

NOTICE OF EXTRAORDINARY GENERAL MEETING  
PUBLISHED IN DAILY "BUSINESS RECORDER" ON  
THURSDAY, AUGUST 10, 2023

KARACHI

LAHORE



**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF GHANDHARA TYRE AND RUBBER COMPANY LIMITED**

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Ghandhara Tyre and Rubber Company Limited (the "Company") will be held on Thursday, 31 August 2023 at 11:00 a.m. at Beach Luxury Hotel, M.T. Khan Road, Lalazar, Karachi, physically and through electronic means.

Instructions with regard to participation would appear in the notes below. While convening the EOGM, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The EOGM is being held to transact the following business:

**ORDINARY BUSINESS:**

1. To elect nine (9) directors as fixed by the Board of Directors of the Company in their meeting as per the C.M.A 1460/2022 and Order dated 14.06.2020 of the High Court of Sindh in JCM 18 of 2020, for a period of three (3) years commencing from 31 August 2023.

The names of the retiring directors are as follows:

- |   |                                |
|---|--------------------------------|
| 1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak | 2. Mr. Ahmad Kuli Khan Khattak |
| 3. Mr. Manzoor Ahmed                      | 4. Syed Ahmed Iqbal Ashraf     |
| 5. Mr. Umair Aljaz                        | 6. Mr. Adnan Ahmed             |
| 7. Mrs. Nazia Qureshi                     |                                |

All retiring directors are eligible to offer themselves for re-election. Any person who seeks to contest the election of directors must file a notice of his/her intention to offer himself/herself for election as a director, in terms of Section 159(3) of the Companies Act, 2017, not later than fourteen (14) days before the date of the EOGM.

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

By Order of the Board  
Yasir Ali Quraishi  
Company Secretary

Karachi  
Dated: 10 August 2023

**NOTES:**

**1. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from 24 August 2023 to 31 August 2023 (both days inclusive). Share transfers received at the office of our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal, Karachi, by the close of business on 23 August 2023, will be considered as being in time, for the purposes of attending and voting at the EOGM.

**2. Participation in the EOGM via physical presence or through video conferencing:**

Members whose names are appearing in the Register of Members as of 24 August 2023, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her.

An instrument of proxy applicable for the EOGM is being provided with the Notice sent to the Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: [www.gtr.com.pk](http://www.gtr.com.pk). An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email at [yasirali@gentipak.com](mailto:yasirali@gentipak.com) or courier on Company's Registered Address, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi, not less than forty-eight (48) hours before the time of EOGM, excluding public holidays.

The EOGM is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Company to facilitate maximum participation of the shareholders in the EOGM through video link facility, either in-person or through appointed proxies.

The shareholders interested to participate through video link are requested to please provide below information at Email: [cdsar@cdcsri.com](mailto:cdsar@cdcsri.com) at the earliest but not later than close of business on August 29, 2023.

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Ghandhara Tyre and Rubber Company Limited				

Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received in required time as mentioned above.

a) Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

b) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

c) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM at least two (2) working days before the meeting, at the given email address [yasirali@gentipak.com](mailto:yasirali@gentipak.com). Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.

**3. Guidelines for Central Depository Company of Pakistan Limited ("CDC") Investor Account Holders:**

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No.1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

**a. For attending the EOGM:**

(i) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account where registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the EOGM.

(ii) In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

**b. For appointing Proxies:**

(i) In case of individuals, the investor 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 (2) persons whose names, addresses and CNIC numbers shall be mentioned on the form.

(iii) Copies of valid CNIC or passport of the beneficial owners and the proxy holder shall be furnished along with the proxy form.

(iv) The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.

(v) In case of a 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.

**4. Conversion of Physical Shares into the Book Entry Form:**

The SECP vide its letter no. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar.

**5. Procedure and Documents to Contest for Election of Directors:**

Any person who seeks to contest the election of directors must follow the procedure and submit the necessary documents as detailed in the Statement of Material Facts which is attached with this Notice, not later than fourteen (14) days before the date of the EOGM.

**6. Procedure for Postal Ballot And E-Voting**

In accordance with the Companies (Postal Ballot) Regulations, 2018, latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.

