

# NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of the shareholders of Amreli Steels Limited (the Company) will be held on Tuesday, 23 October 2018 at 05:00 pm at Auditorium Hall of the Institute of Chartered Accountants of Pakistan (ICAP), Block-8, Chartered Accountants Avenue, Clifton, Karachi, Pakistan, to transact the following businesses -

## ORDINARY BUSINESS

1. To receive, consider and adopt the annual audited financial statements of the Company for the year ended 30 June 2018 together with the Directors' and Auditors' reports thereon.
2. To approve and declare the final cash dividend of Rs.2.20 (i.e. 22%) per share as recommended by the Board of Directors for the year ended 30 June 2018.
3. To appoint auditors of the Company for the financial year ending 30 June 2019 and to fix their remuneration. The Board of Directors of the Company has recommended the name of retiring auditors M/s. EY Ford Rhodes, Chartered Accountants, for their appointment as external auditors for the year ending 30 June 2019. The retiring auditors, being eligible, have offered themselves for re-appointment for the year ending 30 June 2019.

## SPECIAL BUSINESS

4. To consider, and if thought fit, pass the following resolutions as Special Resolutions, with or without modification, to amend the existing Memorandum of Association of the Company and to adopt new set of Articles of Association of the Company to bring the Memorandum and Articles in conformity with the Companies Act 2017 and other applicable corporate laws -

**"RESOLVED THAT** the existing Memorandum and Articles of Association of the Company be and are hereby amended to bring them in conformity with the Companies Act, 2017 and other applicable corporate laws, and for that purpose the Revised Memorandum of Association of the Company and the new set of Articles of Association of the Company, as circulated to the shareholders of the Company along with the notice of this AGM and as initialed by the Company Secretary for the purpose of identification, be and are hereby adopted as Memorandum and Articles of Association of the Company with effect from the date of this AGM, in substitution of and to the exclusion of the existing Memorandum and Articles of Association.

**"RESOLVED THAT** the Chief Executive Officer and/ or the Company Secretary be and are hereby authorized to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution."

The statement as required under sections 134(3) of the Companies Act, 2017 is being sent to the members with the notice.

## Any Other Business:

5. To transact any other business as may be placed before the meeting with the permission of the Chair.

By Order of the Board



**ADNAN ABDUL GHAFFAR**  
Company Secretary

Date: 02 October 2018  
Place: Karachi

Notes:

## 1. Book Closure:

The Share Transfer Books of the Company will remain closed from 16 October 2018 to 23 October 2018 (both days inclusive). Transfers received in order by our Share Registrar, M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi by the close of business on 15 October 2018 will be considered in time for the determination of any entitlement, as recommended by the Board of Directors and attending the meeting.

## 2. Appointment of Proxies and Attending AGM:

- 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 blank instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours.
- iii. 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.

- iv. The instrument of proxy should be duly signed, stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
- v. 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).

#### **For Attending the Annual General 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.

#### **For Appointment of 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/her original CNIC or original passport at the time of meeting.
- v. 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. THK Associates (Pvt.) Limited.

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

Members, who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) along with folio number to the Company/ Share Registrar, are once again reminded to send the same at the earliest directly to the Company's Share Registrar. In case of non-receipt of the copy of the valid CNIC, the Company would be constrained under section 243(3) of the Companies Act, 2017 to withhold dividend of such shareholders.

#### **5. Mandatory Payment of Future Cash Dividend through Electronic Mode:**

In terms of section 242 of Companies Act, 2017 (the Act), every listed company is required to pay cash dividend, if any, to their members only through electronic mode by directly crediting the amount of dividend into the bank account provided by them. Pursuant to SRO No. 1145(I)/2017 dated 06 November 2017; shareholders are **MANDATORILY** required to provide their bank account details to receive their cash dividend directly into their bank accounts.

In this regard and in pursuance of the directives issued by the SECP vide SRO No. 421(I)/2018 dated 02 April 2018, the shareholders are required to provide relevant details of their bank accounts (i.e. title of account, complete bank account number (i.e. 24 digit IBAN), complete mailing address of the bank, name of the bank, folio number, mobile number and email address) within 45 days from the date of issuance of the said SRO for payment of cash dividend through electronic mode. As such, the Company shall be bound to withhold the amount of dividend declared by the Company of those members who do not provide their bank details.

E-Dividend Mandate Forms are available at the Registered Office of the Company and can be downloaded from the Company's website. The E-Dividend Mandate Forms were also posted to all the registered members of the Company vide earlier Notice of Extraordinary General Meeting issued on 14 April 2018 as well as the Notice of Annual General Meeting issued on 04 October 2017.

#### **6. Updating NTN with respective participants/ Share Registrar:**

The corporate members having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate members who have physical shares should send a copy of their NTN certificate to our Share Registrar. The members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

#### **7. Deduction of Income Tax under Section 150 of the Income Tax Ordinance, 2001:**

- a) Pursuant to the Finance Act, 2018, effective 01 July 2018, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001, from payment of dividend to a Non-Filer of income tax return is prescribed as 20% and for Filer of tax returns as 15%. List of filers is available at Federal Board of Revenue's (FBR) website: <http://www.fbr.gov.pk>  
Members are therefore advised to update their tax Filer status latest by 15 October 2018.

