

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the Shareholders of Dost Steels Limited ("the Company") will be held on Monday, 30 October, 2017 at 9:00 a.m. at Mian A. Ghani Room of, Pakistan Society for Training and Development, Defence Housing Authority, Karachi-75500 to transact the following business:

Ordinary Business

1. To confirm the minutes of 13th Annual General Meeting held on 30 November 2016;
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2017 together with the Directors' and Auditors' reports thereon;
3. To appoint the Auditors of the Company for the year ending 30 June 2018 and to fix their remuneration;

Special Business:

4. To approve transmission of annual audited financial statements auditor's report and director report etc. annual audited accounts to the Company's shareholders through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan by their SRO No. 470(1)2016 dated 31 May 2016.

"RESOLVED THAT the Company be and is hereby allowed to transmit its annual audited financial statements, auditors report and directors' report etc., (annual audited accounts) to the Company's shareholders at their registered in the form of soft copies in CD/DVD/USB instead of transmitting the annual audited accounts in printed copy allowed by the Securities and Exchange Commission of Pakistan via SRO No. 470(1)2016 dated 31 May 2016.

5. To consider and if deemed fit, to pass the following resolutions with or without modifications, addition(s) or deletion(s) as special resolutions for alteration in the Articles of Association of the Company, to set out the members' right to exercise their votes by electronic means as prescribed by the Companies (E-Voting) Regulations as amended or revised from time to time:

"RESOLVED THAT pursuant to Section 38 and other applicable provisions, if any, of the Companies Act 2017 as amended or revised from time to time and any other law(s), a new Article 32-A be added immediately after Article 32;

32-A. In addition to the voting options available to the members under Article 32, the Company shall also provide the option of e-voting to the members i.e.

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New Garden Town, Lahore -
54700, Pakistan.

Regional Office:

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Karachi - 74000

Mill Site:

52 km, Multan Road,
Phoolnagar - 55260,
Pakistan.

members to vote through electronic means in accordance with the procedure prescribed under the laws for the time being in force.

"RESOLVED FURTHER THAT the Articles 49, 51, 52 and 53 of the Articles of Association of the Company be altered to read as under;

49. On a show of hands every member present in person or by proxy shall have one vote and upon a poll every member present in person or by proxy or through electronic means every member or his proxy shall have one vote for every share held by him. Provided always that in case of elections or removal of Directors, voting shall be held in accordance with the provisions of the Ordinance;

51. On a poll or through electronic means, votes may be given either personally or by proxy. Provided that nobody corporate shall vote by proxy as long as a resolution of its Directors in accordance with the provisions of section 162 is in force.

52. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company. Provided in case of e-voting, a proxy may or may not be a member of the Company.

53. **DOST STEELS LIMITED**

Option 1
Appointing other person as Proxy

I/we _____ S/o D/o W/o _____ CNIC being a member of Dost Steels Limited and holder of _____ (number of shares) Class _____ Ordinary shares as per Registered Folio No. _____ hereby appoint Mr./Mrs./Ms./ _____ S/o D/o W/o _____ CNIC _____ as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the Company to be held on _____ and at any adjournment thereof.

Signed under my/our hands on this _____ day of _____, 20____

Signature of member

(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1

Signature of Witness 2

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Option 2

E-voting as per the Companies (E-voting) Regulations, 2016

I/we _____ S/o D/o W/o _____ CNIC _____ being a member of Dost Steels Limited holder of _____ Class _____ Ordinary share(s) as per Registered Folio No. _____ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured email address is _____, please send login details, password and electronic signature through email.

Signature of member

(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1

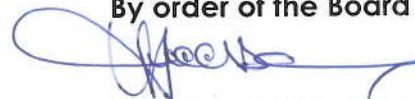
Signature of Witness 2

RESOLVED FURTHER THAT the Chief Executive Officer or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolutions.

Other Business:

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

By order of the Board



Muddessar Ramzan
Company Secretary

Karachi:
09 October 2017

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Notes:

- 1) The Members Register will remain closed from 23 October 2017 to 30 October 2017 (both days inclusive). Transfers received at THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi 75400, the Registrar and Shares Transfer Office of the Company, by the close of business on 22 October 2017 will be treated in time for the purpose of Annual General Meeting.
- 2) A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
- 3) In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the registered office of the company, 101, Chapal Plaza Hasrat Mohani Road, Karachi-74000, not less than 48 hours before the time of the meeting.
- 4) a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen signatures of nominees shall be produced (unless provided earlier) at the time of meeting.
b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Director/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.
- 5) Members are requested to notify any change in their registered address immediately.

6) Computerized National Identity Card (CNIC) / National Tax Number (NTN)

CNIC or NTN of the shareholders is mandatory in terms of the directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I) 2012 dated July 5, 2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not

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yet provided their CNICs or NTN are once again advised to provide the attested copies of their CNICs or NTN (if not already provided) directly to our Independent Share Registrar, THK Associates (Pvt.) Limited without any further delay.

7) Availability of Audited Financial Statements on Company's Website

The Company has placed the Audited Annual Financial Statements for the ended 30 June 2017 along with Auditors and Directors Reports thereon on its website: www.doststeels.com

8) Transmission of Financial Statements to the Members through E-mail

In pursuance of SECP notification S.R.O. 787 (I) 2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditors, Report and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through E-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company for which form may be downloaded from the Company's website: www.doststeels.com.

Video Conference Facility

Pursuant to the provisions of the Companies Act 2017 the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 10 days prior to the date of the meeting on the Standard Form available on the company's website.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017 PERTAINING TO SPECIAL BUSINESS.

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on 30 October 2017.

The Securities and Exchange Commission of Pakistan by their SRO 470(1)2016 dated 31 May 2016 allowed to transmit its annual audited financial statements, auditors' report and directors report etc. to the Company's shareholders at their registered address in the form of soft copies in CD/DVD/USB instead of transmitting the annual audited account in printed copy provided consent of shareholders has been obtained in a general meeting and an option of hard copy of the same information is offered to any interested shareholders.

To proceed towards paperless environment and to fulfil the responsibility towards environment, the Dost Steels Limited has sought approval of shareholders to issued &

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dispatch its annual financial statements through CD/DVD/USB at registered address of the members.

The Board of Directors of Dost Steels Limited ("the Company") in their meeting held on 04 October 2017 has recommended to amend Articles of Association of the Company in compliance with the requirements of The Companies (E-voting) Regulations 2016 in order to set out the members' right to exercise their votes by electronic means as prescribed by the Companies (E-Voting) Regulations as amended or revised from time to time. In the case of E-voting, both members and non-members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding the general meeting, at the Company's registered office address or through email. The Company will arrange E-voting if the Company receives demand for poll for at least five (5) members or by any member or members having not less than one tenth (1/10) of the voting power.

The Directors of the Company have no interest, directly or indirectly in the above business.

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