



THROUGH PUCARS & COURIER

October 5, 2023

The Deputy General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi- 74000

**SUBJECT: NOTICE OF 60th ANNUAL
GENERAL MEETING**

Dear Sir,

Please find attached a copy of Notice of 60th Annual General Meeting of M/s. Gandhara Tyre and Rubber Company Limited ("**Company**") to be held on Thursday, October 26, 2023, for circulation amongst the TRE Certificate Holders of the exchange.



Yours sincerely,

Hussain Kuli Khan
Chief Executive Officer

GHANDHARA TYRE & RUBBER COMPANY LIMITED.

(Formerly known as The General Tyre & Rubber Company of Pakistan Limited)

H-23/2 Landhi Industrial Trading Estate, Landhi, Karachi, Pakistan. Phone: +92 21 3508 0172 (10 Lines),
UAN: +92 21 111 487 487 Fax: +92 21 3508 0171, Email: headoffice@gentipak.com, Web: www.gtr.com.pk



PUBLICATION OF NOTICE OF 60th ANNUAL GENERAL MEETING DATED 5 OCTOBER 2023 IN DAILY "BUSINESS RECORDER", LAHORE.

GHANDHARA TYRE & RUBBER COMPANY LIMITED NOTICE OF 60th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 60th Annual General Meeting ("AGM") of Ghandhara Tyre and Rubber Company Limited (hereinafter referred to as the "Company") will be held on Thursday, October 26, 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 AGM, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The AGM is being held to transact the following business:

- ORDINARY BUSINESS**
 - To receive, consider and adopt the Audited Annual Financial Statements of the Company for the year ended 30 June 2023, together with the Reports of the Directors and Auditors thereon.
 - To appoint statutory auditors of the Company for the year ending 30 June 2024 and fix their remuneration. The Board of Directors has recommended M/s. Shingwey Hameed Chaudhri & Co. Chartered Accountants, to be re-appointed as statutory auditors at a fee to be mutually agreed and reimbursement of out of pocket expenses at actuals. M/s. Shingwey Hameed Chaudhri & Co. Chartered Accountants have provided their consent to be re-appointed as statutory auditors for the financial year 2024.

SPECIAL BUSINESS

- To alter the following Articles of Association:
To consider and if deemed fit, to pass the following resolutions as special resolutions to alter the provisions of articles of association of the Company, with modification, addition(s) or deletion(s), as recommended by the Board of Directors:
Article 2. INTERPRETATION:
(21) "Dividend" means the dividend payable, in cash or kind, to the holder of Shares of the Company out of the profits of the Company as per the provisions of the Act, these Articles and the rules and regulations issued under the Act from time to time.

Article 121. SPECIAL POWERS:
Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers:
(34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that, matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.

Article 142. CAPITALISATION OF RESERVE:
The Directors may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company ratably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.

Article 143. RESERVE FUND:
The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.

Article 155. CAPITALIZATION OF PROFITS
The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.

Transmission of Annual Report Including Notice of General Meetings:
To approve, as and by way of an Ordinary Resolution, transmission of the annual balance sheet, profit & loss account, auditors report, directors report (the "Audited Annual Financial Statements") and the notice of general meetings etc. to the Company's shareholders through email or QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated March 21, 2023.

RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated March 21, 2023 transmission of Annual Audited Financial Statements to the members through QR enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB, be and is hereby ratified and approved for future.

Any other Business
To transact with the permission of the Chair any other business which may be transacted at the AGM.
The information as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the AGM being sent to the shareholders.

By Order of the Board
Hussain Kull Khan
Chief Executive Officer

Karachi, October 5, 2023

NOTES:

- Closure of Share Transfer Books:**
The Share Transfer Books of the Company will remain closed for the period from October 19, 2023 to October 26, 2023 (both days inclusive) for the purpose of AGM. Transfers received in order at our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi at the close of business on October 18, 2023 shall be treated in time for the purpose of AGM. No transfer will be accepted for registration during this period.

- Participation in the AGM via Physical Presence or through Video Conferencing:**
Members whose names are appearing in the Register of Members as of October 19, 2023, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her.
An instrument of proxy applicable for the AGM 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. 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 be valid, be deposited through email at khawar@gentipak.com or courier on the Company's Registered Address, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi, not less than forty-eight (48) hours before the time of AGM, excluding public holidays.
The AGM 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 AGM 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: cdcsr@cdcsr.com at the earliest but not later than close of business on October 24, 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.

