

Millat Tractors Limited

NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that 60th Annual General Meeting of Millat Tractors Limited will be held at the Registered Office of the Company at 9 K.M. Sheikhpura Road, Shahdara, Lahore, on Thursday October 26, 2023 at 12:30 P.M to transact the following business:

A-ORDINARY BUSINESS

- (1) To confirm minutes of the Extra Ordinary General Meeting held on June 23, 2023.
- (2) To receive, consider and adopt the Financial Statements of the Company and the Group for the year ended June 30, 2023 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- (3) To approve final cash dividend of Rs. 15.00 per share i.e., 150% in addition to the interim dividend of Rs. 10.00 per share i.e., 100% already paid making a total cash dividend of Rs. 25.00 per share i.e., 250.00%.
- (4) To appoint auditors and fix their remuneration for the year ending June 30, 2024.

B-SPECIAL BUSINESS

- (5) To ratify and approve transactions conducted with subsidiary/associated companies for the year ended June 30, 2023 by passing the following special resolution with or without modification.
"Resolved that the following transactions conducted with subsidiary/associated companies for the year ended June 30, 2023 be and are hereby ratified, approved and confirmed."

2023 (AMOUNT IN RUPEES)				
Particulars	TIPEG INTERTRADE DMCC	MILLAT INDUSTRIAL PRODUCTS LIMITED	BOLAN CASTINGS LIMITED	MILLAT EQUIPMENT LIMITED
Purchase of components	221,898,039	657,708,924	2,614,637,418	5,485,065,861
Sale of components	1052,165,016	30,160	23,828,634	132,252

- (6) To authorize Chief Executive of the Company to approve transactions with subsidiary/associated companies for the year ending June 30, 2024 by passing the following special resolution with or without modification.

"Resolved that the Chief Executive of the Company be and is hereby authorized to approve all the transactions with subsidiary/associated companies on case to case basis in normal course of business during the period from 60th Annual General Meeting till the next Annual General Meeting of the Company."
Further resolved that these transactions shall be placed before the shareholders in the next Annual General Meeting for their ratification/approval."

- (7) To ratify and approve issuance of 50.00% 2nd Interim Bonus Shares already issued and approved by the Board, by passing the following ordinary resolution.
"RESOLVED THAT:

A sum of Rs. 639,327,430 out of the profit available for appropriations as at March 31, 2023 be capitalized and be applied to the issue of 63,932,743 ordinary shares of Rs.10 each allotted as fully paid Bonus Shares to the members whose names appear in the register of members as at the close of business on June 23, 2023 in the proportion of one share for every two ordinary shares held i.e. 50%. These Bonus Shares shall rank pari passu in all respects with existing shares.

The Directors be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of Bonus Shares."

"FURTHER RESOLVED that the Directors be and are hereby authorized to consolidate all fractions of bonus shares and sell the same in the Stock Market and pay the proceeds of sales when realized to charitable institution(s)."

- (8) To consider, adopt with or without modification the following special resolution to substitute Article 77 of the Articles of Association of the Company.
"Resolved that Article 77 be and is hereby substituted as hereunder:-
"The remuneration of a director for attending each Board meeting or a committee of the Board shall be Rs. 150,000/-."

C.ANY OTHER BUSINESS

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

By the Order of the Board

-sd-
Muhammad Faisal Azeem
Company Secretary

Lahore
October 04, 2023

NOTES

1. The share transfer books of the Company will remain closed from October 20, 2023 to October 26, 2023 (both days inclusive) and no transfer will be accepted during this period. Transfers received, complete in all respect by the 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-74400 by the close of business on October 19, 2023 will be considered in time for the purpose of payment of final cash dividend, and for the purpose of attending and voting at the meeting.

2. A member entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.

3. Members, who have deposited their shares into Central Depository Company of Pakistan will further have to follow the under mentioned guidelines.

A. Attending of Meeting in Person:

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC)/original passport at the time of attending the meeting.

