



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

Ref: 02.31.02

Date: March 31, 2016

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi - 74000

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Please find enclosed herewith a copy of the Notice of the Annual General Meeting to be held on Thursday April 21, 2016 for circulation amongst TRE Certificate Holders of the Exchange.

Yours faithfully,

For: **AL-GHAZI TRACTORS LIMITED**


SOBIKA ZUBAIR
COMPANY SECRETARY

Encl: A.a.



AL-GHAZI TRACTORS LIMITED
Notice of Annual General Meeting

Notice is hereby given that the 33rd Annual General Meeting of Al-Ghazi Tractors Limited will be held on Thursday, April 21, 2016 at 12:30 hrs. at Marriott Hotel, Karachi to transact the following business:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements, the Directors' Report and the Auditors' Report for the year ended December 31, 2015.
2. To declare the final cash dividend, the directors have recommended a dividend of 500% i.e. Rs. 25 per share in addition to interim dividend already paid @ 1200% making a total dividend of 1700% i.e. Rs. 85 per share.
3. To appoint Auditors for the year ending December 31, 2016 and to fix their remuneration. The retiring Auditors M/s. A. F. Ferguson & Co. being eligible, offer them selves for reappointment.

B. SPECIAL BUSINESS

4. To consider, and if though fit, to pass the following resolution as a Special resolution:

RESOLVED that the Articles of Association of the Company be amended by adding a new Article 73A as follows:

The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.

By Order of the Board

SOBIKA ZUBAIR
COMPANY SECRETARY

Karachi, March 31, 2016



NOTES:

1. The share transfer books of the Company will remain closed from April 14, 2016, to April 21, 2016 (both days inclusive). Transfers received at our Share Registrar Office M/s FAMCO Associates (Pvt.) Ltd. situated at 8-F Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, PABX Nos. (92-21) 34380101-5 and email info.shares@famco.com.pk at the close of business on April 13, 2016 will be treated in time for the purpose of entitlement of dividend to the transferees and to attend and vote at the meeting.
2. 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.
3. CDC share holders or their proxies are requested to bring with them copies of their Computerized National Identity Card or Passport along with the participants ID number and their Account Number at the time of attending the Annual General Meeting in order to facilitate their identification.
4. Members are requested to promptly communicate to the Share Registrar of the Company any change in their addresses.
5. Members who have not yet submitted photocopy of their Computerized National Identity Cards, and in case of a foreigner, copy of Passport, are requested to send the same to the Share Registrar of the Company at the earliest. In case of non-receipt of a copy of valid CNIC, Passport or NTN, the Company would be unable to comply with SRO 19(I) 2014 dated January 20, 2014 & SRO 831(1)/2012 dated July 05, 2012 of SECP and therefore will be constrained under section 251(2)(e) of the Companies Ordinance, 1984 to withhold dispatch of dividend warrants of such shareholders.
6. The SECP has initiated e-dividend mechanism through its letter No: 8(4) SM/CDC/2008 dated April 05, 2013. In order to avail benefits of e-dividend, shareholders are requested to provide details of their bank mandate specifying (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address.
7. The Government of Pakistan through Finance Act, 2014 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 company. these tax rates are as under
 - For filers of income tax returns: 12.5%
 - For non-filers of income tax returns: 17.5%

In case of Joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the share holder. In this regard, shareholders are requested to provide shareholding proportions alongwith CNIC Nos. of Principal shareholder and Joint shareholder(s) in respect of shares held by them in writing by April 13, 2016. If no notification is received, each joint holder shall be assumed to have an equal number of shares.



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

To enable the company to make tax deduction on the amount of cash dividend, shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL, otherwise tax on their dividend will be deducted @ 17.5% instead @12.5%. Corporate shareholders are requested to send a copy of their NTN to the share registrar or their participant in case of CDC accounts.

STATEMENT UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

Item 4 of the agenda

To give effect of the Companies (E-voting) Regulations 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting.