

INDUS MOTOR COMPANY LTD.

September 8, 2021

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74400

Sub: Notice of 32nd Annual General Meeting for the year ended June 30, 2021

Dear Sir,

Further to our letter dated September 7, 2021, please find attached herewith copies of the Notice of the 32nd Annual General Meeting published in the Daily Nawa-i-Waqat (Urdu) and Business Recorder dated September 8, 2021 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully,
For **INDUS MOTOR COMPANY LIMITED**



Muhammad Arif Anzer
Company Secretary

Encl. As stated above

Cc: The Executive Director
Corporate Supervision Department
Securities & Exchange Commission of Pakistan
Islamabad.

8 Sep 2021



TOYOTA

نوٹس برائے 32 واں سالانہ اجلاس عام

حال دار کو مطلع کیا جاتا ہے کہ اس میں موثر کھیل چلے گا۔ 32 سالہ سارا اناجلاس 30 ستمبر 2021 بروز جمعرات صبح 9 بجے منعقد ہوا جائے گا جس میں متعدد ذیلی کاروباری فیصلے کیے جائیں گے۔ کرونا وائرس (Covid-19) کی وبا کی چوٹی لہر کے باعث تمام شیئر ہولڈرز کو بھی ان کی طرف سے انتظام کردہ ویڈیو کانفرنس کی اجازت کا ذکر یہی اعلان میں شرکت کریں گے۔ اس حوالے سے ہدایات نوٹس سکین میں دی گئی ہیں۔

عمومی کاروبار:
30-جون 2021 کو احتساب پٹر پر مالی سال کیلئے کھینچی گئی سالانہ آڈٹ شدہ مالیاتی گوشوارہ بعد جیسٹیشن جائزہ رپورٹ، ڈائریکٹر ز اور آڈیٹر ز رپورٹ پر غور اور منظوری۔

۱۔ سکنی کے عام حصے پر نقد منافع (2020-2021) کی کھوری۔ ڈائریکٹر نے حتمی نقد منافع 365 فیصد یعنی فی شیئر 36.50 روپے کی سفارش کی ہے۔ 670 فیصد مشترکہ عبوری منافع یعنی 67 روپے فی حصص جو پہلے ہی ادا کیا جا چکا ہے کے علاوہ ہے۔ اس طرح 2020-2021 کے لیے مجموعی طور پر 1035 فیصد یعنی 103.50 روپے فی شیئر منافع ہوگا۔

30۔ جون 2022 کو، ہم نے دس سالہ سال کیے آؤٹری کی تقریر اور ان کے معاہدے کا تعین۔ موجودہ آؤٹریڈ M/s A.F. Ferguson & Co، چارٹرڈ اکاؤنٹنٹس نے مدت معاہدہ ختم ہونے کے بعد اور اہلیت کی بنا پر خود کو دوبارہ تقریر کیے چارٹر کیا۔

۱۔ چیئرمین کی اجازت سے دیگر کاروباری معاملات۔

بحکم یورڈ

محمد عارف انصاری
کچی سیکرٹری

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شیرین ملوک گام	فولہ ایادی فی خبر	شاعقی کاؤ فی خبر	سویا کی خبر	عمر ای میل ایلیکس
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کام کا کہ جس کی جہلی:

حصص انصاف سے درخواست ہے کہ اپنے رجسٹرڈ اکاؤنٹ کے پتے میں کسی جہلی کے حلقے کے شیئر رجسٹر اکاؤنٹ میں مقرر کردہ ہادی ادارے کی صورت میں شیئر ہولڈرز سے درخواست ہے کہ اپنے رجسٹرڈ اکاؤنٹ کے پتے میں کسی جہلی کے حلقے میں کام کریں۔

شعبہ کارڈ کی کامیابی کا سب سے بڑا دھماکا (پبلک ریسپانسیوٹی کی طرف سے):

حصص یافتگان کو ایک بار پھر شعبہ کارڈ کی کامیابی کے بارے میں بتائی گئی کہ وہ کتنی کم قیمت پر حصص خریدا ہے۔ کہیں اپنے ریکارڈ میں کسی شعبہ یافتہ کے شعبہ کارڈ کی کامیابی کے بارے میں کسی صورت میں کم از کم 2017 کے شعبہ 243 کے تحت کوئی غلطی ہو کر لکھی۔

انگلش اسکول، 2001 کے سیکشن 150 میں کمینڈر کی جانب سے ڈیوٹی کی ادائیگی پر دو ہولڈنگ فکس کی کوئی کیلئے درج ذیل شرحوں کا تعین کیا گیا۔

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BUSINESS RECORDER

8 sep 2021



NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of INDUS MOTOR COMPANY LIMITED will be held on Thursday, September 30, 2021 at 9:00 a.m. to transact the following business. Due to the current fourth wave of COVID-19 pandemic, shareholders shall be entitled to attend the meeting through video conference facility managed by the Company as per the instructions given in the notes section.

