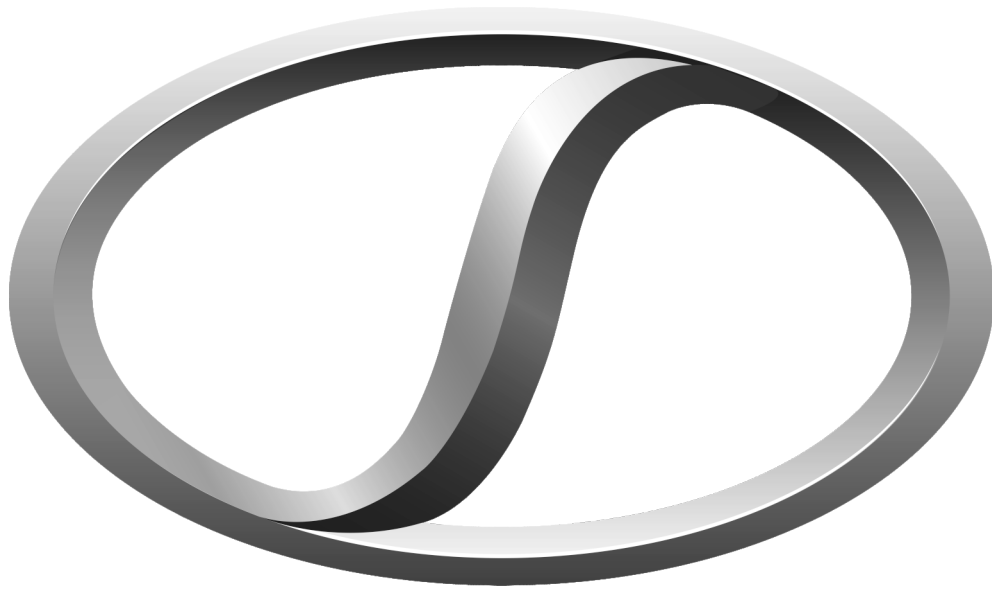


SAZGAR ENGINEERING WORKS LIMITED



**NOTICE OF EXTRA ORDINARY
GENERAL MEETING TO BE HELD ON
29th JUNE 2024**



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of **Sazgar Engineering Works Limited** (the Company) will be held at The Nishat Hotel, Imperial Ball Room -B, Banquets 4th Floor, Emporium Mall, Gate No. 7 (Expo Facing), Johar Town, Lahore on Saturday, June 29, 2024 at 11:30 A.M. to transact the following special business:

Special Business:

To consider and if deemed fit, pass, with or without modification(s), addition(s) or deletion(s), the following Special Resolutions, pursuant to the provisions of Section 246(5) and all other applicable provisions of the Companies Act, 2017 for the removal of the external auditors of the Company, M/S SAEED KAMRAN & CO., (Chartered Accountants).

“Resolved that pursuant to the provisions of section 246(5) and all other applicable provisions of the Companies Act, 2017, the approval of the members of M/s Sazgar Engineering Works Limited (the Company) be and is hereby accorded for the removal of the external auditors of the Company, M/S SAEED KAMRAN & CO., Chartered Accountants, who were appointed by the members of the Company in their Annual General Meeting held on October 26, 2023.”

“Further resolved that the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and to file all documents as may be necessary or incidental for the purposes of implementing this Special Resolution.”

By order of the Board

Lahore
June 08, 2024

Arshad Mahmood
(Company Secretary)

Notes:

- a. The register of members and share transfer books of the Company will remain closed from June 23, 2024 to June 29, 2024 (both days inclusive). Transfers received in order at the office of Share Registrar of the Company, M/s CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore, up to the close of business on June 22, 2024 will be treated in time for entitlement to attend and vote at the Extra Ordinary General Meeting.
- b. 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 his/her behalf. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company.
- c. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, shall be deposited at Company's Share Registrar office at M/s CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore not less than 48 hours (excluding non-working days) before the time of holding of Extra Ordinary General Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.



d. The members may attend the EOGM online through ZOOM, by following the below guidelines:

(i) The member shall get himself/herself registered by sending his/her request to the Company at e-mail ID company.secretary@sazgarautos.com as per Standard Request Form available on the Company's website (www.sazgarautos.com) or can send his/her request to the Company Secretary at 88-Ali Town, Thokar Niaz, Baig, Raiwind Road, Lahore, along with a legible copy of CNIC not later than June 22, 2024.

