



Way of Life!

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Pak Suzuki Motor Company Limited will be held virtually via webinar (Video Link) on Friday, January 29, 2021 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

- 1- To elect seven (7) Directors as fixed by the Board under the provisions of the Companies Act, 2017 for a period of three years commencing from February 07, 2021. In terms of section 159(1) of the Companies Act, 2017, the Directors of the Company have fixed the number of elected Directors at seven (7).

The names of the retiring directors whose term of office expires on February 06, 2021 are as follow:

- I. Mr. Kinji Saito
- II. Mr. Masafumi Harano
- III. Mr. Tadashi Homma
- IV. Mr. Hisashi Takeuchi
- V. Mr. Shigeo Takezawa
- VI. Mr. Moin M. Fudda
- VII. Ms. Rukhsana Shah

All retiring Directors are eligible to offer themselves for re-election. Any person who seeks to contest election of Directors shall file a notice of his/her intention to offer himself/ herself for election as Director in terms of section 159(3) of the Companies Act, 2017 not later than 14 days before the day of the meeting.

- 2- To consider any other business with the Permission of the chair.

BY ORDER OF THE BOARD

ABDUL NASIR
COMPANY SECRETARY

Karachi: January 07, 2021

Notes:

- 1- The share transfer books of the Company will remain closed from January 23, 2021 to January 29, 2021 (both days inclusive) and no transfer will be accepted for registration during this period. Transfers received in order till close of business on January 22, 2021 will be accepted for transfer.
- 2- Only those persons whose names appear in the Register of Members of the Company as at January 22, 2021 will be entitled to attend / participate in / vote at the Meeting.
- 3- An instrument of proxy applicable for the Meeting is being provided with the Notice sent to members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: <http://www.paksuzuki.com.pk>.
- 4- 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.
- 5- Members are requested to notify change in their address, if any, to the Company's share registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400.
- 6- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in the Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

For Attending the Meeting

- 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) or original passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney in favor of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing Proxies

- i. In case of individuals, the account holder or subaccount holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
 - iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his / her original CNIC or original passport at the time of Meeting.
 - v. 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.
- 7- SECP vide its SRO 779(1)/2011 dated August 18, 2011 has made it mandatory for the companies to provide CNIC numbers of the shareholders on dividend warrants. Therefore, members who have not yet submitted photocopies of their valid CNICs to the Company are again requested to immediately submit the same directly to Company's share registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400. Dividend Warrants of the shareholders who will not submit the copies of their CNICs will be withheld by the or Company.
- 8- Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders, who own physical shares, are requested to fill in Electronic Credit Mandate Form available on Company's website and send duly signed form along with a copy of CNIC to the Registrar of the Company. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.
- 9- Members can also avail video conference facility. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location other than Karachi, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Pak Suzuki Motor Company Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____".

- 10- In compliance with the guidelines issued by the Securities and Exchange Commission of Pakistan vide circular No. 5 of 2020, dated 17 March, 2020, which, inter alia, has directed listed companies to avoid large gatherings at one place and consider using video link facility, webinar and other electronic means.

The shareholders who are willing to attend and participate at the meeting through video link are required to register their particulars by sending an email at (company.secretary@paksuzuki.com.pk). Such shareholders are requested to register by providing their credentials, i.e., Name, Folio Number, scanned copy of CNIC (both sides), Cell phone number and Number of shares held in their name through email with the subject "Registration for PSMC EOGM". Video link and login details will be shared with only those members whose emails, containing all the required particulars are received at the given email address before 05:00 p.m. on January 27, 2021. The members can also provide their comments and suggestion to the agenda item of the EOGM at the email address: (company.secretary@paksuzuki.com.pk).

The login facility will be opened at 9:45 a.m. on 29th January, 2021 enabling the shareholders to join the meeting which will start at 10:00 a.m. sharp

- 11- Any person (including a retiring director) who seeks to contest election of directors shall file with the company in its registered office, 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 together with:

- i. Notice of his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
- ii. Form 28 - Consent to act as director prescribed under section 167 of the Companies Act, 2017.
- iii. A detailed profile along with office address as required under SECP's SRO 634(1) / 2014.
- iv. Attested copy of valid CNIC & NTN.
- v. Undertaking on non-judicial stamp paper that meets the requirements of sub regulation of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- vi. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations and the eligibility criteria as set out in the Companies Act, 2017 to act as Director of Listed Company.