

Date: 13 April 2018
Ref: ASL/PSX/0083/2018

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


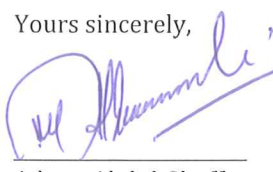
SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of Notice of Extraordinary General Meeting of Amreli Steels Limited to be held on Monday, May 07, 2018 at 09:00 am at Auditorium Hall of the Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi.

You may please inform the TRE Certificate Holders of the Pakistan Stock Exchange Limited accordingly.

Yours sincerely,



Adnan Abdul Ghaffar
Company Secretary

Encl: As Above

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting [EOGM] of **Amreli Steels Limited** (the Company) will be held on Monday, May 07, 2018 at 09:00 am at Auditorium Hall of the Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

1. To elect seven (07) Directors of the Company as fixed by the Board of Directors of the Company in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a period of three years, commencing from May 07, 2018.

The names of retiring Directors are listed as under -

- | | |
|-------------------------|------------------------|
| 1. Mr. Abbas Akberali | 5. Mr. Shayan Akberali |
| 2. Mr. Badar Kazmi | 6. Ms. Kinza Shayan |
| 3. Mr. Zafar Ahmed Taji | 7. Ms. Mariam Akberali |
| 4. Mr. Teizoon Kisat | |

The retiring Directors are eligible for re-election.

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

Date: April 13, 2018

Place: Karachi

By Order of the Board


Adnan Abdul Ghaffar
Company Secretary



Notes:

Book Closure:

The Share Transfer Books of the Company will remain closed for the period from May 01, 2018 to May 07, 2018 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar - M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S. Karachi (Share Registrar) by the close of business on April 30, 2018 will be considered in time to attend and vote at the meeting.

Election of Directors:

Any member who seeks to contest an election to the office of Director, whether he is a retiring director or otherwise, shall file with the Company at its Registered Office not later than 14 days before the date of the EOGM his/her intention to offer himself /herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017 together with -

1. Consent to act as a Director on Form-28 duly completed and signed by the candidate, as required under Section 167(1) of the Companies Act, 2017;
2. Detailed profile along with office address for placement on the Company's website seven days prior to the date of election in terms of S.R.O. 25(I)/2012 of January 16, 2012;
3. Signed declaration to the effect that he/she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulations.

AMRELI STEELS LIMITED

Registered Office

A/18, S.I.T.E., Karachi, Pakistan.

Tel: +92-21 32587232-9

Fax: +92-21 32587240, 38798328

UAN: 111-AMRELI (267-354)

Email: sales@amrelisteels.com

info@amrelisteels.com

4. Signed declaration to the effect that he/she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as a Director/Independent Director of the listed Company.
5. Attested copy of valid CNIC/Passport and NTN;
6. His/her Folio No./CDC Investors Account No./CDC Sub-Account No;
7. Any other document/information he/she think necessary.

Appointment of Proxies and Attending EOGM:

A member entitled to attend, speak and vote at the general meeting is entitled to appoint another member as proxy on his/her behalf and a proxy so appointed shall have the same rights in respect of attending, speaking and voting at the meeting as are available to a member.

A blank instrument of proxy, in English and Urdu language, applicable for the meeting is being provided with this 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. Proxy form may also be downloaded from the Company's website: www.amrelisteels.com.

A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

In case of corporate entity, the Board of Directors' Resolution/ Power of Attorney with specimen signature shall be submitted with proxy form.

Beneficial owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Limited (CDCPL) and/ or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.

CDC account holders will also require to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

Members are requested to notify immediately to our Share Registrar the change in their addresses, and change in proportion of shareholding (in case of joint holders), if any.

Submission of copies of valid CNICs (Mandatory):

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

Request for Video Conference Facility:

In terms of SECP's Circular No. 10 of 2014 dated May 21, 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 EOGM 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 EOGM through video conference at least ten (10) days prior to the date of the EOGM.

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 EOGM along with complete information necessary to enable them to access such facility.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 regarding Independent Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166(2) of the Companies Act, 2017.

For any query/problem/information, members may contact the Company and Share Registrar at the following address -

INVESTORS ' RELATIONS DEPARTMENT OF THE COMPANY

Email: investor-relations@amrelisteels.com

Or write a letter to:

The Company Secretary
Amreli Steels Limited
A-18, S.I.T.E. Karachi, Pakistan
UAN: 111-267-354

SHARE REGISTRAR OF THE COMPANY

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

E-Mail: secretariat@thk.com.pk

SPECIAL NOTICE TO THE SHAREHOLDERS FOR MANDATORY PAYMENT OF FUTURE CASH DIVIDEND THROUGH ELECTRONIC MODE:

Pursuant to the requirements of Section 242 of the Companies Act, 2017 read with SRO No. 1145(I)/2017 dated November 06, 2017, shareholders are **MANDATORILY** required to provide their bank account details to receive their cash dividend directly into their bank accounts instead of receiving it through dividend warrants.

In this regard and in pursuance of the directives issued by the SECP vide SRO No. 421(I)/2018 dated April 02, 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 the said SRO for payment of cash dividend through electronic mode. As such, the Company shall be bound to withhold any future 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 Annual General Meeting issued on October 04, 2017.

