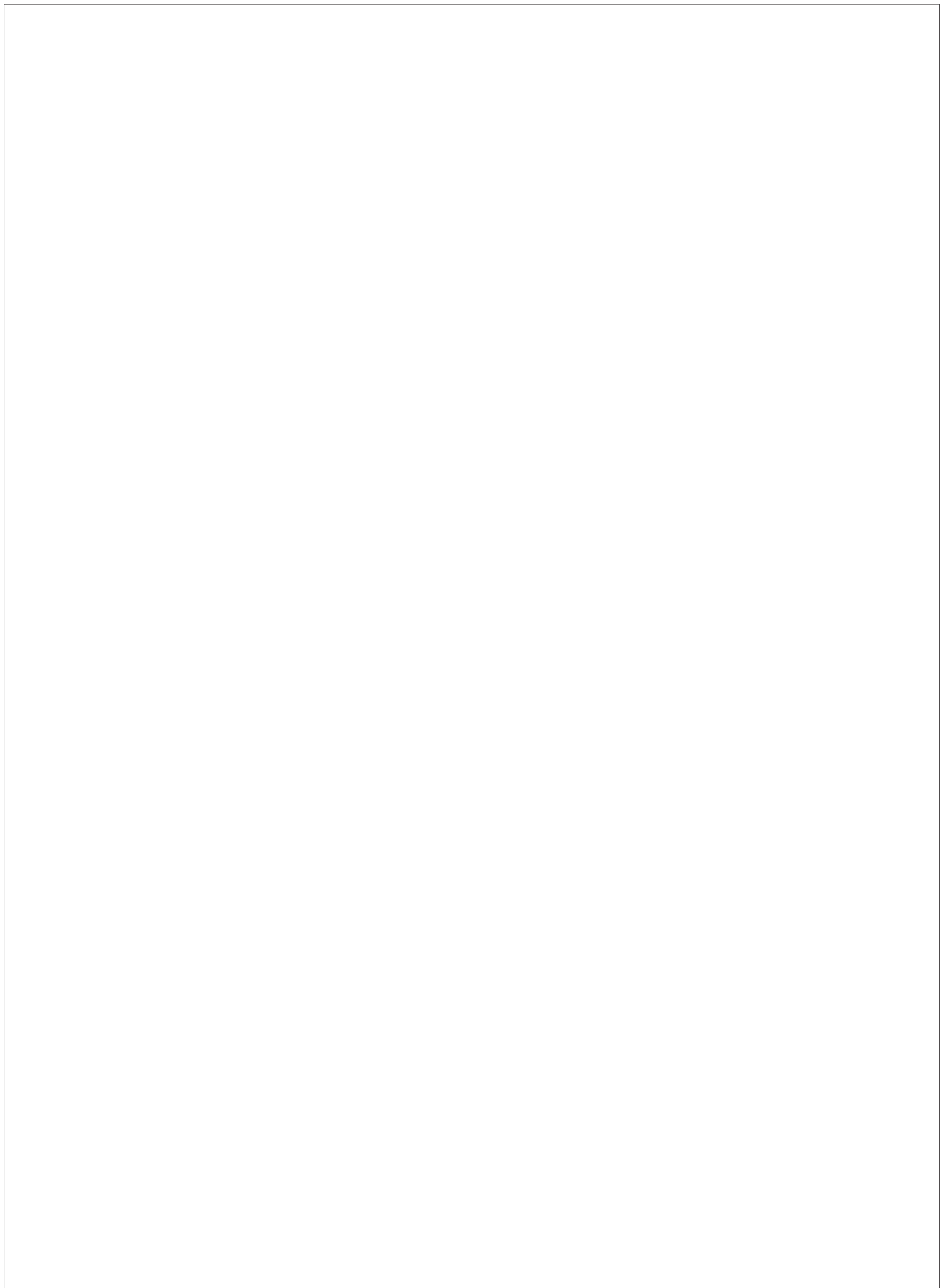


**NOTICE OF EXTRA
ORDINARY GENERAL MEETING**



Gatron (Industries) Limited





Gatron (Industries) Limited

Registered office: Room No.32, 1st Floor, Ahmed Complex, Jinnah Road, Quetta, Balochistan - Pakistan.

