

NOTICE OF 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of Al-Ghazi Tractors Limited will be held on Wednesday, April 25, 2018 at 14:30 hrs. at Marriott Hotel, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements, the Chairman's Review Report, the Directors' Report and the Auditors' Report for the year ended December 31, 2017.
2. To declare the final cash dividend, the directors have recommended a dividend of 500% i.e. Rs. 25 per share in addition to interim dividend already paid @ 1250% making a total dividend of 1750% i.e. Rs. 87.5 per share.
3. To appoint Auditors for the term ending at the conclusion of next annual general meeting and to fix their remuneration. The retiring Auditors M/s. A. F. Ferguson & Co. being eligible, have offered themselves for reappointment.

By Order of the Board



Muhammad Babar Khan
Company Secretary
Karachi, April 4, 2018



NOTES:

1. The share transfer books of the Company will remain closed from April 19, 2018 to April 25, 2018 (both days inclusive). Transfers received at our Share Registrar Office, M/s FAMCO Associates (Pvt.) Ltd. situated at 8-F Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, by the close of business on April 18, 2018 will be treated in time for the purpose of entitlement of dividend to the transferees and to attend and vote at the meeting.
2. A member entitled to attend and vote may appoint a proxy to attend and vote on his/her behalf. No person shall act as a proxy (except for a corporation) unless he/she is entitled to be present and vote in his/her own right. Proxies, in order to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting.
3. CDC share holders or their proxies are requested to bring with them their Computerized National Identity Card or Passport along with the participants ID number and their Account Number at the time of attending the Annual General Meeting in order to facilitate their identification. For CDC shareholders, the representatives of corporate bodies should bring attested copies of board of directors' resolution/ powers of attorney and/or all such documents as are required under Circular No.1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP") for the purpose.
4. Members (non-CDC) are requested to promptly communicate to the Share Registrar of the Company any change in their addresses. CDC shareholders should submit any change in their addresses to the CDC.
5. Members who have not yet submitted copy of their Computerized National Identity Cards or NTN (in case of corporate entities), and in case of a foreigner, copy of Passport, are requested to send the same to the Share Registrar of the Company at the earliest. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, passport or NTN, the Company would be constrained to

withhold dispatch of dividend warrants. Members whose shares are deposited in any sub-account or investor account with CDC should submit their CNICs or NTN, as the case may be, to CDC.

6. In accordance with Section 242 of the Companies Act, 2017 and SRO No.1145 (I)/2017 dated November 6, 2017, a listed company is required to pay cash dividend to the shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In compliance with the said law, in order to receive your dividends directly in your bank account, you are required to provide (if not already provided) the information mentioned on the related Electronic Credit Mandate Form placed on the Company's website and send the same to your brokers / CDC if the share are held in electronic form or to the Company's Shares Registrar if the shares are held in physical form.
7. Per the Income Tax Ordinance, 2001 different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the company. These tax rates are as under:
 - For 'filers' of income tax returns: 15%
 - For 'non-filers' of income tax returns: 20%

In case of Joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder. In this regard, shareholders are requested to provide shareholding proportions along-with CNIC Nos. of Principal shareholder and Joint shareholder(s) in respect of shares held by them (only if not already provided) in writing as follows by April 18, 2018 to the Company's share registrar. If no notification is received, each joint holder shall be assumed to have an equal number of shares.

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

To enable the company to make tax deduction on the amount of cash dividend, shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL, otherwise tax on their dividend will be deducted @ 20% instead @ 15%. Corporate shareholders are requested to send a copy of their NTN to the share registrar or their participant in case of CDC accounts.

8. SECP through its SRO 470(1)/2016, dated May 31, 2016, had allowed companies to circulate Annual Audited Accounts to its members through CD/DVD/USB at their registered addresses. In view of this, the Company has sent its 2017 annual report to its shareholders in form of CD. Any member requiring printed copy of 2017 annual report may send a request using the related standard request form placed on the Company's website.
9. The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC Numbers should be mentioned on the forms. For CDC shareholders, attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form; and in case of corporate entity, the Board of Directors' resolution / power of attorney and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless provided earlier) along with proxy form to the Company.
10. The financial statements of the Company for the year ended December 31, 2017 along with reports have been placed on the website of the Company.