AMRELI STEELS LIMITED

Registered Office

A/18, S.I.T.E., Karachi, Pakistan.

Tel: +92-21 32587232-9

Fax: +92-21 32587240, 38798328

UAN: 111-AMRELI (267-354)

Email: sales@amrelisteels.com

info@amrelisteels.com



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting [EGM] of **Amsteel Steels Limited** (the Company) will be held on Monday, May 07, 2018 at 09:00 am at Auditorium Hall of the Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Office, Karachi to transact the following business:

- To elect seven (7) Directors of the Company as fixed by the Board of Directors of the Company in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a period of three years, commencing from May 07, 2018.

The names of retiring Directors are listed as under:

- Mr. Abbas Akbarali
- Mr. Asrar Kazmi
- Mr. Zafar Ahmad Taj
- Mr. Nazim Khatt
- Mr. Shayan Akbarali
- Ms. Kinza Shayan
- Ms. Munam Akbarali

The retiring Directors are eligible for re-election.

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

Date: April 16, 2018 By Order of the Board

Place: Karachi Sd/-
Adnan Abdul Ghafoor
Company Secretary

Notes:

Book Closure:

The Share Transfer Book of the Company will remain closed for the period from May 1, 2018 to May 07, 2018 (both days inclusive). Transfers received in order at the office of the Company Share Registrar – Ms. TRK Associates (Pvt) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi (Share Registrar) by the close of business on April 30, 2018 will be considered in time to attend and vote at the meeting.

Election of Directors:

Any member who wishes to contest an election to the office of Director, whether he is a retiring director or otherwise, shall file with the Company at its Registered Office not later than 14 days before the date of this EGM his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- Consent to act as a Director on Form-28 duly completed and signed by the candidate, as required under Section 10(1) of the Companies Act, 2017;
- Detailed profile along with office address for placement on the Company's website seven days prior to the date of election in terms of S.R.O. 209/2012 of January 16, 2012;
- Signed declaration in the office that he/she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Limited and the Listed Companies Code of Corporate Governance Regulations, 2017 and other relevant laws and regulations;
- Signed declaration to the effect that he/she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies Code of Corporate Governance Regulations, 2017 to be appointed as a Director/Independent Director of the listed Company;
- Attested copy of valid CNIC/Passport and NTN;
- Holder File No./CDC Member Account No./CDC Sub-Account No.;
- Any other document/information he/she thinks necessary.

Appointment of Proxies and Attending EGMs:

A member entitled to attend, speak and vote at the general meeting is entitled to appoint another member as proxy on his/her behalf and a proxy so appointed shall have the same rights in respect of attending, speaking and voting at the meeting as are available to a member.

A blank instrument of proxy in English and Urdu language, applicable for the meeting is being provided with this 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. Proxy form may also be downloaded from the Company's website www.amsteelsteels.com.

A duly completed instrument of proxy and the power of attorney or other authority if any, under which it is signed or a notated certified copy of such power or authority must be submitted to be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted with proxy form.

Identical owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Limited (CDCPL) and/or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purposes at the time of attending the meeting.

CDC account holders will also require to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

Members are requested to notify immediately to our Share Registrar the change in their addresses and change in proprietor of shareholding, in case of individual holders, if any.

Submission of copies of valid CNICs (Mandatory):

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

Request for Video Conference Facility:

In terms of SECP's Circular No. 11 of 2014 dated May 21, 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 EGM through video conference facility in a city other than Karachi, if members meeting in the vicinity, collectively holding 10% or more shareholding, demand in writing to participate in the EGM through video conference at least ten (10) days prior to the date of the EGM.

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

I, _____ of _____ being a member of Amsteel Steels Limited, holder of _____ ordinary shares(s) as per Registered Holders/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 (5) days before the date of the EGM along with complete information necessary to enable them to access such facility.

Statement of Material Facts under Section 164(3) of the Companies Act, 2017 regarding Independent Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 165(3) of the Companies Act, 2017.

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

INVESTORS' RELATIONS DEPARTMENT OF THE COMPANY	SHARE REGISTRAR OF THE COMPANY
Email: investorrelations@amsteelsteels.com	TRK Associates (Pvt) Ltd
Or write a letter to: The Company Secretary Amsteel Steels Limited A-16, S.T.E, Karachi, Pakistan TAN: 111-267-304	1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi - 75400 LAND No: 02/111-000-302 Dist No: 2071/34/160208-B E-Mail: secretary@trk.com.pk

Special Notice to the Shareholders for Mandatory Payment of Future Cash Dividend through Electronic Mode:

Pursuant to the requirements of Section 242 of the Companies Act, 2017 read with SPO No. 11435/2017 dated November 06, 2017, shareholders are **MANDATORILY** required to provide their bank account details to receive their cash dividend directly into their bank accounts instead of receiving it through dividend warrants.

In this regard and in pursuance of the directives issued by the SECP vide SPO No. 4210/2018 dated April 02, 2018, the shareholders are required to provide relevant details of their bank accounts (i.e. file of account, complete bank account number (i.e. 24 digit IBAN), complete mailing address of the bank, type of the bank, folio number, mobile number and email address) within 45 days from the date of issuance the said SPO for payment of cash dividend through electronic mode. As such, the Company shall be bound to withhold any future dividend declared by the company of those members who do not provide their bank details.

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

