposited at the registered office not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.
- iii) The instrument of proxy should be duly signed, stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
- iv) CDC account holders are also required to follow the guidelines as laid down in Circular No.1 dated 26, January 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

A. For Attending the Meeting:

- i) In case of individual, 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) Members registered on Central Depository Company (CDC) are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
- iii) In case of a 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 meeting.

B. For Appointing Proxies:

- i) In case of individual, 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 requirement notified by the Company.
- ii) The Proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his original CNIC or original passport at the time of the meeting. Corporate entities shall submit the Board of Directors resolution/Power of Attorney with specimen signature along with proxy form.

3. Change in Members Addresses:

Members are requested to notify any changes in their addresses immediately to the Share Registrar M/s. CDC Share Registrar Services Limited

4. Submission of Copies of Valid CNICs (mandatory):

Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

4. 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 Companies (Postal Ballot) Regulations, 2018, for the purpose of Special Business, members will be allowed to exercise their right to vote through postal ballot/ electronic mode in accordance with the requirement and procedures contained in the aforesaid Regulations. The schedule and procedure of postal ballot/ electronic voting shall be placed on Company's website i.e. www.aghasteel.com seven (7) days before the meeting.

9. Participation in the EOGM Via the Video Conferencing Facility:

The shareholders, can now participate in the EOGM proceedings via video link also. Those members who are willing to attend and participate in the EOGM via video link are requested to register themselves by sending an email along with following particulars and valid copy of both sides of Computerized National Identity Card (CNIC) at corporate@aghasteel.com with subject of 'Registration for EOGM' not less than 48 hours before the time of the meeting.

| Full Name of Shareholder / Proxy Holder | CNIC No | Folio No | Cell No | Email Address |
|---|---------|----------|---------|---------------|
| | | | | |

Members who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will remain open from 10:30 AM on the date of EOGM till the end of the meeting.

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

This statement is annexed to the Notice of the Extraordinary General Meeting of AGHA STEEL INDUSTRIES LIMITED to be held on June 23, 2023, at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business mentioned as item No. 1 and 2 of the agenda. Special business number 1 includes the increase in authorized share capital of the Company from Rs. 6,250/-million to Rs.

7,250/- million by creation of 100 million new ordinary shares of Rs.10/- each for the purpose of issuance of separate class of shares (preference shares). In order to cater for increase in paid up share capital, the Board of Directors has recommended to increase Authorized Share Capital of the Company from Rs. **6,250** million divided into **625** Million ordinary shares of Rs. 10/- each to Rs. 7,250/- million divided into 725 million preference shares of Rs. 10/- each by creation of 1400 million new ordinary shares of Rs. 10/- each. (preference shares, with differential rights and privileges).

Description of the Differential Rights and Privileges attached to the Preference Shares:

The Preference Shares intended to be issued shall have the following rights, privileges, terms and conditions:

- (i) Unlisted;
- (ii) Callable after 3 (three) years on a cumulative basis;
- (iii) Non-convertible;
- (iv) Non-voting;
- (v) Preferential dividend calculated at the rate of 6 month KIBOR + (0.5% to 1%) per annum, shall be paid in priority to ordinary shareholders; and
Preference over ordinary shares in the event of liquidation / winding up of the Company

Special business number 2 includes increase in authorized share capital of the Company is Rs. **6,250/-** million divided into **625** Million ordinary shares of Rs.10/- each. In order to cater for increase in paid up share capital, the Board of Directors has recommended to increase Authorized Share Capital of the Company from Rs. **6,250** Billion divided into **625** Million ordinary shares of Rs. 10/- each to Rs. 10,250/- Billion divided into 1,025 million ordinary shares of Rs. 10/- each by creation of 400 million new ordinary shares of Rs. 10/- each. The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause 56 (V) of the Memorandum of Association and Article 27 of the Articles of Association of the Company to reflect the increase in authorized share capital of the Company. For this purpose, a special resolution is required to be considered and approved in this meeting.

The Directors are not interested in this business except as shareholders of the Company.

Form of Proxy

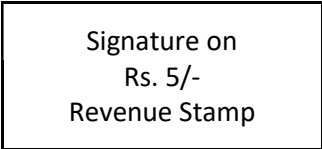
I/we _____ of _____ being a member(s) of Agha Steel Industries Limited, holding _____ Ordinary/Preference Share as per CDC A/c. No. _____ hereby appoint Mr/Mrs/Miss _____ of (full address) _____ or failing him/her Mr/Mrs/Miss _____ of (full address) _____

(being member of the Company) as my/our Proxy to attend, act vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, June 30, 2023 11:00 a.m. at the registered office of the Company and/or any adjournment thereof.

Signed this _____ day of _____ 2023.

Witnesses

1. Name: _____
Address: _____
No: _____
Signature: _____



2. Name: _____
Address: _____
CNIC No: _____
Signature: _____

IMPORTANT:

- 1. The Proxy Form must be deposited at the registered office of the Company Plot No NWIZ/1/P-133, (SP-6) D-2, Port Qasim, Karachi as soon as possible but not later than 48 hours before the time of holding the meeting and in default Proxy Form will not be treated as valid.
- 2. No person shall act as proxy unless he / she is a member of the Company except a corporation being a member may appoint as its proxy any officer of such corporation whether a member of the Company or not.
- 3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

FOR CDC ACCOUNT HOLDERS / CORPORATE ENTITIES:

In addition to the above, the following requirements have to be met:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii) The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- iv) 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.