## ITTEFAQ IRON INDUSTRIES LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING
Notice is hereby given that the 18th Annual General Meeting of the members of ITTEFAQ IRON INDUSTERIES LIMITED will be held on Thursday, October 26,2023 at 12:00 noon at registered office, 40 BII , Gulberg-III, Lahore to transact the following business physical and virtually via video-link.

## ORDINARY BUSINESS

1.To confirm the minutes of the last Annual General Meeting held on Wednesday, October 26, 2022.
2.To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2023 together with the Directors and Auditors Report thereon,
3. To elect seven (7) Directors of the Company as fixed by the Board if Directors in accordance with the provisions of Section 159(1) of The Companies Act 2017 for the next term of three years. The names of retiring Directors who may be eligible for re-election, or as follows

1. Mian Muhammad Pervaiz Shafi
2. Shahzad Javed
3. Khurram Jamil
4. Muhammad Mubashir lqbal
5. Tayyab Ali
6. Wajeeha Shahzad
7. Sobia Irshad
nt auditor M/s, SARWARS (Chartered Accountants), the retiring auditors, who being eligible, have offered themselves for re-appointment. SPECIAL BUSINESS:
8. To consider and if deemed fit, to pass the following resolutions as special resolution in pursuance of S.R.O: 389(1)/2023 dated March 21,2023 of the Securities and Exchange Commission of Pakistan to authorize the Compary to circulate the annual audited financial statements to its members through QR enabled code and weblink with or without modification; addition(s) or deletion(s).
Resolved that the approval of the members of Ittefaq Iron Industries Ltd. (the "Company) be and is hereby accorded for transmission of Annual Reports including Annual Audited Financial Statements to the members for future years commencing from the financial year 2023 through QR enabled code and Weblink instead of transmitting the same through CD/DVD/USB, as allowed by Securities and Exchange Commission vide its S.R.O. 389(I) / 2023 dated March 21, 2023.
Resolved further that the Chief Executive Officer and/or Chief. Financial Officer and/or Company Secretary of the Company be and are hereby singly authorize to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution. 6.Any other Business with the permission of the Chairman.

## Lahore

BY ORDER OF THE BOARD
October 06, 2023

## NOTES:

 Company Secretary
## 1.Book closure:

Share transfer books of the Company will remain closed from October 20, 2023 to October 26, 2023 (both days inclusive). Physical transfers/ CD'S transaction Ids received in order by the Company's Share Registrar, M/s. Corplink (Pvt) Limited Wings Arcade, 1-K, Commercial, Model Town, Lahore, up to the close of business on October 19, 2023 will be treated in time.
2. Election of Directors:

Any member who seeks to contest the election directors shall, whether he/she is a retiring director or otherwise, file with the Company at its Registered Office 40 B II, Gulberg III, Lahore, not later than 14 days before the date of Annual General Meeting, a notice of his/her intention to offer himself/herself for election as a director in accordance with provisions of the Companies Act, 2017 along with the following documents and information:
a. His/her folio no. /CDC Investor Account No. / CDC Participant No. / Sub-Account No.
b. Consent to act as director on Form 28 in terms of Section 167 of the Companies Act, 2017.
c. A detailed profile along with his/her office address as required by the Securities and Exchange Commission of Pakistan vide its notification S.R.O. 1196(I)/2019 dated October 03, 2019.
d. An attested copy of valid Computerized National Identity Card / Passport and NTN Certificate.
e. Declaration under clause $6(3)$ of the Listed Companies (Code of Corporate Goverhance) Regulations, 2019 by Independent Director(s) on non-judicial stamp paper that he/she qualifies the criteria of independence stipulated under Section 166 of the Companies Act, 2017.
F. The candidates are requested to read the relevant provisions/requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
g. A declaration confirming that:
I. He/she is aware of duties and powers under the relevant applicable laws, Memorandum \& Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
II. He/she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director;
III. He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
h. A member who seeks to contest for election may select any one category in which he / she intends to contest election of directors. For the purposes of election of directors of the company the voting shall be held separately in the following three (3) categories for the specified

| number of seats: |
| :--- |
| Sr. No. No.Category Number of Seats <br> 1 Female Director 2 Seat <br> 2 Independent Directors 2 Seats <br> 3 Other Directors 3 Seats <br>  Total Seats 7 |

The member in their discretion may ast vote to any candidate consenting in each of the above categories. It must, however, be noted that division of votes available to each member for the category shall be in the proportion to the number of seats of directors under category, which is as follows:

| Sr. No. | Category | Number of Seats | Votes |
| :--- | :---: | :---: | :---: |
| 1 | Female | Director 2 Seat | $2 / 7$ |
| 2 | Independent | Directors 2 Seats | $2 / 7$ |
| 3 | Other Directors | 3 Seats | $3 / 7$ |

such members will be elected unopposed without the voting process.