- Video-link for the AGM will be sent to members at their provided email addresses enabling them to attend the AGM on the given date and time.
- Login facility will be opened thirty (30) minutes before the AGM time to enable the participants to join the AGM after the identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.
- Shareholders may send their comments and suggestions relating to the agenda items of the AGM at least two (2) working days before the AGM, at the given email address khawar@gentipak.com. Shareholders are requested to mention their full name, CNIC No. and Folio/CDC Account No. for this purpose.

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, 2020, issued by the Securities and Exchange Commission of Pakistan ("SECP").

1. For Attending AGM

- In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the Regulations, shall produce proof of his/her identity by showing their CNIC at the time of attending the AGM.
- In case of a corporate entity, a 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 AGM.

2. For Appointing Proxy

- In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the Proxy Form as per the above requirement.
- Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the Proxy Form. The proxy shall produce his original CNIC at the time of AGM.

3. Conversion of Physical Shares into the Book Entry Form:
The SECP vide its letter no. CSDED/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.

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS -
The shareholders are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the SECP. SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.
Accordingly, the shareholders of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its AGM to be held on Thursday, October 26, 2023 at 11.00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.
For the convenience of the shareholders, ballot paper is annexed to this notice and the same is also available on the Company's website at www.gtr.com.pk for the purpose of being downloaded.

5. Procedure for E-Voting:

- Details of the e-voting facility will be shared through an e-mail with those shareholders of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of October 18, 2023.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS with web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the shareholders intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting will start from October 20, 2023. 09:00 a.m. and shall close on October 25, 2023 at 5:00 p.m. Shareholders can cast their votes any time during this period. Once the vote on a resolution is casted, he / she shall not be allowed to change it subsequently.

6. Procedure for Voting Through Postal Ballot:
The shareholders shall ensure that duly filled and signed ballot paper, along with copy of CNIC should reach the Company Secretary through post on the Company's registered address H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi or email at khawar@gentipak.com one day before the AGM on October 25, 2023, during working hours. The signature on the ballot paper shall match the signature on the CNIC.

- 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.
- Unclaimed Dividends and Bonus Shares:**
Shareholders, who for any reason, could not claim their dividend and/ or bonus shares are advised to contact our Shares Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi to collect/ enquire about their unclaimed dividends and/ or bonus shares, if any.
- E-Dividend Mandate**
As per Section 242 of the Companies Act, 2017, in the case of a public listed company, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled shareholders.
Therefore, through this notice, all shareholders are requested to update their International Bank Account No. (IBAN) and details in the Central Depository System through respective participants. In case of physical shares, to provide bank account details to our Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi. Please ensure an early update of your particulars to avoid any inconvenience.
- Miscellaneous:**
For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue (FBR), 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	Principal 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 October 19, 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 Shakra-e-Faisal, Karachi
021-111-111-500
92-21-321-8200864
cdcsr@cdcsr.com

Hussain Kull Khan
Chief Executive Officer
Ghandhara Tyre & Rubber
Company Limited
021-111-487-487
khawar@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 Directive No. 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.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON THURSDAY OCTOBER 26, 2023

SPECIAL BUSINESS
Agenda Item 3 - To alter the following Articles of Association:

Existing Article	Proposed Article
Article 2. INTERPRETATION: (21) "Dividend" includes a bonus.	Article 2. INTERPRETATION: (21) "Dividend" means the dividend payable, in cash or kind, to the holder of Shares of the Company out of the profits of the Company as per the provisions of the Act, these Articles and the rules and regulations issued under the Act from time to time.
Article 121. SPECIAL POWERS: Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers: (34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that, matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.	Article 121. SPECIAL POWERS: Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers: (34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that, matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.
Article 142. CAPITALISATION OF RESERVE: The Company in General Meeting may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company ratably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.	Article 142. CAPITALISATION OF RESERVE: The Directors may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company ratably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.
Article 143. RESERVE FUND: The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.	Article 143. RESERVE FUND: The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.
Article 155. CAPITALIZATION OF PROFITS The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Directors shall give effect to such resolution.	Article 155. CAPITALIZATION OF PROFITS The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.

None of the Directors of the Company have any personal interest in the aforesaid special resolutions except in their capacity as Shareholders or Directors of the Company.