- (ii) In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

B. Appointment of Proxies:

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- (ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iii) The proxy shall produce his/her original CNIC/original passport at the time of the meeting.
- (iv) In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted along with proxy form to the Company.

4. Participation in the Annual General Meeting

SECP, through its guidelines, has directed the listed companies to also arrange the provision of video link facility. Accordingly, in the best health interest of our valued shareholders and to ensure maximum participation, the Company has also arranged video link facility for attending this AGM. The shareholders interested in attending AGM through video link are requested to register their following particulars by sending an email at cdcsr@cdcsr.com or whatsapp no. 0321-8200864.

Folio / CDC Account No.	Company Name	No. of shares held	Name	CNIC	cell No.	Email Address
	Millat Tractors Limited					

The video link and login credentials will be shared with the shareholders whose emails, containing all the requested particulars, are received at the above email address by or before the close of business hours (5:00 P.M.) on Thursday, October 19, 2023.

5. Video Conference Facility

Without prejudice to the requirements and the arrangements as described in "Note 4" above, keeping in view the requirements of Section 132 of the Companies Act, 2017 read with SECP Circular 10 of 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Annual General Meeting (AGM) through video conference at least seven days prior to the date of AGM, the Company will arrange a video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding the video conference facility venue at least 5 days before the date of the AGM along with the complete information needed to access the facility. If you would like to avail video conferencing facility, as per above, please fill the following and submit to registered office of the Company at least 07 days before AGM.

I / We, _____ of _____ being a member of Millat Tractors Limited, holder of _____ Ordinary Share(s) as per Register Folio No / CDC Account No. _____ hereby opt for video conference facility at _____.

6. Polling on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("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, members of Millat Tractors Limited (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 forthcoming Annual General Meeting to be held on Thursday October 26, 2023 at 12:30 P.M, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.millat.com.pk for download.

Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members 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 on October 19, 2023.
- II The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV E-Voting lines will start from October 21, 2023, 09:00 a.m. and shall close on October 25, 2023 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently

Procedure for Voting Through Postal Ballot:

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 on the Company's registered address at 9 K.M. Sheikhpura Road, Shahdara, Lahore or email at corporateaffairs@millat.com one day before the Annual General Meeting on October 25, 2023, during working hours. The signature on the ballot paper shall match the signature on CNIC.

7. Non CDC Shareholders are requested to notify the change of address, if any, immediately and submit, if applicable, the CZ-50 Form (for non deduction of Zakat) to the Registrar of the Company M/s. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275), Fax: (92-21) 34326053, Email: info@cdcsr.com, Website: www.cdcsr.com. All the shareholders holding shares through CDC are requested to update their addresses and Zakat status with their participants. This will assist in prompt receipt of Dividend.

8. Mandatory submission of CNIC

As per clause 6 of the Companies (Distribution of Dividends) Regulations, 2017 read with Section 242 of the Companies Act, 2017, the company has withheld and in future will also withhold cash dividend payment to shareholders who have not yet provided their valid CNIC number. In case your cash dividend is withheld due to aforesaid reason, you are requested to kindly provide legible copy of your valid CNIC to Company's Share Registrar if you hold shares in physical form or to the respective Participant/Investor Account Services if shares are held in book entry form.

9. Payment of Cash Dividend Electronically

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. Notices of the foregoing seeking information from shareholders for payment of dividend through electronic mode were sent earlier. The shareholders who have not submitted their details are now once again requested to provide their folio number, name and details of bank account consisting of bank name, branch name, branch code, Account number, Title of Account and IBAN in which they desire their dividend to be credited, failing which the Company will be unable to pay the dividend through any other mode. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same at the earliest possible. In case shares are held in CDC then the form must be submitted directly to shareholder's Participant/CDC Investor Account Services.

10. Deduction of Tax from Dividend Income

The rates of deduction of income tax under section 150 of the Income Tax Ordinance, 2001 out of payments of dividend shall be as follows:

- (a) Members whose names are appearing in Active Taxpayers List (ATL) 15%
- (b) Members whose names are not appearing in Active Taxpayers List (ATL) 30%

To enable the Company to make tax deduction from cash dividend @ 15.00% instead of 30.00% all the members whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of cash dividend, otherwise tax on their dividend will be deducted @ 30.00% instead of 15.00%.

For members 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 principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts. Therefore, all shareholders who hold shares jointly are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to the Share Registrar as follows.

Company Name	Folio/ CDS Account#	Total Shares	Principal shareholder		Joint shareholder	
			Name and CNIC#	Shareholding Proportion (no. of Shares)	Name and CNIC#	Shareholding Proportion (no. of Shares)

The above required information must be provided to Share Registrar, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s). For any further query/problem/information, the investors may contact the Company 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-74400, Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275), Fax: (92-21) 34326053, The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or the Shares Registrar. The shareholders while sending NTN certificates must quote company name and their respective folio numbers.

Valid Tax Exemption Certificate for Exemption from Withholding Tax

A valid tax exemption certificate is necessary for exemption from the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Members who qualify under Income Tax Ordinance, 2001 and wish to seek an exemption must provide a copy of their valid tax exemption certificate to the Shares Registrar prior to the date of book closure otherwise tax will be deducted according to applicable law.

11.E-Dividend Registration

Central Depository Company (CDC) has developed a Centralized Cash Dividend Register (CCDR), an eServices web portal which would incorporate details pertaining to cash dividends paid, unpaid or withheld by company. counter foil of cash dividend showing details of dividend, tax withheld and Zakat deducted etc shall be available electronically via CCDR Web Portal. Shareholders can get the counterfoil and complete information of all cash dividends paid by the company by registering and accessing CCDR Web Portal at following link: <https://eservices.cdaccess.com.pk/public/index.xhtml>

12.Placement of Accounts on Website

The financial statements of the Company for the year ended June 30, 2023 along with reports have been placed at the website of the Company www.millat.com.pk.

13.Transmission of Annual Financial Statements through email

The Securities and Exchange Commission of Pakistan through SRO 787(I)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors' and directors' reports along with notice of annual general meeting to its members through e-mail. Members who wish to avail this facility can give their consent.

14.Circulation of Company's Annual Audited Financial Statements through QR Enabled Code and Web link

SECP through SRO. 389 (1)/2023 dated March 21, 2023 has allowed listed companies to circulate the Annual Audited Financial Statements to their members through QR enabled code and web-link (instead of CD /DVD /USB). Accordingly the annual audited financial statements are being circulated through QR Enabled Code and weblink.

15.Conversion of Physical Shares in to Book Entry Form

Securities and Exchange Commission of Pakistan (SECP) through its circular no. CSD/ED/Misc/2016-639-640 dated March 26, 2021 has advised the Listed Companies to adhere with the provisions of section 72 of the Companies Act, 2017 (the Act) by replacing shares issued by them in physical form with the shares to be issued in the Book entry Form. The shareholders having physical folios/shares certificates are requested to convert their shares from physical form to book entry form at the earliest. The shareholders may contact any stock broker, CDC Participant (member of PSX) or CDC Investor Account services for assistance in opening of CDS Account and subsequent deposit of physical shares into the account in Book entry form.

The same would facilitate the shareholders in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for issuance of duplicate shares and readily available for sale and purchase in open market at prevailing better rates. The shareholders may contact our share registrar for details.

STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017

AGENDA ITEM NO.5

Related Party Transactions (RPTs)

(As per Regulation 5(1) of The Companies (Related party Transactions and Maintenance of Related Records) regulations, 2018

During financial year ended on June 30, 2023, transactions with subsidiary/associated companies in the normal course of business were made by the Company. As per Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019, transactions carried out in normal course of business with subsidiary/associated companies (Related Parties) were required to be approved by the Board on quarterly basis duly recommended by the Audit Committee. Majority of directors were interested in these transactions due to their common directorship and holding of shares in the subsidiary/associated companies, the quorum of directors could not be formed for approval of these transactions, therefore the shareholders in their last Annual General Meeting had authorized the Chief Executive of the Company to approve these transactions in the normal course of business subject to final approval/ratification by the shareholders. Therefore, these transactions have to be approved/ ratified by the shareholders in the Annual General Meeting.

