



GATRON (INDUSTRIES) LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of Gatron (Industries) Limited (the "Company") will be held on Monday, December 4, 2023 at 11:00 a.m., at the factory premises located at Plot No.441/49-M2, Sector "M", H.I.T.E., Main R.C.D Highway, Hub Chowki, Distt. Lasbela, Balochistan to transact the following business, including through video link facility, to transact the following businesses:

ORDINARY BUSINESS:

To elect 10 directors of the Company as fixed by the Board of Directors, in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a term of three (3) years commencing from December 24, 2023. The names of the retiring Directors who are eligible for re-election are given below:

1. Mr. Abdul Razak Diwan
2. Mr. Shabbir Diwan
3. Mr. Zakaria Bilwani
4. Mr. Usman Habib Bilwani
5. Mr. Muhammad Iqbal Bilwani
6. Mr. Saqib Haroon Bilwani
7. Mr. Muhammad Taufiq Bilwani
8. Mr. Muhammad Waseem
9. Mr. Talat Iqbal
10. Ms. Huma Rafique

SPECIAL BUSINESS:

To consider and, if thought fit, increase the authorized share capital of the Company from Rs. 950,000,000/- (Rupees Nine Hundred Fifty Million) to Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million), divided into 130,000,000 (One Hundred Thirty Million) ordinary shares of Rs. 10/- (Pak Rupees Ten) each, by creation of 35,000,000/- (Thirty-Five Million) new ordinary shares of Rs. 10/- (Pak Rupees Ten) each, and approve the consequential amendments to the Memorandum and Articles of Association of the Company, and in that connection to pass the following resolutions as special resolutions, with or without modification:

"RESOLVED THAT the authorized share capital of Gatron (Industries) Limited ("the Company") be and is hereby increased from Rs. 950,000,000 /-, divided into 95,000,000/- ordinary shares of Rs. 10/- each, to Rs. 1,300,000,000/-, divided into 130,000,000/- ordinary shares of Rs.10/- each, by creation of 35,000,000/- new ordinary shares of Rs. 10/- each.

FURTHER RESOLVED THAT, as a consequence of the said increase in the authorized share capital of the Company:

The existing Clause V of the Memorandum of Association of the Company be and is hereby replaced accordingly to read as under:

"The Capital of the Company is Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million) divided into 130,000,000 (One Hundred Thirty Million) Ordinary Shares of Rs. 10/- each with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes."

The existing Article 6 of the Articles of Association of the Company be and is hereby replaced accordingly to read as under:

"The Capital of the Company is Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million) divided into 130,000,000 (One Hundred Thirty Million) shares of Rs. 10/- (Rupees Ten) each. The minimum subscription shall be Rs. 175,000/- (Rupees One Hundred & Seventy-Five Thousand only) which has already been reached."

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take any necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementation the aforesaid resolutions."

ANY OTHER BUSINESS:

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

The Statement of material facts pursuant to Sections 166(3) and 134(3) of the Companies Act, 2017 is annexed to the notice of meeting sent to the Members.

By Order of the Board

Muhammad Yasin Bilwani
Company Secretary

Karachi:
November 6, 2023

NOTES:

1. The Company will make arrangements of video conference facility to ensure that shareholders may also participate in the EGM proceedings via video link. The members and their proxies who intend to attend the EGM through video link must register their particulars by sending an email at hanifkhatri@gatron-novatex.com. The members registering to connect through video link facility are required to mention their name, folio number and number of shares held in their name in the email with subject 'Registration for GATI EGM' along with valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all required particulars, are received at the given email address at least 48 (forty-eight) hours before the time of the EGM.
2. The Share Transfer Books of the Company will remain closed from Tuesday, November 28, 2023 to Monday, December 4, 2023 (both days inclusive). Transfers received in order at the office of the Shares Registrar F.D. Registrar Services (Private) Limited, Office # 1705, 17th Floor, Saima Trade Tower – A, I.I. Chundrigar Road, Karachi- 74000, Tel: 021-32271905-6 before the close of business on Monday, November 27, 2023 will be considered in time to attend and vote at the EGM.
3. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received at the office of the Company at its liaison/correspondence address at 11th Floor, G&T Tower, #18 Beaumont Road, Civil Lines-10, Karachi. not less than 48 hours before the time of holding the meeting. Proxy form is annexed.
4. In case of corporate entity, the Board of Directors resolution/Power of Attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
5. A member, who has deposited his/her shares in Central Depository Company of Pakistan Limited, must bring his/her Participant ID number and account/sub account number along with original CNIC or NICOP or Passport at the time of attending the meeting.
6. The members are advised to notify the Company's Shares Registrar of any change in their addresses.

