

NOTICE OF 59th ANNUAL GENERAL MEETING PUBLISHED IN "BUSINESS RECORDER" DAILY BOTH KARACHI & LAHORE DATED 5 OCTOBER 2022

# Ghandhara Tyre and Rubber Company Limited

## NOTICE OF 59th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 59th Annual General Meeting ("AGM") of M/s. Ghandhara Tyre and Rubber Company Limited (formerly known as The General Tyre and Rubber Company of Pakistan Limited) (hereinafter referred to as the "Company") will be held on Thursday, 27 October, 2022 at 11:00 a.m. at the Beach Luxury Hotel, Lazzar, Karachi, to transact the following business:

- ORDINARY BUSINESS:**
- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2022, together with the Reports of the Directors and Auditors thereon.
  - To consider and approve the payment of Rs. 3/- per share @ 30%, as final cash dividend for the financial year ended 30 June 2022, as recommended by the Board of Directors.
  - To appoint statutory auditors of the Company for the year ending 30 June 2023 and to fix their remuneration. The Board of Directors has recommended M/s. ShauWing Hameed Chaudhri & Co., Chartered Accountants, to be appointed as statutory auditors at a fee to be mutually agreed and reimbursements of out of pocket expenses at actuals. M/s. ShauWing Hameed Chaudhri & Co., have provided their consent to be appointed as auditors for the financial year 2023.
- ANY OTHER BUSINESS:**
- To transact any other business with the permission of the Chair.

By Order of the Board  
Yasir Ali Qureshi  
Company Secretary

Karachi  
Dated: 5 October 2022

**NOTES:**

- The Share Transfer Books of the Company will be closed for determining the entitlement for the payment of Final Cash Dividend from 20 October 2022 to 27 October 2022 (both days inclusive). Transfer requests received at the Office of the Share Registrar of the Company at CDC Share Registrar Services Limited ("CDSCRSL"), situated at CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi at the close of business on 19 October 2022 (Wednesday) will be treated in time for the purposes of entitlement to the transferees.
- A member entitled to attend and vote at the AGM 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 (48) hours before the time for holding the AGM.
- Members are requested to notify change in their addresses, if any, immediately.
- Shareholders (Non-CDC) are requested to promptly notify the Company's Share Registrar of any change in their addresses.
- CDC Account Holders will further have to follow the below mentioned guidelines as laid down in Circular No. 1 of 2000 dated 25 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP").
- Any individual beneficial owner having an account or sub-account with the Central Depository Company ("CDC"), entitled to vote at the AGM, must provide his/her Computerized National Identity Card ("CNIC") to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should provide attested copies of Board of Directors' resolution/powers of attorney and/or all such documents as are required under Circular No. 1 dated 26th January 2000 issued by the SECP for the purpose.
- Pursuant to Section 223(7) of the Companies Act, 2017, the financial statements and reports have been placed on website of the Company.
- Members are hereby informed that in pursuant to SECP's S.R.O. 787(1)/2014 dated September 8, 2014 and Companies Act, 2017, Companies have been allowed to circulate the annual reports to members through email. For this purpose, we have attached the request form in the Annual Report 2022 and also uploaded on our Company's website: [www.gtr.com.pk](http://www.gtr.com.pk). Members who want to avail this facility are requested to submit the request form duly filled to the Share Registrar.
- Further, in accordance with SRO 470(J)/2016 dated May 31, 2016, through which SECP has allowed companies to circulate the annual audited accounts to its members through CDD/DV/USB instead of transmitting the hard copies at their registered addresses, subject to consent of shareholders and compliance with certain other conditions. The Company has obtained shareholders' approval in the AGM held on October 31, 2016. Members can request a hard copy of the same, which shall be provided free of cost within seven (7) days from receipt of requisition.
- The members who hold shares in dematerialized form are requested to submit the dividend bank mandate form duly filled to their participant/investor account services in the CDC. As per Regulation No. 8 of the Companies (Distribution of Dividend) Regulations, 2017 and Section 243(3) of the Companies Act, 2017, the Company will be constrained to withhold payment of dividend to the shareholders, in case of non-availability of identification number and IBAN of the shareholder or authorized person (CNIC or NTN).
- For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately on "File/Non-File" status of the principal shareholder as well as joint-holder(s) based on their shareholding proportions. According to clarification received from Federal Board of Revenue (FBR) withholding tax will be determined separately on "Active/Inactive" status of Principal shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint accounts. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of the principal shareholder and Joint-holder(s) in respect of shares held by them to the Share Registrar, in writing as follows:

Company Name	Folio/CDC 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)

NOTE: In the event of non-receipt of the information by 19 October 2022, each shareholder will be assumed to have equal proportion of shares.  
Non-resident shareholder shall submit declaration of undertaking with copy of valid passport under definition contained in Section 82 of the Income Tax Ordinance, 2001 for determination of residential status for the purposes of tax deduction on dividend to the Company Share Registrar's. Members may send a declaration using a standard format as placed on Registrar and Company's websites.  
For any query, problems and/or information, the investors may contact the Company Secretary and/or the Share Registrar at the following phone numbers or email addresses:

**Contact Person(s):**  
Khan Arbab Khan  
CDC Share Registrar Services Limited  
CDC House, 99-B, Block "B", S.M.C.H.S.,  
Main Shahrah-e-Faisal Karachi  
92-000-23275  
info@cdscr.com

Yasir Ali Qureshi  
Company Secretary  
Ghandhara Tyre & Rubber  
Company Limited  
021-111-487-487  
info@gtr.com.pk

- Shareholders who could not collect their dividend/physical shares are advised to contact the Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.
- Through this Notice, the shareholders are intimated to contact or get in touch with the Company for any unclaimed dividend/ shares within a period of seven (7) days after publishing of the said notice to meet the compliance of SECP Directive No. 16 of 2017 dated 07 July 2017. List of Shareholders having unclaimed dividends/shares are available on the Company's website [www.gtr.com.pk](http://www.gtr.com.pk).
- Members holding ten (10) percent of the total paid up capital, residing in a particular city may demand the Company to provide them the facility of video-link for attending the AGM. If you wish to take benefit of this facility, please fill and send a request in the below terms to the Company at its registered address at least seven (7) days prior to the date of AGM:

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of the Company, holding \_\_\_\_\_ ordinary share(s) as per Registered Folio/CDC Account No. \_\_\_\_\_ hereby opt for video link facility at \_\_\_\_\_ Signature of Member

- Members who have not yet submitted photocopy of their CNICs to the Company are requested to send the same at the earliest.
- In accordance with the Companies (Postal Ballot) Regulations, 2016, for any agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, shareholders will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.
- The Annual Report for the year ended June 30, 2022, have been made available on the Company's website [www.gtr.com.pk](http://www.gtr.com.pk) at least 21 days before the date of AGM.
- 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.
  - For Attending the Meeting:**
    - 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 CNIC or original passport at the time of attending the AGM.
    - In case of corporate entity, the Board of Directors' resolution/duly executed Power of Attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of AGM.
  - For Appointing Proxies:**
    - 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 requirements.
    - 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.
    - The proxy shall produce his/her original CNIC or original passport at the time of AGM.
    - 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.
- 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.
- As per Section 72 of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Act. In this regard, SECP vide its File No. CS/D/ED/Mac/2016-839-840 dated March 26, 2021 has advised all the listed companies to pursue their shareholders who still hold shares in physical form, requiring them to convert their shares in Book-Entry-Form. Holding shares in book-entry form has numerous benefits including secure custody of shares, instantaneous transfer of ownership and no risk of damaged, lost, forged or duplicate certificates. Accordingly, Shareholders having physical shareholding are requested to convert their shares in book-entry form by opening CDC sub-account with any of the brokers or investor Account directly with CDC to place their physical shares into scrip-less form.

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