It may be noted that principal activity of the company is assembly/manufacture of Agri tractors for which components are procured from approximately 150 vending industries including group companies in the normal course of business. Bolan Castings Limited (BCL) and Millat Equipment Limited (MEL) manufacture intricate tractor components i.e., major tractor castings and gears & shafts etc respectively for which limited sources are available in the country. Millat Industrial Products Limited (MIPL) manufactures tractor batteries while tractors and components are exported through TIPEG INTERTRADE DMCC (TIPEG). In addition, components are imported through TIPEG for in house use by the Company. During the year sale of scrap and swarf etc was also made to BCL for in house consumption.

The commercial reasons for entering into RPTs are the following.

- a. Availability of state of the art production facilities.
- b. Advanced Technical Know How.
- c. Dedicated production facilities.
- d. Elaborated testing facilities for MTL.
- e. Smooth supply chain

The Company has the following equity in the Subsidiary Companies.

TIPEG Inter Trade DMCC	75.00%
Millat Industrial Products Limited	64.09%
Bolan Castings Limited	46.26%
Millat Equipment Limited	45.00%

The common directors and their relatives have the following shareholding in the associated companies.

Sr. No.	Name of Director(s)	TIPEG No. of Shares	MIPL No. of Shares	BCL No. of Shares	MEL No. of Shares
1	Mr. Sikandar Mustafa Khan & Relatives	100	625,312	166,369	1,868,751
2	Mr. Sohail Bashir Rana & Relatives	100	416,874	144,359	2,091,791
3	Mr. Laeeq Uddin Ansari & Relatives	100	416,875	3,120	2,501,021
4	Mr. Qaiser Saleem & Relatives		228,205	3,622	692,862
5	Mr. Raheel Asghar-CEO,MTL				100
	Total	300	1,687,266	317,470	7,154,525
	PERCENTAGE OF SHAREHOLDING	15.00 %	16.38 %	2.78%	23.93 %

The information of the Related party transactions as required under Regulation 5(1) of the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 is as under:-

Name of related party	TIPEG	MIPL	BCL	MEL
Names of interested or concerned persons or directors		Mr. Sikandar Mustafa Khan Mr. Sohail Bashir Rana (Not a Director in MEL & MIPL) Mr. Laeeq Uddin Ansari Mr. Qaiser Saleem (Not a Director in TIPEG) Mr. Raheel Asghar		
Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in related party		Common Directorship & shareholding: Mr. Sikandar Mustafa Khan Mr. Sohail Bashir Rana (Not a Director in MEL & MIPL) Mr. Laeeq Uddin Ansari Mr. Qaiser Saleem (Not a Director in TIPEG) Mr. Raheel Asghar (Director in MEL)		
Detail, description, terms and conditions of transactions	1. Purchase of components against Confirmed orders 2. Sale of components against Confirmed orders	1. Purchase of components against Confirmed orders 2. Sale of components against Confirmed orders	1. Purchase of components against Confirmed orders 2. Sale of components against Confirmed orders	1. Purchase of components against Confirmed orders 2. Sale of components against Confirmed orders
Amount of Transactions	Purchase of components/assets 221,898,039 Sale of components 1052,165,016	657,708,924 30,160	2,614,637,418 23,828,634	5,485,065,861 132,252
Time frame or duration of the transactions or contracts or arrangements.	01-07-2022 to 30-06-2023	01-07-2022 to 30-06-2023	01-07-2022 to 30-06-2023	01-07-2022 to 30-06-2023
Pricing Policy	Purchase of components Sale of components Services	At Mutually Agreed price At Mutually Agreed price As per Agreement		

The Directors are interested in the resolution to the extent of their common directorships and shareholding in the group companies.