ORDINARY BUSINESS

1. To receive, consider and adopt the annual audited Financial Statements of the Company for the year ended June 30, 2021, together with the Chairman's Review and Directors and Auditors Report thereon.
2. To approve cash dividend (2020-2021) on the ordinary shares of the Company. The directors have recommended a Final Cash dividend at 365% i.e. Rs. 36.50 per share. This is in addition to the combined Interim Dividend of 670% i.e. Rs. 67 per share already paid. The total dividend for 2020-2021 will thus amount to 1035% i.e. Rs. 103.50 per share.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2022. The present auditors M/s. A.F. Ferguson & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To present any other business with the permission of the Chairman.

Karachi.
August 26, 2021

By order of the Board
Muhammad Arif Anzer
Company Secretary

NOTES:

1. Participation in the AGM proceeding via the video conference facility:

Due to current COVID-19 pandemic situation and while considering the wellbeing and safety of the shareholders, the AGM proceedings shall be held via video conference facility only. Shareholders interested to participate in the meeting are requested to share below information at imc_corporate@toyota-indus.com for their appointment and proxy's verification by September 24, 2021, from their registered email addresses (to update if not done earlier).

Shareholder Name	Folio/CDC No.	CNIC Number	Cell Number	Registered Email Address

Video conference link details and login credentials will be shared with ONLY those Shareholders whose particulars are received on or before September 24, 2021, from their registered email addresses. Shareholders can also provide their comments and questions for the agenda items of the AGM on imc_corporate@toyota-indus.com by September 24, 2021.

2. Closure of Share Transfer Books:

The Share Transfer Books of the Company will be closed from September 24, 2021 to September 30, 2021 (both days inclusive) for the purpose of the Annual General Meeting and payment of the final dividend. Transfer requests received by CDC Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400. Tel: 0800-23275, UAN: 111-111-500, Email: info@cdcsrsl.com at the close of business on September 23, 2021 will be treated in time for the purpose of determining above entitlement to the transferees for payment of final dividend and to attend the Annual General Meeting.

3. Proxy:

A member entitled to attend and vote at this General Meeting is entitled to appoint a Proxy to attend, speak and vote in his place at the Meeting. A 'Proxy Form' appointing a proxy must be deposited at the Registered Office of the Company or at the above-mentioned address of Company's Share Registrar, at least 48 hours before the time of the meeting, alongwith copy of CNIC of Proxy. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee alongwith his/her copy of CNIC shall be provided atleast 48 hours before the time of the meeting. The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC Numbers should be mentioned on the Forms. The Form of Proxy is also available on the Company's website (www.toyota-indus.com).

4. Updating of particulars:

The Shareholders are requested to promptly notify change in their address, if any, to the Company's Share Registrar. In case of Corporate entity, the shareholders are requested to promptly notify change in their particulars of their authorized representative, if applicable.

5. Submission of copies of valid CNIC not provided earlier:

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall withhold the Dividend under the provisions of Section 243 of the Companies Act 2017.

6. Withholding Tax on Dividend:

Currently, the deduction of withholding tax on the amount of dividend paid by the companies under section 150 of the Income Tax Ordinance, 2001, are as under:

- (a) For Persons appearing in Active Tax Payer list (ATL): 15%
- (b) For Persons not appearing in Active Tax Payer list (ATL): 30%

Shareholders who have filled their return are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as persons not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30%, instead of 15%.

7. Withholding tax on Dividend in case of Joint Account Holders:

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal shareholder) for deduction of withholding tax on dividend of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal shareholder and their Joint Holders, to the Company's Share Registrar, enabling the Company to compute withholding tax of each shareholder accordingly. The required information must reach the Company's Share Registrar by September 23, 2021, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

8. Payment of Cash Dividend Electronically (E-mandate)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017, it is mandatory that dividend payable in cash, shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder.

In compliance with the above provisions, the Company hereby again requests the shareholders to provide details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) IBAN number (iv) bank name and (v) branch name, code & address, to Company's Share Registrar, CDC Share Registrar Services Limited. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide the mandate to the concerned Broker / CDC. In absence of the complete bank details, including IBAN mentioned above, the company shall withhold the Dividend under the provision of Section 243 of the Companies Act, 2017. The "Electronic Dividend Mandate Form" in English and Urdu is attached in the Annual Report and the same is also available on the Company's website (www.toyota-indus.com).

9. Conversion of Physical Shares into Book-Entry Form

Section 72 of the Companies Act, 2017, requires all listed companies to replace the shares held in physical form with the shares to be issued in Book-Entry Form within (4) years from the date of the promulgation of the Companies Act 2017. Pursuant to the SECP letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, the Company is following up with all shareholders holding shares in physical form with the request to convert their shares in Book-Entry Form in order to comply with the provisions of the Companies Act, 2017. Shareholders may contact the Company's Share Registrar to understand the process of conversion of shares held in physical form, into the Book-Entry Form and its benefits.

10. Distribution of Annual Report through Email (Optional):

Pursuant to the provisions of Section 223(6) of the Companies Act, 2017, the companies are permitted to circulate their annual financial statements, along with auditor's report, directors' review report etc. ("Annual Report") and the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company, who wish to receive the Company's Annual Report and Notice of Annual General Meeting by email are requested to provide the completed "Electronic Communication Consent Form" (available on the Company's website), to the Company's Share Registrar, CDC Share Registrar Services Limited.

The audited financial statements of the Company for the year ended June 30th, 2021 have also been made available on the Company's website (www.toyota-indus.com).