



AL-GHAZI TRACTORS LTD
PRODUCERS OF NEW HOLLAND TRACTORS IN PAKISTAN

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of Al-Ghazi Tractors Limited will be held on Wednesday, December 06, 2017 at 12:00 hrs. at Marriott Hotel, Karachi to transact the following business:

1. ORDINARY BUSINESS

To elect eight Directors of the Company as fixed by The Board in accordance with the provisions of Section 159 of the Companies Act, 2017, for a period of three years commencing on December 06, 2017. The retiring Directors are Mr. Charles Leonard Hunt, Mr. Mohammad Shahid Hussain, Mr. M. Ali Qaiyum, Mr. Majd-ul-Ahsan Syed, Mr. Kashif Lawai, Mr. Mark Brinn, Mr. Vincent DeLassagne and Mr. Damiano Cretarola.

2. SPECIAL BUSINESS

To approve transmission of annual audited financial statements, auditors' report and directors' report etc. to the Company's shareholders through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan via SRO No 470(I)/2016 dated May 31, 2016:

"RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via SRO No. 470(I)/2016 dated May 31, 2016, transmission of annual audited financial statements, auditors' report and directors' report etc. to the Company's shareholders at their registered addresses in soft copies in the form of CD/DVD/USB instead of transmitting the annual audited accounts in hardcopies, be and is hereby approved."

A statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transmitted at the EOGM in annexed with this notice.

By Order of the Board

SOBIKA ZUBAIR
COMPANY SECRETARY

Karachi, November 14, 2017

NOTES:

1. A member entitled to attend and vote may appoint a proxy to attend and vote on his/her behalf. No person shall act as a proxy (except for a corporation) unless he/she is entitled to be present and vote in his/her own right. Proxies, in order to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting.
2. The share transfer books of the Company will remain closed from November 30, 2017, to December 06, 2017 (both days inclusive). Transfers received at our Share Registrar Office M/s FAMCO Associates (Pvt.) Ltd., 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahrah-e-





Faisal, Karachi, at the close of business on November 29, 2017 will be treated as being in time for the purposes to attend the meeting.



3. Any person who seeks to contest the election of Directors shall file with the Company at its Registered Office, Tractor House, Plot 102-B, 16th East Street, DHA Phase 1, Off. Korangi Road, Karachi, not later than fourteen days before the above said meeting his/her intention to offer himself/herself for the election of Directors in terms of section 159 (3) of the Companies Act, 2017, together with (A) Consent to act as director in Form 28 (B) Detailed profile along with office address for placement onto the Company's website seven days prior to the date of election in terms of SRO 25 (1) / 2012 dated January 16, 2012 and (C) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Act, 2017 to act as director of a listed company.

4. CDC Account Holders will further have to follow the undermentioned guidelines as prescribed in Circular 1 dated 26 January 2000 issued by the Securities and 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 details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport 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 holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the 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 CNIC or the 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 entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
5. Members who have not yet submitted photocopy of their Computerized National Identity Cards are requested to send the same to the Share Registrar of the Company at the earliest.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

AGENDA ITEM 2

The Securities and Exchange Commission of Pakistan has allowed listed companies, through its SRO No 470(I)/ 2016 dated May 31, 2016, to circulate the annual balance sheet and profit and loss account, auditors' report and directors' report etc. to its members through CD/DVD/USB at their registered address instead of transmitting the annual audited accounts in hard copies. The Company shall, however, upon demand, supply hard copies of the annual audited accounts to shareholders free of cost upon receipt of duly completed request form, which may be obtained from the Company's website i.e. www.alghazitractors.com.

None of the Directors of the Company have any direct or indirect interest in this special business.