



Gatron (Industries) Limited

Registered Office: Room No. 32, 1st Floor, Ahmed Complex, Jinnah Road, Quetta, Balochistan, Pakistan. Telephone: (92-81) 2849396, Fax: 081-2825304
Liaison Office: 11th Floor, G&T Tower, # 18 Beaumont Road, Civil Lines-10, Karachi-75530, Pakistan.
Tel: 35659500-6, Fax: 021-35659516, E-mail: headoffice@gatron.com

By Hand/PUCARS

336
Ref: HK/FR/01/___/12/2020

December 01, 2020

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of the Extra Ordinary General Meeting to be held on Tuesday, December 22, 2020 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you

Yours faithfully,
for Gatron (Industries) Limited

Company Secretary
Encl: as above



Gatron (Industries) Limited

**NOTICE OF EXTRA
ORDINARY GENERAL MEETING**

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Liaison office: 11th Floor, G&T Tower, #18 Beaumont Road, Civil Lines-10, Karachi-75530, Pakistan. Telephone: 0092-21-35659500-6, Fax: 0092-21-35659516, Email: headoffice@gatron.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Gatron (Industries) Limited will be held on Tuesday, December 22, 2020 at 11:30 a.m., at Company's factory premises on Plot No. 441/49-M2, Sector "M", H.I.T.E., Main R.C.D Highway, Hub Chowki, Distt. Lasbela, Balochistan to transact the following business:

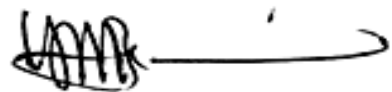
Ordinary Business:

To elect ("Ten - 10 Directors"), as fixed by the Board of Directors in their meeting held on November 17, 2020, for the term of three years commencing from December 24, 2020, in accordance with the provision of Section 159 and 161 of the Companies Act, 2017.

The names of the existing Nine (09) retiring directors are as follows:

- | | |
|------------------------|----------------------------|
| 1. Haroon Bilwani | 2. Pir Muhammad Diwan |
| 3. Abdul Razak Diwan | 4. Zakaria Bilwani |
| 5. Usman Habib Bilwani | 6. Muhammad Iqbal Bilwani |
| 7. Shabbir Diwan | 8. Muhammad Taufiq Bilwani |
| 9. Muhammad Waseem | |

By Order of the Board



Muhammad Yasin Bilwani
Company Secretary

November 17, 2020

Notes:

1. BOOK CLOSURE

The Share Transfer Books of the company will remain closed from December 14, 2020 to December 22, 2020 (both days inclusive). Transfers received in order by our Share Registrar namely M/s. C&K Management Associates (Private) Limited at Room No. 404, 4th Floor, Trade Tower, near Metropole Hotel, Abdullah Haroon Road, Karachi by the close of business on December 13, 2020 will be considered in time to attend and cast the vote at the meeting.

2. ELECTION OF DIRECTORS

Any person (including retiring directors) who seeks to contest election of directors to the office of the Director shall file with the Company, not later than 14 (fourteen) days before the date of the Extra Ordinary General Meeting, a notice of his/her intention to offer himself/herself for election as Director in terms of Section 159(3) of the Companies Act, 2017 together with:

- i. Consent to act as a Director on the prescribed Form-28 under section 167 of the Companies Act, 2017 and certifying that he is not ineligible to become a Director under any applicable Laws, Rules and Regulations;
- ii. Detailed profile along with office address in terms of SRO 1196(1)/2019 dated October 3rd, 2019 issued by Securities & Exchange Commission of Pakistan ("SECP") which will be placed on the Company's website seven days prior to the date of election of directors;
- iii. Declaration in respect of being 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 to act as the Director or an Independent Director of a Listed Company;
- iv. Attested copy of valid CNIC and NTN;
- v. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation 2018; hence the following additional documents are to be submitted by the candidates intended to consent Election of Directors as an Independent Director:
 - Declaration by independent Director(s) chapter II under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - Undertaking on non-judicial stamp paper that he/she meets the requirements of Sub-Regulation (1) of the Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

3. PARTICIPATION IN THE EXTRA ORDINARY GENERAL MEETING

- A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received at the office of the company not less than 48 hours before the time of holding the meeting. Proxy form is annexed.

- A member, who has deposited his/her shares in Central Depository Company of Pakistan Limited, must bring his/her Participant ID number and account/sub account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the company.

4. VIDEO CONFERENCE FACILITY

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 meeting, the company will arrange video conference facility in that city subject to availability of such facility in that city. The company will intimate to such shareholders information about venue of video conference facility at least 5 days before the date of the Extra Ordinary General Meeting to enable them to access such facility.

5. POSTAL BALLOT

If the number of contestants who offer themselves to be elected are more than the number of directors fixed under sub Section (1) of Section 159 of the Companies Act, 2017, then the company shall provide its members with option of Voting by Postal Ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

6. CHANGE OF ADDRESS

The shareholders are advised to promptly notify to the Company's Shares Registrar of any change in their addresses. Members having Shares in CDC accounts are required to have their address updated with respective participants.



GATRON

GATRON (INDUSTRIES) LIMITED

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

Section 166(3) of the Companies Act 2017 requires to circulate a statement of material facts with the notice of the general meeting called for the purpose of election of directors, which shall indicate the justification for appointment of independent directors.

Being a listed company, Gatron (Industries) Limited is required to have at least two (2) or one-third members, whichever is higher, on the Board as independent directors in accordance with the Listed Companies (Code of Corporate Governance), 2019. Accordingly, the Company shall ensure that the required number of independent directors is elected in accordance with the provisions of the Companies Act 2017.

After the contestants file their notices / intention to stand for elections, the Company shall assess the relevant qualification and experience along with ensuring that their names are duly included in data bank maintained by PICG.

Moreover, the Company shall also exercise its due diligence before selecting a person as independent director that the person meets the independence criteria as mentioned in section 166 of the Companies Act 2017 as well as related regulations.

Proxy Form

EXTRA ORDINARY GENERAL MEETING

I/We, _____ of _____
being a Shareholder of **Gatron (Industries) Limited** and holding _____
Ordinary Shares as per Register Folio No. _____ or "CDC" Participant's
I.D. No. _____ A/c No. _____ hereby appoint
Mr. / Ms. _____
of _____ or failing him/her Mr. / Ms. _____ of
_____ at my/our proxy to attend, speak and vote for me/us and on
my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday,
December 22, 2020 at 11:30 a.m., at Company's Factory premises on Plot No.441/49, M-2,
Sector "M", H.I.T.E., Main R.C.D Highway, Hub Chowki, Distt. Lasbela, Balochistan and at any
adjournment thereof.

Signed this _____ day of , _____ 2020.

Witness:

1. Signature _____
Name _____
Address _____
CNIC No. _____
2. Signature _____
Name _____
Address _____
CNIC No. _____

Signature
on Revenue
Stamp of Rs.5/-

Notes:

1. The proxy form in order to be valid must be signed across five rupees revenue stamp and should be deposited with the company not later than 48 hours before the time of holding the meeting.
2. The proxy must be a member of the company.
3. Signature should agree with the specimen signature, registered with the company.
4. CDC shareholders and their proxies must attach either an attested photocopy of their Computerized National Identity Card or Passport with this proxy form.