

Agriauto Industries Limited

Notice of Meeting

NOTICE is hereby given that the 30th Annual General Meeting of the Company will be held at Institute of Chartered Accountants of Pakistan Auditorium, Clifton, Karachi on October 17, 2011 at 2:30 p.m. to transact the following business:

1. ORDINARY BUSINESS

- 1 To receive and adopt the Audited Accounts for the year ended June 30, 2011 together with the Report of the Directors' and Auditors' thereon.
- 2 To approve the payment of cash dividend @ 100 % i.e. Rs. 5.0 per share as recommended by the Board of Directors.
- 3 To appoint Auditors for the year 2011-2012 and to fix their remuneration. The present auditors M/s Ernst & Young Ford Rhodes Sidat Hyder (Chartered Accountants) being eligible offer themselves for re-appointment.
- 4 To elect seven directors of the Company for a period of three years under section 178(1) of the Companies Ordinance 1984, in place of the present directors retiring on October 28, 2011 namely:-

(i) Mr. Yutaka Arae	(ii) Mr. Fahim Kapadia	(iii) Mr. Sohail P. Ahmed
(iv) Mr. Owaisul Mustafa	(v) Mr. Asif Rizvi	(vi) Mr. Alireza M. Alladin
(vii) Mr. Daneshwer F. Dinshaw		

By order of the Board.

M. Aqeel Loon
Company Secretary

Karachi : September 09, 2011

NOTES:

1. The Share transfer books of the company will remain closed from October 11, 2011 to October 17, 2011 (Both days inclusive)
2. Any person who seeks to contest election to the office of Director shall file with the Company, not later than fourteen days before the date of the Meeting a notice of his/her intention to offer himself /herself for the election of a Director in terms of section 178(3) of the Companies Ordinance 1984, together with;
 - a) Consent to act as Director on Form-28.
 - b) A declaration with consent to act as director in the prescribed form under Clause (ii) of the Code of Corporate Governance to the effect that he / she is aware of duties and powers of directors under the Companies Ordinance, 1984, the Memorandum and Articles of Association of the Company and the listing regulations of the Stock Exchange in Pakistan and has read the provisions contained therein.
 - c) A declaration in terms of clause (iii) and (iv) of the Code of Corporate Governance to the effect that;
 - i. He/She is not serving as a director of more than ten other listed companies.
 - ii. His / Her name is borne in the register of national tax payers (except where he / she is a non-resident).

- iii. He / She has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution.
 - iv. He / She and his / her spouse are not engaged in the business of stock brokerage.
3. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
 4. CDC shareholders desiring to attend the meeting are requested to bring their computerized original National Identity Card, Account and participant's ID numbers, for identification purpose and in case of proxy, to enclose an attested copy of his/her National Identity Card as per guide lines laid down in circular No. 1 dated January 26, 2000 issued by the SECP.
 5. Members are requested to promptly communicate any change in their addresses to our Company's Share Registrar, M/s Noble Computer Services (Pvt.) Ltd. 1st Floor, House of Habib Building (Siddiqsons Tower), 3-Jinnah Co-operative Fousing Society, Main Shahrah-e-Faisal, Karachi.