Further as per requirements of the S.R.O 423(I)/2018, a confirmatory statement by the Board of Directors have been reproduced below:

CONFIRMATORY STATEMENT

The Board of Directors of Ghandhara Tyre and Rubber Company Limited (the "Company") confirms that it has amended the relevant clauses of Memorandum and Articles of Association of the Company in-line with the applicable provisions of law and the regulatory framework. The Board also confirms that the amendments in the Memorandum and Articles of Association will not be detrimental to the interest of the Company or its members as a whole.

Hussain Kull Khan
Chief Executive Officer

Agenda Item 4 - Transmission of Annual Audited Account through QR Code and Weblink
The Securities and Exchange Commission of Pakistan has allowed listed Companies, through its S.R.O No.389(I)/2023 dated March 21, 2023 to circulate the Annual Audited Financial Statements to their Members through QR-enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB. The Company shall circulate Annual Audited Financial Statements through email address and the information as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the AGM being sent to the shareholders.

None of the Directors of the Company have any personal interest in the aforesaid resolution except in their capacity as Shareholders or Directors of the Company.

Ghandhara Tyre and Rubber Company Limited POSTAL BALLOT PAPER

For voting through post for the Special Business at the Annual General Meeting ("AGM") to be held on Thursday, October 26, 2023 at 11.00 a.m. at the Beach Luxury Hotel, Off: M.T. Khan Road, Karachi

Phone: 021 35080172 (10 Lines) Website: www.gtr.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (in case of representative of body corporate, corporation, or federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution for Agenda Item No.3
To alter the following Articles of Association:
To consider and if deemed fit, to pass the following resolutions as special resolutions to alter the provisions of articles of association of the Company, with modification, addition(s) or deletion(s), as recommended by the Board of Directors:

Article 2. INTERPRETATION:
(21) "Dividend" means the dividend payable, in cash or kind, to the holder of Shares of the Company out of the profits of the Company as per the provisions of the Act, these Articles and the rules and regulations issued under the Act from time to time.

Article 121. SPECIAL POWERS:
Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers:
(34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that, matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.

Article 142. CAPITALISATION OF RESERVE:
The Directors may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company ratably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.

Article 143. RESERVE FUND:
The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.

Article 155. CAPITALIZATION OF PROFITS
The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.

Resolution for Agenda Item No. 4
Transmission of Annual Report Including Notice of General Meetings:
To approve, as and by way of an Ordinary Resolution, transmission of the annual balance sheet, profit & loss account, auditors report, directors report (the "Audited Annual Financial Statements") and the notice of general meetings etc. to the Company's shareholders through email or QR-enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O No.389(I)/2023 dated March 21, 2023.

RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O No.389(I)/2023 dated March 21, 2023 transmission of Annual Audited Financial Statements to the members through QR-enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB, be and is hereby ratified and approved for future.

Instructions for Poll

- Please indicate your vote by ticking (✓) the relevant box.
- In case both the boxes are marked as (✓), your poll shall be treated as "Rejected".

I/We hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution for Agenda Item No. 3 Resolution for Agenda Item No. 4		

- Duly filled ballot paper should be sent to the Company Secretary, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi or email at khawar@gentipak.com
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Company Secretary within business hours by or before Wednesday, October 25, 2023. Any postal ballot received after this date, will not be considered for voting.
- Signature on Ballot Paper should match with signature on CNIC/ Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at www.gtr.com.pk. Shareholders may download the Ballot Paper from the website or use an original/photocopy published in newspapers.

Date _____

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

PUBLICATION OF NOTICE OF 60th ANNUAL GENERAL MEETING
 DATED 5 OCTOBER 2023 IN DAILY "BUSINESS RECORDER", KARACHI.

GHANDHARA TYRE & RUBBER COMPANY LIMITED

NOTICE OF 60th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 60th Annual General Meeting ("AGM") of Ghandhara Tyre and Rubber Company Limited (hereinafter referred to as the "Company") will be held on Thursday, October 26, 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 AGM, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The AGM is being held to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Annual Financial Statements of the Company for the year ended 30 June 2023, together with the Reports of the Directors and Auditors thereon.
- To appoint statutory auditors of the Company for the year ending 30 June 2024 and fix their remuneration. The Board of Directors has recommended M/s. Shiningwam Hameed Chaudhri & Co. Chartered Accountants, to be re-appointed as statutory auditors at a fee to be mutually agreed and reimbursement of out of pocket expenses at actuals. M/s. Shiningwam Hameed Chaudhri & Co. Chartered Accountants have provided their consent to be re-appointed as statutory auditors for the financial year 2024.

