



The General Tyre and Rubber Company of Pakistan Limited

THROUGH PUCARS & COURIER

28 August 2015

The Deputy General Manager
Karachi Stock Exchange Limited
Karachi Stock Exchange Building
Stock Exchange Road
Karachi- 74000

**SUBJECT: NOTICE OF ANNUAL
GENERAL MEETING**

Dear Sir,

Please find enclosed a copy of Notice of Annual General Meeting to be held on Tuesday, 29 September 2015, for circulation amongst your members.

Yours sincerely,


Farhan Ahmad
Company Secretary

CC: The Company Secretary
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
Lahore- 54000



The General Tyre and Rubber Company of Pakistan Limited

NOTICE OF FIFTY- SECOND (52nd) ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Second (52nd) Annual General Meeting of The General Tyre & Rubber Company of Pakistan Limited will be held at the Institute of Chartered Accountants of Pakistan, Conference Hall, Clifton, Karachi on Tuesday, 29 September 2015 at 11.00 a.m., to transact the following business:

Ordinary Business

1. To confirm the minutes of Fifty-First (51st) Annual General Meeting held on Tuesday, 30 September 2014.
2. To receive, consider and adopt the Audited Financial Statements for the year ended 30 June 2015, together with Directors' and Auditors' Reports thereon.
3. To consider and approve payment of final cash dividend @ 70%, i.e., Rs. 7/- per share, as recommended by the Directors.
4. To appoint auditors for the year ending 30 June 2016 and to fix their remuneration. The retiring auditors, Messrs Hameed Chaudhri & Co., Chartered Accountants, being eligible, have offered themselves for reappointment for the year ending 30 June 2016.
5. Any other business with the permission of the Chair.

Special Business:

6. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED** that placing of the Company's quarterly accounts on its website instead of transmitting the same to its shareholders by post, be and is hereby approved.”

By Order of the Board


Fafhan Ahmad
Company Secretary

Karachi
Dated: 21 August 2015



NOTES:

1. The share transfer books of the Company shall remain closed from 21 September 2015 to 29 September 2015 (both days inclusive). Transfers received at the Company's share registrar, Management Registration Services (Pvt.) Ltd., Business Executive Centre, F/17/3, Block-8, Clifton, Karachi, by close of business on 20 September 2015 will be considered in time for eligibility for final dividend and to attend the AGM.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to cast his/ her vote by proxy. Proxies must be deposited at the Company's Registered Office at H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi no later than 48 hours before the time for holding the meeting.
3. Members are requested to notify change in their address, if any, immediately.
4. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 of 2000 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 Computerized National Identity Card (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. The shareholders holding physical shares are also required to bring their original CNIC and/ or copy of CNIC of shareholder(s) of whom he/ she/ they hold Proxy(ies) without CNIC such shareholder(s) shall not be allowed to attend and/ or sign the Register of Shareholders/ Members at the AGM.

6. Transmission of Annual Financial Statements through Email:

In pursuance of the directions given by SECP vide SRO 787 (1)/ 2014 dated 8 September 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. www.gentipak.com and send the said form duly filled in and signed along with copy of his /her / its CNIC / Passport to the Company's Share Registrar.

Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice. Annual Financial Statements will be sent at your registered address, as per normal practice.

7. Revision of Withholding Tax on Dividend Income under Section 150 of Finance Act 2014:

Please further note that under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2015 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders @ 12.5% and 17.5% respectively. According to clarification received from Federal Board of Revenue (FBR) withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard, all shareholders who hold shares with joint shareholders, are requested to provide shareholding proportions of Principal shareholder and Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio/ CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

Notes: The required information must reach to our Share Registrar by 20 September 2015, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

Shareholders are therefore requested to please check and ensure Filer status from Active Taxpayers List (ATL) available at FBR website <http://www.fbr.gov.pk/> as well as ensure that their CNIC / Passport number has been recorded by the Participant / Investor Account Services or

by Share Registrar (in case of physical shareholding). Corporate bodies (non-Individual shareholders) should ensure that their names and National Tax Numbers (NTN) are available in ATL at FBR website and recorded by respective Participant / Investor Account Services or in case of physical shareholding by Company's Share Registrar.

Statement Under Section 160 of the Companies Ordinance, 1984

This Statement is annexed to the Notice of the Annual General Meeting of The General Tyre and Rubber Company of Pakistan Limited to be held on Tuesday, 29 September 2015 at which certain Special Business is to be transacted. The purpose of this Statement is to set forth the material facts concerning such Special Business.

Item 6 of the Agenda

The Securities and Exchange Commission of Pakistan vide its Circular No. 19 dated 14 April 2004 has allowed listed companies to place their quarterly accounts on their website instead of sending the same to each shareholder by post, subject to fulfillment of a few conditions including seeking of consent of the members. This will be a convenient and cost effective way for the company to transmit its quarterly accounts and ensures quick and easy access for the members to the accounts of the Company.