AGENDA ITEM NO.6

Authorization to CEO for Related Party Transactions (RPTs) [transactions with subsidiary/associated companies]

The Company shall be conducting Related Party Transactions (RPTs) with subsidiary/associated companies during the year ending June 30, 2024 in the normal course of business. Five out of nine directors are interested in these transactions due to their common directorship and shareholding in the subsidiary/associated companies. After exclusion of interested directors and in case of absence of any uninterested director from the meeting, the remaining directors cannot form a valid quorum for the purpose of required approvals. Therefore, in order to satisfy the aforesaid requirement of approval by the Board on quarterly basis and in the absence of formation of required quorum for the purpose, the transactions with subsidiary/associated companies will be presented in next AGM for seeking approval/ratification.

Further, in order to avoid non-compliance of any regulatory provision and to ensure routine approval of these transactions throughout the year, the shareholders may authorize the Chief Executive to approve the transactions carried out and to be carried out in normal course of business with subsidiary/associated companies during the period from 60th AGM to next AGM.

The Directors are interested in the resolution to the extent of their common directorships and shareholding in the subsidiary companies.

AGENDA ITEM NO.7

Issuance of Bonus Shares

The Board of Directors is of the view that the Company's financial position and its reserves justify this capitalization for the issue of Bonus Shares. The Directors of the Company, directly or indirectly are not interested in the resolution except to the extent of their shareholding in the Company.

Disposal of Bonus Share Fractions

The Board in its 192nd meeting held on June 13, 2023 has recommended that the fractions of bonus shares will be immaterial and of no significant financial disadvantage to the shareholders. Therefore, the proceeds of the above may be donated to one or more charitable institutions (engaged in the welfare of human being) in line with the Company's policy of maximum participation in welfare.

AGENDA ITEM NO.8

1) Substitution of Articles of Association

Comparative Analysis	
Existing Article	Substituted Article
The remuneration of a director for attending each Board meeting or a committee of the Board shall be Rs.100,000/-.	The remuneration of a director for attending each Board meeting or a committee of the Board shall be Rs.150,000/-.

Reasons for change

Article 77 of the Articles of Association of the Company is being substituted as the remuneration being paid to directors for attending meetings of the Board needs revision in view of overall inflation.

Statement by the Board

The aforesaid substitution has been approved by the Board of Directors in their meeting held on September 25, 2023 and is in line with the applicable provisions of the law and regulatory framework.

A copy of the amended Articles of Association is available with the Company Secretary for inspection by the members.

The Directors are interested in the resolution to the extent of fee to which they are entitled.



Millat Tractors Limited

9 K.M. Sheikhpura Road, Shahdara, Lahore

Millat Tractors Limited



POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on Thursday, October 26, 2023, at 12:30 p.m. at 9 K.M. Sheikhpura Road, Shahdara, Lahore.
Tel (92-42) 37911021-25 Fax: (92-42) 37924166 UAN: 042 111 200 786 Website: www.millat.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, and 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. 5

To ratify and approve transactions conducted with subsidiary/associated companies for the year ended June 30, 2023 by passing the following special resolution with or without modification.

"Resolved that the following transactions conducted with subsidiary/associated companies for the year ended June 30, 2023 be and are hereby ratified, approved and confirmed."

Particulars	2023 (AMOUNT IN RUPEES)			
	TIFEG INTERTRADE DMCC	MILLAT INDUSTRIAL PRODUCTS LIMITED	BOLAN CASTINGS LIMITED	MILLAT EQUIPMENT LIMITED
Purchase of components	221,898,039	657,708,924	2,614,637,418	5,485,065,861
Sale of components	1052,165,016	30,160	23,828,634	132,252

Resolution For Agenda Item No.6

To authorize Chief Executive of the Company to approve transactions with subsidiary/associated companies for the year ending June 30, 2024 by passing the following special resolution with or without modification.