7. Election of Directors:

Any person who seeks to contest the election of Directors, whether he/she is retiring

Director or otherwise, shall file with the Company at its liaison/correspondence address at 11th Floor, G&T Tower, #18 Beaumont Road, Civil Lines-10, Karachi not later than fourteen (14) days before the meeting, the following documents:

- Notice of his/her intention to offer himself/herself for election of Directors in terms of Section 159(3) of the Companies Act, 2017 in the following categories as per new amendments through SECP's SRO dated July 07, 2023, in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:
 - Female Director
 - Independent Director
 - Other Director
- His/her Folio No./CDC Investor Account No./CDC Participation ID No./Sub-Account No.
- Consent to act as a Director in Form-28 under Section 167 of the Companies Act, 2017.
- A detailed profile along with correspondence address and contact information for placement on Company's website as required under SECP's SRO 1196(I)/2019 dated October 3, 2019.
- The person who intend to contest election as Independent Directors shall submit (i) a declaration of independence under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 that he/she qualifies the criteria of eligibility and independence notified under Section 166 of the Companies Act, 2017 and Regulations issued thereunder and that their names are listed on the data bank referred in Section 166(1) of the Companies Act, 2017; and (ii) Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and election of Independent Directors) Regulations, 2018.
- Detail of other Directorship(s) and office(s) held.
- Attested copy of valid CNIC/Passport and National Tax Number (NTN).
- A declaration confirming that:
 - i. He/she is aware of duties and powers of Directors under the relevant laws, Memorandum & Articles of Association of the Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the listing regulations of Pakistan Stock Exchange Limited;
 - ii. He/she is not serving as a Director in more than Seven (7) listed companies including this Company; and
 - iii. He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.

The final list of contesting directors will be circulated not later than Seven (7) days before the date of the EGM in terms of Section 159(4) of the Companies Act, 2017. Further, the website of the Company will also be updated with the required information.

The qualification of a Director shall be holding shares in the Company of the nominal value of Rs. 5,000/- in terms of Articles 75 of the Articles of Association of the Company.

If the number of persons who offer themselves to be elected is more than the number of Directors fixed under Section 159(1) of the Companies Act, 2017, then the Company shall provide

members with the option of e-voting or voting by postal ballot in accordance with the provisions of Companies (Postal Ballot) Regulations, 2018.

8. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to Section 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

ELECTRONIC VOTING AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

The members are hereby notified that pursuant to Section 143-145 of the Companies Act, 2017 and Companies (Postal Ballot) Regulations, 2018 amended through SRO 2192(I)/2022, dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, 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 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 EGM to be held on Monday December 4, 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 Members, the ballot paper is annexed to this notice and the same is also available on the Company's website for download.

Procedure for E – Voting:

- a) 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 November 27, 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 through the e-voting service provider.
- c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from December 1, 2023 at 09:00 a.m. and shall close on December 3, 2023 at 5:00 p.m. Members can cast their votes any time in 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 Company Secretary through post on the Company's liaison/correspondence address at 11th Floor, G&T Tower, #18 Beaumont Road, Civil Lines-10, Karachi or email at hanifkhatr@gatron-novatex.com by Saturday, December 2, 2023 during working hours from 9:00 a.m. to 2:00 p.m. The signature on the ballot paper should match with the signature on CNIC for CDC shareholders and for physical shareholders, signature should match with the specimen provided to the Company.

Statement of Material Facts under section 166(3) of the Companies Act, 2017 for Independent Directors:

Persons eligible under Section 153, meeting the criteria under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018, may submit their

nominations to be elected as independent directors. However, it is noteworthy to mention that independent directors shall be elected in the same manner as other directors are elected in terms of Section 159 of the

Companies Act, 2017. Their names shall be listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

Increase in the authorized share capital of the Company:

In order to cater for future potential increase(s) in the issued and paid-up share capital of the Company / issuance of shares, including issuance of bonus shares or right shares, the Board of Directors of the Company has recommended that the authorized share capital of the Company be enhanced.

