



Ref: SHM/1045/2020

Date: February 18, 2020

The General Manager
Pakistan Stock Exchange Limited
Pakistan Stock Exchange Building
Stock Exchange Road,
Karachi.

Dear Sir,

# Re: Notice of Extraordinary General Meeting of Exide Pakistan Limited ("Company")

Pursuant to the requirements of Regulation 5.6.4(b) of the Pakistan Stock Exchange Limited Regulations, please find enclosed herewith a copy of the Notice of the Extraordinary General Meeting of the Company to be held at 11.00 a.m. on 13.3.2020 at the Registered Office of the Company at A-44, Hill Street, Manghopir Road, SITE, Karachi.

Yours sincerely, For EXIDE Pakistan Limited

S. Haider Mehdi Director

Encl: As above

CC: Director/HOD

Surveillance, Supervision and Enforcement Department, Securities and Exchange Commission of Pakistan, NIC Building, 63 Jinnah Avenue Blue Area, Islamabad

Head of Operations, Central Depository Company of Pakistan Ltd CDC House, Karachi.

The Secretary,
Pakistan Stock Exchange Limited,
19 Khayaban-e-Igbal, Lahore



# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Exide Pakistan Limited ("Company") will be held at 11.00 a.m. on Friday, March 13, 2020 at the Registered Office of the Company at A-44, Hill Street, Off Manghopir Road SITE, Karachi to transact the following business:

### Ordinary business:

1. To confirm the minutes of Annual General Meeting held on July 29, 2019.

#### Special Business

2. To consider and, if thought fit, to pass (with or without modifications) the following resolutions as Ordinary Resolutions:

RESOLVED THAT the sale and transfer by the Company of its industrial land at plot D-7, SITE, Karachi and buildings thereon ("Property"), which constitutes a sizeable part of the assets of the Company under Section 183(3) of the Companies Act, 2017, to M/s. Hassanali Sons, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Arshad Shehzada, Chief Executive and Mr. S Haider Mehdi, Director of the Company, be and are hereby, singly or jointly, authorized to do all acts, deeds and things, to negotiate and execute such agreements, documents and papers and make any applications and to take such other steps as may be necessary to give effect to and implement the above resolution and all matters connected and incidental thereto.

Statement under Section 134(3) of the Companies Act, 2017 setting forth all material facts pertaining to the Special Business

Karachi

February 18, 2020

BY ORDER OF THE BOARD
S Haider Mehdi
Director

### NOTES:-

- The Share Transfer Books of the Company will remain closed from Friday, March 6, 2020 to Friday, March 13, 2020 (both days
  inclusive). Transfers received in order at the office of the Company's Share Registrar THK Associates (Private) Limited, First
  Floor, 40-C, Block 6, PECHS, Karachi 75400 by close of business on Thursday, March 5, 2020 will be treated as being in time
  to attend and vote at the meeting.
- 2. A member, entitled to attend and vote at the meeting, may appoint a proxy in writing to attend and vote on the member's behalf. A proxy need not be a member of the Company. A corporate entitly, being member, may appoint any person, regardless whether they are a member or not, as its proxy. In case of corporate entitles, a resolution of the Board of Directors / Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. The proxy holders are required to produce their original CNICs or original assessorts at the time of the meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 hours before the time of the meeting.

- 3. The members are requested to notify the Share Registrar of any change in their address.
- CDC account holders will further have to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

## Statement under Section 134(3) of the Companies Act, 2017

This Statement is annexed to the Notice of the Extraordinary General Meeting of Exide Pakistan Limited ("Company") to be held on Friday, March 13, 2020 at which certain Special Business is to be transacted. The purpose of this Statement is to set forth the material facts concerning such Special Business.

The Management has proposed to dispose of the Company's industrial plot ad measuring 2.61 acres located at no. D-7 SITE, Karachi with building thereon ("Property") to Mys. Hassanali Sons and to apply the proceeds of the sale towards settlement of the Company's liabilities to financial institutions/banks. The Company operates its sulphuric acid plant, formation facilities for automotive batteries and lead recovery plant on the said Property.

Mr. Arif Hashwani, Mr. Altaf Hashwani and Mr. Hussain Hashwani, Directors of the Company, are also Partners of M/s. Hassanali Sons which therefore is a related party. In order to continue the above mentioned manufacturing facilities on the Property, M/s Hassanali Sons will allow the Company to use the Property.

The material facts required to be disclosed under S.R.O. 423(I)/2018 dated April 3, 2018 when the Board of Directors proposes to sell, lease or otherwise dispose of an 'undertaking' or a 'sizeable part' thereof are provided below:

Sr.No.	Description	Information Rec	unred	25 12 12 12 12 12 12 12 12 12 12 12 12 12
(1)	Detail of Assets to be sold	has been alway decemberts, and because a substitute		
(a)	Description/name of asset	The proposed transaction involves the sale and transfer of the industrial plot of the Company measuring 2.61 acres located at D-7. SITE, Karachi and buildings situated thereon ("Property").  The Company operates its sulphuric acid plant, batteries charging facilities and lead recovery plant on the Property. The land along with the building for sulphuric acid plant was acquired by the Company on November 20, 2003. The Building for immunification of property is acquired by the Company on November 20, 2003. The Building for immunification of property is and allied services was constructed in 2015.		
(b)	Acquisition date of the asset			
(c)	Cost III Cost	Asset	Maria Co. Maria Co.	Cost (Rs.)
	Object and with county of the subject of an County of which 100 and who is not not be subject.	Land	tin biologic Coloridation & 2 Lot Marynes is pr	59,000,000
	COUNTY AND A STREET OF THE PARTY AS A STREET, AND A STREET	Building	an officer Division of the Sa	1,000,000
(d)	Revalued amount and date of revaluation (if applicable)	Asset	Revalued Amount (Rs.)	Last Revaluation Date
	The street with the street of	Land	270,000,000	31.3.2018
Sam Mi	of State activators is not installed the property and are in o	Building	19,331,870	31.3.2018
(e)	Book value	Asset		Book Value (Rs.)
	A Company of the Comp	Land		259,200,000
1		Building	-	13,273,692
(f)	Approximate current market price/fair value	Asset		Fair/Market Value (Rs.)
	Topic to the sew sundy amount of se	Land	A STATE OF THE SAME	532,000,000
	the first that a nath to and station had	Building	CONTRACTOR OF	20,015,000
(h)	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other Important terms and conditions of	building).  The proposed transaction involves sale of the Property by the Company to M/s. Hassanali Sons. In order to continue the manufacturing facilities on the Property, M/s. Hassanali Sons will allow the Company to use the Property initially without any rent. Upon improvement of operating performance, the Company will start rent payment for the Property to M/s Hassanali Sons at the prevailing fair market value i.e. on ar am's length basis.		
	the lease	any rent. Upon a Company will s Hassanali Sons a	ompany to use the Pr improvement of oper tart rent payment for at the prevailing fair	roperty initially without rating performance, the or the Property to M/s.
(i)	Additional information in case of disposal of land:  (i) Location  (ii) Nature of land (e.g. commercial, agriculture, etc.); and  (iii) Area proposed to be sold.	any rent. Upon Company will s Hassanali Sons a arm's length bas. The Property is a situated at D-7, S	ompany to use the Pr improvement of oper tart rent payment for it the prevailing fair is. in Industrial Plot mea ITE, Karachi.	reperty initially without rating performance, the or the Property to M/s. market value i.e. on an assuring 2.61 acres and is
(i) (2)	Additional information in case of disposal of land:  (i) Location  (ii) Nature of land (e.g. commercial, agriculture, etc.); and	any rent. Upon Company will s Hassanali Sons- acm's length basi The Property is a situated at D-7, S	ompany to use the Pr improvement of oper tart rent payment for it the prevailing fair. s. In Industrial Plot mea STE, Karachi.	roperty initially without rating performance, the or the Property to M/s, market value i.e. on an assuring 2.61 acres and is