Telephone: 0092-81-2849396, Fax: 0092-81-2825304

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

Telephone: 0092-21-35659500-6, Fax: 0092-21-35659516, Email: headoffice@gatron.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Gatron (Industries) Limited will be held on Thursday, December 21, 2017 at 11:00 a.m., at Plot No.441/49-M2, Sector "M", H.I.T.E., Main R.C.D Highway, Hub Chowki, Distt. Lasbela, Balochistan to transact the following business:

Ordinary Business:

1. To elect Nine (09) Directors, as fixed by the Board of Directors, for the term of three years commencing from December 24, 2017, in accordance with the provision of Section 159 and 161 of the Companies Act, 2017.

The names of the Nine (09) retiring directors are as follows:

1. Haji Haroon Bilwani
2. Mr. Peer Mohammad Diwan
3. Mr. Abdul Razak Diwan
4. Mr. Zakaria Bilwani
5. Mr. Usman Bilwani
6. Mr. Mohammad Iqbal Bilwani
7. Mr. Shabbir Diwan
8. Mr. Muhammad Taufiq Bilwani
9. Mr. Muhammad Waseem

Special Business:

2. To consider and approve the amendments to be made in Articles of Association of the Company in compliance with the mandatory e-voting requirements as prescribed in the Companies (E-Voting) Regulations, 2016 issued vide SRO 43 (I)/2016 dated 22.01.2016 and if thought fit to pass the following resolutions as special resolutions:

"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 article immediately after Article 61 as Article 61A, namely:

61A. "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".

- (b) By inserting the following new article immediately after Article 61A as Article 61B, namely:

61B. "Subject to any rules or regulations that may be made from time to time by the Commission under the provisions of the Companies (E-Voting) Regulations, 2016, 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".



Gatron (Industries) Limited

(c) By inserting the following new article immediately after Article 64 as Article 64A, namely:

64A. "Notwithstanding anything contained in these Articles, for the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form as specified for E-voting in Schedule-II to the Companies (E-voting) Regulations, 2016 and amended from time to time".

"FURTHER RESOLVED that the Company Secretary/CFO and/or any Director, 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 134(3) of the Companies Act, 2017 in respect of the Agenda No.2 to be considered at the meeting is annexed to this notice of meeting.

By Order of the Board

Mohammad Yasin Bilwani
Company Secretary/CFO

November 25, 2017

NOTES:

Closure of Share Transfer Books

1. The Share Transfer Books of the company will remain closed from December 14, 2017 to December 21, 2017 (both days inclusive).
2. Only those persons, whose names appear in the register of members of the company as on December 13, 2017, will be entitled to attend, participate in, and vote at the Extra Ordinary General Meeting.
3. 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.

Guidelines for CDC Account Holders

4. 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.
5. 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.



Gatron (Industries) Limited

Eligibility of Candidates to Contest Election

6. Any person who seeks to contest to the office of the Director shall file with the Company, not later than fourteen days before the date of the Extraordinary General Meeting, a notice of his/her intention to offer himself/herself for election as Director in terms of Section 159(3) of the Companies Act, 2017 together with:
- i. Consent to act as Director on the prescribed Form-28;
 - ii. A Declaration under Rule 5.19.2 of the Code of Corporate Governance, 2012 under Rule Book of the Pakistan Stock Exchange Limited, to the effect that he/she is not acting as director of more than seven listed companies;
 - iii. A Declaration that he/she is a registered tax payer and has not been declared by a court of competent jurisdiction as a defaulter in repayment of loan to a financial institution or has not previously been declared as a defaulter by any stock exchange;
 - iv. A Declaration that he/she is aware of the duties and powers of Directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and the Listing Regulations of the Pakistan Stock Exchange and has read the relevant provisions contained therein;
 - v. A Declaration that he/she or his/her spouse is not involved in or connected to the business of shares brokerage; and;
 - vi. Attested copy of valid CNIC and NTN;

Detailed profiles of the contesting members would be uploaded on company's website.