SPECIAL BUSINESS

- To alter the following Articles of Association:

To consider and if deemed fit, to pass the following resolutions as special resolutions to alter the provisions of articles of association of the Company, with modification, addition(s) or deletion(s), as recommended by the Board of Directors:

Article 2. INTERPRETATION:

(21) "Dividend" means the dividend payable, in cash or kind, to the holder of Shares of the Company out of the profits of the Company as per the provisions of the Act, these Articles and the rules and regulations issued under the Act from time to time.

Article 121. SPECIAL POWERS:

Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers:

(34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repaying, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.

Article 142. CAPITALISATION OF RESERVE:

The Directors may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company rateably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.

Article 143. RESERVE FUND:

The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.

Article 155. CAPITALIZATION OF PROFITS

The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.

4. Transmission of Annual Report including Notice of General Meetings:

To approve, as and by way of an Ordinary Resolution, transmission of the annual balance sheet, profit & loss account, auditors report, directors report (the "Audited Annual Financial Statements") and the notice of general meetings etc. to the Company's shareholders through email or QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O. No. 389(I)/2023 dated March 21, 2023.

RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O. No. 389(I)/2023 dated March 21, 2023 transmission of Annual Audited Financial Statements to the members through QR enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB, be and is hereby ratified and approved for future.

Any other Business

To transact with the permission of the Chair any other business which may be transacted at the AGM.

The information as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the AGM being sent to the shareholders.

By Order of the Board
 Hussain Kull Khan
 Chief Executive Officer

Karachi, October 5, 2023

NOTES:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed for the period from October 19, 2023 to October 26, 2023 (both days inclusive) for the purpose of AGM. Transfers received in order at our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi at the close of business on October 18, 2023 shall be treated in time for the purpose of AGM. No transfer will be accepted for registration during this period.

2. Participation in the AGM via Physical Presence or through Video Conferencing:

Members whose names are appearing in the Register of Members as of October 19, 2023, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her.

An instrument of proxy applicable for the AGM 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. An instrument of proxy and the power of attorney (if any) under which it is signed, or a certified true copy of such power or authority notated must, to be valid, be deposited through email at hkx@gtr.com.pk 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 AGM, excluding public holidays.

The AGM 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 AGM 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@cdsar.com at the earliest but not later than close of business on October 24, 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 AGM will be sent to members at their provided email addresses enabling them to attend the AGM on the given date and time.

b) Login facility will be opened thirty (30) minutes before the AGM time to enable the participants to join the AGM after the identification process. Shareholders will be able to login and participate in the AGM 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 AGM at least two (2) working days before the AGM, at the given email address hkx@gtr.com.pk. Shareholders are requested to mention their full name, CNIC No. and Folio / CDC Account No. 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").

ii) For Attending AGM

a) In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the Regulations, shall produce proof of his/her identity by showing their CNIC at the time of attending the AGM.

b) In case of a corporate entity, a 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 AGM.

iii) For Appointing Proxy

a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the Proxy Form as per the above requirement.

b) Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the Proxy Form. The proxy shall produce his original CNIC at the time of AGM.

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 Services Provider for assistance in opening a CDC 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.

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

The shareholders are hereby notified pursuant to Companies (Postal Ballot) Regulations, 2016 (the "Regulations") amended through Notification dated December 05, 2022, issued by the SECP. SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, the shareholders of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its AGM to be held on Thursday, October 26, 2023 at 11.00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the shareholders, ballot paper is annexed to this notice and the same is also available on the Company's website at www.gtr.com.pk for the purpose of being downloaded.

5. Procedure for E-Voting:

(a) Details of the e-voting facility will be shared through an e-mail with those shareholders of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of October 18, 2023.

(b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

(c) Identity of the shareholders intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

(d) E-Voting lines will start from October 20, 2023, 09:00 a.m. and shall close on October 25, 2023 at 5:00 p.m. Shareholders can cast their votes any time during this period. Once the vote on a resolution is casted, he / she shall not be allowed to change it, subsequently.

6. Procedure for Voting Through Postal Ballot:

The shareholders shall ensure that duly filled and signed ballot paper, along with copy of CNIC should reach the Company Secretary through post on the Company's registered address H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi or email at hkx@gtr.com.pk one day before the AGM on October 25, 2023, during working hours. The signature on the ballot paper shall match the signature on the CNIC.

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. Unclaimed Dividends and Bonus Shares:

Shareholders, who for any reason, could not claim their dividend and/or bonus shares are advised to contact our Shares Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi to collect/enquire about their unclaimed dividends and/ or bonus shares, if any.

