

THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED

KSE/N-4505

NOTICE

September 07, 2011

MILLAT TRACTORS LIMITED
 Source: "BUSINESS RECORDER"
 Dated: September 07, 2011

NOTICE OF MEETING

Notice is hereby given that 48th Annual General Meeting of Millat Tractors Limited will be held at the Registered Office of the Company at 9 KM Shelkhpura Road, Shahdara, Lahore, on Thursday, September 29, 2011 at 4:00 PM to transact the following business:

A. ORDINARY BUSINESS

- 1) To confirm minutes of the 47th Annual General Meeting held on October 15, 2010.
- 2) To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2011 together with the Directors' and Auditors' Reports thereon.
- 3) To approve final cash dividend of Rs. 15/- per share i.e. 150% in addition to the interim dividend of Rs. 32.50 per share i.e. 325% already paid making a total cash dividend of Rs. 47.50 per share i.e. 475%.
- 4) To appoint auditors and fix their remuneration for the year ending June 30, 2012.

B. SPECIAL BUSINESS

- 1) To consider, adopt with or without modification the following Special Resolution for sale of 2,000 shares of M/s. Agrimall (Pvt.) Limited:
 "Resolved that sale of 2,000 shares of M/s. Agrimall (Private) Limited at a price of Rs. 10/- per share be and is hereby approved."

G. ANY OTHER BUSINESS

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

Lahore:
 September 07, 2011

By order of the Board

Mian Muhammad Saleem
 Company Secretary

NOTES

1. The share transfer books of the Company will remain closed from September 20, 2011 to September 29, 2011 (both days inclusive) and no transfer will be accepted during this period. The members whose names appear in the Register of Members as at the close of business on September 19, 2011 will qualify for the payment of cash dividend.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
3. Shareholders are requested to notify the change of address, if any, immediately.
4. CDD shareholders or their proxies are requested to bring with them copies of their Computerized National Identity Card or Passport along with the participant's ID number and their account number at the time of attending the Annual General Meeting in order to facilitate their identification.
5. Members who have not yet submitted photocopy of their computerized National Identity Card (CNIC) to the company are requested to send the same at the earliest.

STATEMENT U/S 160(1) (b) OF THE COMPANIES ORDINANCE, 1984**1. Disposal of Investment in Agrimall (Private) Limited**

Millat Tractors Limited had entered in to a joint venture agreement with Mr. Afaq Tiwana (the Sponsor) along with M/s. Engro Chemical Pakistan Limited, M/s. Pakistan State Oil Company Limited and M/s. Ali Akbar Group to incorporate a private limited company in the name and style of Agrimall (Private) Limited (Incorporated in March, 2003). The main objective of the Company was monitoring of sale of products primarily used in Agri sector and manufactured/supplied by the aforesaid joint venture partners to the Agrimall franchise holders under one roof. In the process, Millat Tractors acquired 2,000 shares of M/s. Agrimall (Private) Limited @ Rs.10 per share i.e. Rs.20,000/-. As per terms of the agreement, one director represented Millat Tractors on the Board of Agrimall.

Since its incorporation, the company's performance has not been up to the expectations of Millat. As per last available audited accounts of Agrimall for the year ended June 30, 2008 it had an accumulated loss of Rs.20.58 million and the company's external auditors in their audit report remarked as under:

"Without qualifying our opinion, we draw attention to Note 1.2 to the financial statements that indicates that the Company has accumulated losses of Rs. 20.58 million as at June 30, 2008 that indicates the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern."

"Note 1.2 of the accounts of Agrimall (Private) Limited for the year ended June 30, 2008 is reproduced as hereunder."

"The Company has accumulated losses of Rs. 20.58 million (2007: Rs. 20.567 million) as at the balance sheet date and has incurred net loss during the year. The Company is currently negotiating additional equity injections with an external investor to improve its liquidity position and to expand the existing franchisees' network. Keeping this in view, the management considers the going concern assumption valid in the preparation of these financial statements. Resultantly, no adjustment relating to the recoverability of recorded assets and liabilities, if any, has been incorporated in these financial statements."

The Board had already approved disposal of these shares in its 130th meeting held on January 27, 2011.

The Directors of the Company, directly or indirectly are not interested in the resolution.



MILLAT TRACTORS LIMITED

9 KM, Shelkhpura Road, Shahdara, Lahore-Pakistan