

Agriauto Industries Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of the Company will be held on Thursday, September 29, 2016 at 12:30 PM, at Avari Towers, Khorshid Mahal, Fatima Jinnah Road, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2016, together with the Report of the Directors and Auditors thereon.
2. To approve a final cash dividend of 125% i.e. Rs. 6.25/- per share for the year 2015-16 as recommended by the Board of Directors. This is in addition to the Interim Dividends of 50% i.e. Rs 2.50 per share already paid. The total dividend for 2015-16 will thus amount to 175% i.e. Rs 8.75 per share.
3. To appoint Auditors for the year 2016-17 and to fix their remuneration. The present auditors – Messrs EY Ford Rhodes, Chartered Accountants, being eligible offer themselves for reappointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following as a special resolution, for alteration of the Articles of Association of the Company:

"RESOLVED as and by way of special resolution THAT the Articles of Association of the Company, be amended as follows:

- (a) By inserting the following new articles and its marginal note immediately after Article 63 as Article 63A, namely:

63A "Subject to any rules or regulations that may be made from time to time by the Commission in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission".

- (b) by inserting the following new article and its marginal note immediately after Article 69 as Article 69A, namely:

69A. Notwithstanding anything contained in these Articles, in case of voting by electronic means, both members and non-members can be appointed as Special Proxy or General Proxy.

- (c) by inserting the following new article and its marginal note immediately after Article 72 as Article 72A, namely:

72A. Notwithstanding anything contained in these Articles, for the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form, and provided to the Company, in the manner stipulated under the applicable laws.

Further resolved that the Company Secretary, be and is hereby authorized to do all acts, deeds and things and take all steps necessary to complete the legal formalities and file the required documents as may be necessary or ancillary for the purpose of implementing the aforesaid resolution.

A statement as required under Section 160(1)(b) of the Companies Ordinance 1984 in respect of the Special Business to be considered at the meeting is annexed to this notice of meeting being sent:

By Order of the Board,

AQEEL LOON

Company Secretary

Karachi, August 29, 2016

NOTES:

- (i) The Share Transfer Books of the Company will remain closed from September 23, 2016 to September 29, 2016 (both days inclusive) and the final dividend will be paid to the Members whose names will appear in the Register of Members on September 22, 2016. Members (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company M/S. FAMCO Associates (Private) Ltd., 8-F, Next to Hotel Faran, Nursery, Block-6, PECHS, Sharea Faisal Karachi. Tel: +92-21-34380101-5, + 92-21-34384621-3 (Ext-103) Fax: +92-21-34380106. All the Members holding the shares through the CDC are requested to please update their addresses and Zakat status with their Participants.
- (ii) A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.

CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated the January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. For Attending the Meeting

- i. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/ her original National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- ii. In case of corporate entity, Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.

B. For Appointing Proxies

- i. In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- 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 the CNIC or passport of the beneficial owners 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 the meeting.
- v. In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

Submission of copies of CNIC and NTN Certificate (Mandatory)

Pursuant to the directive of the Securities & Exchange Commission of Pakistan (SECP), Dividend Warrants shall mandatorily bear the Computerized National Identity Card (CNIC) numbers of shareholders. Shareholders are therefore requested to fulfill the statutory requirements and submit a copy of their CNIC (if not already provided) to the Company's Share Registrar, M/s. FAMCO Associates (Private) Limited without any delay.

In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend Warrants in terms of Section 251(2)(a) of the Companies Ordinance 1984, which will be released by the Share Registrar only upon submission of a valid copy of the CNIC in compliance with the aforesaid SECP directives.

Withholding Tax on Dividend

Government of Pakistan through Finance Act, 2016 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

(a)	For filers of income tax returns	12.5%
(b)	For non-filers of income tax returns:	20%

Shareholders who are filers, are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 20% instead of 12.5%.

Withholding Tax on Dividend in case of Joint Account Holders

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal shareholder) for deduction of withholding tax on dividends of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal shareholder and their Joint Holders, to the Company's Share Registrar, in writing as per format given below enabling the Company to compute withholding tax of each shareholder accordingly.

Company Name	Folio / CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
			Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

Payment of Cash Dividend Electronically (Optional)

The SECP has initiated e-dividend mechanism through its Notification 8(4) SM/CDC/2008 dated April 05, 2013. In order to avail benefits of e-dividend shareholders are hereby advised to provide details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address to Company's Share Registrar M/s. FAMCO Associates (Private) Limited. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide the mandate to the concerned Broker / CDC.

Distribution of Annual Report through Email

We are pleased to inform shareholders that the Securities and Exchange Commission of Pakistan has under and pursuant to SRO No. 787(I)/2014 dated 8 September 2014, permitted companies to circulate their annual balance sheet and profit and loss accounts, auditor's report and directors' report etc. ("Annual Report") along with the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company who wish to receive the Company's Annual Report and notices of annual general meeting by email are requested to provide the completed Electronic Communication Consent Form already dispatched, to the Company's Share Registrar, FAMCO Associates (Private) Limited.

Statement under Section 160(1)(b) of the Companies Ordinance, 1984

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on Thursday, September 29, 2016.

Item (4) of the Agenda

In order to give effect to the Companies (E-voting) Regulations, 2016 issued by the Securities Exchange Commission of Pakistan, shareholder approval is being sought to amend the Articles of Association. No director has any direct or indirect interest in the aforementioned special business.

Agriauto Industries Limited

اطلاع برائے سالانہ اجلاس عام

بذریعہ نوٹس بذمہ اطلاع کیا جاتا ہے کہ انگریزی آنوائڈسٹریز لمیٹڈ کا ہینڈ بک سالانہ اجلاس عام بمقام ہوٹل آداری ٹاور، خورشید محل، فاطمہ جناح روڈ، کراچی بتاریخ 29 ستمبر 2016 بروز جمعرات بوقت 12:30 بجے دوپہر، درج ذیل کارروائی کی انجام دہی کیلئے منعقد کیا جائے گا:

عمومی کارروائی:

- 1- 30 جون 2016 کو ختم ہونے والے سال کے آڈٹ شدہ اکاؤنٹس کو وصول کر کے زیر غور لانا اور پھر ڈائریکٹران اور ڈیپوٹ پر غور کرنا اور منظوری دینا۔
- 2- 30 جون 2016 کو ختم ہونے والے سال پر ڈائریکٹران کی طرف سے کمپنی کے عمومی حصص پر 125% یعنی 6.25 روپے فی حصص کے حساب سے حتمی ڈیویڈنڈ ادا کرنے کی تجویز دی ہے جو کہ پہلے سے ادا شدہ درمیانی عرصے کا ڈیویڈنڈ 50% یعنی 2.50 روپے فی حصص کے علاوہ ہے اور اب کل ڈیویڈنڈ برائے مالی سال 2015-16 175% یعنی 8.75 روپے فی حصص ہوگا۔
- 3- 30 جون 2016 کو ختم ہونے والے سال کیلئے آڈیٹر کا تقرر اور ان کے معاوضے کا تعین کرنا ہے۔ موجودہ آڈیٹرز میسرز EY فورڈ روڈ (چارٹرڈ اکاؤنٹنٹ) نے اہل ہونے کی بناء پر پھر سے تقرری کی درخواست دی ہے۔

خصوصی کارروائی:

- 4- اگر مناسب ہو تو مندرجہ ذیل قرارداد اور ترمیم کے ساتھ طے پایا ہے کہ کمپنی کے آرٹیکلز آف ایسوسی ایشن میں درج ذیل ترمیم کی جائے۔

(a) By inserting the following new articles and its marginal note immediately after Article 63 as Article 63A, namely:

63A "Subject to any rules or regulations that may be made from time to time by the Commission in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission".