rid now to report in distributed characters	Additional information in case of disposal of land:  (i) Location  (ii) Nature of land (e.g. commercial, agriculture, etc.); and  (iii) Area proposed to be sold.	any rent. Upon Company will s Hassanali Sons a rm's length bas The Property is a situated at D-7, \$  M/s. Hassanali Property at fair n As mentioned at are related partie and Mr. Hussain	ompany to use the PT mprovement of oper tact rent payment for it the prevailing fair is. In Industrial Plot mea HTE, Karachi.  Sons has expressed is market value on an an ove, the Company ar is, Mr. Arif Hashwar	roperty initially without rating performance, the or the Property to M/s, market value i.e. on an assuring 2.61 acres and is
(2)	Additional information in case of disposal of land: (i) Location (ii) Nature of land (e.g. commercial, agriculture, etc.); and (iii) Area proposed to be sold. The proposed manner of disposal of the said assets In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement	any rent. Upon. Company will seasonali Sons atm's length basis The Property is a situated at D-7, Smith Property at fair. As mentioned at a related particle and Mr. Hussain also partners of a The Company the proposed sa liabilities to final	mpany to use the Pr mprovement of oper last rent payment for it the prevailing fair's.  In Industrial Plot men MITE, Kurachi.  Sons has expressed in market value on an an owe, the Company as s. Mr. Arif Hashwan Hashwani, Director M/s. Hassanali Sons. intends to apply the le of the Property to scial institutions/ ban	roperty initially without rating performance, the with Property to M/s. market value i.e. on an assuring 2.61 acres and is is intention to buy the m's length basis. Ind M/s. Hassanali Sons in, Mr. Altaf Hashwani so of the Company, are proceeds received from owards the Company's kls.
(2) (3) (2)	Additional information in case of disposal of land:  (i) Location (ii) Nature of land (e.g. commercial, agriculture, etc.); and (iii) Area proposed to be sold.  The proposed manner of disposal of the said assets  In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts.  Purpose of the sale, lease or disposal of assets along with following details:  a) Utilization of the proceeds received from	any rent. Upon. Company will a Fassanali Sons : arm's length bas: The Property is a situated at D-7, \$  M/s. Hassanali Property at fair in As mentioned at are related partic and Mr. Hussain also partners of J a) The Company the proposed sate iniabilities to final b). The propose adverse impact of M/s. Hassanali (Company to certain part of the proposed sate of the	mmpany to use the PT maprovement of oper tact rent payment for the prevailing fair s.  In Industrial Plot men siTE, Karachi.  Sons has expressed i harket value on an an one, the Company as s. Mr. Arif Hashwan I Hashwani, Director M/s. Hassanali Sons. intends to apply the e of the Property it incial institutions/ ban it transaction is not in the operational capp. Sons has indicated	roperty initially without rating performance, the rithe Property to M/s, market value i.e. on an assuring 2.61 acres and is suring 2.61 acres and is intention to buy the m's length basis. and M/s, Hassanali Sons in, Mr. Altaf Hashwani is of the Company, are proceeds received from owards the Company's akes.  expected to have any acity of the Company as that it will allow the the Property and the

Copies of the valuation reports obtained by the Company from two valuers and real estate appraisers are available for inspection at the registered office of the Company during normal working hours from the date of publication of the Notice till the date of the EOGM.



				موق اجلا آب عا	
Sr.No.	Description	Information Rec	anired	1411 September 224	The statement of the company of the statement of the stat
(1)	Detail of Assets to be sold	Thrormation ixed	quiren		
(a)	Description/name of asset	The proposed transaction involves the sale and transfer of the		sale and transfer of the	اطلاع دی جاتی ہے کہ ایک ایک ایک کیاں کمیلیڈ کے صفعی داران کا فیر معمول اجلاع عام موری 13 مارچ 2020 کو مع 11 بج میٹن کے دیشر زرقام 44 4 با استریث، منگھوپیر روؤ،
	industrial plot of the Company measuring 2.61 acres located		aring 2.61 acres located	سائٹ کراچی عی منعقدہ وقال اس اول علی مشدورة عی امورز میر بحث لائے جا تھی گے۔	
	TOTAL SERVICE OF COLUMN SERVICE	at D-7, SITE, Karachi and buildings situated thereon ("Property").		lings situated thereon	
					عاكاروار:
	The Company operator its sulphy		is said plant battaries		
100/24	The state of the s	The Company operates its sulphuric acid plant, batteries charging facilities and lead recovery plant on the Property.			• 29 برلا لُ 2019 كِنتُفْدَ كِي مِنْ مِالا شاجاس كِمنْس كَالْقَد مِنْ كِرَاء
(b)	Acquisition date of the asset			sulphuric acid plant was	
4. 15		acquired by the Company on November 20, 2003. The Building for manufacturing of automotive batteries and allied			خصوص کاروپان
	AND THE RESERVE OF THE PARTY OF			otive batteries and allied	مندرجة ذيل قرارداد ول كاتبد في الفير كو تبديل كراته ال كالمحقورى
信用指注	services was constructed in 2015.		10.0	- 1977年 1977年 - 1977	
(c)	Cost	Land	AL PERCEIUNG	Cost (Rs.) 59,000,000	• لى يا كى كى أو اختيار تقويل كيامات بكروه يلاث فبر 7-Dواقع سائك المرس في ايرياك في جركه كينزا يك 2017 كى دفاع (183(3 كي ها تركيك كالانصد
1014017	STATE OF A STATE OF S	Land		39,000,000	بے کیمروس فل سز اکوفر و ف ادر جادر کان کے۔
	THE PARTY OF THE P	137 200	assault ut	27 2.51	
SECTION AND ADDRESS OF THE PARTY OF THE PART		Building	CANNACTAR	1,000,000	• حريد لي إياب كم ين كذائر يكرز جناب ارشد شنراوه صاحب اور جناب سيد حيد رمهد كي صاحب السرطري كم معاجب كرميناه يزات اور كانفلات بربات جيت اوران برعملد رآء كرنے ور
(d)	Revalued amount and date of revaluation (if	Asset	Revalued	Last Revaluation	کی محی طرح کی دوخواستوں اوران طرح کے دوسرے اقدامات کرنے کیلیا کی اختر کے طور پر تمام اقدامات اور کام کرنے کا افتیار عاصل ہے ذکور و آراده دادراس ہے دابستاد و حفاقت
	applicable)	OF STREET	Amount (Rs.)	Date	
	Entral N. D. Lori britain Schol	Land	270,000,000	31.3.2018	تمام معالمات وعملى جامديها في كياع ضروري و يحت بين _
STERRING S. P.	THE MERCHANICAL PROPERTY OF THE PARTY OF THE	Building	19,331,870	31.3.2018	سمینی ایک 2017 کی ثق نبر 134 ( تمن ) کے مطابق میں گیار کارو بار کے لئے نوٹس این اوٹس کے ساتھ مسلک ہے۔
(e)	Book value	Asset		Book Value (Rs.) 259,200,000	الله عن 201 و من جر 134 عن العرطابي الله الأروبارك مع وك الراوس عن الكوس عن الكوس عن الكوس عن الكوس عن الكوس عن
	是是"ANTE THE THE TEN THE TEN THE TEN	Building		13.273.692	مع الما الما الما الما الما الما الما ال
(f)	Approximate current market price/fair value	Asset		Fair/Market	
(1)	Approximate current market price and made	A SACTOR OF THE PROPERTY OF TH		Value (Rs.)	الى ميدمېدى
		Land	SAME THE	532,000,000	البُرِيْلِ اللهِ
	是一种"现代"的"是一个一种,但是一种的"一种"的"一种"的"一种"的"一种"的"一种"的"一种"的"一种"的"一	Building	STATE OF THE PARTY.	20,015,000	2000 ( lin 2) (
(g)	In case of sale. If the expected sale price is lower than book value or fair value, then the reasons thereof  M/s. Hassanali Sons has expressed its intention to buy the Property on an arm's length basis at fair market value (being Rs. 532,000,000 for the land and Rs. 20,015,000 for the building).			2020vn)18 い	
				THE RESERVE OF THE PROPERTY OF	
			ks. 20,015,000 for the	Parties And	
(h)	In case of lease of assets, tenure, lease rentals,	The proposed transaction involves sale of the Property by the		e of the Property by the	• کون مجم سالانیا جا اس عام می شرکت اوروو نه دیستان کا حق کی محمد اللہ اللہ اللہ اللہ اللہ اللہ اللہ الل
	increment rate; mode/basis of determination of lease   Company to M/s. Hassanali Sons. In order to continue the				
	rentals; and other Important terms and conditions of				48 گھنے ٹیل کمپنی کے رجنر ڈائس میں ٹیٹ کرائی جا کتی ہے۔
	the lease will allow the Company to use the Property initially without any rent. Upon improvement of operating performance, the				
