



The General Tyre and Rubber Company of Pakistan Limited

THROUGH PUCARS & COURIER

October 4, 2019

The Deputy General Manager
Pakistan Stock Exchange Limited
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 Monday, October 28, 2019, for circulation amongst your TRE Certificate holders.

Yours sincerely,

Khawer Hayat
Company Secretary



THE GENERAL TYRE AND RUBBER COMPANY OF PAKISTAN LIMITED

NOTICE OF FIFTY-SIXTH (56th) ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Sixth (56th) Annual General Meeting of The General Tyre & Rubber Company of Pakistan Limited ("Company") will be held at the Institute of Chartered Accountants of Pakistan, Auditorium, Clifton, Karachi on Monday, October 28, 2019 at 12:00 Noon, to transact the following business:

Ordinary Business

1. To confirm the minutes of Annual General Meeting held on Thursday, October 16, 2018.

2. To receive, consider and adopt the Audited Financial Statements for the year ended June 30, 2019, together with Directors' and Auditors' Reports thereon.

3. To consider, and if thought fit, to approve as recommended by the Board of Directors, the issue of bonus shares in the proportion of one (1) share for every five (5) ordinary shares held i.e., 20% and pass the following resolution:

"RESOLVED that

a) A sum of Rs. 203,222 million out of unappropriated profit be capitalized and applied towards the issue of ordinary shares of Rs. 10/- each as fully paid Bonus Shares to the members of the company whose names appear on the register of members as at the close of business on October 21, 2019 in the proportion of one (1) Bonus Share for every five (5) ordinary shares held i.e., 20% as recommended by the Board of Directors.

"FURTHER RESOLVED that

a) All fractions of Bonus Shares shall be consolidated and disposed-off in the stock market and to pay the proceeds of sale when realized to a charitable institution.

b) The Chief Executive or Company Secretary of the Company be and are hereby singly authorized and empowered to give effect to the resolutions and to do or cause to be done all acts, deeds and things that may be necessary or required for issue, allotment and distribution of bonus shares.

c) The bonus shares so allotted shall rank pari passu in all respects with the existing shares except for cash dividend, if any, approved before approval of these bonus shares."

The Directors are interested in this business only to the extent of their entitlement to the Bonus Shares as shareholders/institutions represented them.

4. To appoint auditors for the year ending June 30, 2020 and to fix their remuneration. The retiring auditors, Messrs. A. F. Ferguson & Co. Chartered Accountants, being eligible, have offered themselves for reappointment for the year ending June 30, 2020.

5. Any other business with the permission of the Chair.

By Order of the Board

Karachi Khawer Hayat
Dated: September 15, 2019 Company Secretary

NOTES:

1. The share transfer books of the Company shall remain closed from October 22, 2019 to October 28, 2019 (both days inclusive). Transfers received at the Company's share registrar, CDC Share Registrar Services Limited ("CDCSRSL"), CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi by close of business on October 21, 2019, will be considered in time for eligibility for any entitlements 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 not later than forty-eight 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. Deduction of Income Tax:

Please note that under Section 150 of the Income Tax Ordinance, 2001 prescribed that the withholding tax on dividend income to be deducted @ 15% for persons whose name appear in Active Taxpayer List (ATL) and whereas the tax rate for the persons not appearing in ATL shall increase by 100%.

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. The required information must reach to our Share Registrar,

CDCSRSL by October 24, 2019, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

Shareholders are also 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.

7. Transmission of Annual Financial Statements Through Email/CD/USB/DVD or any other Media:

The Securities and Exchange Commission of Pakistan vide its S.R.O. 4708/2016 dated 31 May 2016 has allowed listed companies to transmit their audited annual accounts to its shareholders through CD/USB/DVD instead of sending hard copy of the same to each shareholder. However, a shareholder may specifically request for a hard copy of annual audited accounts. In this regard, a standard request form has been placed on the website of the company for such shareholders to communicate their request for the hard copy of the annual audited accounts.

8. Statement of Unclaimed or Unpaid Amounts Under Section 244 of the Companies Act, 2017:

The Securities and Exchange Commission of Pakistan, pursuant to section 244 read with section 510 of the Companies Act 2017 (the "Act"), directs all Companies to submit a statement to the Commission through eServices portal (<https://eservices.secp.gov.pk/eServices/>) stating therein the number or amounts, as the case may be, which remain unclaimed or unpaid for a period of three years from the date it is due and payable in respect of shares of a company/ dividend and any other instrument or amount which remain unclaimed or unpaid, as may be specified.

Through this notice, the shareholders are intimated to contact with the Company for any unclaimed dividend/ shares within a period of seven days after publishing this notice to meet the compliance of SECP Direction #: 16 of 2017 dated 07 July 2017. List of Shareholders having unclaimed dividends/ shares are available on the Company's website www.genipak.com.