"Resolved that the Chief Executive of the Company be and is hereby authorized to approve all the transactions with subsidiary/associated companies on case to case basis in normal course of business during the period from 60th Annual General Meeting till the next Annual General Meeting of the Company."

Further resolved that these transactions shall be placed before the shareholders in the next Annual General Meeting for their ratification/approval."

Resolution For Agenda Item No.7

To ratify and approve issuance of 50.00% 2nd Interim Bonus Shares already issued and approved by the Board, by passing the following ordinary resolution.

"RESOLVED THAT:

A sum of Rs. 639,327,430 out of the profit available for appropriations as at March 31, 2023 be capitalized and be applied to the issue of 63,932,743 ordinary shares of Rs.10 each allotted as fully paid Bonus Shares to the members whose names appear in the register of members as at the close of business on June 23, 2023 in the proportion of one share for every two ordinary shares held i.e. 50%.

These Bonus Shares shall rank pari passu in all respects with existing shares.

The Directors be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of Bonus Shares."

"FURTHER RESOLVED that the Directors be and are hereby authorized to consolidate all fractions of bonus shares and sell the same in the Stock Market and pay the proceeds of sales when realized to charitable institution(s)."

Resolution For Agenda Item No.8

To consider, adopt with or without modification the following special resolution to substitute Article 77 of the Articles of Association of the Company.

"Resolved that Article 77 be and is hereby substituted as hereunder:-

"The remuneration of a director for attending each Board meeting or a committee of the Board shall be Rs.150,000/-."

Instructions For Poll

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

2. In case if both the boxes are marked as (✓), you 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. 5		
Resolution For Agenda Item No. 6		
Resolution For Agenda Item No. 7		
Resolution For Agenda Item No. 8		

NOTES:

1. Dully filled ballot paper should be sent to the Chairman of Millat Tractors Limited at 9 K.M. Sheikhpura Road, Shahdara, Lahore or e-mail at corporate.affairs@millat.com.pk

2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.

3. Ballot paper should reach the Chairman within business hours by or before **Wednesday, October 25, 2023**. Any postal Ballot received after this date, will not be considered for voting.

4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).

5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

6. 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 Counsel General of Pakistan having jurisdiction over the member

7. Ballot Paper form has also been placed on the website of the Company at: www.millat.com.pk. Members 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)

ملت ٹریڈرز لمیٹڈ

پوسٹل بیلٹ پیپر

26 اکتوبر 2023 بوقت 12:30 بجے ہتمام 9 K M شیٹوپورہ روڈ، شاہدرہ، لاہور، ٹیلیفون نمبر 37911021-25 (92-42) فیکس نمبر 37924166 (92-42) UAN

نمبر 786 200 111 042 Website: www.millat.com.pk میں منعقد ہونے والے سالانہ اجلاس عام میں امور خاص پروڈنگ کیلئے بیلٹ پیپر

فولیو/سی ڈی ایس نمبر	
شیئرز ہولڈر/پراسی ہولڈر کا نام	
رجسٹرڈ ایڈریس	
موجودہ شیئرز کی تعداد	
سی این آئی سی/پاسپورٹ نمبر (غیر ملکی ہونے کی صورت میں) (نقل منسلک کریں)	
اشافی معلومات اور معلومات (بصورت نمائندہ ہاڈی کارپوریٹ، کارپوریشن اور وفاقی حکومت)	
مجاز دستخط کنندہ کا نام	
مجاز دستخط کنندہ کا سی این آئی سی/پاسپورٹ نمبر (اگر غیر ملکی ہو) (نقل منسلک کیجئے)	

ایجنڈا آئٹم نمبر 5 کیلئے قرارداد

30 جون 2023 کو ختم ہونے والے سال کیلئے درج ذیل خصوصی قرارداد کی مع/بغیر ترمیم منظوری کے ساتھ ذیلی/شرکت دار کمپنیوں کے ساتھ گئے لین دین کی توثیق اور منظوری۔
"طے پایا کہ سال ختم 30 جون 2023 کیلئے ذیلی/شرکت دار کمپنیوں کے ساتھ گئے درج ذیل لین دین کی توثیق منظوری اور تصدیق کی جائے گی"

