

ISUZU



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GHANDHARA INDUSTRIES LIMITED
A Bibojee Group Company

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GIL/FIN/16

May 10, 2016

The Secretary,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

Dear Sir,

We are enclosing for your prior information draft Notice of Extraordinary General Meeting of Gandhara Industries Limited on Wednesday 08th June 2016 at 11:30 a.m. at F-3, Gandhara Industries Limited, Hub Chauki Road, S.I.T.E, Karachi.

The Notice will be published in the press / dispatched to the shareholders at their registered address on 16th May, 2016.

Thanking you.

Yours faithfully


IFTIKHAR AHMED KHAN
COMPANY SECRETARY

GHANDHARA INDUSTRIES LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the shareholders of Ghandhara Industries Limited will be held at 11:30 A.M on Wednesday, 8th June, 2016 at F-3, Hub Chauki Road, S.I.T.E., Karachi to transact the following business:

Ordinary Business:

To confirm the minutes of 52nd Annual General Meeting of the company held on 22nd October 2015.

SPECIAL BUSINESS

INVESTMENT BY GIL IN GENERAL TYRE AND RUBBER COMPANY OF PAKISTAN LIMITED
(GTR) UPTO RS. 500 MILLION

The Board of Directors in their meeting held on 22nd April 2016 have given their consent to seek approval of the shareholders u/s 208 of the Companies Ordinance, 1984 for this purpose and to pass the following special resolution:-

“Resolved that the Company makes the investment of upto Rs. 500.00 Million for acquiring the shares of General Tyre & Rubber Company of Pakistan Limited.

Further resolved that the Chief Executive be and is hereby authorized to negotiate the purchase price of the share with the seller.”

A statement U/S 160 (1) (b) of the Companies Ordinance, 1984 pertaining to the Special Business is annexed with this notice.

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

By order of the Board

Karachi:
16th May 2016

IFTIKHAR AHMED KHAN
COMPANY SECRETARY

Notices:

1. *The Share Transfer books of the Company will remain closed from 2nd June, 2016 to 8th June, 2016 (both days inclusive).*
2. *A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of himself / herself. Proxies in order to be effective must be valid and received by the Company not less than 48 hours before the time for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.*
3. *CDC account holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 of 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 identity by showing his original National Identity Card (NIC) or original passport at the time of attending the meeting. The shareholders registered on CDC are also requested to bring their Participants I.D. numbers and account numbers in CDC.

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 meeting.

b. For appointing proxies

For appointing proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with Participant ID and account / sub account number together with attested copy of their CNIC or passport. The proxy form shall be witnessed by two witnesses with their name, addresses and CNIC numbers. The proxy shall produce his / her original CNIC or passport at the time of meeting. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

4. *Members should quote their Folio number in all correspondence and at the time of attending the meeting.*
5. *Securities and Exchange Commission of Pakistan (SECP) vide notifications dated August 18, 2011 and July 05, 2012 made it mandatory that dividend warrants should bear CNIC number of the registered members, therefore, members who have not yet submitted photocopy of their valid Computerized National Identity Cards to the Company are requested to send the same at the earliest to enable the Company to comply with relevant laws. Failure to provide the same would constrain the Company to withhold dispatch of dividend warrants.*

6. *As directed by SECP vide Circular No. 18 of 2012 dated August 18, 2012, we have already given opportunity to shareholders to authorize the Company to directly credit in his/their bank account with cash dividend, if any, declared by the Company in future. If you still wish that the cash dividend, if declared by the Company be directly credited into your bank account, instead of issuing a dividend warrant, please provide the relevant details.*
7. *Members are requested to immediately notify any change in their mailing address to our Share Registrar's Office – M/s Hameed Majeed Associates (Pvt) Ltd., 4th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi.*

Statement U/S 160 (1) (b) of the Companies Ordinance, 1984 pertaining to the requisition of shares of GTR.

The Company intends to make investment in the shares of GTR to the extent of Rs.500 million out of reserves. Return on investment will increase the profitability of the company keeping in view the present return to shareholders of GTR. The distribution trend of GTR is very encouraging and it is anticipated that in future the return will be even higher. GTR is going to invest PKR 1.2 Billion in financial year 2016 for expansion in Tyre production. The plant is presently capable of producing around 3.1 million tyres, of various sorts. With the expansion, the aim is to increase the Tyre production up to 25pc. In view of the growth in Automobile Industry, the earning of GTR will be further enhanced, ultimately benefiting the investor.

