



BUSINESS RECORDER

KARAM CERAMICS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting ("AGM") of Karam Ceramics Limited (the 'Company') will be held on Friday 25th October 2024 at 3.30 P.M, at the Registered Office of the Company

To transact the following business:

1. To Confirm the minutes of the 44th Annual General Meeting held on 27th October 2023.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2024, together with the reports Directors and Auditors thereon.
3. To Appoint External Auditor of the Company for the year ending June 30, 2025, and fix their remuneration. The present auditors M/s Crowe Hussain Choudhury & Co. Chartered Accountants, retire and being eligible have offered themselves for reappointment.
4. To transact any other business with the permission of the Chair.

Karachi
October 04, 2024.

By Order of the Board
Manzoor Ali Natha
Company Secretary

Notes:

1. Circulation of Annual Report through QR Code and through Weblink

In accordance with the Section 223 of the Companies Act, 2017 and pursuant to SRO 389(1)/2023 dated. 21 March 2023 of the Securities & Exchange Commission, the Company has obtained Shareholders' approval in the 44th Annual General Meeting of the Company held on 27th October 2023 to circulate the Annual Report of the Company to Members through QR enabled Code and Weblink. The Annual Report is available through following QR Code and Weblink.



2. Participation in the AGM proceeding Via the Video Conference Facility

Shareholders interested in attending the meeting through video conferencing are requested to email the following information with the subject "Registration for Annual General Meeting" along with valid copy of their CNIC to manzooralikaram@gmail.com. Video link and login credentials will be shared ONLY those members, whose email, containing particulars (i.e. Name, Folio No., CNIC No. / NTN) is received from official Email ID, at least 48 hours before the AGM. Shareholders may also provide their comments and questions for the agenda items of the AGM in their Email for registration.

3. Closure of Share Transfer Books.

The Share transfer book of the company will be closed from October 18, 2024 to October 25, 2024 (both days inclusive). The transfers received at Company's Share Registrar Namely M/s THK Associates (Pvt) Ltd. Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII Karachi-75500 before the close of business on October 17, 2024 will be considered in time for determination of any entitlement.

4. Participation in General Meeting

A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote on his / her behalf. In case of a corporate entity, being a member, may appoint as its proxy any of its officials or any other person, through Board Resolution / Power of Attorney.

The instrument appointing proxy must be received at the Registered Office of the Company or at the office of our Share Registrar or through email at manzooralikaram@gmail.com not less than 48 hours before the time of the meeting. A proxy form is attached in the last portion of the Annual Report

5. Guideline to the general Meeting for CDC Account Holders.

CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated. January 6, 2000 issued by the Securities and Exchange Commission of Pakistan.

For Attending the Meeting

- a) In case of individual, the account holder or sub-account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall authenticate his / her identity by showing his/ her Original Computerized National Identity Card ("CNIC") or original passport at the time of attending the general meeting.
- b) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

For appointing Proxies

- a) In case of individual, the account holder or sub-account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall submit the proxy form as per above requirement.
- 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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The Proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- e) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

6. Change of Address

Members are requested to immediately inform the Company's Share Registrar of any change in their mailing address.

7. Submission of Computerized National Identity Card (CNIC) or National Tax Number (NTN) or Passport

The Shareholders are informed that as per Sub Clause 9 (i) of Regulation 4 of Companies (Distribution of Dividends) Regulations, 2017 the identification of the registered shareholder or its authorized person should be made available with

the Company. Therefore, it is requested that shareholders must provide copy of their valid CNIC (in case of individual) or NTN (in case of other than individual) or Passport (in case of foreign individual) along with their folio number by mail or email to the Company Secretary or Share Registrar, unless it has been provided earlier.

8. E-Dividend

As per Section 242 of the Companies Act, 2017 it is mandatory for the public listed companies to pay cash dividend to its shareholders only through electronic mode, directly into bank account designated by the entitled shareholders. Therefore, all shareholders are requested to provide their valid bank account details (if it is not provided earlier) in the "Dividend Mandate Form", attached in the last portion of this report at the earliest, Shareholders maintaining shareholding under Central Depository System (CDS) are advised to submit their bank mandate information directly to the relevant participant / CDC Investor Account Service.

9. Zakat Declaration (CZ-50)

Zakat will be deducted from the dividends at source at the rate 2.5% of the paid-up value of the share (Rs.10 each) and will be deposited within the prescribed period with the relevant authority as per the prescribed regulations. In case of claiming exemption, Zakat Declaration CZ-50 form under Zakar and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981 shall be submitted to the Company Secretary / Share Registrar. The shareholders must write Karam Ceramics Limited's name and their respective Folio Number or CDS Account Number on Zakat Declaration.

10. Unclaimed Dividend

As per Section 244 of the Companies Act, 2017 any dividend and / or share certificate which are remained unclaimed or unpaid for the period three years from the date these have become due and payable, the Company shall be liable to deposit these unclaimed / unpaid amounts with the Federal Government as per the directives to be issued by SECP from time to time.

11. Withholding Income Tax on Dividend

Currently, the deduction of withholding tax on the amount of dividend paid by the companies under section 150 of the Income Tax Ordinance, 2001, as as under:-

- (a) For persons appearing in Active Tax Payer List (ATL) 15%
- (b) For Persons not appearing in Active Tax Payer List (ATL) 30%

12. Distribution of Annual Report and Notice of Meeting through Email (Optional)

Pursuant to the provisions of section 223(6) of the Companies Act, 2017, the companies are permitted to circulate their Annual Audited Financial Statements, along with Auditor's Report, Directors' Report etc. ("Annual Report") and the Notice of AGM ("Notice") to its shareholders by email. The Annual Report of the Company for the year ended Hune 30, 2024 is also available on the Company's website (www.karamceramics.com).