

Millat Tractors Limited

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary 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 Wednesday October 30, 2024 at 12:00 Noon as well as through Video Conferencing facility to transact the following business:

A. ORDINARY BUSINESS

- 1) To confirm minutes of the 61st Annual General Meeting held on October 18, 2024.
- 2) To elect twelve directors of the Company for a period of three years. The retiring directors are

1. Mr. Sikandar Mustafa Khan
2. Mr. Sohail Bashir Rana
3. Mr. Laeeq Uddin Ansari
4. Mr. Qaiser Saleem
5. Mr. Saad Iqbal
6. Mr. Nasar Us Samad Qureshi
7. Mr. Muhammad Javed Rashid
8. Mrs. Ambreen Waheed

As resolved by the Board in its meeting held on September 02, 2024 the number of Directors to be elected shall be twelve and in compliance with provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, Election of Directors will be held in the following manner:

Sr#	Categories	No of Seats
1.	Independent including female Director(s)	4
2.	Other Directors	8

C. ANY OTHER BUSINESS

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

By order of the Board

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Muhammad Faisal Azeem
Company Secretary

Lahore:
October 09, 2024

NOTES

1. The share transfer books of the Company will remain closed from October 24, 2024 to October 30, 2024 (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 Shahrah-e-Faisal, Karachi-74400 by the close of business on October 23, 2024 will be considered in time 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. Filing of Consent for Election of Directors

A member desirous to contest the election of director shall file the following with the Company Secretary at its registered office, not later than fourteen (14) days before the date of the Meeting:

- i. Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Act, selecting any one category stated below in which he / she intends to contest, in accordance with the Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG Regulations"), introduced through S.R.O. 906(1)2023 dated July 07, 2023:

- a) Independent Director
- b) Female Director
- c) Other Director

- ii. Consent to act as Director on signed appendix to Form 9 of Companies Regulations, 2024 under Section 167 of the Act, along with copy of valid CNIC / Passport, taxpayer registration certificate.

- iii. A declaration in respect of being:

- a) Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in Section 155 & Section 156 of the Act, to act as director of the listed company.
 - b) That he / she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.
 - c) That he/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.
 - d) That he/she is aware of the duties of the directors under the Act, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
- iv. A detailed profile along with official address (for placement on the Company's website) as required under SECP's SRO 1196 (1)/ 2019 dated October 03, 2019.
 - v. The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Act, CCG Regulations, the Companies Regulations, 2024, the applicable laws and regulations and ensure the compliance with the same in letter and spirit.

The list of contesting Directors will be circulated not later than seven (7) days before the date of the Meeting, in terms of Section 159(4). Further, website of the Company will also be updated with the relevant information.

5. Participation in the Extra Ordinary 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 EOGM. The shareholders interested in attending EOGM through video link are requested to register their following particulars by sending an email at cdcsr@cdcsrsl.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 Monday, October 28, 2024.

6. 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 Extra Ordinary General Meeting (EOGM) through video conference at least seven days prior to the date of EOGM, 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 EOGM 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 EOGM.

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 _____.

7. Polling on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022 issued by the SECP. The 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 and in case of election of directors, 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 Act. Accordingly, members of Millat Tractors Limited will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Extra Ordinary General Meeting to be held on Wednesday October 30, 2024 at 12:00 P.M., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations further details will be shared in due course.

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

SELECTION OF INDEPENDENT DIRECTORS

Section 166(3) of the Companies Act, 2017, requires that a statement of material facts is annexed to the notice of general meeting called for the purpose of election of directors.

Pursuant to the abovementioned provision, independent directors will be elected through the process of election of directors as laid down under section 159 of the Companies Act, 2017 read with Regulation 7A of Listed Companies (Code of Corporate Governance) Regulations, 2019.

The company will ensure that the independent directors to be elected meet the criteria set out for independence under section 166 of the Companies Act, 2017 and the regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.