The information required under S.R.O. 27(1)/2012 pursuant to section 208 of the Companies Ordinance, 1984 is provided below:

S.No.	Description	Information Required
1. In case of Investment in securities of its associated companies or associated undertakings:		
i	Name of associated company or associated undertaking along with criteria based on which the associated relationship is established	General Tyre and Rubber Company of Pakistan Limited (GTR), associate of GIL by virtue of common directorship
ii	purpose, benefits and period of investment	The purpose of this investment is to participate in the growing stock market of the country through equity investment. Benefit is to earn return on equity through dividend income and capital

		appreciation, thus increasing shareholders' value. This will be a long term investment.
iii	maximum amount of investment	Rs 500 Million
iv	maximum price at which securities will be acquired	Negotiated price
v	maximum number of securities to be acquired	Depends upon the purchase price of the shares
vi	number of securities and percentage thereof held before and after the proposed investment	Currently GIL does not own any shares in GTR. The expected shareholding percentage will be 5%.
vii	in case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	Rs 155.9 / share
viii	in case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not applicable
ix	break-up value of securities intended to be acquired on the basis of the latest audited financial statements	Rs 39.45
x	earnings per share of the associated company or associated undertaking for the last three years	EPS for year 2015, 2014 and 2013 is Rs 12.26, 8.60, 6.61 respectively
xi	sources of fund from which securities will be acquired	The amount will be invested in GTR from GIL's reserves
xii	where the securities are intended to be acquired using borrowed funds: (I) justification for investment through borrowings; and (II) detail of guarantees and assets pledged for obtaining such funds;	Not applicable
xiii	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	No such agreement exists
xiv	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the	As proposed GIL, being the shareholder of GTR, will receive dividend. There is no direct interest of the Directors of GIL in GTR, except by virtue of common

	associated company or associated undertaking or the transaction under consideration	directorship due to shareholding of 27.8% of Bibojee Services (Pvt) Ltd. in GTR.
xv	Any other important detail necessary for the members to understand the transaction, and	None
xvi	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely: <ul style="list-style-type: none"> (I) description of the project and its history since conceptualization; (II) starting and expected dated of completion of work; (III) time by which such project shall become commercially operational; and (IV) expected time by which the project shall start paying return on investment 	Not applicable
2.	Disclosure of Shares held by (Interest of) GTR in GIL and its sponsors and directors is as following:	
	Name	Interest in GIL
i	Bibojee Services (Pvt.) Ltd	Interest to the extent of 39.163% in GIL.
ii	GTR	Interest to the extent of 100,700 shares (0.473 percent) in GIL.
iii	Lt. Gen. (Retd.) Ali Kuli Khan Khattak (GTR's Director)	-Interest to the extent of directorship -Interest to the extent of 9 shares (0.000 percent) in GIL.
iv	Mr. Raza Kuli Khan Khattak (GTR's Director)	-Interest to the extent of directorship -Interest to the extent of 10,000 shares (0.047 percent) in GIL.

GHANDHARA INDUSTRIES LIMITED
PROXY FORM

I/We _____ of _____ being a Shareholder of Ghandhara Industries Limited and holding _____ Ordinary Shares as per Register Folio No. _____ or CDC Participant's I.D. No. _____ A/c No. _____ hereby appoint Mr. / Ms. _____ of _____ or failing him/her Mr. /Mrs. _____ of _____ as my/our Proxy in my/out absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday 8th June 2016 at 11:30 A.M and any adjournment thereof.

Affix Revenue Stamp(s) of Rupees five
Executant's Signature on Revenue Stamp(s)
(Signature should agree with the specimen Signature registered with the Company)

Executant's Computerized National Identity Card Number (CNIC or Passport Number)

<p>_____ First Witness Signature</p> <p>_____ Name in Block letters and Address</p> <p>_____ Computerized National Identity Card Number or Passport Number of Witness</p>	<p>_____ Second Witness Signature</p> <p>_____ Name in Block letters and Address</p> <p>_____ Computerized National Identity Card Number or Passport Number of Witness</p>
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Proxy's Signature

Proxy's Signature

Proxy's CNIC Number or Passport Number

Proxy's CNIC Number or Passport Number

NOTES:

1. A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company my appoint any person as his/her proxy to attend and vote instead of him/her. The proxy shall have the right to attend, speak and vote in place of the shareholder appointing him/her at the meeting.
2. The instrument appointing a proxy should be signed by the Shareholder or by his/her Attorney, duly authorized in writing and person appointed proxy. In case of corporate entity, the Board of Directors

resolution/power of attorney with specimen signature shall be submitted alongwith proxy form to the company.

3. The Proxy Form duly completed, must be deposited at the Company's Registered Office at F-3, Hub Chauki Road, S.I.T.E, Karachi not less than 48 hours before the time of holding meeting.
4. Share holders whose holdings are in Central Depository System (CDS) and their proxies both, should attach with this form, attested copies of their Computerized National Identity Card of (attested copies of first four pages of their passport). To facilitate identification at the EOGM, the proxy should bring his/her original Computerized National Identity Card or passport. 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 the meeting.