



NOTICE OF EXTRA-ORDINARY
GENERAL MEETING
SEPTEMBER 19, 2023

MUGHAL IRON & STEEL INDUSTRIES LIMITED NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (the Meeting) of the members of **MUGHAL IRON & STEEL INDUSTRIES LIMITED** (the Company) will be held on Tuesday, September 19, 2023 at 11:45 a.m. at Avari Hotel, 87, Shahrah-e-Quaide-e-Azam, Lahore to transact the following businesses:

Special Business:

1. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to alter the Memorandum and Articles of Association of the Company, so as to inter alia increase the Authorized Capital of the Company and grant powers to the Company to issue different kinds and classes of shares:

“RESOLVED that the Authorized Capital of the Company be and is hereby increased from Rs. 5,000,000,000/- (Rupees Five Billion) divided into 500,000,000/- (Five Hundred Million) Ordinary shares of Rs. 10/- each to Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each.”

“RESOLVED FURTHER that Clause V of the Memorandum of Association of the Company shall in its entirety be substituted to read as follows:

- V.** The Authorized Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each.”

“RESOLVED FURTHER that Article 4 of the Articles of Association of the Company shall in its entirety be substituted to read as follows:

- 4.** The Authorized Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two

Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each, with the power to enhance, reduce or consolidate the share capital and to divide the shares of the Company into different classes and kinds subject to the provisions of the prevailing law and regulations.”

“RESOLVED FURTHER that the words “and holds shares of the minimum value of Rs. 1,000/- in his own name relaxable in the case of Director representing interest holding shares” appearing in Article 48 of the Articles of Association of the Company, shall stand omitted.”

“RESOLVED FURTHER that the words “Any General Meeting” appearing in Article 83 of the Articles of Association of the Company shall be replaced and substituted by the words “The Board of Directors”.”

“RESOLVED FURTHER that the Article 88 of the Articles of Association of the Company shall in its entirety be substituted to read as follows:

88. All unclaimed / unpaid dividends shall be dealt with in accordance with the prevailing applicable laws and regulations.”

“RESOLVED FURTHER that new Article 4-A shall be inserted in the Articles of Association of the Company which shall read as follows:

4-A. Subject to applicable law, the Company shall have the powers to issue shares of different kinds having different rights, restrictions, and privileges, including but not limited to the following as may be approved by the Company through special resolution;

- a) different voting rights; voting rights disproportionate to the paid-up value of shares held; voting rights for specific purpose only; or no voting rights at all;
- b) different rights for entitlement of dividend, right shares or bonus shares or entitlement to receive the notices and to attend the General Meetings;
- c) different rights for participation in surplus assets in case of liquidation; or no participation at all;
- d) rights and privileges for an indefinite period, for a limited specific period or for such period or periods as may from time to time be determined by the Company;

- e) different manner and mode of redemption, including redemption in accordance with the provisions of these Articles including but not limited to, by way of conversion into shares with such rights and privileges as determined by the Company;
- f) shares with various rights be issued on terms and conditions that may be determined by the Board of Directors subject to approval of the members in the General Meeting through Special Resolution. Rights, privileges, terms and conditions regarding dividend, zero dividend, tracking or non-tracking, stepped or otherwise, voting rights, cumulative, non-cumulative, participation, non-participation, conversion, non-conversion, redemption, non-redemption etc. will be defined in offering documents and will be considered as integral part of this Article 4-A;
- g) issuance of variant classes will be identified through distinctive class names;
- h) rights, privileges and obligations defined in these Articles elsewhere, shall only be applicable to existing ordinary shareholders and variant rights, privileges and obligations of the shareholders of the other classes will be construed according to their offering documents;
- i) in the event of any conflict or inconsistency between the provisions of this Article 4-A or any other Articles, the Article 4-A shall prevail."

"RESOLVED FURTHER that the company secretary and/or any of the directors of the Company be and is hereby authorized singly to take such steps and actions deemed necessary to give effect to the aforesaid resolution including but not limited to filing of Memorandum and Articles of Association so altered with the SECP in accordance with the requirements of Companies Act, 2017."

"RESOLVED FURTHER that any amendments/suggestions recommended by Securities and Exchange Commission of Pakistan (SECP), if any, to be incorporated in the Memorandum and Articles of Association are and shall hereby be considered deemed approved."

2. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to authorize the Company to issue Ordinary Class-C shares:

“RESOLVED that subject to the approval of the members in respect of alteration of Memorandum of Association and insertion of Article 4-A in the Articles of Association of the Company and in accordance with the applicable law, the Board of Directors of the Company is authorized to issue “Ordinary Class-C shares” having following rights, privileges, terms and conditions, as and when it considers deemed fit:

1. Name of security:

Mughal Iron & Steel Industries Limited – Ordinary Class-C

2. Security type:

Ordinary Class-C

3. Participation in surplus assets in case of liquidation:

Participatory

4. Redemption:

Not applicable

5. Conversion into ordinary shares:

Non-convertible

6. Par value:

Rs. 10. / share

7. Issue Price:

Rs. 10. / share

8. Issuance by way of:

Issuance to existing ordinary shareholders of the Company by way of Right.

9. Tenure:

Perpetual

10. Voting rights at General meetings:

In voting at any General Meeting, in respect of any matter, Ordinary Class-C shares carry fifty voting rights per each Ordinary Class-C share.

11. Right to dividend / bonus:

Ordinary Class-C shareholders will have no right to any dividend or bonus shares declared by the Company from time to time.

12. Any other rights:

Ordinary Class-C shareholders will have no right over any right shares issued by the Company from time to time.

13. Listing:

Unlisted

14. Issue size in Rupees:

Rs. 500,000,000/-

15. Issue size in Number:

50,000,000/- shares.”

“RESOLVED FURTHER that the Ordinary Class-C Shares shall be under the control of the Board of Directors who may allot, forfeit, surrender, rectify, or otherwise dispose of the same to such persons, firms, corporations, on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the applicable law.”

“RESOLVED FURTHER that the company secretary and/or any of the directors of the Company be and is hereby authorized singly to take such steps and actions deemed necessary to give effect to the aforesaid resolution.”

- 3.** To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions, under section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, to authorize the Company to acquire Mughal Energy Limited, an associated company of Mughal Iron & Steel Industries Limited:

“RESOLVED that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017, for purchase of 174,692,187 fully paid ordinary shares and 22,570,055 fully paid Class-B shares of Mughal Energy Limited (an associated company) for an aggregate consideration of Rs. 3,150.000/- million.”

“RESOLVED FURTHER that the company secretary and/or any of the directors of the Company be and is hereby authorized singly to take such steps and actions deemed necessary to give effect to the aforesaid resolution.”

Following directors / sponsors of Mughal Energy Limited (an associated company) are also members in Mughal Iron & Steel Industries Limited:

1. Mirza Javed Iqbal
2. Khurram Javaid
3. Fahad Javaid
4. Jamshed Iqbal
5. M. Mateen Jamshed
6. M. Mubeen Tariq Mughal
7. Fazeel Bin Tariq
8. M. Waleed Bin Tariq Mughal

4. To consider and, if deemed fit, to pass with or without modification, the following resolutions as ordinary resolutions, to authorize the Company to circulate the annual balance sheet and profit and loss account, Auditors' Report and Directors' Report, etc. ("Annual Audited Financial Statements") to its members through QR enabled code:

"RESOLVED that the Company is hereby authorized to circulate the annual balance sheet and profit and loss account, Auditors' Report and Directors' report, etc. ("Annual Audited Financial Statements") to its members through QR enabled code."

"RESOLVED FURTHER that the company secretary and/or any of the directors of the Company be and is hereby authorized singly to take such steps and actions deemed necessary to give effect to the aforesaid resolution."