The shareholders are requested to contact the Company on its registered address or through CDCSRSL regarding unclaimed dividends or undelivered shares (if any).

9. Availability of Audited Financial Statement on Company's Website:

The audited financial statements of the Company for the year ended June 30, 2019 have been made available on the Company's website www.genipak.com, at least 21 days before the date of Annual General Meeting.

10. Transmission of Annual Financial Statements Through E-Mail:

Pursuant to the directions given by SECP vide SRO 787 (IV) 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.genipak.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.

11. Deposit of Physical Shares into CDC Account:

The shareholders having physical shareholding may open CDC sub-account with any of the brokers or preferably directly through Investor Account with CDC to place their physical shares into scrip-less form.

12. Form of Proxy for E-Voting:

Members can also exercise their right of E-voting subject to the requirements of Section 143 - 145 of the Companies Act 2017 and the applicable clauses of the Companies (Postal Ballot) Regulations 2016.

13. Video Conference Facility for Attending General Meetings:

With reference to the SECP's Circular No. 10 of 2014 dated 21 May 2014 ("the circular"), members may avail video conference facility, subject to fulfillment of the requirements and procedures of the Circular, mentioned below:

The members should provide their consent as per the following format and submit to the registered address of the Company, 10 days before holding of AGM.

Consent Form for Video Conference Facility

"I/We, _____ of _____ being a member of The General Tyre and Rubber Company of Pakistan Limited, holder of _____ Account No. _____ hereby opt for video conference facility at _____ (geographical location).

Signature of Member

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting along with complete information necessary to enable them to access such facility.

14. Mandatory Requirement of Bank Account Details for Electronic Credit of Dividend:

In accordance with Section 242 of the Companies Act, 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Please note that giving bank mandate for dividend payments is mandatory and in order to comply with this regulatory requirement and to avail the facility of direct credit of dividend amount in your bank account, you are requested to please provide the information pertaining to Bank Account on the "Dividend Mandate Form" available on the website of the Company to your respective CDC Participant/ CDC Investor Account Services (in case your shareholding is in Book Entry Form or to our Share Registrar (in case your shareholding is in Physical Form).



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Ordinary Business

- To confirm the minutes of Annual General Meeting held on Thursday, October 18, 2018.
- To receive, consider and adopt the Audited Financial Statements for the year ended June 30, 2019, together with Directors' and Auditors' Reports thereon.
- To consider, and if thought fit, to approve as recommended by the Board of Directors, the issue of bonus shares in the proportion of one (1) share for every five (5) ordinary shares held i.e., 20% and pass the following resolution:

***RESOLVED THAT**

- A sum of Rs. 203,222 million out of unappropriated profit be capitalized and applied towards the issue of ordinary shares of Rs. 10/- each as fully paid Bonus Shares to the members of the company whose names appear on the register of members as at the close of business on October 21, 2019 in the proportion of one (1) Bonus Share for every five (5) ordinary shares held i.e., 20% as recommended by the Board of Directors.

***FURTHER RESOLVED THAT**

- All fractions of Bonus Shares shall be consolidated and disposed-off in the stock market and to pay the proceeds of sale when realized to a charitable institution.
 - The Chief Executive or Company Secretary of the Company be and are hereby singly authorised and empowered to give effect to the resolutions and to do or cause to be done all acts, deeds and things that may be necessary or required for issue, allotment and distribution of bonus shares.
 - The bonus shares so allotted shall rank pari passu in all respects with the existing shares except for cash dividend, if any, approved before approval of these bonus shares.
The Directors are interested in this business only to the extent of their entitlement to the Bonus Shares as shareholders/institutions represented them.
- To appoint auditors for the year ending June 30, 2020 and to fix their remuneration. The retiring auditors, Messrs. A. F. Ferguson & Co. Chartered Accountants, being eligible, have offered themselves for reappointment for the year ending June 30, 2020.
 - Any other business with the permission of the Chair.

By Order of the Board
Karachi Khawer Hayat

Dated: September 15, 2019 Company Secretary

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- 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.

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- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
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- Transmission of Annual Financial Statements through Email/CD/USB/DVD or any other Media:**

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- Form of Proxy for E-Voting:**

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The General Tyre and Rubber Company of Pakistan Limited

THROUGH PUCARS & COURIER

October 4, 2019

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

SUBJECT: NOTICE OF BOOK CLOSURE

Dear Sir,

This is to inform you that the Company's Share Transfer Book shall remain closed from October 22, 2019 to October 28, 2019 (both days inclusive) in connection with the Company's 56th Annual General Meeting scheduled to be held on Monday, October 28, 2019.

You may please inform the TRE Certificate holders of the Exchange accordingly.

Yours sincerely,

Khawer Hayat
Company Secretary