



Gatron (Industries) Limited

Registered Office: Room No. 32, 1st Floor, Ahmed Complex, Jinnah Road, Quetta, Balochistan, Pakistan. Telephone: (92-81) 2649396, Fax: 081-2825304

Liaison Office : 11th Floor, G&T Tower, # 18 Beaumont Road, Civil Lines-10, Karachi-75530, Pakistan.

Tel: 35659500-6, Fax: 021-35659516, E-mail: headoffice@gatron.com

REF: HK/DUS/KSE/139/15

By Hand/PUCAR

September 17, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi

Dear Sir,

Subject: NOTICE OF ANNUAL GENERAL MEETING

Enclosed please find a copy of the notice of 35th Annual General Meeting to be held on Monday, October 19, 2015 for circulation amongst the TRE certificate holders of the Exchange.

Thanking you,

Yours Faithfully,

Mohammad Yasin Bilwani
Company Secretary

Encl: As stated above.

Cc: Securities & Exchange Commission of Pakistan
Lahore Stock Exchange Limited (Through Courier Services)
Islamabad Stock Exchange Limited (Through Courier Services)



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-fifth Annual General Meeting of Gatron (Industries) Limited will be held on Monday, October 19, 2015 at 11:00 a.m., at Serena Hotel, Quetta to transact the following business:

Ordinary Business:

1. To confirm the minutes of the Thirty-fourth Annual General Meeting and Extraordinary General Meeting of the company held on October 20, 2014 and December 22, 2014 respectively.
2. To receive, consider and adopt the audited accounts of the company for the year ended June 30, 2015 together with the Auditors' Report thereon and Directors' Report for the year then ended.
3. To approve payment of final cash dividend at Rs.1.50 per share (15%) as recommended by the Board of Directors and also interim cash dividend at Rs.2.00 per share (20%) already paid, making a total Rs.3.50 per share (35%) for the year ended June 30, 2015.
4. To appoint company's auditors for the year ending June 30, 2016 and fix their remuneration.

Special Business:

5. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution for clarification of Article 75 and the alteration to be made in the Articles of Association of the company for the said purpose.

“Resolved that Article No. 75 of the Articles of Association of the company be and is hereby altered to read as under:

Article 75. The qualification of a Director, shall be his holding shares of the face value of Rs. 5,000/- (Rupees five thousand only) at least, in his own name, provided that Directors representing interest holding the shares of the requisite value need not themselves hold the qualification shares.”



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6. To transact any other ordinary business with the permission of the Chair.

By Order of the Board

Mohammad Yasin Bilwani
Company Secretary

September 12, 2015

Notes:

1. The Share Transfer Books of the company will remain closed from October 10, 2015 to October 19, 2015 (both days inclusive). Transfers received in order at the office of the Share Registrar before the close of business on October 09, 2015 will be considered in time for the purpose of entitlement of final cash dividend.
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received at the office of the company not less than 48 hours before the time of holding the meeting. Proxy form is annexed.
3. A member, who has deposited his/her shares in Central Depository Company of Pakistan Limited, must bring his/her Participant ID number and account/sub account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
4. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of attending the meeting.
5. The company has withheld 1st interim dividend warrants of those members who have not yet submitted CNIC and NTN to the company. To ensure compliance with the Securities & Exchange Commission of Pakistan (SECP) Notification SRO 831(I)/2012 dated July 05, 2012 read with Notification SRO 19(I)/2014 dated January 10, 2014, members are once again requested to submit te same without further delay.



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It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the company would be constrained to withhold despatch of final cash dividend subject to the approval of the SECP.

6. The Government of Pakistan, through Finance Act, 2015 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed w.e.f. 1st July, 2015 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 return 12.50%.
 - b) for Non-filers of Income Tax return 17.50%.

To enable to make tax deduction on the amount of dividend @12.50% instead of 17.50% all the shareholders whose names are not entered in the Active Taxpayer List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL.

The company will check each shareholder's status on the latest ATL available on 19th day of October, 2015 at the FBR website and, if the shareholder whose name does not appear on the ATL, the increased rate of withholding tax at 17.50% would be applied. In case of 'filer', withholding tax rate of 12.50% will be applicable.

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 shareholders, in writing, to our Share Registrar. In case no written information received by the company latest by October 19, 2015, each joint holder shall be assumed to have an equal number of shares. (Relevant Form is annexed for compliance).

7. Shareholders, who desire to receive their dividend directly in their bank account instead of receiving the dividend warrants physically may submit the prescribed "Dividend Mandate Form" to the company's Share Registrar. The Shareholders who hold shares in Central Depository Company may approach to submit the information to the CDC for this option. Mandate form is annexed.
8. The shareholders are advised to notify to the company's Share Registrar of any change in their addresses.



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

The special resolution is proposed in order to clarify Article 75 of the Articles of Association with regard to the value of qualification shares. The clarification is in accordance with the practice followed by the Company so far and will also avoid any ambiguity with regard to its interpretation.

The Board recommends the special resolution set out at item No. 5 of the notice for approval by the members.

The Directors of the company have no direct or indirect interest in the special business except to the extent of their shareholding and remuneration.

A copy of the Memorandum and Articles of Association of the Company will remain open for inspection of the members who may visit office of the company on working days between 10:30 am to 12:30 pm for inspection from the date of publication of this notice till the conclusion of the Annual General Meeting.

Comparative statement

Existing Article	Proposed Alteration
<u>Existing Article 75</u> <u>Qualification of a Director</u> The qualification of a Director, shall be his holding shares of the value of Rs.5,000/- (Rupees five thousand only) at least, in his own name, provided that Directors representing interest holding the shares of the requisite value need not themselves hold the qualification shares.	<u>Proposed Article 75</u> <u>Qualification of a Director</u> The qualification of a Director, shall be his holding shares of the face value of Rs.5,000/- (Rupees five thousand only) at least, in his own name, provided that Directors representing interest holding the shares of the requisite value need not themselves hold the qualification shares.