Statement of material facts as required under section 134(3) of the Companies Act, 2017 is annexed.

By order of the Board:

S/D

Muhammad Fahad Hafeez

Company Secretary

Lahore: August 25, 2023

NOTES:

1. The share transfer books of the Company will remain closed from September 12, 2023 to September 19, 2023 (both days inclusive). Physical transfers / Central Depository System (CDS) Transaction IDs received in order by the Company's share registrar, M/s. THK Associates (Private) Limited, 32-C, Jami Commercial Street 2, D.H.A Phase-VII, Karachi, up to the close of business on September 11, 2023, will be considered in time for the entitlement of the members to participate and vote at the Meeting.
2. A member of the Company entitled to participate and vote at this Meeting may appoint any other member of the Company as his/her proxy to participate, speak and vote on his/her behalf at the Meeting. A member shall not be entitled to appoint more than one proxy. The instrument appointing a proxy must be properly filled-in/executed and in order to be valid, must be received at the share registrar office of the Company, not later than forty-eight (48) hours before the time scheduled for the Meeting. Attested copy of Computerized National Identity Card (CNIC)/ Smart National Identity Card

(SNIC) of the member appointing the proxy shall be attached with the instrument.

An instrument of proxy applicable for the Meeting is being provided with the notice being sent to members. Further, copies of the instrument of proxy may also be obtained from the registered office of the Company during normal office hours or downloaded from the Company's website: www.mughalsteel.com. A company or a corporation being a member of the Company may appoint a representative through a resolution of its board of directors for attending and voting at the Meeting. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are further advised to follow the guidelines as laid down by the SECP vide Circular No. 1 of 2000.

3. Members are also being provided with the facility to participate in the meeting through electronic means via Zoom video-link. Accordingly, interested members are requested to get themselves registered by sending their particulars at the designated e-mail address fahadhafeez@mughalsteel.com, giving particulars as per below table

latest by the close of business hours (5:00 PM) on September 16, 2023.

Name of member	CNIC No. /NTN No.	CDC Account No/Folio No.	Cell No	Registered email address

Members, who are registered, after the necessary verification, will be provided a Zoom video-link by the Company on the same e-mail address that they e-mail the Company with. The login facility will be provided on the day of the Meeting and will remain open from 11:45AM till the end of the Meeting. Only those members whose names appear in the register of members as of September 11, 2023 will be entitled to participate and vote at the Meeting via Zoom-video link.

4. Pursuant to section 132(2) of the Companies Act, 2017, if the Company receives a request from members holding an aggregate 10% or more shareholding residing in a city, such members may request a video conferencing facility for the purposes of participating in the Meeting at such a location by sending a request to the Company at least seven (07) days prior to the date of the Meeting, the Company will arrange video conference facility in that city subject to the

availability of such facility in that city.

5. In accordance with the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post shall be provided to members of the Company for all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.
6. Members holding shares in physical form are requested to promptly notify Company's share registrar, M/s. THK Associates (Private) Limited of any change in their addresses/email addresses. Members maintaining their shares in CDS should have their address/ email addresses updated with their relevant Participant/CDC account services.
7. Members who by any reason, could not claim their dividend/ shares are advised to contact our shares registrar M/s. THK Associates (Private) Limited to collect / enquire about their unclaimed dividends/shares, if any.

8. Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to be notified by the SECP. The members having physical shareholding are accordingly encouraged to open their account with investors account services of CDC or sub account with any of the brokers and convert their physical shares in script less form. This will facilitate the shareholders 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.

9. For any query/problem/ information, the investors may contact Mr. Zeeshan Ejaz at +92-42-35960841 and e-mail address fahadhafiez@mughalsteel.com and/or THK Associates (Private) Limited at +92-21-35310191-6 and e-mail address sfc@thk.com.pk.