## nt Director:

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act, and they meet the criteria laid down under Section $166(2)$ of the Act and shall be listed on the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance. Further their selection shall be made due to their respective core competencies, diversity, skill, knowledgeand experience.
No directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they are eligible to contest the election of directors.
The present directors are interested to the extent that they are eligible for re-election as directors of the Company.
4. The individual members or representatives of corporate members of the Companyand CDC Account and Participant ID will follow company SOP,s and the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
a) For Attending AGM:

In case of individuals, the account holder or sub-account holder whose securities and registration details are uploaded as per the Regulations, shall produce proof of his/her identity by showing original Computerized National Identity Card(CNIC); at the time of the meeting. In case of corporate entity, the Board of Directors, resolution/power of attorney with the specimen signature of the nominee shall be produced (uriless it has been provided earlier) at the time of the meeting.
b) Attendance of AGM through video-link:

As permitted by circular No. 5 of 2020 issued by SECP and in the interest of the Company shareholders, directors and employees, the AGM may be participated virtually via video link,
To attend the AGM through the video link, members are requested to register themselves by providing the following information through email at ittefaqagm@gmail.com at least 48 hours before AGM.

"Members who are requested, after necessary verification as per the above requirement, will be provided a video link by the Company via email.
"The login will remain open from 12:00 till the end of the AGM.
"Members can also share their comments/suggestions on the above agenda on WhatsApp number at 0343-6142857 by email at ittefaqagm@gmail.com
c) For Appointing Proxy:

A member entitled to attend and vote at the above meeting may appoint a person/representative as Proxy to attend and vote on his behalf at the Meeting. The instrument of Proxy duly executed in accordance with the, Articles of Association of the Company must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. Form of Proxy is available at Company Website.
d) For Zakat:

Members are requested to submit declaration (CZ-50) as per Zakat \&Ushr Ordinance, 1980, for Zakat exemption and advise change in address, if any.

## 5. Postal Ballot / E-Voting:

a. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations,
b. Detail of E-Voting facility will be shared through e-mall with those members of the company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company by the end of business on October 19, 2023 by Corplink (Private) Limited being the voting service provider.
c. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
d. Members shall cast vote online from October 24, 20239.00 a.m. till October 25, 2023 5:00 p.m. Voting shall close on October 25, 2023 at 5:00 p.m. once the vote on the resolution has been casted by a Member, he/she shall not be allowed to change it subsequently.

## 6.PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:

a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will also be available on the Company's website www.ittefaqsteel.com to download.
The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, $40-\mathrm{B}$ II, Gulberg III, Lahore, or email at ittefaqagm@gmail.com one day before the AGM, l.e., on October 25,2023 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.
7.Virtual Participation in the AGM Proceedings:

To attend the AGM through video link, members and their proxies are requested to register their following particulars by sending an e-mail at ittefaqagm@gmail.com

| Name of Shareholder | CNIC No. | Folio No. / CDC Account No. | No of Shares | Contact No. | Email Address |
| :--- | :--- | :--- | :--- | :--- | :--- |
|  |  |  |  |  |  |

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on October 25, 2023.

## 8.CIRCULATION OF NOTICE OF MEETING \& ANNUAL ACCOUNTS:

With reference to SRO 787 (1)/2014 dated 8th September, 2014) issued by SECP, shareholders have an option to receive Annual Audited Financial Statements and Notice of Annual General Meeting through email. Shareholders of the Company are requested to give their consent on prescribed format to our Share Registrar, M/s Corplink (Pvt.) Limited Wings Arcade, $1-K$ Commercial, Model Town, Lahore, to update our record if they wish to receive Annual Audited Financial Statement and Notice of Annual General Meeting through email. The Company has placed the Audited Annual Financial Statements for the year ended June 30, 2023 along with Director and Auditor's Report hereon on its website: www.ittefaqsteel.com. or scan QR Code. However, if a shareholder, in addition, requests for a hard copy of the Audited Financial Statements, the same shall be provided free of cost within Seven (07) Days of receipt of such request.

## 9. Unclaimed shares / dividend:

Pursuant to section 244 of the of the Companies. Act, 2017 for the unclaimed/unpaid dividends, Claims can be lodged by shareholders. The Claim Forms are available on the Company website. Claims Forms must be submitted to the Company's Share Registrar M/s Corplink (Pvt.) Limited Wings Arcade, 1-K Commercial, Model Town, Lahore for process and receipt of divided.

## 10. Deposits of Physical Shares in to CDC Account:

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the commission, within a period not exceeding four years from the commencement of this Act, i.e., May 30, 2017. 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 scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

## 11.Contact us:

For any query/information, the shareholders may contact corp crete affairs department, 042-35765029, email address or Company's Share Registrars, M/s Corplink (Pyt.) Limited, Wings Arcade, 1 - K Commercial, Model Town, Lahore. Phone:042-35916714, 042-35916719.

## Email:corplink786@gmail.com

The following statement of material facts under Section 166 (3) of the Companies. Act, 2017 is annexed with this Notice of AGM circulated to the shareholders.




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