- b) Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio/CDC A/c No.	Total No. of Shares	Principal Shareholders		Joint Holder (s)	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

- c) The required information must reach our Share Registrar by the close of business on 15 October 2018; otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).
- d) The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.
- e) The information received within the above specified time would enable the Company to deduct income tax at the applicable rates from the payment of dividend if announced by the Company on 23 October 2018.
- f) Members seeking exemption from deduction of income tax or deduction at a reduced rate under the relevant provisions of the Income Tax Ordinance, 2001, are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be, latest by 15 October 2018.

#### 8. Availability of Financial Statements and Reports on the Website:

The Annual Report of the Company for the year ended 30 June 2018 has been placed on the Company's website.

#### 9. Circulation of Annual Financial Statements for the year ended 30 June 2018 through CD/DVD/USB

The SECP vide SRO No. 470(I)/2016 dated 31 May 2016, has allowed listed companies to circulate their annual audited accounts (i.e. the annual balance sheet and profit and loss account, auditor's report and director's report) to its members through CD/DVD/USB at their registered addresses instead of sending them in hard copies, subject to approval obtained from shareholders in General Meeting. Accordingly, the Company has obtained approval from members in the 32nd Annual General Meeting held on 25 October 2016.

Pursuant to the approval of shareholders, as aforesaid, the annual report of the Company for the year ended 30 June 2018 is being circulated to the members through CD.

#### 10. Transmission of Annual Financial Statements and Notice of Meeting through email:

Pursuant to S.R.O. 787(I)/2014 dated 08 September 2014, SECP has permitted companies to circulate annual audited financial statements along with notice of Annual General Meeting to its members through email. The Companies Act 2017 also allows electronic circulation of annual financial statements and reports thereon. Accordingly, we are pleased to offer this facility to our members who desire to receive annual financial statements and notices of the Company through email in future.

We have uploaded the request form/consent form, for the purpose, on the Company's website. Members who desire to receive annual financial statements and notice of Annual General Meeting through e-mail, instead of receiving them through CD/DVD/USB, are requested to submit their consent on the form duly filled to the Share Registrar of the Company. Any changes to such arrangements should be communicated to the Company on standard request form.

Members, who do not provide their email IDs, shall continue to receive their future annual financial statements (either in CD/ DVD/USB) at their registered addresses. However, they will have right to request for a hard copy at their registered addresses.

#### 11. Request for Video Conference Facility:

In terms of SECP's Circular No. 10 of 2014 dated 21 May 2014 read with provisions contained under Section 134(1)(b) of the Companies Act, 2017, members of the Company may also attend and participate in the AGM through video conference facility in a city other than Karachi, if members residing in the vicinity, collectively holding 10% or more shareholding, demand in writing, to participate in the AGM through video conference at least ten (10) days prior to the date of the AGM.

To avail such facility, please submit the following form with the requisite information at the Registered Office of the Company -



I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of Amreli Steels limited, holder of \_\_\_\_\_ ordinary shares(s) as per Registered Folio/CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_

\_\_\_\_\_  
Name and Signature Date: \_\_\_\_\_

The Company will intimate members regarding venue of video conference facility at least five (05) days before the date of the AGM along with complete information necessary to enable them to access such facility.

**12. E-Voting**

Members can also exercise their right of E-voting subject to the requirements of S. 143 - 145 of the Companies Act 2017 and the applicable clauses of the Companies (Postal Ballot) Regulations 2018.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017**

Alteration in the Memorandum and Articles of Association of the Company is necessary in the light of the Companies Act, 2017 and the Code of Corporate Governance. The proposed changes in the Memorandum and Articles of Association of the Company are being made to bring the Memorandum and Articles in conformity with the Companies Act, 2017.

In the Memorandum of Association, principal line of business Clause III (1) has been replaced with Clause III (3) while reference to the Companies Ordinance, 1984 has been replaced with the Companies Act, 2017. The comparative statemnet of existing clauses with the proposed amendments in the Memorandum and Articles of Association of the Company, being sent to the Members together with Revised Memorandum of Association and New Set of Articles of Association along with this notice.

The Revised Memorandum of Association of the Company and the New Set of Articles of Association of the Company can be inspected by the shareholders from the date of issuance of this notice till the date of meeting at the registered office of the Company during usual business hours from Monday to Friday (9.00 a.m. – 5.00 p.m.).

The Directors have no personal interest in the above special business and/ or special resolutions, save to the extent of their shareholding in the Company.

**Statement of Directors pursuant to SRO 423 of 2018 dated 03 April 2018**

The Directors have duly given a statement, as required under the aforesaid SRO, that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.

For any query/problem/information, members may contact our Share Registrar at the following address:

**THK Associates (Pvt) Ltd**  
1st Floor, 40-C, Block-6, P.E.C.H.S. Karachi - 75400  
UAN No: (021) 111-000-322  
Direct No: (021) 34168266-8  
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