STATEMENT OF MATERIAL FACTS AS REQUIRED UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:

This statement sets out the material facts concerning

the special businesses listed at agenda item 1 to 4, to be transacted at the forthcoming Extraordinary General Meeting of the Company to be held on Tuesday, September 19, 2023 at 11:45 a.m. at Avari Hotel, 87 Shahrah-e-Quaid-e-Azam, Lahore.

AGENDA ITEM NO. 1.

The reason for amendments in the Memorandum and Articles of Association of the Company is to increase the authorized share capital and also to divide it into different kinds and classes of shares and give powers to the Company to issue shares of different kinds having different rights, restrictions, and privileges in order to cater future increases in the paid-up share capital of the Company. In addition, certain amendments in Articles 48 and 88 of the Articles of Association are being made so as to align them with prevailing laws and Article 83 is being amended to give powers to the Board of Directors for capitalization of reserves.

Accordingly, the Board of Directors of the Company have recommended to increase/ divide the authorized capital of the Company from Rs. 5,000,000,000/- (Rupees Five

Billion) divided into 500,000,000 (Five Hundred Million) Ordinary shares of Rs. 10/- each to Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each.

In addition, new Article 4-A as mentioned in the Notice of the Meeting is also been inserted in the Articles of Association of the Company to give powers to the Company to issue shares of

different kinds having different rights, restrictions, and privileges.

The Memorandum and Articles of Association are being altered by substituting Clause V of the Memorandum of Association, substituting Article 4 of the Articles of Association, insertion of new Article 4-A in the Articles of Association and amending of Articles 48, 83 and 88 of the Articles of Association.

Comparative analysis of existing and altered Authorized Capital and existing and altered Clause and Articles of the Memorandum and Articles of Association of the Company are as follows:

<p>Existing authorized capital:</p> <p>Rs. 5,000,000,000/- (Rupees Five Billion only) divided into 500,000,000 (Five Hundred Million only) Ordinary shares of Rs. 10/-each.</p>	<p>Revised authorized capital:</p> <p>Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each.</p>
<p>Existing clause V of Memorandum of Association is as follows:</p> <p>“The Capital of the company is Rs. 5,000,000,000/- (Rupees Five Thousand Million only) divided into 500,000,000 ordinary shares of Rs. 10/- each with the power to Company to increase and reduce the aforesaid capital of the Company in accordance with the provision of law.”</p>	<p>Revised clause V of Memorandum of Association is as follows:</p> <p>The Authorized Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each.</p>

Existing Clauses of Articles of Association are as follows:	Revised clauses of Articles of Association are as follows:
<p>4. The authorized Capital of the Company is Rs. 5,000,000,000/-, (Rupees Five Thousand Million only) divided into 500,000,000/- ordinary shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have the powers to increase, reduce or alter the capital in accordance with law.</p>	<p>4. The Authorized Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 700,000,000 (Seven Hundred Million) Ordinary shares of Rs. 10/- each, 250,000,000 (Two Hundred and Fifty Million) Ordinary Class-B shares of Rs. 10/- each and 50,000,000 (Fifty Million) Ordinary Class-C shares of Rs. 10/- each, with the power to enhance, reduce or consolidate the share capital and to divide the shares of the Company into different classes and kinds subject to the provisions of the prevailing law and regulations.</p>
<p>48. Save as provided in Section 187, no person shall be appointed as a Director unless he is a member of the Company and holds shares of the minimum value of Rs. 1,000/- in his own name relaxable in the case of Director representing interest holding shares.</p>	<p>48. Save as provided in Section 187, no person shall be appointed as a Director unless he is a member of the Company.</p>
<p>83. Any General Meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of any reserve or other fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the shares premium account) be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full, any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.</p>	<p>83. The Board of Directors may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of any reserve or other fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the shares premium account) be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full, any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.</p>

Existing Clauses of Articles of Association are as follows:	Revised clauses of Articles of Association are as follows:
88. All dividends unclaimed for six years after having been declared shall be kept in trust by the Company but may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.	88. All unclaimed / unpaid dividends shall be dealt with in accordance with the prevailing applicable laws and regulations.

