



THE GENERAL TYRE AND RUBBER COMPANY OF PAKISTAN LIMITED

NOTICE OF FIFTY- FOURTH (54th) ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Fourth (54th) Annual General Meeting of The General Tyre & Rubber Company of Pakistan Limited will be held at the Institute of Chartered Accountants of Pakistan, Conference Hall, Clifton, Karachi on Tuesday, 31 October 2017 at 11.00 a.m., to transact the following business:

Ordinary Business

- 1. To confirm the minutes of Extra Ordinary General Meeting held on Tuesday, 22 August 2017.
2. To receive, consider and adopt the Audited Financial Statements for the year ended 30 June 2017, together with Directors' and Auditors' Reports thereon.
3. To consider and approve payment of final cash dividend @ 150%, i.e., Rs.15 per share, as recommended by the Directors.
4. To appoint auditor for the year ending 30 June 2018 and to fix their remuneration.

The Board of Directors recommends Messrs. A. F. Ferguson & Co., Chartered Accountants, who have offered themselves for appointment.

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

By Order of the Board Farhan Ahmad Company Secretary

NOTES:

- 1. The share transfer books of the Company shall remain closed from 27 October 2017 to 31 October 2017 (both days inclusive). Transfers received at the Company's share registrar, Share Registrar Department, Central Depository Company of Pakistan Limited. CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi by close of business on 26 October 2017 will be considered in time for eligibility for final dividend 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 no later than 48 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. Revised Treatment of Withholding Tax: Please note that under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2017, effective 01 July 2017, withholding tax on dividend income will be deducted for "Filer" and "Non-Filer" shareholders @ 15% and 20% respectively. According to clarification received from Federal Board of Revenue (FBR) withholding tax will be determined separately on "Filer/Non-Filer" status of Principal shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint accounts.

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 by 27 October 2017, 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 DVD: The Securities and Exchange Commission of Pakistan vide its S.R.O. 470(i)/2016 dated 31 May 2016 has allowed listed companies to transmit their audited annual accounts to shareholders through CD/DVD/USB 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. Transmission of Annual Financial Statements Through E-Mail: Pursuant to the directions given by SECP vide SRO 787 (i)/ 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.gentipak.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. Annual Financial Statements will be sent at your registered address, as per normal practice.

- 9. Deposit of Physical Shares into CDC Account: The shareholders having physical shareholding may open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into script-less form. This will facilitate them in many ways including safe custody and sale of shares.

- 10. Form of Proxy for E-Voting: The instrument of e-voting shall be deposited in advance in writing at least ten days before holding of general meeting at the registered office at H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi of the company or through email at farhan.ahmad@gentipak.com.

- 11. 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 in Lahore, Islamabad, 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.

- 12. 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). Please be advised, that SECP vide SECP Circular No.18 of 2017 dated 1 August 2017 has granted one time relaxation to all listed companies from the above requirement till 31 October 2017.