



## NOTICE OF 22<sup>nd</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 22nd Annual General Meeting of Millat Industrial Products Limited will be held at the Registered Office of the Company at 8.8 K.M. Sheikhpura Road, Shahdara, Lahore, on Monday, October 30, 2023 at 12:30 P.M to transact the following business:

### A. ORDINARY BUSINESS

- 1) To confirm minutes of EOGM held on June 23, 2023.
- 2) To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2023 together with the Directors' and Auditors' Reports thereon.
- 3) To approve final cash dividend of Rs.15 per share i.e., 150%.
- 4) To appoint auditors and fix their remuneration for the year ending June 30, 2024.
- 5) To elect seven directors of the company for a period of three years. The retiring directors are M/s. Sikandar Mustafa Khan, Laeeq Uddin Ansari, Muhammad Mustafa Khan, Muhammad Mustafa Sohail, Qaiser Saleem, Shehryar Ansari.  
As resolved by the Board in its meeting held on, August 31, 2023 the number of directors to be elected shall be seven.

### B. SPECIAL BUSINESS

- 6) To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2023 by passing the following special resolution with or without modification.  
"Resolved that the following transactions conducted with Related Parties for the year ended June 30, 2023 be and are hereby ratified, approved and confirmed."

**2023 (AMOUNTS IN RUPEES)**

NAME(S)	PURCHASES	SALES
MILLAT TRACTORS LIMITED	-	522,721,653
MILLAT EQUIPMENT LIMITED	-	70,184
<b>TOTAL</b>	<b>-</b>	<b>552,791,837</b>

- 7) To authorize Chief Executive of the Company to approve transactions with Related Parties for the year ending June 30, 2024 by passing the following special resolution with or without modification.

"Resolved that the Chief Executive of the Company be and is hereby authorized to approve the transactions with Related Parties during the period from July 01, 2023 till the next Annual General Meeting of the Company.

“Resolved further that these transactions shall be placed before the shareholders in the next Annual General Meeting for their ratification/approval.”

- 8) To ratify and approve issuance of 15% Bonus Shares already issued and approved by the Board, by passing the following ordinary resolution.

**“RESOLVED THAT:**

To ratify and approve issuance of 15% Bonus Shares already issued and approved by the Board, by passing the following ordinary resolution.

A sum of Rs. 13,429,260 out of the profit available for appropriations as at March 31, 2023 be capitalized and be applied to the issue of 1,342,926 ordinary shares of Rs.10 each allotted as fully paid Bonus Shares to the members whose names appear in the register of members as at the close of business on June 13, 2023 i.e.,15%.

These Bonus Shares shall rank pari passu in all respects with existing shares except that these shares shall not qualify for the interim dividend declared for the year ending June 30, 2023.

The Directors be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of Bonus Shares.”

“RESOLVED that the Directors be and are hereby authorized to consolidate all fractions of bonus shares and sell the same in the Market and pay the proceeds of sales when realized to charitable institution(s).”

**C. ANY OTHER BUSINESS**

- 9) To transact any other business with the permission of the Chair.

By order of the Board



Zeeshan Yousaf  
Company Secretary

Lahore:  
October 08, 2023

**NOTES:**

1. The share transfer books of the Company will remain closed from October 24, 2023 to October 30, 2023 (both days inclusive) and no transfer will be accepted during this period.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
3. Shareholders are requested to notify the change of address, if any, immediately and submit, if applicable, the CZ-50 Form (for non deduction of Zakat) to the Company at 49 K.M Off Multan Road Bahi Pheru District Kasur. This will assist in prompt receipt of Dividend.
4. **Filing of Consent for Election of Directors**  
As required u/s 159(3) of Companies Act, 2017, any member who seeks to contest an election to the office of a director, shall whether he/ she is retiring director or otherwise, file with the Company, not later than fourteen days before the date of meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as a director along with consent to act as a director in form 28, duly completed as required under section 167(1) of the Companies Act, 2017; and a detailed personal profile along with office address for placement on to the Company’s website in accordance with SECP’s SRO No.1196(I)/2019 dated October 03, 2019 before the election.

The following declaration should also be furnished as required: I hereby declare that:

- a) I am a member of the Company. (Number of shares held along with Folio number be mentioned)
  - b) I am not ineligible to become a director of the company under any applicable laws and regulations.
  - c) I am a registered tax payer and my National Tax No. is -----.
  - d) I have never been declared defaulter in payment of any loan to banking company, a Development Financial Institution or a Non Banking Financial Institution.
5. Members who have not yet submitted photocopy of their computerized National identity Card (CNIC) to the company are requested to send the same at the earliest.
6. As per regulations the dividend warrants should bear the Computerized National Identity Card (CNIC) Numbers of the registered members or the authorized person except in the case of minor(s) and corporate members. CNIC numbers of the members are, therefore, mandatory for the issuance of future dividend warrants and in the absence of such information, payment of dividend may be withheld. Therefore, the members who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) to the Company.
7. As per Section 150 of the Income Tax Ordinance, 2001, different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These rates are as follows:
- (a) For filers of income tax returns 15.00%
  - (b) For non-filers of income tax returns 30.00%

To enable the Company to make tax deduction from cash dividend @15.00% instead of 30.00% all the 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 before the date of payment of the cash dividend, otherwise tax on their cash dividend will be deducted @30.00% instead of 15.00%.

For shareholders holding their shares jointly, as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately on 'Filer/Non-Filer' status of principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts. Therefore, all shareholders who hold shares jointly are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to the Company as follows.

Company Name	Folio #	Total Shares	Principal shareholder		Joint shareholder	
			Name and CNIC #	Shareholding Proportion (# of Shares)	Name and CNIC #	Shareholding Proportion (# of Shares)

The above/required information must be provided to the Company Secretary, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

For any further query/problem/information, the investors may contact the Company representative at 49 K.M Off Multan Road Bahi Pheru District Kasur. Phone: +92-49-4540528, e-mail address: zeeshan@millatbatteries.com Fax: +92-49-4540328.

8. The Securities and Exchange Commission of Pakistan vide SRO 787(1)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors' report and directors report along with notice of annual general meeting to its members through e-mail. Members who wish to avail this facility may give their consent to the Company Secretary.

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

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 30, 2023.

### AGENDA ITEM NO.6

#### Approval/Ratification of Related Party Transactions (RPTs) conducted during Financial year ended on June 30, 2023

Pursuant to Companies Act, 2017, the transactions conducted with group companies are to be approved/ratified by the shareholders in general meeting as the majority of Company Directors were interested in these transactions due to their common directorship and holding of shares in the group companies, the quorum of directors could not be formed for approval of these transactions, therefore the transactions with group companies for the year ended June 30, 2023 are being placed before the shareholders for their consideration and approval/ratification.

It may be noted that principal activity of the company is manufacture of batteries for tractors and other automobiles. The commercial reason for entering into RPTs was uninterrupted smooth supply throughout the year.

The information of the Related party transactions as required under Regulation 5(1) of the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 is as under:-

Sr.#	Information Required	Details
1	Name of Related Parties	Millat Tractors Limited, Millat Equipment Limited and Bolan Castings Limited
2	Names of interested or concerned persons or directors from	M/s. Sikandar Mustafa Khan, Laeeq Uddin Ansari, Muhammad Mustafa Khan, Muhammad Mustafa Sohail, Qaiser Saleem, Shehryar Ansari.
3	Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in related party	Common directorship and shareholding in companies.
4	Detail, description, terms and conditions of transactions	Sale of automotive batteries against confirmed orders.
5	Amount of Transactions	As disclosed in item 05 of notice of AGM.
6	Time frame or duration of the transactions or contracts or arrangements.	Throughout the financial year.
7	Pricing Policy	At mutually agreed price

The Directors are interested in the resolution to the extent of their common directorships and shareholding in the group companies.

### AGENDA ITEM NO.7

#### Authorization to CEO For Related Party Transactions (RPTs)

The Company shall be conducting Related Party Transactions (RPTs) with group companies during the year ending June 30, 2024 in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship and shareholding in the group companies. Therefore, these transactions with group companies have to be approved by the shareholders.

In order to ensure smooth supply during the year, the shareholders may authorize the Chief Executive to approve transactions with group on case to case basis from July 01, 2023 till the next AGM. However, these transactions shall be placed before the shareholders in the next AGM for their approval/ratification.

The Directors are interested in the resolution to the extent of their common directorships and shareholding in the group companies.

**AGENDA ITEM NO.8**

**Issuance of Bonus Shares**

The Board of Directors is of the view that the Company’s financial position and its reserves justify this capitalization for the issue of Bonus Shares. The Directors of the Company, directly or indirectly are not interested in the resolution except to the extent of their shareholding in the Company.

**Disposal of Bonus Share Fractions**

The Board in its 99th meeting held on June 13, 2023 has recommended that the fractions of bonus shares will be immaterial and of no significant financial disadvantage to the shareholders. Therefore the proceeds of the above may be donated to one or more charitable institutions (engaged in the welfare of human being) in line with the Company’s policy of maximum participation in welfare.



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