The directors declare that the proposed alterations in the Memorandum of Association and Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework and that the proposed changes will not be detrimental to the interest of the Company or its members as a whole.

The directors are interested in this business to the extent of their respective shareholding in the Company.

Accordingly, approval of the members is sought by passing special resolutions as mentioned in the Notice of the Meeting with or without modifications.

Note: Copies of existing Memorandum and Articles of Association of the Company and the proposed altered Memorandum and Articles of Association can be obtained from the Company’s registered office 31-A Shadman-1, Lahore, during business hours and have also been placed on the Company’s website www.mughalsteel.com.

AGENDA ITEM NO. 2

To raise further capital and issue shares with different voting rights and privileges, approval of the members is sought to allow the Company to issue “Ordinary Class-C shares” by passing special resolutions with or without modifications as mentioned in the Notice of the Meeting, having such rights, privileges, terms and conditions as mentioned therein, and such shares shall be issued as and when the Board of Directors of the Company shall deem fit.

The directors are interested in this business to the extent of their respective shareholding in the Company.

AGENDA ITEM NO. 3

The Board of Directors of Mughal Iron & Steel Industries Limited (MISIL) has proposed equity investment of Rs. 3,150.000/- million in Mughal Energy Limited (MEL), an associated company of MISIL. Investment in MEL, will be in the form of equity investment through purchase of existing shares comprising of 174,692,187 fully paid

ordinary shares and 22,570,055 fully paid Class-B shares for an aggregate consideration of Rs. 3,150.000/- million. Resultantly, MISIL will hold

100% of the ordinary and Class-B shares in MEL and become holding company of MEL.

Information required to be disclosed to the members under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, in which investment is proposed to be made is as under:		
Name of Associated Company	Mughal Energy Limited (MEL)	
Basis of relationship	Associated due to common directorship and shareholding	
(Loss) per share for last three years:	2023	Rs. (0.57) per share
	2022	Rs. (0.21) per share
	2021	Rs. (0.05) per share
Break-up value per share based on latest audited financial statements (June 30, 2023)	Rs. 15.62 per share	
Financial position, including main items of balance sheet and profit and loss account on the basis of its latest financial statements	Financial Statements for the year ended June 30, 2023 showed:	
	Profit & loss:	Rupees in '000'
	Sales (net)	–
	(Loss) for the year	(27,565)
	Financial position:	Rupees in '000'
	Fixed assets	3,051,585
	Current assets	338,822
	Total Assets	3,390,407
	Equity	3,081,375
	Non-current liabilities	300,000
	Current liabilities	309,032
	Total equity & liabilities	3,390,407

Information required to be disclosed to the members under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, in which investment is proposed to be made is as under:	
<p>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:</p> <p>a) a description of the project and its history since conceptualization;</p> <p>b) starting date and expected date of completion;</p> <p>c) time by which such project shall become commercially operational;</p> <p>d) expected return on total capital employed in the project; and</p> <p>e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</p>	<p>The investment is in the form of purchase of existing shares of the associated company and not in any specific project of the associated company (MEL). However, MEL is in process of installing a 36.50 MW hybrid power plant which will generate and sell electricity to Mughal Iron & Steel Industries Limited (MISIL). MEL has already imported the plant from Germany and land has also been acquired. The project is located adjacent to the manufacturing facility of MISIL. Generation license from NEPRA and environmental approvals have also been obtained by MEL. Local civil and erection is pending and certain imported parts are pending.</p>
Maximum amount of investment to be made	Rs. 3,150.000/- million
Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>Board of Directors of MISIL has proposed to acquire the entire existing shareholding of MEL, which will result in MEL being a wholly-owned subsidiary of MISIL.</p> <p>Management of the Company is confident that said investment if approved will not only be beneficial to the members in the form of increased dividend and capital gain but will also strategically place the company at a significant advantageous position amongst its competitors in the ferrous segment due to available of cheaper and uninterrupted supply of energy.</p>