In the light of the same and for future potential issuance of shares, the Board of Directors of the Company has resolved (subject to obtaining the approval of the mem

bers of the Company) that the authorized share capital of the Company be increased from Rs. 950,000,000/- (Pak Rupees Nine Hundred Fifty Million), divided into 95,000,000 (Ninety-Five Million) ordinary shares of Rs. 10/- (Rupees Ten) each, to Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million), divided into 130,000,000 (One Hundred Thirty Million) ordinary shares of Rs. 10/- (Rupees Ten) each. Accordingly, the amount of increase in authorized share capital of the Company will be equal to Rs. 350,000,000/- (Rupees Three Hundred Fifty Million), comprising 35,000,000- (Thirty-Five Million) new ordinary shares of Rs. 10/- (Rupees Ten) each.

For the purposes of the same, corresponding amendments are required to be made to the Memorandum and Articles of Association of the Company to reflect the increase in the authorized share capital of the Company, as detailed in the proposed resolutions appearing in the notice of the EGM.

The above requires the approval of the members of the Company, through special resolutions, in accordance with Section 85 of the Companies Act, 2017.

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

None of the directors of the Company have any personal interest in the aforesaid special business, except in their capacity as members and directors of the Company. The Memorandum and Articles of Association of the Company are available for members' inspection, if desired at the liaison/correspondence office till the date of the EGM.

BALLOT PAPER FOR SPECIAL BUISNESS

For poll through ballot paper, at the Extraordinary General Meeting of Gatron (Industries) Limited to be held on December 4, 2023, at 11:00 a.m., at the factory premises located at Plot No.441/49-M2, Sector "M", H.I.T.E., Main R.C.D Highway, Hub Chowki, Distt. Lasbela, Balochistan, to transact the following business.

Contact Details of Chairman, where duly filled-in ballot paper may be sent:

Business Address: The Chairman, 13th Floor, G&T Tower, #18 Beaumont Road, Civil Lines, Karachi-75600, Pakistan.

Attention: "The Chairman" Designated email address: chairmansec@gatron.com

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| Name of shareholder / joint shareholders | |
| Registered Address of shareholder | |
| Number of shares held (on November 27, 2023) and folio number. | |
| CNIC No. / Passport No (in case of foreigner) (copy to be attached) | |
| Additional Information and enclosures (In case of representative of body corporate, corporation. | |

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| INSTRUCTIONS FOR POLL |
| 1. Please indicate your Vote by ticking ✓ the relevant box. |
| 2. In case both the boxes are marked as ✓, your ballot paper shall be treated as "Rejected." |
| I/we hereby exercise my / our vote in respect of the below resolution through postal ballot by conveying my/our assent or dissent to the below resolution by placing tick ✓ mark in the appropriate box below. |

| Nature and description of Resolution | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|---|-------------------------------------|--|
| <p>"RESOLVED THAT the authorized share capital of Gatron (Industries) Limited ("the Company") be and is hereby increased from Rs. 950,000,000 /-, divided into 95,000,000/- ordinary shares of Rs. 10/- each, to Rs. 1,300,000,000/-, divided into 130,000,000/- ordinary shares of Rs.10/- each, by the creation of 35,000,000/- new ordinary shares of Rs. 10/- each.</p> <p>FURTHER RESOLVED THAT, as a consequence of the said increase in the authorized share capital of the Company:</p> <p>The existing Clause V of the Memorandum of Association of the Company be and is hereby replaced accordingly to read as under:</p> <p>"The Capital of the Company is Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million) divided into 130,000,000 (One Hundred Thirty Million) Ordinary Shares of Rs. 10/- each with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes."</p> <p>The existing Article 6 of the Articles of Association of the Company be and is hereby replaced accordingly to read as under:</p> <p>"The Capital of the Company is Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million) divided into 130,000,000 (One Hundred Thirty Million) shares of Rs. 10/- (Rupees Ten) each. The minimum subscription shall be Rs. 175,000/- (Rupees One Hundred & Seventy-Five Thousand only) which has already been reached."</p> <p>FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take any necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementation the aforesaid resolutions."</p> | | |

Signature of shareholder(s) _____ Place: _____ Date: _____

NOTES / PROCEDURES FOR SUBMISSION OF BALLOT PAPER:

- Duly filled-in and signed original postal ballot should be sent to the Chairman, at above-mentioned postal or email address.
- Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot form should reach chairman of the meeting by Saturday, December 2, 2023, during working hours from 9:00 a.m. to 2:00 p.m. Any postal ballot received after this date and time will not be considered for voting.
- Signature on postal ballot should match the signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot papers will be rejected.
- In the case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter.
- Ballot paper has also been placed at the website of the Company <https://www.gatron.com/>. Members may also download the ballot paper from the website or use original/photocopy published in newspapers.