9. E-Dividend Mandate

As per Section 242 of the Companies Act, 2017, in the case of a public listed company, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled shareholders.

Therefore, through this notice, all shareholders are requested to update their International Bank Account No. (IBAN) and details in the Central Depository System, to provide bank account details to our Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi. Please ensure an early update of your particulars to avoid any inconvenience.

10. Miscellaneous:

For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue (FBR), 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	Principal 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 October 19, 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 Shahra-e-Faisal, Karachi
 021-111-111-600
 92-21-321-8200864
cdsar@cdsar.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 Directive 1: 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.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON THURSDAY OCTOBER 26, 2023

SPECIAL BUSINESS

Agenda Item 3 - To alter the following Articles of Association:

Existing Article	Proposed Article
Article 2. INTERPRETATION: (21) "Dividend" includes a bonus.	Article 2. INTERPRETATION: (21) "Dividend" means the dividend payable, in cash or kind, to the holder of Shares of the Company out of the profits of the Company as per the provisions of the Act, these Articles and the rules and regulations issued under the Act from time to time.

Article 121. SPECIAL POWERS: Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers: (34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends or for repaying, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.	Article 121. SPECIAL POWERS: Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers: (34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repaying, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.
---	--

Article 142. CAPITALISATION OF RESERVE: The Company in General Meeting may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company rateably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.	Article 142. CAPITALISATION OF RESERVE: The Directors may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company rateably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.
--	---

Article 143. RESERVE FUND: The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.	Article 143. RESERVE FUND: The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.
--	--

Article 155. CAPITALIZATION OF PROFITS The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.	Article 155. CAPITALIZATION OF PROFITS The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.
---	---

None of the Directors of the Company have any personal interest in the aforesaid special resolutions except in their capacity as Shareholders or Directors of the Company.

Further as per requirements of the S.R.O 423(I)/2018, a confirmatory statement by the Board of Directors have been reproduced below:

CONFIRMATORY STATEMENT

The Board of Directors of Ghandhara Tyre and Rubber Company Limited (the "Company") confirms that it has amended the relevant clauses of Memorandum and Articles of Association of the Company in-line with the applicable provisions of law and the regulatory framework. The Board also confirms that the amendments in the Memorandum and Articles of Association will not be detrimental to the interest of the Company or its members as a whole.

Hussain Kull Khan
 Chief Executive Officer

Agenda Item 4 - Transmission of Annual Audited Account through QR Code and Weblink

The Securities and Exchange Commission of Pakistan has allowed listed Companies, through its S.R.O No.389(I)/2023 dated March 21, 2023 to circulate the Annual Audited Financial Statements to their Members through QR-enabled code and weblink instead of transmitting the Annual Audited Financial Statements through CD/DVD/USB. The Company shall circulate Annual Audited Financial Statements through email address in case it has been provided by the member to the Company, and upon demand, supply hard copies of the Annual Audited Financial Statements to the shareholders free of cost upon receipt of a duly completed Request Form, which may be obtained from the Company's Website i.e. www.gtr.com.pk.

None of the Directors of the Company have any personal interest in the aforesaid resolution except in their capacity as Shareholders or Directors of the Company.

Ghandhara Tyre and Rubber Company Limited

POSTAL BALLOT PAPER

For voting through post for the Special Business at the Annual General Meeting ("AGM") to be held on Thursday, October 26, 2023 at 11:00 a.m. at the Beach Luxury Hotel, Off: M.T. Khan Road, Karachi

Phone: 021 35080172 (10 Lines) Website: www.gtr.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares held	
CNIC/Passport No. (In case of foreigner) (copy to be attached)	
Additional Information and Enclosures (In case of representative of body corporate, corporation, or Federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (In case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution for Agenda Item No. 3

To alter the following Articles of Association:

To consider and if deemed fit, to pass the following resolutions as special resolutions to alter the provisions of articles of association of the Company, with modification, addition(s) or deletion(s), as recommended by the Board of Directors:

Article 2. INTERPRETATION:

(21) "Dividend" means the dividend payable, in cash or kind, to the holder of Shares of the Company out of the profits of the Company as per the provisions of the Act, these Articles and the rules and regulations issued under the Act from time to time.

