

## **CRESCENT STEEL AND ALLIED PRODUCTS LIMITED**

### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the shareholders of CRESCENT STEEL AND ALLIED PRODUCTS LIMITED (the "Company") will be held on Monday, 29 January 2018 at 12:00 noon at Qasr-e-Noor, 9-E-2, Main Boulevard, Gulberg III, Lahore to transact the following business:

#### **Ordinary Business:**

- 1) To elect seven (7) Directors of the Company as fixed by the Board under Section 159 (1) of the Companies Act, 2017 for a period of three (3) years commencing from 30 January, 2018. Following are the names of retiring Directors who are eligible for re-election:

- |                           |                            |
|---------------------------|----------------------------|
| 1. Mr. Ahmad Waqar        | 5. Mr. S. M. Ehtishamullah |
| 2. Mr. Ahsan M. Saleem    | 6. Mr. Syed Zahid Hussain  |
| 3. Mr. Farrukh V. Junaidy | 7. Mr. Zahid Bashir        |
| 4. Mr. Nasir Shafi        |                            |

#### **Special Business**

- 2) To approve alteration in the Memorandum of Association of the Company.

Statement under Section 134(3) of the Companies Act, 2017 concerning special business and Statement under Section 166 (3) pertaining to election of Directors are being circulated to the members along with notice of the meeting.

By order of the Board

Lahore: 06 January 2018

**Muhammad Saad Thaniana**  
**Company Secretary**

#### **NOTES**

1. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company.
2. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
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 Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's 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**

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
  - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
  - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
  - d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
  - e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
4. Members are requested to timely notify any change in their addresses.
  5. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and collectively 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 hereinabove at least 07 days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: [www.crescent.com.pk](http://www.crescent.com.pk)

**Book Closure:**

The Register of Members of the Company will remain closed from 22 January 2018 to 29 January 2018 (both days inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, M/s. CorpTec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore by the close of business (5:00 PM) on Saturday, 20 January 2018 will be considered in time to be eligible for the purpose of attending and voting at the Extraordinary General Meeting.

**STATEMENTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017**  
**IN RESPECT OF ELECTION OF DIRECTORS**

The term of office of the present Directors of the Company will expire on 29 January 2018. In terms of Section 159 (1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for a period of three years.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person who seeks to contest election to the office of director shall, whether he is a retiring director or otherwise, file with the Company at its Registered Office, E Floor, IT Tower, 73-E/1, Hali

Road, Gulberg-III, Lahore, not later than fourteen days before the day of the meeting, the following documents:

- i. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director in Form 28 prescribed under the Companies Ordinance, 1984 (Now the Companies Act, 2017);
- ii. A detailed profile along with office address as required under SECP's SRO 634 (I)/2014 dated 10 July 2014;
- iii. A director must be a member of the company at the time of filing of his/her consent for contesting election of directors except a person representing a member, which is not a natural person.
- iv. A declaration confirming that:
  - 1) He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges;
  - 2) He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2017, any other applicable law, rules and regulations.

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

**STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF SPECIAL BUSINESS AND PROPOSED RESOLUTIONS – ALTERATION IN MEMORANDUM OF ASSOCIATION**

Under the new Companies Act, 2017, a company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities, however, the principal line of business of the company shall be mentioned in the memorandum of association of the company which shall always commensurate with name of the Company. The 'principal line of business' has been defined to mean the business in which substantial assets are held or likely to be held or substantial revenue is earned or likely to be earned by a company, whichever is higher. The Company has or likely to have substantial assets in steel and steel related business and it also derives or likely to derive substantial revenues from this business. Accordingly, the Board of Directors of the Company has recommended the alternation in Memorandum of Association by replacing its existing object Clause III with the new Clause III as mentioned hereinafter.

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as directors/Chief Executive/shareholders.

The following resolution is proposed to be passed as Special Resolution:

**Draft Resolution**

**"RESOLVED** that subject to confirmation of the Securities and Exchange Commission of Pakistan (SECP), the existing Clause III of the Memorandum of Association of the Company be and is hereby replaced to read as follows:

*Clause III of the Memorandum of Association:*

- “3. (i) The principal line of business of the company shall be to manufacture and trade in all kinds of steel and allied products whatsoever, including but not limited to the manufacturing of and trading in steel pipes of all types and description and coating of pipes.
- (ii) Except for the businesses mentioned in sub-clause (iv) hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
- (iii) To receive money on loan, and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owed by mortgage, charge, pledge or lien upon all or any property or assets of the company or any of its associated company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other associated company of any obligation undertaken by the Company or any other associated company as the case may be.
- (iv) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.
- (v) It is hereby undertaken that the company shall not:
- a. engage in any of the business mentioned in sub-clause (iv) above or any unlawful operation;
  - b. launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business; and
  - c. engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.”

**RESOLVED FURTHER** that the Chief Executive Officer and / or Company Secretary be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities, make amendments, modification addition or deletion and file all requisite documents with the Registrar to effectuate and implement this special resolution.

**RESOLVED FURTHER** that the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the SECP

which suggestion, direction and advise shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution.”

**Inspection:**

A copy of the existing Memorandum of Association along with copy of Memorandum of Association as will appear after alteration has been kept at the Registered Office of the Company and may be inspected during business hours (9am-5pm) on any working day from the date of publication / issue of this notice till the conclusion of the extraordinary general meeting.