پارٹیکلر	ٹائی پیگ انٹرنیٹ (ڈی ایم سی)	ملت انٹرنیٹ پراڈکٹس لمیٹڈ	بولان کاسٹنگ لمیٹڈ	ملت ایکو پمپٹ لمیٹڈ
پارٹس کی خرید	221,898,039	657,708,924	2,614,637,418	5,485,065,861
پارٹس کی فروخت	1052,165,016	30,160	23,828,634	132,252

ایجنڈا آئٹم نمبر 6 کیلئے قرارداد

کمپنی کے چیف ایگزیکٹو کو مندرجہ ذیل خصوصی قرارداد تبدیل کے ساتھ یا تبدیل کے بغیر، کی منظوری کے ذریعے اختیار دینا کہ وہ 30 جون 2024 کو ختم ہونے والے سال کے لیے ذیلی/شرکت دار کمپنیوں کے ساتھ لین دین کی منظوری دے سکیں گے۔
"طے پایا کہ کمپنی کے چیف ایگزیکٹو یا اختیار ہیں اور ہیں گے کہ 60 ویں سالانہ اجلاس عام سے کمپنی کے اگلے سالانہ عمومی اجلاس تک ذیلی/شرکت دار کمپنیوں کے ساتھ لین دین کی کیس ٹوکس بنیادوں پر کاروبار کے دوران منظوری دین سکیں گے۔"
"مزید طے پایا کہ لین دین کی یہ تفصیلات آئندہ سالانہ اجلاس عام میں شیئرز ہولڈرز کی توثیق و منظوری کے لیے پیش کی جائیں گی۔"

ایجنڈا آئٹم نمبر 7 کیلئے قرارداد

درج ذیل عام قرارداد کو منظور کر کے بورڈ کے ذریعے پمپٹ سے جاری اور منظور شدہ 50.00% دوسرے عبوری بونس شیئرز کے اجراء کی توثیق اور منظوری دینا۔
"قرار پایا کہ 31 مارچ 2023 تک انحصاری لحاظ سے موجود مجموعی منافع میں سے 639,327,430 روپے 10 روپے مالیت کے 63,932,743 عمومی شیئرز کے اجراء کیلئے استعمال میں لائے جائیں گے جو کہ 23 جون 2023 تک کاروبار یا اختتام تک کمپنی کے رجسٹر میں موجود ممبران کو بطور مکمل ادائیگی بونس شیئرز ادا کیے جائیں گے۔ ہر 2 عمومی شیئرز کیلئے ایک شیئر کے تناسب سے، جو کہ 50 فیصد ہے۔
یہ بونس شیئرز موجودہ شیئرز کے ساتھ ہر لحاظ سے Pari Passu منظور ہوں گے
ڈائریکٹران اس قرارداد کو موثر بنانے، بونس شیئرز کے اجراء، الاٹمنٹ اور تقسیم کیلئے متعلقہ تمام امور، کاموں اور اشیاء کیلئے مکمل مجاز اور اختیار ہیں۔"
"مزید قرار پایا کہ ڈائریکٹران بونس شیئرز کی تمام فریکشنز کو یکجا کرنے اور انہیں شک مارکیٹ میں فروخت کرنے اور انہیں حاصل کو فلاحی اداروں میں تقسیم کرنے کے مجاز ہیں"

ایجنڈا آئٹم نمبر 8 کیلئے قرارداد

کمپنی کے آرٹیکلز آف ایسوسی ایشن کے آرٹیکل 77 کی تبدیلی کے لیے مندرجہ ذیل خاص قرارداد کو تبدیل یا تبدیل کے بغیر زیر غور لانا اور اپنانا۔
"طے پایا کہ آرٹیکل 77 تبدیل کیا جاتا ہے۔ جو کہ درج ذیل ہے۔
ڈائریکٹرز کے لیے ہر بورڈ یا بورڈ کی کمیٹی کی مینٹننس ٹینڈر کرنے کا معاوضہ 150,000/- روپے ہوگا۔"