Article 121. SPECIAL POWERS:

Without prejudice to the general powers conferred by Article 120 and other conferred by these Articles but subject to such limitations as may be imposed by the Applicable Law and, in particular, Section 183, or by the Members in General Meeting, it is hereby expressly declared that the Directors shall have the following powers:

(34) To set aside before recommending any Dividend out of the profits of the Company sums, as they may think proper, for depreciation or to a depreciation fund, reserve fund or sinking fund, obsolescence or any other special funds to meet contingencies or to repay Certificates or for special Dividends or for equalizing Dividends, or for issuing bonus Shares or for repaying, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding sub-Article) as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as are required to be invested upon such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of and extend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company, notwithstanding that matters to which the Directors apply or upon which they expend the same or any part thereof, may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and to divide the reserve fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation funds, in the business of the Company or in the purchase or repayment of Certificates and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Directors, at their discretion, to pay or allow to the credit of such funds interest at such rates as the Directors may think proper.

Article 142. CAPITALISATION OF RESERVE:

The Directors may at any time and from time to time pass a resolution that it is expedient to capitalise any sum forming part of the undivided profits standing to the credit of the Company's reserve or reserve fund or in the hands of the Company and available for Dividend, or any sum received by way of premium on the issue of any Shares or Certificates of the Company apply such sum or sums in paying up / issuing the Bonus Shares, Shares or Certificates of the Company and appropriate / distribute such Bonus Shares, Shares or Certificates or Debenture to the shareholders of the Company rateably according to their shareholding in the Company, or otherwise deal with such sums as resolved in the said resolution. Where any difficulty arises in respect of such distribution, the Directors may settle the same as they think expedient and, in particular, may make cash payments for the fractional Bonus Shares, Shares or Certificates to any holders of Shares on the footing of the value so fixed as may seem just and expedient to the Directors.

Article 143. RESERVE FUND:

The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investment as the Directors may, subject to the provisions of the Act, from time to time, think fit.

Article 155. CAPITALIZATION OF PROFITS

The Directors may, from time to time, resolve that it is desirable to capitalize any part of the amount/profits for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Financial Statement or otherwise available for distribution, and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up the Bonus Shares or Debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion, aforesaid, and the Company shall give effect to such resolution.

Resolution for Agenda Item No. 4

Transmission of Annual Report including Notice of General Meetings:

To approve, as and by way of an Ordinary Resolution, transmission of the annual balance sheet, profit & loss account, auditors report, directors report (the "Audited Annual Financial Statements") and the notice of general meetings etc. to the Company's shareholders through email or QR-enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O. No. 389(I)/2023 dated March 21, 2023.

RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O. No.389(I)/2023 dated March 21, 2023 transmission of Annual Audited Financial Statements to the members through QR-enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB, be and is hereby ratified and approved for future.

Instructions for Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case both the boxes are marked as (✓), your poll shall be treated as "Rejected".

I/We hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution for Agenda Item No. 3		
Resolution for Agenda Item No. 4		

- Duly filled ballot paper should be sent to the Company Secretary, H-23/2, Landhi Industrial Trading Estate, Landhi, Karachi or email at hkx@gtr.com.pk
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Company Secretary within business hours by before Wednesday, October 25, 2023. Any postal ballot received after this date, will not be considered for voting.
- Signature on Ballot Paper should match with signature on CNIC/ Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at: www.gtr.com.pk. Shareholders may download the Ballot Paper from the website or use an original/photocopy published in newspapers.

Date _____

Shareholder / Proxy holder Signature/Authorized Signatory
 (In case of corporate entity, please affix company stamp)



THROUGH PUCARS & COURIER

October 5, 2023

The Deputy General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi- 74000

SUBJECT: NOTICE OF BOOK CLOSURE

Dear Sir,

This is to inform you that the Share Transfer Book of Ghandhara Tyre and Rubber Company Limited (“**Company**”) shall remain closed from October 19, 2023 to October 26, 2023 (both days inclusive) in connection with the Company’s 60th Annual General Meeting to be held on Thursday, October 26, 2023.

You may please inform the TRE Certificate Holders of the Exchange accordingly.



Yours sincerely,

Hussain Kuli Khan

Hussain Kuli Khan
Chief Executive Officer

GHANDHARA TYRE & RUBBER COMPANY LIMITED.

(Formerly known as The General Tyre & Rubber Company of Pakistan Limited)

H-23/2 Landhi Industrial Trading Estate, Landhi, Karachi, Pakistan. Phone: +92 21 3508 0172 (10 Lines),
UAN: +92 21 111 487 487 Fax: +92 21 3508 0171, Email: headoffice@gentipak.com, Web: www.gtr.com.pk