**7. Requirement to incorporate email address and cell number:**

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

**8. Miscellaneous:**

For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately on "Filer/ Non-Filer" status of the principal shareholder as well as joint-holder(s) based on their shareholding proportions. 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	Principle Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)
Ghandhara Tyre and Rubber Company Limited						

NOTE: In the event of non-receipt of the information by August 24, 2023, each shareholder will be assumed to have equal proportion of shares.

For any query/problem/information, the investors may contact the Company and/or the Share Registrar at the following phone numbers or email addresses:

Contact Persons:  
CDC Share Registrar Services Limited  
CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal Karachi  
021-111-111-500  
021-111-321-820084  
[cdsar@cdcsri.com](mailto:cdsar@cdcsri.com)

Yasir Ali Quraishi  
Company Secretary  
Ghandhara Tyre & Rubber Company Limited  
021-111-487-487  
[yasirali@gentipak.com](mailto:yasirali@gentipak.com)

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

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 dividend/ shares are available on the Company's website [www.gtr.com.pk](http://www.gtr.com.pk).

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017**

**Agenda Item no. 1**

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the Extraordinary General Meeting ("EOGM") of the Company.

The term of office of the current directors of the Company will expire on 31 August 2023. In this regard, nine (9) directors to be elected at the EOGM has been fixed by the Board of Directors of the Company in their meeting as per the C.M.A 1460/2022 and Order dated 14.06.2020 of the High Court of Sindh in JCM 18 of 2020, to hold the office of director for a period of three (3) years commencing from the date of the EOGM.

Independent directors shall be selected in accordance with the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the Registered Office address, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi, not later than fourteen (14) days before the date of the EOGM:

1. Notice of his/her intention to offer himself/herself for election of directors as per Section 159(3) of the Companies Act, 2017 and consent to act as a director on Form 28 as prescribed under the Companies Act, 2017 and the Companies (General Provisions and Forms) Regulations, 2018.

2. Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.

3. A signed declaration confirming that:

a. He/ She is aware of his/her duties and powers under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.

b. He/she is not ineligible to become a director of a listed company under the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.

4. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019, dated 3 October 2019.

5. Detail of directorship offices held.

6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.

**Additional Documents for Candidates Intending to Contest the Election as an Independent Director**

Independent directors will be elected in accordance with Sections 159 and 166 of the Companies Act, 2017 and shall meet the criteria laid down under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;

b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and directors' profile.



**Ghandhara Tyre and Rubber Company Limited**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF GHANDHARA TYRE AND RUBBER COMPANY LIMITED**

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Ghandhara Tyre and Rubber Company Limited (the "Company") will be held on Thursday, 31 August 2023 at 11:00 a.m. at Beach Luxury Hotel, M.T. Khan Road, Lalazar, Karachi, physically and through electronic means.

Instructions with regard to participation would appear in the notes below. While convening the EOGM, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The EOGM is being held to transact the following business:

**ORDINARY BUSINESS:**

1. To elect nine (9) directors as fixed by the Board of Directors of the Company in their meeting as per the C.M.A 1460/2022 and Order dated 14.06.2020 of the High Court of Sindh in JCM 18 of 2020, for a period of three (3) years commencing from 31 August 2023.

The names of the retiring directors are as follows:

- |   |                                |
|---|--------------------------------|
| 1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak | 2. Mr. Ahmad Kuli Khan Khattak |
| 3. Mr. Manzoor Ahmed                      | 4. Syed Ahmed Iqbal Ashraf     |
| 5. Mr. Umair Aljaz                        | 6. Mr. Adnan Ahmed             |
| 7. Mrs. Nazia Qureshi                     |                                |

All retiring directors are eligible to offer themselves for re-election. Any person who seeks to contest the election of directors must file a notice of his/her intention to offer himself/herself for election as a director, in terms of Section 159(3) of the Companies Act, 2017, not later than fourteen (14) days before the date of the EOGM.

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

By Order of the Board  
Yasir Ali Quraishi  
Company Secretary

Karachi  
Dated: 10 August 2023

**NOTES:**

**1. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from 24 August 2023 to 31 August 2023 (both days inclusive). Share transfers received at the office of our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal, Karachi, by the close of business on 23 August 2023, will be considered as being in time, for the purposes of attending and voting at the EOGM.