Information required to be disclosed to the members under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, in which investment is proposed to be made is as under:																										
	Further, MISIL intends to exercise Group Relief under Section 59B of the Income Tax Ordinance, 2001. Benefits of the Group Relief will be in the form of surrendering of assessed losses and exemption of inter-Corporate Dividend from tax.																									
Sources of funds to be utilized for investment	Through internal sources.																									
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	To acquire 174,692,187 fully paid ordinary shares and 22,570,055 fully paid Class-B shares for an aggregate consideration of Rs. 3,150.000/-million against payment of cash from own sources.																									
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Following is the direct interest of directors, sponsors, majority shareholders and their relatives of MISIL in MEL; <table border="1"> <thead> <tr> <th>Name</th><th>Ordinary shares</th><th>Class-B shares</th></tr> </thead> <tbody> <tr> <td>Mirza Javed Iqbal</td><td>10,000</td><td>5,000</td></tr> <tr> <td>Khurram Javaid</td><td>67,538,033</td><td>3,769,017</td></tr> <tr> <td>Fahad Javaid</td><td>68,521,418</td><td>3,749,001</td></tr> <tr> <td>Jamshed Iqbal</td><td>15,047,033</td><td>7,523,518</td></tr> <tr> <td>M. Mateen Jamshed</td><td>1,000</td><td>500</td></tr> <tr> <td>M. Mubeen Tariq Mughal</td><td>8,545,369</td><td>8,350</td></tr> <tr> <td>Fazeel Bin Tariq</td><td>7,531,334</td><td>3,765,668</td></tr> </tbody> </table>		Name	Ordinary shares	Class-B shares	Mirza Javed Iqbal	10,000	5,000	Khurram Javaid	67,538,033	3,769,017	Fahad Javaid	68,521,418	3,749,001	Jamshed Iqbal	15,047,033	7,523,518	M. Mateen Jamshed	1,000	500	M. Mubeen Tariq Mughal	8,545,369	8,350	Fazeel Bin Tariq	7,531,334	3,765,668
Name	Ordinary shares	Class-B shares																								
Mirza Javed Iqbal	10,000	5,000																								
Khurram Javaid	67,538,033	3,769,017																								
Fahad Javaid	68,521,418	3,749,001																								
Jamshed Iqbal	15,047,033	7,523,518																								
M. Mateen Jamshed	1,000	500																								
M. Mubeen Tariq Mughal	8,545,369	8,350																								
Fazeel Bin Tariq	7,531,334	3,765,668																								

Information required to be disclosed to the members under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, in which investment is proposed to be made is as under:

	Following is the indirect interest of directors, sponsors, majority shareholders and their relatives of MISIL in MEL;		
	Name	Ordinary shares	Class-B shares
	Mirza Javed Iqbal (through sons)	136,059,451	7,518,018
	Khurram Javaid (through father)	10,000	5,000
	Fahad Javaid (through father)	10,000	5,000
	Jamshed Iqbal (through son)	1,000	500
	M. Mateen Jamshed (through father)	15,047,033	7,523,518
	M.Sayyam (through father)	15,047,033	7,523,518
In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	Members of MISIL had earlier approved issuance of corporate guarantee on behalf of MEL to banks. MEL regularly pays charges in respect of the guarantee and there have been no impairment or write-off of any kind.		
Any other important details necessary for the members to understand the transaction;	Already disclosed.		
Maximum price at which securities will be acquired;	The purchase price has been determined as PKR 15.96 per share.		
Maximum number of securities to be acquired	174,692,187 fully paid ordinary shares and 22,570,055 fully paid Class-B shares.		

