

NOTICE OF MEETING

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting (AGM) of Otsuka Pakistan Limited (OPL) will be held on Thursday, October 22, 2020 at 10:30 a.m. virtually via video-link, as permitted by the Securities and Exchange Commission of Pakistan (SECP). Instruction with regard to participation appears in the below notes. While convening the AGM, through video-link, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The 32nd AGM is being held to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Annual Audited Accounts for the year ended June 30, 2020, together with the Directors' and Independent Auditors' reports thereon.
- To appoint external auditors and fix their remuneration for the year ending June 30, 2021. The present auditors, M/s Deloitte Yousuf Adil & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.
- To transact any other business with the permission of the Chair.

By order of the Board
Muhammad Amin Bashir
Company Secretary

Karachi:
Dated: **September 22, 2020**

CORONAVIRUS CONTINGENCY PLANNING FOR GENERAL MEETING OF OTSUKA PAKISTAN LIMITED

Participation in the meeting through online facilities:

In wake of the prevalent COVID-19 pandemic situation and in the light of the relevant guidelines issued by the Securities Exchange Commission of Pakistan (SECP) vide their circular No. 5 of 2020 dated: March 17, 2020 which have been extended up to October 31, 2020 vide their another circular No. 25, 2020.

The shareholders of OPL are encouraged to participate in the 32nd AGM through electronic means as offered by the Company and get themselves registered with Company's Share Registrar i.e. M/s. CDC Share Registrar Services Limited at least 48 hours before the meeting time of AGM at cdcsr@cdcsrsl.com.

The shareholders will be able to login and participate in the 32nd AGM proceedings through their smart phones or computer devices from their homes or any convenient location after completing all the required formalities for verification and identification of the shareholders.

The login facility will be opened at 10:00 a.m. on October 22, 2020 enabling the participants to join the proceedings which will be started at 10:30 a.m. sharp.

The shareholders are requested to provide the information as per the below format. The details of the video link will be sent to the shareholders on the email address provided in the below table:

S. No.	Name of Shareholder	CNIC Number	Folio/CDS AC #Number	Cell Number	Email Address

- Shareholders may send their queries, comments and suggestions relating to the proposed agenda items of the 32nd AGM of the Company at least two working days before the AGM, at cdcsr@cdcsrsl.com or WhatsApp or SMS on Cell No.0321-8200864. Shareholders are required to mention their full name, CNIC number and Folio/CDS number for this purpose.

Notes:-

A. Book Closure and Proxy:

- The Share Transfer Books of the Company will remain closed from October 16, 2020 to October 22, 2020 (both days inclusive).
- A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his / her behalf. A proxy need not be a member of the company. Instrument of appointing proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of the power or authority must be submitted at the Registered Office of the Company at least 48 hours before the time of the Meeting.
- CDC Account Holders will have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).
- The SECP vide circular No. 25 of 2020 dated: August 31, 2020 has given regulatory relief to dilute impact of Coronavirus (COVID-19) for corporate sector. Accordingly this notice of AGM of the Company shall be dispatched to the shareholders through printed copies and shall be electronically available on the PUCARS system of the Pakistan Stock Exchange Limited and the Company's website (www.otsuka.pk) under "Notice to Shareholders". Shareholders are requested to provide the Company their email addresses at secretarialcompliance@otsuka.pk if notice of the meeting is required through email.

B. For Attending the Meeting:

- 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 authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

C. For Appointing Proxies:

- 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.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

D. AVAILABILITY OF THE AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE

The audited accounts of the Company for the year ended June 30, 2020 have been placed on the Company's website at www.otsuka.pk.

E. TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH EMAIL:

In pursuance of the directions given by SECP vide SRO 787(I)/2014 dated: September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. www.otsuka.pk and send the said form duly filled in and signed along with copy of his/her/its CNIC/Passport or other such information in the case of a body corporate to the Company's share registrar. The Company's Annual Financial Statements for the year ended June 30, 2020 is also being circulated to the shareholders through CD / DVD in compliance of section 223(6) of the Companies Act, 2017.

F. SUBMISSION OF CNIC/NTN DETAILS (MANDATORY REQUIREMENT):

As per Securities and Exchange Commission of Pakistan (SECP) vide SRO 889(1)/2011 and SRO 831(I)/2012, dividend counters in electric form should bear the CNIC number of the authorized person or registered member, except in case of minor(s) and corporate members. Accordingly, Members who have not yet submitted photocopy of their valid computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar. In case of non-receipt of the copy of valid CNIC, the Company would be constrained under the law to withhold dividend of such shareholders.

G. PAYMENT OF CASH DIVIDEND ELECTRONICALLY (MANDATORY REQUIREMENT):

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017. It is mandatory for a listed company to pay cash dividend to its shareholder ONLY through electronic mode directly into the bank account designated by the entitled shareholder. Notice in this regard has already been published by the Company in the newspapers, however, shareholders are once again requested to fill in "Electronic Credit Mandate Form" as reproduced below and send the duly signed Electronic Mandate Form along with a copy of valid CNIC/NTN to their respective CDC participant / CDC Investor account services. (In case of shareholding in Book Entry Form) or to the Company's Share Registrar i.e. M/s. CDC Share Registrar Services Limited (CDCSRL), CDC House, 99-B, Block 'B', S,M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 (in case of shareholding in Physical Form):

Shareholder's details:	
Name of the Shareholder(s)	
Folio No. / CDS Account No.	
CNIC No. (Copy attached)	
Mobile / Landline No.	
Shareholder's Bank details:	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch's Name and Address	

In case of non-provision of above-information the Company will have to withhold the cash dividend according to section 243(3) of the Companies Act, 2017.

H. DEPOSIT OF PHYSICAL SHARES IN CDC ACCOUNT:

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e., May 30, 2017.

The Shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

I. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of section 143 and 144 of the Companies Act, 2017, members holding in aggregate 10% or more shareholding will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

NOTE: Shareholders are requested to promptly notify any change in their addresses 'if any' to 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-74400. Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275) Fax: (92-21) 34326053 Email: cdcsr@cdcsrsl.com.**

For any query/problem/information, the investors may contact to the Share Registrar on the above-said contact details &/or the Company Secretary at the following contact details:

Mr. Muhammad Amin Bashir, Company Secretary, Otsuka Pakistan Limited, 30-B, S.M.C.H.S., Karachi-74400, Tel: 34528652 - 4 Lines (Ext. No. 356) Fax: (92-21) 34549857, Email: secretarialcompliance@otsuka.pk.

