

NOTICE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the shareholders of Dost Steels Limited ("Company") will be held on Tuesday 17 July 2018 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 14th Annual General Meeting held on 30 October 2017;

Special Business:

2. To consider and if deemed fit, pass the following "Special Resolutions" with or without modifications;

"RESOLVED THAT subject to the approval of the Pakistan Stock Exchange Limited (PSX), the Authorized Share Capital of the Company be increased from Rs. 3,200,000,000 divided into 320,000,000 ordinary shares of Rs. 10/- each to Rs. 3,600,000,000 divided into 360,000,000 ordinary shares of Rs. 10/- each and the words and figures in Clause V of Memorandum of Association and Article 5 of Articles of Association of the Company be amended accordingly as under:"

CLAUSE-V OF THE MEMORANDUM OF ASSOCIATION

The Authorized Share Capital of the Company is Rs. 3,600,000,000/- (Three Billion & Six Hundred Million Only) divided into 360,000,000 (Three Hundred & Sixty Million) ordinary shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have the power to increase, reduce, consolidate or re-organize the said capital and to divide the shares in the capital into several classes in accordance with the provisions of the Companies Act, 2017."

CLAUSE-5 OF THE ARTICLES OF ASSOCIATION

The Authorized Capital of the Company is Rs. 3,600,000,000/- (Rupees Three Billion & Six Hundred Million Only) divided into 360,000,000 (Three Hundred & Sixty Million) ordinary shares of Rs 10/- (Rupees Ten Only) each. The Company shall have the powers to increase, reduce, consolidate, sub- divide or otherwise re-organize its share capital as permissible under law.

"RESOLVED FURTHER THAT any two of the Directors or the Chief Executive Officer or the Company Secretary be and are hereby authorized to complete all corporate and legal formalities in connection with the above resolution and to file the necessary forms, applications and documents with the Company Registration Office, Karachi accordingly as well as to payment of differential incorporation fee to SECP.

Other Business:

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

Head Office:

4th Floor Ibrahim Trade Centre,
1-Aibak Block, Barkat Market,
New Garden Town, Lahore -
54700, Pakistan.

Regional Office:


101 Chapal Plaza,
Hasrat Mohani Road,
Karachi - 74000

Mill Site:

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

Note: A statement of Special Business under Section 134(3) of the Companies Act, 2017 is attached

By order of the Board



Muddessar Ramzan
Company Secretary

Karachi.
25 June 2018

Notes:

1. The Members Register will remain closed from 10 July 2018 to 17 July 2018 (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 9 July 2018 will be treated in time for the purpose of Extraordinary 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. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. FOR ATTEENDING THE MEETING:

- i. In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport along with Participant ID number and the account number at the time of attending the Meeting.
- ii. In case of 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 the Meeting.

B. FOR APPOINTING PROXIES:

- i. In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
- 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 owner 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. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provide earlier) along with proxy from to the Company.
4. Members are requested to notify/submit the following information/documents, in case of book entry securities in CDS to their respective participant/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio number are name of the Company at the above mentioned address, if not earlier notified/submitted:
- Members are requested to notify any change in their registered address immediately.
 - Valid and legible copy of CNIC/Passport (in case of individual) and NTN Certificate (in case of corporate entity). Please note that CNIC Number is mandatory for issuance of dividend warrants and in the absence of this information payment of dividend shall be withheld.
 - Dividend mandate information mentioning title of bank account, International Bank Account Number (IBAN) bank name, branch name, branch code, and address towards direct transfer/credit of cash dividend in your account. Please note that all future dividends shall only be paid through online bank transfer as required under Section 242 of the Companies Act, 2017.
5. 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

The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility.



I/we _____ of _____ being members of Dost Steels Limited holder _____ Ordinary Shares(s) as per Registered Folio No. CDC/Account No. _____ hereby opt for video conference facility at Karachi in respect of General Meeting of the Company.

6. For any query / problem/information Members may contact the Company at email www.info@doststeels.com and/or the Share Registrar of the Company at above mentioned address.

Statement under Section 134 (3) of the Companies Act, 2017 concerning the Special Business:

This statement sets out the material facts pertaining to the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on 17 July 2018.

INCREASE IN AUTHORIZED SHARE CAPITAL

The Board of Directors of the Company considered and approved the Increase in Authorized Share Capital of the Company from Rs.3,200,000,000 to Rs. 3,600,000,000 along with related alteration/amendments in the clauses of Memorandum of Association and Articles of Association of the Company in their meeting held on 24 February 2018. The Board of Directors also decided to hold a General Meeting of the Shareholders of the Company on Tuesday, 17 July 2018 at 9:00 a.m at Mian A. Ghani Room of, Pakistan Society for Training and Development, Defence Housing Authority, Karachi-75500 for increase in authorized Capital.

The purpose for this increase is to accommodate issuance of shares in the future to Crescent Star Insurance Company Limited ('CSIL') in lieu of the Advance against Shares provided by CSIL and already received by the Company.

CLAUSE-V OF THE MEMORANDUM OF ASSOCIATION

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CLAUSE-5 OF THE ARTICLES OF ASSOCIATION

The Authorized Capital of the Company is Rs. 3,600,000,000/- (Rupees Three Billion & Six Hundred Million Only) divided into 360,000,000 (Three Hundred & Sixty Million) ordinary shares of Rs 10/- (Rupees Ten Only) each with powers to increase, reduce, consolidate, sub- divide or otherwise re-organize the share capital of the Company.

INTEREST OF DIRECTORS AND THEIR RELATIVES

All the directors of the Company including the Chief Executive Officer and their relatives (if any) are interested to the extent of their shares that are held by them. The effect of the resolutions on the interest of these directors including the Chief Executive and their relatives (if any) does not differ from its effect on the like interest of other shareholders. They have no other interest in the special business and/ or resolutions except as specified herein.

This statement set out the material facts concerning the special business to be transacted at the extra-ordinary general meeting of the Company to be held on 17 July 2018.

No prejudice is likely to be caused to any shareholders of the Company

PERMISSION FROM PSX

The Company has already applied for approval from the PSX for alteration of the Company's Memorandum of Association and its Articles of Association under the provisions of Clause 5.9.2 of the PSX Rule Book. It is expected that this permission shall be provided by the PSX before the General Meeting.