



February 6, 2024

# AL-GHAZI TRACTORS LTD

PRODUCERS OF NEW HOLLAND TRACTORS IN PAKISTAN

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

Executive Director/ HOD  
Offsite II Department, Supervision Division  
Securities & Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area,  
Islamabad

Subject: **Newspapers publication of Notice of Extraordinary General Meeting**

Dear Sir,

Enclosed please find a copy of Notice of Extraordinary General Meeting published on **Tuesday, 06 February 2024** in Daily "The News" and Daily "The Jang" simultaneously from Lahore and Karachi. Furthermore, links of newspapers are as under:

i. Daily "The News"

<https://e.thenews.com.pk/karachi/06-02-2024/page5>

<https://e.thenews.com.pk/lahore/06-02-2024/page5>

ii. Daily "The Jang"

<https://e.jang.com.pk/karachi/06-02-2024/page2>

<https://e.jang.com.pk/lahore/06-02-2024/page2>

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

Sincerely,

For & on behalf of Al-Ghazi Tractors Limited

Mansoor Khan  
Company Secretary

Enclosed: as above.



**KARACHI:** Registered & Head Office - Tractor House, Plot No. 102-B, 16th East Street, Phase 1, D.H.A., Off Korangi Road, Karachi-75500, Pakistan. Tel: (92-21) 35318901-5, Fax: (92-21) 35660882  
**DERA GHAZI KHAN:** Factory - P. O. Box No. 38, Sakhi Sarwar Road, Dera Ghazi Khan. Tel: (92-64) 2463750, 2463812, 2020750-51, Fax: (92-64) 2462117  
**LAHORE:** 10 km Sheikhpura Road, Lahore. Marketing/Services - Tel: (92-42) 37306821, 23, 25 & 26, Fax: (92-42) 37306824, Materials Management - Tel: (92-42) 37306827 & 28

Web Site : [www.alghazitractors.com](http://www.alghazitractors.com)



## Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Al-Ghazi Tractors Limited (the Company) will be held on **Friday, March 01, 2024 at 4:00 PM** at Pearl Continental Hotel, Karachi to transact the following business:

- To confirm the minutes of the Annual General Meeting held on April 27, 2023.
- To elect nine (09) Directors as fixed by the Board in accordance with the provisions of Companies Act, 2017 for a term of three years, in place of the existing Directors whose term of office will expire on March 03, 2024. The Retiring Directors who are also eligible for re-election are Robert Leo McAllister, Mr. Dinesh Bearyayee, Mr. Malik Ehtisham Buzan, Mr. Marco Votta, Mr. Matthieu Sejourne, Mr. Vincent Delassagne, Mr. Shahid Shahbaz Toor and Ms. Farah Qureshi.
- Any other business with the permission of the chair.

By Order of the Board

-Sd-

**MANSOOR KHAN**  
Company Secretary

Karachi  
Date: January 31, 2024

### NOTES:

- The share transfer books of the Company will remain closed from February 23, 2024, to March 1, 2024 (both days inclusive). Transfers received in order at the office of our Share Registrars, M/s. FAMCO Share Registration Services (Pvt.) Limited, situated at 8-F, Near to Hotel Faran, Nursery, Block 6, P.E.C.I.S., Shalrah-e-Faisal, Karachi, by the close of business on February 22, 2024 will be treated in time for the purpose of entitlement of the transferees to attend and vote at the meeting.
- Any member (including a retiring Director) who seeks to contest the election of Directors shall file with the Company at its registered office, Tractor House, 102-B, 16th East Street, DHA Phase I, Off Korangi Road, Karachi, not later than 14 days before the said meeting his/her intention to offer himself/herself for election of the Directors in terms of Section 159 (3) of the Companies Act, 2017 together with:
  - Notice of his / her intention to stand for election and nomination form along with duly completed and signed Form-28 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with Article 88 of the Articles of Association of the Company.
  - Detailed profile along with office address and other information for placement on the Company's website seven days prior to the date of election accordance with SEC's SRO 1196(1)/2019 of October 03, 2019.
  - Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 to act as the Director of a Listed Company.
  - Attested copy of valid CNIC/ Passport.
  - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019.
  - Undertaking by Independent Director(s) on non-judicial stamp paper that he/she meet the requirements of sub regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

*The draft of aforesaid form and undertaking can be obtained from the Company and are also available on the Company's website [www.alghazitractors.com](http://www.alghazitractors.com)*

- If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then, subject to requirements of Sections 143 and 144 of the Companies Act, 2017, the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
- A member entitled to attend, and vote may appoint a proxy to attend and vote on his/her behalf. Proxies, to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting. Proxies may also be appointed by emailing a scanned copy of signed form by the shareholder authorizing proxy along with email address of proxy and relevant details (as stated above) to [ecgm.agtl@alghazitractors.com](mailto:ecgm.agtl@alghazitractors.com).
- The Form of Proxy in English and Urdu is attached to the notice being sent to the members. The Form of Proxy is also available on the Company's website i.e., [www.alghazitractors.com](http://www.alghazitractors.com)
- Shareholders or their proxies are requested to bring with them or otherwise furnish their Computerized National Identity Card or Passport along with the folio number or participants ID number and their account number at the time of attending the Meeting physically or through videoconference to facilitate their identification. The representatives of corporate bodies should provide attested copies of Board of Directors' resolution/powers of attorney and/or all such documents as are required under Circular No.1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP") for the purpose.
- Members holding in aggregate 10% or more shareholding residing at a geographical location other than Karachi, may participate in the meeting through video conference by submitting their application to the Company Secretary at least seven days prior to the date of the meeting. The Company will arrange a video conference facility in the requested city subject to availability of such facility in that city. The Company will intimate members regarding the venue of the video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access such facility.
- Members (non-CDC) are requested to promptly communicate to the Share Registrars of the Company any change in their addresses. CDC shareholders should submit any change in their addresses to the CDC. The individual members who have not yet submitted photocopy of their valid CNICs and corporate entities who have not yet submitted their NTN are once again reminded to have these details updated with their respective CDC participants, in case of CDC account holders and to send the same at the earliest directly to the Company's Share Registrars at the address given here-in-above, in case of physical shareholders. Please provide folio numbers with a copy of CNIC/NTN.

### STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF INDEPENDENT DIRECTORS:

Any person who is eligible and meets the criteria of independence under Section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director with the Company. The independent director shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

After the notice/intention to stand for elections has been filed, the Company shall choose the independent director applying the following criteria:

- Respective competencies, diversity, skills, knowledge, and experience of those contesting the elections shall be assessed; and
- The Company shall exercise its due diligence before selecting a person as independent director and ensure that his/her name is duly included in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance, duly authorized by the SECP, unless exempted and in accordance with the Companies (Manner and Selection of Independent Directors) and Regulations 2018.

The Company is required to have one-third independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, three independent directors shall be elected in accordance with Section 159 of the Companies Act, 2017. The Chief Executive Officer is a deemed director as per law and hence the total number of Directors shall be ten including the elected directors and the CEO (i.e., deemed Director).

