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AL-GHAZI TRACTORS LTD

PRODUCERS OF NEW HOLLAND TRACTORS IN PAKISTAN

Ref: 02.31.02

Date: March 27, 2015

The General Manager
Karachi Stock Exchange (Gte.) Ltd.
Stock Exchange Building,
Stock Exchange Road,
Karachi - 74000

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Please find enclosed herewith a copy of the Notice of the Annual General Meeting to be held on Wednesday April 22, 2015 for circulation amongst your members.

Yours faithfully,
For: **AL-GHAZI TRACTORS LIMITED**

SOBIKA ZUBAIR
COMPANY SECRETARY

Encl: A.a.

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AL-GHAZI TRACTORS LIMITED

Notice of Annual General Meeting

Notice is hereby given that the 32nd Annual General Meeting of Al-Ghazi Tractors Limited will be held on Wednesday, April 22, 2015 at 15:00 hrs. at Hotel Ramada Plaza, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements, the Directors' Report and the Auditors' Report for the year ended December 31, 2014.

2. To declare the final cash dividend, the directors have recommended a dividend of 300% i.e. Rs. 15 per share in addition to interim dividend already paid @ 200% making a total dividend of 500% i.e. Rs. 25 per share.

3. To appoint Auditors for the year ending December 31, 2015 and to fix their remuneration. The retiring Auditors M/s. A. F. Ferguson & Co. being eligible, offer them selves for reappointment.

By Order of the Board

SOBIKA ZUBAIR
COMPANY SECRETARY

Karachi, March 27, 2015

NOTES:

1. The share transfer books of the Company will remain closed from April 15, 2015 to April 22, 2015 (both days inclusive). Transfers received at our Share Registrar Office M/s FAMCO Associates (Pvt.) Ltd. situated at 8-F Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, at the close of business on April 14, 2015 will be treated in time for the purpose of entitlement of dividend to the transferees.

2. A member entitled to attend and vote may appoint a proxy to attend and vote on his/her behalf. No person shall act as a proxy (except for a corporation) unless he/she is entitled to be present and vote in his/her own right. 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 time of the meeting.

3. CDC shareholders or their proxies are requested to bring with them copies of their Computerized National Identity Card or Passport along with the participants ID number and their Account Number at the time of attending the Annual General Meeting in order to facilitate their identification.

4. Members are requested to promptly communicate to the Share Registrar of the Company any change in their addresses.

5. Members who have not yet submitted photocopy of their Computerized National Identity Cards, an in case of a foreigner, copy of Passport, are requested to send the same to the Share Registrar of the Company at the earliest.

6. The SECP has initiated e-dividend mechanism through its letter No: 8(4) SM/CDC/2008 dated April 05, 2013. In order to avail benefits of e-dividend, shareholders are requested to provide details of their bank mandate specifying (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address.

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7. The Government of Pakistan through Finance Act, 2014 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the company. The tax rates are as under:

   - For filers of income tax returns: 10%
   - For non-filers of income tax returns: 15%

   In case of Joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder. In this regard shareholders are requested to provide shareholding proportions alongwith the CNIC Nos. of Principal shareholder and Joint shareholder(s) in respect of shares held by them to our Share Registrar in writing by April 14, 2015, or if no notification is received, each joint holder shall be assumed to have an equal number of shares.

   To enable the Company to make tax deduction on the amount of cash dividend, shareholders 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, otherwise tax on their dividend will be deducted @ 15% instead @10%. Corporate shareholders are requested to send a copy of their NTN to the Share Registrar or their participant in case of CDC accounts.