



## Notice of Extraordinary General Meeting (EOGM)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EOGM") of M/s. The General Tyre & Rubber Company of Pakistan Limited ("Company") will be held on Thursday, 20 August 2020 at 11:00 a.m. to transact the following business:

(In wake of recent outbreak of COVID-19, there will be no venue to the meeting and shareholders are advised to attend through video-link only).

### Ordinary Business

- To confirm the minutes of the 56th Annual General Meeting held on 28 October 2019.
- To elect (09) nine Directors of the Company, as fixed by the Board under the provisions of Section 159 of the Companies Act, 2017, for a term of three years commencing from 23 August 2020. The retiring Directors are:
 

1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak	2. Mr. Raza Kuli Khan Khattak
3. Mrs. Shahnaz Sajjad Ahmed	4. Dr. Shaheen Kuli Khan Khattak
5. Mr. Manzoor Ahmed	6. Mr. Muhammad Kuli Khan Khattak
7. Mr. Atif Anwar	8. Mr. Adnan Ahmed
9. Mr. Naveed Iftikhar Sherwani	
- To transact any other business with permission of the Chair.

By Order of the Board

Karachi  
 Dated: 30 July, 2020

**Yasir Ali Quraishi**  
 Company Secretary

### Coronavirus Contingency Planning for Extraordinary General Meeting of the General Tyre & Rubber Company of Pakistan Limited.

Participation in the meeting through Online Facility:  
 In wake of the prevalent COVID-19 pandemic situation and in light of the relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 5 of 2020 dated March 17, 2020, the shareholders are encouraged to participate in the EOGM through electronic facility organized by the Company. In order to attend the EOGM through electronic facility, the shareholders are requested to get themselves registered with M/s CDC Share Registrar Services Limited at least 48 hours before the time of EOGM at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com).

The shareholders will be able to login and participate in the EOGM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

The login facility will be opened at 10.30 a.m. on August 20, 2020 enabling the participants to join the proceedings which will start at 11.00 a.m. sharp.

The shareholders are requested to provide the information as per the below format. The details of the video link will be sent to the shareholders on the email address provided in the below table:

S. No.	Name of Shareholder	CNIC Number	Folio Number	Cell Number	Email address

Shareholders may send their comments and suggestions relating to the proposed agenda items of the EOGM at least two working days before the EOGM, at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com), or WhatsApp or SMS on 0321-8200864. Shareholders are required to mention their full name, CNIC No. and Folio/CDS No. for this purpose.

Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.

### NOTES:

- The Share Transfer Books of the Company will remain closed from 13 August 2020, to 20 August 2020, (both days inclusive).
- A Member is entitled to attend and vote at the Extraordinary General Meeting and is entitled to appoint another person as a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The proxy forms duly completed and signed by the member appointing the proxy must be deposited with the Company's Share Registrar, CDC Share Registrar Services Limited ("CDCSR"), situated at CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi, no later than forty-eight (48) hours before the time appointed for the EOGM.
- Shareholders (Non-CDC) are requested to promptly notify the Company's Share Registrar of any change in their addresses.
- Any individual beneficial owner having an account or sub-account with the Central Depository Company ("CDC"), entitled to vote at the EOGM, 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 28th January 2000 issued by the Securities Exchange Commission of Pakistan for the purpose.
- The SECP vide Circular No.10 of 2020 dated April 1, 2020 has given regulatory relief to dilute impact of Coronavirus (COVID-19) for corporate sector and the resultant lockdown imposed by the Government. Accordingly, the Notice of the EOGM of the Company shall be dispatched to the shareholders through printed copies and shall be electronically available on the PUCARS system of the Pakistan Stock Exchange Limited and the Company's website ([www.gentipak.com](http://www.gentipak.com)) under "Investor Information." Shareholders are requested to provide the Company their email addresses at [cdcsr@gentipak.com](mailto:cdcsr@gentipak.com), if they wish to obtain the Notice of the EOGM through the email.
- 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		Join 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 12 August 2020, 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 (Pvt.) Limited CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal Karachi 021-111-111-500 92-21-321-8200864 cdcsr@cdcsrsl.com	Yasir Ali Quraishi Company Secretary The General Tyre & Company of Pakistan Limited 021-35083620 (Direct) eogm@gentipak.com
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### Eligibility Criteria For Candidates Contesting Election Of Directors

Any person who seeks to contest the election to the office of a director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company at least fourteen (14) days before the Extraordinary General Meeting:

- Notice of his/her intention to offer him/herself for the election to the office of director in terms of Section 159(3) of the Companies Act, 2017.
- Consent to act as director of the Company along with consent on Form 28 prescribed under the Companies Act, 2017.
- A detailed profile along with his/her office address as required under SRO 1196(1)/2019 dated October 3, 2019 issued by the Securities and Exchange Commission of Pakistan ("SECP") for placement on the Company's website.
- Declarations confirming that:**
  - He/she is aware of the duties of the directors under the Companies Act, 2017; the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
  - He/she is compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017.
  - He/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.

### Statement under Section 166 (3) of the Companies Act, 2017:

Pursuant to Section 166 (3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. Independent Directors shall meet the criteria laid down under Section 166 (2) of the said Act.

### Election of Director (Postal Ballot, E-voting & Polling Booth)

Pursuant to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations

- 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 then the Company shall provide its Members with the option of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
- Voting lines for Elections of Directors will be opened for the Shareholders from August 15, 2020 at 09:00 a.m. till August 19, 2020 at 5:00 p.m.
- For the convenience of the Shareholders, a polling booth will be established at 3<sup>rd</sup> Floor, Nielson Chamber Building, Adjacent to MCB Tower, I.I. Chundrigar Road, Karachi-74000. Shareholders can exercise their right to vote by visiting the said polling booth on the EOGM day i.e. August 20, 2020 from 11:15 a.m. till 11:45 a.m. for physical voting. Shareholders would come one by one, cast their votes and leave the polling booth immediately without any gathering.

### Procedure for voting through ballot paper:

- The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the chairman of the meeting through post at Nielson Chamber Building, Adjacent to MCB Tower, I.I. Chundrigar Road, Karachi-74000 or email address [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) one day before the day of poll, during working hours. The signature on the ballot paper shall match with the signature on CNIC.
- In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC shall be approved by the board of the company.

### 1. Procedure for appointing Proxy

- 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 requirements mentioned below.
- 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 of the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- In case of a legal 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.



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5. Mr. Manzoor Ahmed	6. Mr. Muhammad Kuli Khan Khattak
7. Mr. Atif Anwer	8. Mr. Adnan Ahmed
9. Mr. Naveed Iftikhar Sherwani	

The Board of Directors, in its meeting held on July 2, 2020, has fixed the number of Directors to be elected at this meeting. The retiring Directors are eligible for re-election.

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

By Order of the Board

**Yasir Ali Quraishi**  
Company Secretary

Karachi  
Dated: 30 July, 2020

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