Information required to be disclosed to the members under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, in which investment is proposed to be made is as under:	
Number of securities and percentage thereof held before and after the proposed investment;	<p>No. of shares held by the Company (MISIL) before Investment: Nil (0%)</p> <p>No. of Shares after proposed Investment: 174,692,187 (100%) Ordinary shares and 22,570,055 (100%) Class-B shares.</p>
Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	Not applicable
Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;	Rs. 15.96 per share

In pursuance to Regulation No. 3 (3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 under SRO 1240(1)/2017 dated 6 December 2017, the directors of the Company have carried out due diligence for the proposed investment in its associated company Mughal Energy Limited.

The following documents shall be available to the members of the Company for inspection at the Meeting to be held on September 19, 2023.

1. Recommendations of due diligence report.

2. Last three years' annual reports of MEL.

Independent directors are interested in this business to the extent of their respective shareholding in the Company. Following directors are interested in this business to the extent of their respective common directorship and shareholding in both the Companies.

1. Mirza Javed Iqbal
2. Khurram Javaid
3. Jamshed Iqbal
4. Muhammad Mubeen Tariq Mughal
5. Fazeel Bin Tariq
6. Muhammad Mateen Jamshed

Following directors / sponsors of Mughal Energy Limited (an associated company) are also members in Mughal Iron & Steel Industries Limited having following shareholding:

		Shares held (Directly/ Indirectly)
1.	Mirza Javaid Iqbal	13,229,630
2.	Khurram Javaid	36,437,840
3.	Fahad Javaid	36,437,840
4.	Jamshed Iqbal	12,492,980
5.	M. Mateen jamshed	35,459,591
6.	M. Mubeen Tariq Mughal	23,793,777
7.	Fazeel bin Tariq Mughal	23,574,653
8.	M. Waleed Tariq Mughal	23,562,603

AGENDA ITEM NO. 4

The Securities and Exchange Commission of Pakistan (SECP) vide its SRO No. 389(I)/2023 of dated March 21, 2023 has allowed

listed companies to circulate the annual balance sheet and profit and loss account, Auditors’ Report and Directors’ Report, etc. (“Annual Audited Financial Statements”) to its members through QR enabled code. In this regard approval of members is sought for circulating the annual balance sheet and profit and loss account, Auditors’ Report and Directors’ Report, etc. (“Annual Audited Financial Statements”) to members through QR enabled code. This would ensure cost saving; however, the Company will supply the printed copies of accounts to the shareholders on demand at their registered address free of cost.

The directors are interested in this business to the extent of their respective shareholding in the Company.

MUGHAL IRON & STEEL INDUSTRIES LIMITED

FORM OF PROXY

Extra-Ordinary General Meeting

I/We _____, being member(s) of **Mughal Iron & Steel Industries Limited** and holder of _____ Shares as per Folio No. _____ CDC Participation ID # _____ and Sub Account # _____ / CDC Investor Account ID # _____ do hereby appoint _____ of _____ or failing him/her _____ of _____ having Folio No. _____ CDC Participation ID # _____ and Sub Account # _____ / CDC Investor Account ID # _____ as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting of Mughal Iron & Steel Industries Limited scheduled to be held on Tuesday, September 19, 2023 at 11:45 a.m. at Avari Hotel, 87 Shahrah-e-Quaid-e-Azam, Lahore and at any adjournment thereof.

At witness my/our hand this _____ day of _____ 2023.

Signature:

Please affix
Rupees Fifty
revenue stamp

Witnesses:

- Signature: _____
Name: _____
Address: _____

CNIC _____
or
Passport No. _____

Witnesses:

- Signature: _____
Name: _____
Address: _____

CNIC _____
or
Passport No. _____

Note:

- A member entitled to attend and vote at this meeting may appoint any other member as his / her proxy to attend, speak and vote instead of him / her. A proxy must be a member of the Company.
- A member shall not be entitled to appoint more than one proxy.
- The instrument appointing a proxy must be duly signed and witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished along with the proxy form. In case of corporate entity, the board's resolution/power of attorney with specimen signature shall be furnished along with the proxy form.
- Proxies in order to be valid, must be received at the Share Registrar office of the Company, M/s. THK Associates (Pvt.) Limited, 32-C, Jami Commercial Street 2, D.H.A Phase-VII, Karachi not later than forty-eight (48) hours before the time scheduled for the meeting.