Representation of Independent Directors on the Board

7. The Company encourages representation of Independent Directors on the Board in accordance with Rule 5.19.1 (b) of the Code of Corporate Governance, 2012 under rule book of the Pakistan Stock Exchange Limited.

Intimation of change of address

8. The shareholders are advised to promptly notify to the Company's Shares Registrar of any change in their addresses.

CNIC Requirement

9. Members who have not yet submitted copy of the valid CNIC are advised to submit the same without further delay to ensure compliance with the Securities & Exchange Commission of Pakistan (SECP) Notification SRO 831(I)/2012 dated 5th July, 2012 read with Notification SRO 19(I)/2014 dated 10th January, 2014.



Gatron (Industries) Limited

Unclaimed Shares/Dividend

10. Shareholders of the Company are once again requested to contact office of the Company's Share Registrar for collection of their unclaimed shares/dividends which they have not yet received due to any reasons.

As per Section 244(1) of the Companies Act, 2017 all unclaimed shares and dividends of the shareholders of the Company for a period of three years from the date it is due and payable are required to be credited by the Company to the Federal Government after giving final notice to the Members. Notice dated October 17, 2017 to this effect has been dispatched to you.

Video Conference Facility

11. Pursuant to Section 134(1)(b) of the Companies Act, 2017 and SECP Circular No.10 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate meeting through video conference at least 10 days prior to the date of meeting, the company will arrange video conference facility in that city subject to availability of such facility in that city.

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

This statement sets out the material facts concerning the **Special Business** as per Agenda No. 2 to be transacted at the Extraordinary General Meeting of the Company to be held on Thursday, December 21, 2017.

In order to give effect to the Companies (E-voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan, members approval is being sought to amend the Articles of Association of the Company.

No director has any direct or indirect interest in these resolutions.

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 a.m., to 12:30 p.m., for inspection from the date of issuance of this notice till the conclusion of the Extraordinary General Meeting and will also be available at the meeting premises during the meeting hours.



Gatron (Industries) Limited

Proxy Form

The Company Secretary
Gatron (Industries) Limited
11th Floor, G&T Tower
#18 Beaumont Road,
Civil Lines-10
Karachi.

I/We, _____ of _____ being member of Gatron (Industries) Limited and holder of _____ ordinary shares as per Share Register Folio No. _____ and/or CDC Participant ID No. _____ and Account/Sub-Account No. _____ hereby appoint _____ of _____ at my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, December 21, 2017 at 11:00 a.m., at Plot No.441/49, M-2, Sector "M", H.I.T.E., Main R.C.D. Highway, Hub Chowki, Distt. Lasbela, Balochistan and at any adjournment thereof.

Signed this _____ day of _____, 2017

Witness:

1. Signature _____
Name _____
Address _____
CNIC No. _____
2. Signature _____
Name _____
Address _____
CNIC No. _____

Signature
on Revenue
Stamp of Rs.5/-

Notes:

1. The proxy form in order to be valid must be signed across five rupees revenue stamp and should be deposited with the company not later than 48 hours before the time of holding the meeting.
2. The proxy must be a member of the company.
3. Signature should agree with the specimen signature, registered with the company.
4. CDC shareholders and their proxies must attach either an attested photocopy of their Computerized National Identity Card or Passport with this proxy form.

BOOK POST



If undelivered, please return to:

Gatron (Industries) Limited

11th Floor, G&T Tower, # 18 Beaumont Road,

Civil Lines-10, Karachi-75530 - Pakistan.

Phone: (9221) 35659500-09, Fax (9221) 35659516

Email: headoffice@gatron.com