**2. Participation in the EOGM via physical presence or through video conferencing:**

Members whose names are appearing in the Register of Members as of 24 August 2023, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her.

An instrument of proxy applicable for the EOGM is being provided with the Notice sent to the Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: [www.gtr.com.pk](http://www.gtr.com.pk). An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email at [yasirali@gentipak.com](mailto:yasirali@gentipak.com) or courier on Company's Registered Address, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi, not less than forty-eight (48) hours before the time of EOGM, excluding public holidays.

The EOGM is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Company to facilitate maximum participation of the shareholders in the EOGM through video link facility, either in-person or through appointed proxies.

The shareholders interested to participate through video link are requested to please provide below information at Email: [cdsar@cdcsri.com](mailto:cdsar@cdcsri.com) at the earliest but not later than close of business on August 29, 2023.

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Ghandhara Tyre and Rubber Company Limited				

Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received in required time as mentioned above.

a) Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

b) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

c) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM at least two (2) working days before the meeting, at the given email address [yasirali@gentipak.com](mailto:yasirali@gentipak.com). Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.

**3. Guidelines for Central Depository Company of Pakistan Limited ("CDC") Investor Account Holders:**

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No.1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

**a. For attending the EOGM:**

(i) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account where registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the EOGM.

(ii) In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

**b. For appointing Proxies:**

(i) In case of individuals, the investor 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 (2) persons whose names, addresses and CNIC numbers shall be mentioned on the form.

(iii) Copies of valid CNIC or passport of the beneficial owners and the proxy holder shall be furnished along with the proxy form.

(iv) The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.

(v) In case of a 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.

**4. Conversion of Physical Shares into the Book Entry Form:**

The SECP vide its letter no. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar.

**5. Procedure and Documents to Contest for Election of Directors:**

Any person who seeks to contest the election of directors must follow the procedure and submit the necessary documents as detailed in the Statement of Material Facts which is attached with this Notice, not later than fourteen (14) days before the date of the EOGM.

**6. Procedure for Postal Ballot And E-Voting**

In accordance with the Companies (Postal Ballot) Regulations, 2018, latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.

**7. Requirement to incorporate email address and cell number:**

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

**8. Miscellaneous:**

For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately on "Filer/ Non-Filer" status of the principal shareholder as well as joint-holder(s) based on their shareholding proportions. 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	Principle Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)
Ghandhara Tyre and Rubber Company Limited						

NOTE: In the event of non-receipt of the information by August 24, 2023, each shareholder will be assumed to have equal proportion of shares.

For any query/problem/information, the investors may contact the Company and/or the Share Registrar at the following phone numbers or email addresses:

Contact Persons:  
CDC Share Registrar Services Limited  
CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal Karachi  
021-111-111-500  
021-111-321-820084  
[cdsar@cdcsri.com](mailto:cdsar@cdcsri.com)

Yasir Ali Quraishi  
Company Secretary  
Ghandhara Tyre & Rubber Company Limited  
021-111-487-487  
[yasirali@gentipak.com](mailto:yasirali@gentipak.com)

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

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 dividend/ shares are available on the Company's website [www.gtr.com.pk](http://www.gtr.com.pk).

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017**

**Agenda Item no. 1**

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the Extraordinary General Meeting ("EOGM") of the Company.

The term of office of the current directors of the Company will expire on 31 August 2023. In this regard, nine (9) directors to be elected at the EOGM has been fixed by the Board of Directors of the Company in their meeting as per the C.M.A 1460/2022 and Order dated 14.06.2020 of the High Court of Sindh in JCM 18 of 2020, to hold the office of director for a period of three (3) years commencing from the date of the EOGM.

Independent directors shall be selected in accordance with the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the Registered Office address, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi, not later than fourteen (14) days before the date of the EOGM:

1. Notice of his/her intention to offer himself/herself for election of directors as per Section 159(3) of the Companies Act, 2017 and consent to act as a director on Form 28 as prescribed under the Companies Act, 2017 and the Companies (General Provisions and Forms) Regulations, 2018.

2. Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.

3. A signed declaration confirming that:

a. He/ She is aware of his