ہدایت نامہ برائے رائے شماری

- 1- ازراہ کریم اپنی رائے/ووٹ کا اظہار متعلقہ خانے میں ٹک مارک (✓) لگا کر کیجئے۔
- 2- دونوں خانوں میں ٹک مارک پایا گیا تو آپ کا ووٹ "مسترد" تصور کیا جائے گا۔
- 3- ہر ذریعہ ہذا مذکورہ بالا قرارداد کے ضمن میں ہر ذریعہ بیلٹ (ووٹ) قرارداد کی حمایت یا مخالفت اپنی رائے کا اظہار ذیل میں دینے کے موزوں خانے میں ٹک مارک (✓) لگا کر کرتے ہیں؛

قرارداد	میں/ہم قرارداد کی حمایت کرتے ہیں (حامی)	میں/ہم قرارداد کی مخالفت کرتے ہیں (مخالف)
قرارداد نمبر 5		
قرارداد نمبر 6		
قرارداد نمبر 7		
قرارداد نمبر 8		

نوٹس:

- 1- باقاعدہ کردہ بیلٹ پیپر میں ملت ٹریڈرز لمیٹڈ، واقع 9K.M شیٹوپورہ روڈ، شاہدرہ، لاہور یا ای میل corporate.affairs@millat.com.pk پر ای میل کے ذریعے ارسال کیا جائے۔
- 2- سی این آئی سی/پاسپورٹ (اگر غیر ملکی ہو) پوسٹل بیلٹ فارم کے ساتھ منسلک کیا جائے۔
- 3- بیلٹ پیپر میں سے پاس روز ہد مذکورہ 26 اکتوبر 2023 یا اس سے قبل دفتری اوقات کار کے اندر موصول ہو جانا چاہیے۔ مذکورہ تاریخ کے بعد موصول ہونے والا کوئی بھی بیلٹ پیپر رائے شماری کے لئے منوثر تصور نہیں ہوگا۔
- 4- بیلٹ پیپر پر دستخطی این آئی سی/پاسپورٹ (اگر غیر ملکی ہو) کے مطابق ہونے چاہئیں۔
- 5- نامکمل، غیر دستخط شدہ، غلط، بد شکل، پھٹے ہوئے، سرخ شدہ، دہریہ تحریر والا بیلٹ پیپر مسترد کر دیا جائے گا۔
- 6- کسی کارپوریٹ ادارے، کارپوریشن یا وفاقی حکومت کا نمائندہ ہونے کی صورت میں کمپنیز ایکٹ 2017 کی دفعہ 138 یا 139، جو بھی قابل اطلاق ہو، کے مطابق بیلٹ فارم کے ساتھ ہر شخص کے سی این آئی سی کی نقل، بورڈ کی قرارداد/پاور آف اٹارنی/مختار نامہ وغیرہ کی تصدیق منسلک کیا جانا لازمی ہے۔ غیر ملکی کارپوریٹ ادارہ وغیرہ ہونے کی صورت میں لازم ہے کہ تمام دستاویزات کی، اس معاملے میں متعلقہ قوصل جنرل آف پاکستان سے تصدیق کروائی جائے۔
- 7- بیلٹ پیپر فارم کمپنی کی ویب سائٹ www.millat.com.pk پر مہیا کر دیا گیا ہے۔ ممبران بیلٹ پیپر فارم ویب سائٹ سے ڈاؤن لیا یا اخبارات میں شائع شدہ بیلٹ پیپر فارم کی اصل/نوٹو کا پی پی بھی استعمال کر سکتے ہیں۔

دستخط/حصص مالک/دستخط پراسی ہولڈر/مجاز دستخط کنندہ

(کارپوریٹ ادارہ ہونے کی صورت میں ازراہ کریم کی مہر ثبت کیجئے)

تاریخ: