



GTYR/CORP./PP-N-EOGM/001/2026
August 7, 2026

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

Dear Sir,

Notice of Extraordinary General Meeting (Pre-Publication)

In accordance with Clause 5.6.9 (b) of the Pakistan Stock Exchange Rule Book, we enclose herewith a copy of the captioned notice to the shareholders of Ghandhara Tyre and Rubber Company Limited, prior to its publication in the newspapers.

The attached notice will be published in the Daily Business Recorder (English) and Daily Nawa-i-Waqt (Urdu) on Monday, August 10, 2026.

With kind regards,

Athar A. Khan
Company Secretary



GHANDHARA TYRE AND RUBBER COMPANY 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, Website: www.gtr.com.pk



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Ghandhara Tyre and Rubber Company Limited (the "Company") will be held on Monday, 31 August 2026 at 11:00 a.m. at the National Institute of Banking and Finance, Pakistan (Formerly Institute of Bankers Pakistan), M.T. Khan Road, Karachi as well as through electronic means/ video link facility to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 62nd Annual General Meeting held on October 28, 2025.
2. To elect nine (9) directors of the Company as fixed by the Directors for a period of three years commencing from August 31, 2026 in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of retiring Directors, who are eligible to offer themselves for re-election, are as follows:
 1. Lt Gen (R) Ali Kuli Khan Khattak
 2. Mr. Ahmad Kuli Khan Khattak
 3. Mr. Manzoor Ahmed
 4. Syed Ahmed Iqbal Ashraf
 5. Mr. Ikram-ul-Majeed Sehgal
 6. Mr. Muhammad Kuli Khan Khattak
 7. Mrs. Nazia Qureshi
 8. Mr. Naeem Abdul Sattar
 9. Mr. Atif Anwar

The Statement of Material facts pursuant to Section 166(3) of the Companies Act, 2017 in respect of election of directors, is annexed with this notice.

By Order of the Board

Karachi
Dated: August 10, 2026

Athar Ali Khan
Company Secretary

NOTES:

1. Book Closure

The Share Transfer Books of the Company will remain closed from 24 August 2026 to 31 August 2026 (both days inclusive). Transfers received in order at the office of the Company's 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, by the close of



business on 21 August 2026, will be treated in time, for the purposes of attending and voting at the EOGM.

2. Circulation of Notice through Email

Pursuant to S.R.O 452(I)/2025, notice of the EOGM shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

3. For Personal Attendance

- (i) Any individual shareholder (non-CDC) and the account holder or sub-account holder of CDC, entitled to vote at this meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form.
- (ii) In case of corporate entity, the certified Board of Directors' resolution / valid power of attorney with specimen signature of the nominee shall be produced at the time of the meeting, unless it has been provided earlier.

4. Appointment of proxy

- (i) A member entitled to attend and vote at the meeting may appoint a proxy in writing to attend the meeting and vote on member's behalf. A person may be appointed proxy who is not a member of the Company. Duly completed forms of proxy must be deposited with the Company Secretary at the Registered Office of the Company situated at H-23/2, Landhi Industrial & Trading Estate, Landhi, Karachi, not later than 48 hours before the time fixed for the Meeting.
- (ii) CDC account holders will further have to follow the undermentioned guidelines as laid down in Circular 1 dated 26th January, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).
 - a. In case of individual, the account holder or sub-account holder, whose registration details are uploaded as per CDC Regulations, shall submit the proxy form as per the below requirements:
 - i. Attested copy of valid CNIC or the passport of the beneficial owner(s) and the proxy shall be furnished with the Form of Proxy.
 - ii. The proxy shall produce his/her valid original CNIC or original passport at the time of the meeting.



- b. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with form of proxy to the Company, unless it has been provided earlier.
- c. The form of proxy must be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on that form.
- d. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxies shall be rendered invalid.

5. Participation in EOGM through Electronic Means

Shareholders interested in attending the EOGM through Zoom session are hereby requested to get themselves registered with khawer@gentipak.com latest by August 28, 2026 at 4:00 p.m. (PST) by sending an email with subject "Registration of EOGM" along with a valid scanned copy of their CNIC. While participating through electronic means, members are advised to provide the following mandatory information:

Name of Shareholder	Company Name (if any)	CNIC No.	Folio No./ CDS Account No.	Cell No.	Email Address

Members will be registered after necessary verification as per the above required information and will be provided with a video link at their provided email address.

6. Eligibility Criteria for Candidate Contesting Election of Directors

Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its Registered Office, at H-23/2, Landhi Industrial & Trading Estate, Landhi, Karachi not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- i) Notice of intention to offer himself/herself for election of Directors in terms of Section 159(3) of the Companies Act, 2017.
- ii) Duly completed and signed Appendix to Form-9 giving his / her consent to act as Director of the Company (under Section 167 of the Companies Act, 2017).
- iii) A declaration that he / she 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 the Article 63 of the Articles of Association of the Company.

- iv) Detailed profile of the Candidate along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's S.R.O. 1196 (I)/2019 dated October 03, 2019.
- v) 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.
- vi) Declaration that the person is aware of the duties and powers of directors under the Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, The Securities Act, 2015, Memorandum and Articles of Associations of the Company, Pakistan Stock Exchange (PSX) Regulations and other applicable laws/rules/regulations/codes etc.
- vii) Declaration that he or she is a registered taxpayer and has not been convicted by any court of competent jurisdiction as a defaulter in the payment of any loan to a banking company, development, financial institution or a non-banking financial institution and neither he/she nor his/her spouse is engaged in the business of stock brokerage
- viii) Attested copy of valid CNIC and NTN must be attached.

I. For Independent Directors

Independent Directors, whose names are listed on the data bank of Independent Directors maintained by duly authorized institutes by the SECP, will be elected through the process of election of directors in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director.

- a. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
- b. 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.



- c. For due-diligence and record, submit his/her updated Resume, recent Passport-size Photograph, Educational Document(s), proof of name in Independent Directors' Databank and Experience Certificate(s).

II. Representation of Minority Shareholders

The Company shall:

- i) annex to the notice issued under sub-section (4) of section 159 of the Companies Act, 2017, a statement by a candidate from among the minority shareholders who seeks to contest election to the Board, including a profile of the candidate(s);
- ii) provide information regarding members and shareholding structure to the candidate(s); and
- iii) on a request by the candidate(s) and at the cost of the Company, annex to the notice issued under sub-section (4) of section 159 of the Companies Act, 2017, an additional copy of Proxy Form duly filled in by such candidate(s).

7. Procedure for E-voting and Voting through Postal Ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Companies Act, 2017, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

8. Voting Right of Members at the EOGM Under S.R.O. 451(I)/2025

Pursuant to S.R.O. 451(I)/2025 dated March 13, 2025, issued by the Securities and Exchange Commission of Pakistan (SECP), members / shareholders who did not cast their vote through electronic voting or postal ballot prior to the date of the EOGM and attend the meeting in person shall be allowed to cast their vote in person at the EOGM through ballot paper.

Proxy holders duly appointed by members in accordance with applicable laws and the Company's proxy requirements shall also be permitted to cast the vote of the member they represent at the EOGM through ballot paper, provided that the member has not exercised voting rights through electronic voting or postal ballot prior to the meeting. Such proxy holders must present their original CNIC in case of individual and in case of corporate entity, the Board of Directors' resolution / power of attorney, the valid proxy instrument (submitted not later than 48 hours before the meeting, proxy form must be received not later than Friday, August 28,



2026 at 3:30 p.m. due to Non-working days and Public Holiday under the Company's proxy guidelines at the time of attending the EOGM.

9. Appointment of Scrutinizer

In accordance with regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (**the Regulations**), for the purpose of conducting and supervising the voting process as defined in regulation 11A of the Regulation in connection with the election of Directors at the EOGM. The Board of Directors has appointed ShineWing Hameed Chaudhri & Co., Chartered Accountants, a QCR rated audit firm to act as Scrutinizer. The Scrutinizer possesses the necessary knowledge and experience to independently scrutinize the voting process in accordance with the applicable legal requirements.

10. Prohibition of Distribution of Gifts

The Securities and Exchange Commission of Pakistan (the "SECP"), vide S.R.O.452(1)/2025 has strictly prohibited to those companies who providing gifts or incentives, in lieu of gifts i.e. tokens/coupons /lunches/takeaway/packages in any form or manner to the shareholders at or in connection with general meetings.

11. Intimation for Change of Address

Shareholders are requested to promptly notify to the Share 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 for any change in their addresses. Those shareholders who holds their shares through CDC are requested to please update their addresses with their participants/Investor Account Services.

12. Conversion of Physical Shares into Book-Entry Form

Section 72 (2) of the Companies Act, 2017 provides that every existing company shall be required to replace its physical shares with the book-entry form within four (4) years of the date of the promulgation of the Act. Furthermore, SECP vide its letter dated 26 March 2021 has directed listed companies to pursue their shareholders holding securities in physical form to convert the same in the book-entry form. To ensure compliance with the aforementioned provision and to be benefited by holding securities in the book-entry form, all shareholders holding shares in physical form are again requested to convert their shares into book-entry form.

13. Submission of Copy of CNIC/NTN Certificate (Mandatory)

Members are requested to provide copy of valid CNIC/NTN Certificate to their respective Participants/CDC Investor Account Services in case of book-entry



form, or to Company's Share Registrar in case of physical form, duly quoting thereon Company's name and respective folio numbers.

14. Mandatory Registration Details of Physical Shareholders

According to Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. immediately to our Share Registrar at their address provided in Note 1, to avoid any non-compliance of law or any inconvenience in future.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The Company is required to have at least 2 or $\frac{1}{3}$ Independent Directors on the Board, whichever is higher, in accordance with the requirements of Regulation 6 of Listed Companies (Code of Corporate Governance) Regulations, 2019. The Independent Directors shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. After the Independent Directors file their notice / intention to elect themselves for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by the SECP.
- Respective competencies, diversity, skill, knowledge and experience of the contestants shall be assessed in the context of the Company.
- The company shall exercise due diligence that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

A final list of contesting candidates shall be published in the newspapers not later than seven (7) days prior to the date of the Extraordinary General Meeting (EOGM), in accordance with Section 159(4) of the Companies Act, 2017. Furthermore, the Company's website shall be updated with the requisite information pertaining to each Director. None of the Directors have any direct or indirect interest in the Ordinary Business, except to the extent that they are eligible for re-election as Directors of the Company.