		Company will start rent payment for the Property to M/s. Hassanali Sons at the prevailing fair market value i.e. on an arm's length basis.			· كىنى كىشىززى كى يى مورند 6 ارى 2020 سے 13 ارى 2020 جن مى دولوں دان شال يى بندرينى ك
					شیئر بولڈرزے درخواست ہے کہاہے کمپنی کے بتائے ہوئے پیتے میں اگر کو گوتید لی ہے تو وہ کمپنی کیشیئر رجنوار ٹیا دیج کے ایسوی ایش (برائویٹ) لیبٹلہ جن کا پیتے کہا مزل 40-C
(i)	Additional information in case of disposal of land:	The Property is an Industrial Plot measuring 2.61 acres and is		suring 2.61 acres and is	الك 6 الما أي كا التي التي يراطلا الري - كاروبار كافتيا م جمرات 5 ار 2020 تك وصول بوغ والدرخوات والمن مينتك النيذكر في اوروث والخير كان بوتي
	(i) Location	situated at D-7, S	SITE, Karachi.		• ك ذى شيئر بولارزايي باكسير كوان ك شاخت كي تقديق كرنے كے لئے سالان اجلائي عام من شركت كد وران شاختى كار دغيراوري ذي ك كا كاؤنش كي تقييلات الا في خروري ہے۔
	(ii) Nature of land (e.g. commercial, agriculture, etc.); and				
	(iii) Area proposed to be sold.	The state of the state of		Care Access	<ul> <li>ى دى ك اكا و تف بوللدر ذكوسيكو رشيز ابندا يحين كييش آف يا كستان كر كرفمبر 1 مورفد 26 جنوري 2000 كى جارى كردوهد ايات كي مطابق عمل در آيد كن بوگا-</li> </ul>
(2)	The proposed manner of disposal of the said assets	M/s. Hassanali Sons has expressed its intention to buy the		its intention to buy the	THE POTT HE SPECIAL PROPERTY OF THE POTT O
		Property at fair market value on an arm's length basis.			Statement under Section 134(3) of the Companies Act, 2017
(3)	In case the company has identified a buyer, who is a	As mentioned above, the Company and M/s. Hassanali Sons are related parties. Mr. Arif Hashwani, Mr. Altaf Hashwani and Mr. Hussain Hashwani, Directors of the Company, are also partners of M/s. Hassanali Sons.			The second secon
PER SE	related party the fact shall be disclosed in the statement of material facts.				This Statement is annexed to the Notice of the Extraordinary General Meeting of Exide Pakistan Limited ("Company") to
A 100	of material facts.				be held on Friday, March 13, 2020 at which certain Special Business is to be transacted. The purpose of this Statement
(4)					is to set forth the material facts concerning such Special Business.
	with following details:	the proposed sale of the Property towards the Company's liabilities to financial institutions/ banks.		owards the Company's	The Management has proposed to dispose of the Company's industrial plot ad measuring 2.61 acres located at no. D-7
	a) Utilization of the proceeds received from			ks.	SITE, Karachi with building thereon ("Property") to M/s. Hassanali Sons and to apply the proceeds of the sale towards
	the transaction; b) Effect on operational capacity of the b) The proposed transaction is not expected to have any			settlement of the Company's liabilities to financial institutions/banks. The Company operates its sulphuric acid plant,	
	b) Effect on operational capacity of the company, if any, and	adverse impact on the operational capacity of the Company as			formation facilities for automotive batteries and lead recovery plant on the said Property.
	c) Quantitative and qualitative benefits M/s, Hassanali Sons has indicated that it will allow the			Mr. Arif Hashwani, Mr. Altaf Hashwani and Mr. Hussain Hashwani, Directors of the Company, are also Partners of M/s.	
	expected to accrue to the members	expected to accrue to the members   Company to continue to utilize the Property and the			Hassanall Sons which therefore is a related party. In order to continue the above mentioned manufacturing facilities on
	manufacturing facilities situated thereon.  c) The proposed transaction is expected to result in capital gains of Rs. 279,541,308 and reduce financial charges payable by the Company to financial institutions/banks.		on.	the Property, M/s Hassanali Sons will allow the Company to use the Property.	
			ctail to capult in conit 1	STATE OF THE PARTY	
- CERTIFIE				The material facts required to be disclosed under S.R.O. 423(I)/2018 dated April 3, 2018 when the Board of Directors	
				proposes to sell, lease or otherwise dispose of an 'undertaking' or a 'sizeable part' thereof are provided below:	
	中国国际中国运动区 计下下 机铁铁铁铁	MAKAMILL	He Charles		CANCELLE SELECTION OF SELECTION

Copies of the valuation reports obtained by the Company from two valuers and real estate appraisers are available for inspection at the registered office of the Company during normal working hours from the date of publication of the Notice till the date of the EOGM.