



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **40th Annual General Meeting** of the shareholders of Pak Suzuki Motor Company Limited will be held at Ramada Plaza Hotel Airport on Tuesday, April 18, 2023 at 9:00 a.m. to transact the following business:

ORDINARY BUSINESS

- 1- To confirm minutes of Annual General Meeting held on April 26, 2022.
- 2- To receive, consider and adopt the audited accounts of the Company for the year ended December 31, 2022, together with Directors' and Auditors' reports thereon.
- 3- To appoint auditors for the year ending December 31, 2023 and fix their remuneration. The Board Audit Committee and the Board of Directors have recommended the name of M/s. A.F. Ferguson & Co., Chartered Accountants, as auditors for appointment by the company's member in annual general meeting in place of retiring auditors M/s. KPMG Taseer Hadi & Co., Chartered Accountants.

SPECIAL BUSINESS

- 4- To ratify and approve transactions conducted with the Related Parties for the year ended December 31, 2022 by passing the following special resolution with or without modification:

"Resolved that the transactions conducted with the Related Parties as disclosed in the note 44 of the audited financial statements for the year ended December 31, 2022 and specified in the Statement of Material Facts under Section 134(3) be and are hereby ratified, approved and confirmed."

- 5- To authorize the Board of Directors of the company to approve transaction with the Related Parties for the financial year ending December 31, 2023 by passing the following special resolution with or without modification:

"Resolved that the Board of Directors of the company be and is hereby authorized to approve the transactions to be conducted with the related parties for the financial year ending December 31, 2023."

"Further resolved that these transactions by the Board of Directors shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification / approval."

A Statement of Material Facts under Section 134(3) (b) of The Companies Act 2017 covering the above-mentioned special businesses is being sent to the shareholders along with a copy of this notice.

ANY OTHER BUSINESS

- 6- To consider any other business with the permission of the Chair.

BY ORDER OF THE BOARD

ABDUL NASIR
COMPANY SECRETARY

Karachi: March 28, 2023

Notes:

- 1- The share transfer books of the Company will remain closed from April 11, 2023 to April 18, 2023 (both days inclusive) and no transfer will be accepted for registration during this period. Transfers received in order till close of business on April 10, 2023 will be accepted for transfer.
- 2- Only those persons whose names appear in the Register of Members of the Company as at April 11, 2023 will be entitled to attend / participate in / vote at the Annual General 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.suzukipakistan.com>.
- 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- As per section 72 of the Companies Act 2017, the company is required to replace its physical shares with the 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.

The shareholders having physical shareholding are encouraged to open account with the Central Depository Company (CDC) to place their physical share into scrip less form.

- 6- 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.
- 7- 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 holders or sub account holders 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 holders or subaccount holders 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.
- 8- 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.
 - 9- 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.
 - 10- As per instructions of Securities and Exchange Commission of Pakistan, the Company has arranged video link facility for online participation of members in the AGM. The meeting can be attended using smart phones/tablets/computers. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / passport/ certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for PSMC AGM" through email company.secretary@paksuzuki.com.pk on or before April 16, 2023.
 - i. Name of member CNIC No.
 - ii. CDC Account No. / Folio No. and Number of shares held in their name
 - iii. Cell Number /
 - iv. Email address

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email to Company. The login facility will be opened at 8:45 a.m. on April 18, 2023 enabling the shareholders to join the meeting which will start at 9:00 a.m. sharp.

The members can also provide their comments and suggestion to the agenda item of the AGM at the email address: company.secretary@paksuzuki.com.pk

- 11- Members can 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.

In this regard, members are requested to send duly signed request as per the following format:

"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 _____."

- 12- Notice of the Annual General meeting and Annual Report of the company for the year ended December 31, 2022 have been placed on the website of the company, <https://www.suzukipakistan.com>

