



AMRELI STEELS
Building for Life

Notice of the 35th Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting (AGM) of the shareholders of Amreli Steels Limited (the Company) will be held on Saturday, 26 October 2019 at 12 noon, at the Auditorium Hall of the Institute of Chartered Accountants of Pakistan, 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 2019, together with the Directors' and Auditors' reports thereon.
2. To appoint auditors of the Company for the financial year ending 30 June 2020 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 2020. The retiring auditors, being eligible, have offered themselves for re-appointment for the year ending 30 June 2020.

Any Other Business:

3. 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: 03 October 2019

Place: Karachi

Notes:

1. Book Closure:

The Share Transfer Books of the Company will remain closed from 17 October 2019 to 26 October 2019 (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 16 October 2019, 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, addresses, 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. 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.

6. Availability of Financial Statements and Reports on the Website:

The Annual Report of the Company for the year ended 30 June 2019 has been placed on the Company's website.

7. Circulation of Annual Financial Statements for the year ended 30 June 2019 through CD/DVD/USB:

The SECP vide S.R.O. 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 the 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 2019, is being circulated to the members through CD.

8. 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 I.D.s, 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.

9. Request for Video Conference Facility:

Members of the Company may attend and participate in the AGM through video conference facility, if member(s) residing in a city other than Karachi, collectively holding 10% or more shareholding, demand in writing, to participate in the AGM through video conference at least seven (7) 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 share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Name(s) and Signature(s)

Date

The Company will intimate members regarding the venue of the 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.

10. E-Voting:

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

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

Email: secretariat@thk.com.pk

Special Notice to the Shareholders for submission of bank account details/IBAN:

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 the dividend into the bank account provided by them. Pursuant to S.R.O. 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 S.R.O. 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) for payment of cash dividend through electronic mode. As such, the Company shall be bound to withhold the amount of dividend declared, in future by the Company, of those members who have not provided 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 have already been posted to all the registered members of the Company vide earlier Notice of Extraordinary General Meeting (issued on 14 April 2018), Notice of 33rd Annual General Meeting (issued on 04 October 2017) and Notice of 34th Annual General Meeting (issued on 02 October 2018).