مغل آئرن اینڈ اسٹیل انڈسٹریز لمیٹڈ

پراکسی فارم

غیر معمولی اجلاس عام

میں/ہم _____
بہشت رکن مغل آئرن اینڈ اسٹیل انڈسٹریز لمیٹڈ اور حامل _____ حصص برطانیق فولیو نمبر _____
سی ڈی سی پانچوٹھون (شرکت) آئی ڈی نمبر _____ اور سب اکاؤنٹ (زبطی کھاتہ) نمبر _____ سی ڈی سی انوسٹر اکاؤنٹ آئی ڈی نمبر _____
مترجم/مترجمہ _____ یا کسی غیر موجودگی میں _____
فولیو نمبر _____ / سی ڈی سی پانچوٹھون (شرکت) آئی ڈی نمبر _____
اور سب اکاؤنٹ (زبطی کھاتہ) نمبر _____ سی ڈی سی انوسٹر اکاؤنٹ آئی ڈی نمبر _____ کو اپنے/ہمارے ایما پر مورخہ 19 ستمبر 2023ء بروز منگل
صبح 11:45 بجے برہم آداری ہوئے، 87 شاہراہ قائد اعظم، لاہور۔
منعقد ہونے والے مغل آئرن اینڈ اسٹیل انڈسٹریز لمیٹڈ کے سالانہ اجلاس عام میں حق رائے دہی استعمال کرنے، تقریر اور شرکت کرنے یا کسی بھی التوا کی صورت میں اپنا/ہمارا بطور مفار (پراکسی) مقرر کرتا ہوں/کرتے ہیں۔
آج بروز _____ تاریخ _____ 2023

گواہان

1۔

دستخط: _____

نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

2۔

دستخط: _____

نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

نوٹ

1۔ اجلاس ہذا میں شرکت اور ووٹ دینے کا مستحق ممبر اپنی بنائے ووٹ دینے اور شرکت کیلئے کسی دیگر ممبر کو اپنا/اپنی پراکسی مقرر کر سکتا/سکتی ہے۔ پراکسی کے لئے کھپتی کارڈ نمبر ہونا ضروری ہے۔

2۔ ایک ممبر کو ایک سے زیادہ پراکسی مقرر کرنے کا اختیار نہیں ہوگا۔

3۔ پراکسی تقرری کے قواعد یا ترقیاتی طور پر سٹیپ، دستخط شدہ اور دو لوگوں سے گواہ شدہ ہوں۔ جن کے نام، پتے اور شناختی کارڈ نمبر فارم پر درج ہوں۔

4۔ تشخیص اور پراکسی کو شناختی کارڈ یا پاسپورٹ کی مصدقہ نقل پراکسی فارم کے ہمراہ جمع کرانا ہوگی۔ بصورت کارپوریٹ شخصیت، بورڈ قرارداد یا مقررہ نمونہ دستخط کھپتی میں پراکسی فارم کے ہمراہ جمع کرانا ہوگا۔

5۔ پراکسی کوٹھ ہونے کے لئے، اجلاس کے مقرر کردہ وقت سے کم از کم 48 گھنٹے قبل کھپتی کے شیئر رجسٹرار میسرز THK ایسوسی ایشن (پرائیویٹ) لمیٹڈ، C-32، ہائی ٹرین گلی 2، ڈی، ایچ، اے وی، ۱۰، کراچی دفتر پر لازماً موصول ہونا چاہیئے۔

BOOK POST PRINTED MATTER



MUGHALSTEEL.COM