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Proxies where Voting Rights Exercised through Electronic means

Form of Proxies where Voting Rights Exercised through Electronic means

مزید یہ بھی طے پایا ہے کہ کمپنی سیکریٹری کو اختیار دیا جاتا ہے کہ تمام اعمال کو مکمل کرے اور تمام قانونی کارروائی اور مطلوبہ دستاویزات کو مکمل کرنے کے لئے تمام ضروری اقدامات کرے اور عملدرآمد کو یقینی بنائے۔

خصوصی کارروائی کے سلسلے میں کمپنی آئی آر ڈی اینس 1984 کے سیکشن (b)(1) 160 کے تحت مطلوبہ آئی اینٹ کو میٹنگ میں پیش کیا گیا ہے جو کہ میٹنگ کے نوٹس کے ساتھ ارسال کیا گیا ہے۔

بھگم پورڈ

کراچی،

عتیل لون

بتاریخ: 29 اگست 2016

کمپنی سیکریٹری

نوٹس:

- 1- کمپنی کے حصص کی منتقلی کی کتابیں / کھاتے 23 ستمبر 2016 سے 29 ستمبر 2016 (بشمول دونوں دن) سالانہ اجلاس عام اور حتمی ڈیویڈنڈ کی ادائیگی کیلئے بند نہیں کی اور حتمی ڈیویڈنڈ کی ادائیگی کمپنی کے شیئر رجسٹرار کو 22 ستمبر 2016 تک کام کے اوقات کے اختتام سے قبل موصول فرمائیں۔ حتمی ڈیویڈنڈ کی ادائیگی اور اجلاس میں شرکت کے لئے بروقت تصور کیا جائے گا۔ حصص یافتگان اپنے پتے میں تبدیلی کی صورت میں فوری طور پر کمپنی کے شیئر رجسٹرار کو آگاہ کریں، اور اگر ان پر نوٹ لگا ہوتی ہے تو نوٹ کو ذمہ دار کوئی کا فارم CZ-50 کے بارے میں کمپنی کے شیئر رجسٹرار میسرز FAMCO ایسوسی ایٹس پرائیویٹ لمیٹڈ 8F، نزد ہوٹل فاران، ہزمری بلاک PECHS 6 شاہراہ فیصل کراچی (فون نمبر 5-34380101، 3-34384621، 21 21 92+، 103) فیکس (106 34380106 21 21 92+) کو آگاہ کریں اور تمام حصص یافتگان جو کسی ڈی سی کے ذریعے حصص رکھتے ہیں، سے درخواست ہے کہ اپنے پتے اور نوٹ کو ذمہ دار کے بارے میں مکمل تفصیلات فراہم کریں۔
- 2- تمام ممبران میٹنگ میں شرکت کرنے اور ووٹ ڈالنے کے اہل ہیں۔ کوئی ممبر اپنی جگہ کسی اور فرد کو اپنی جگہ پر اجلاس میں شرکت اور ووٹ کے لئے مقرر کر سکتا ہے۔ پراکسیز کے منوثر ہونے کے لیے لازم ہے کہ پراکسیز فارم اجلاس سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرار آفس یا کمپنی کے شیئر رجسٹرار کو موصول ہو جائیں۔

سی ڈی سی اکاؤنٹ ہولڈرز کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے جاری کردہ سرکلر 1 مورخہ 26 جنوری 2000 میں دی گئی درج ذیل رہنما ہدایات پر عمل کرنا ہوگا:

(الف) اجلاس میں شرکت کیلئے:

- (i) افراد کی صورت میں اکاؤنٹ ہولڈرز یا ضمنی اکاؤنٹ ہولڈرز اور ایادہ فرد جن کے سیکورٹیز گروپ اکاؤنٹ میں ہیں اور جن کی رجسٹریشن کی تفصیلات قواعد کے مطابق درج کی گئی ہیں اسے اجلاس میں شرکت کے وقت اپنی شناخت کے ثبوت میں اپنا اصل کمپیوٹرائزڈ شناختی کارڈ (CNIC) اصل یا پاسپورٹ دکھانا ہوگا۔
- (ii) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بعد نامزد نمونہ دستخط (اگر پہلے ذرا اہم کیا ہو) اجلاس میں شرکت کے وقت پیش کرنا ہوگی۔

(ب) پراکسیز کی تقرری کیلئے:

- (i) افراد کی صورت میں اکاؤنٹ ہولڈرز یا ضمنی اکاؤنٹ ہولڈرز اور ایادہ فرد جن کے سیکورٹیز گروپ اکاؤنٹ میں ہیں اور ان کی رجسٹریشن کی تفصیلات قواعد کے مطابق درج کی گئی ہیں اسے مذکورہ بالا ہدایت کے مطابق پراکسی فارم جمع کرنا ہوگا۔