(ii) Zoom Link shall be sent by the Company only on email ID or Mobile/Whatsapp Number mentioned in Standard Request Form.

(iii) Members may send their comments / suggestions on the agenda item to Company Secretary on email ID; company.secretary@sazgarautos.com or whatsapp no. 0321 8469016 not later than June 22, 2024.

e. **Consent for Video Conference Facility:**

Pursuant to the provisions of the Companies Act, 2017, members can avail video conference facility to participate in this Extra Ordinary General Meeting provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing in a city, at least seven (7) days prior to the date of meeting. Subject to the fulfillment of the above conditions, members shall be informed of the venue along with complete information necessary to access the facility. Format of request form has been placed on the Company's website.

f. **Procedure for E-Voting and Voting by Post:**

In accordance with the Companies (Postal Ballot) Regulations, 2018, ("the Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members for all businesses classified as special business under the Companies Act, 2017, ("the Act") in the manner and subject to conditions contained in the Regulations.

E – Voting:

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on June 22, 2024.
- b. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote online at any time from **June 26, 2024 9:00 A.M. to June 28, 2024 at 5:00 P.M.** Once the vote on the resolution is casted by a Member, he/she shall not be allowed to change it subsequently.

Voting by Post:

The members shall ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairperson of the meeting through post at the Company's registered office address, 88- Ali Town Thokar Niaz Baig, Raiwind Road Lahore or email at sairahameed@sazgarautos.com one day before the EOGM, i.e., on June 28, 2024 upto 5:00 P.M. The signature on the Ballot Paper shall match with signature on the CNIC.



The Postal Ballot paper will be available for download from the website of **Sazgar Engineering Works Limited** or may be used the same as published in newspapers.

- g. Members are requested to promptly communicate the change in their addresses, if any, to the Company's share registrar.

CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan for attending the meeting and appointment of proxies. (Copy of Circular has been placed on Company's website: www.sazgarautos.com)

STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017

The following statement sets out the material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the Company to be held on June 29, 2024.

REMOVAL OF EXTERNAL AUDITORS:

The Board of Directors of the Company on the recommendation of the Board Audit Committee has proposed to the members of the Company to remove the external auditors of the Company, M/S SAEED KAMRAN & CO., Chartered Accountants who were appointed by the members in the Annual General Meeting of the Company held on October 26, 2023; the term of whom is expiring on the conclusion of the forthcoming Annual General Meeting of the Company. During the current financial year, the four-wheeler division of the Company has witnessed a rapid growth which has outnumbered the size and volume of its other business segments. Further, the Board foresees a healthy growth in this division in future as well. Therefore, the Board considers that the growing and diverse business operations of the Company need more experienced and resourceful external auditors to perform the external audit of the Company which shall also enhance the confidence of the shareholders, lenders and other stakeholders of the Company on the financial as well as governance related reporting of the Company. Accordingly, the Board has recommended the members to remove the existing external auditors of the Company. The representation, if any, received from the external auditors shall be presented to the members in the EOGM.

Interest of Directors:

The Directors of the Company have no interest in this special business except in their capacity as shareholders and Directors of the Company.



Sazgar Engineering Works Limited

Registered Office Address: 88-Ali Town, Thokar Niaz Baig, Raiwind Road, Lahore

Contact No.: +92-42-35291573-74, 35297861-62

Website: www.sazgarautos.com

BALLOT PAPER

Ballot paper for voting through post for the business classified as special business in the Extra Ordinary General Meeting to be held on 11:30 A.M., Saturday, June 29, 2024 at The Nishat Hotel, Imperial Ball Room -B, Banquets 4th Floor, Emporium Mall, Gate No. 7 (Expo Facing), Johar Town, Lahore.

Contact details of Chairperson, where ballot paper may be sent:

Business Address: The Chairperson, Sazgar Engineering Works Limited, 88-Ali Town, Thokar Niaz Baig, Raiwind Road, Lahore.

Designated email address: sairahameed@sazgarautos.com

CDC Account/Folio Number	
Name of shareholder/joint shareholder(s):	
Registered Address	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
<i>Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)</i>	
Name of Authorized Signatory:	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory - (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by giving my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below:

S. No.	Nature and description of resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<p>Special Business:</p> <p>Agenda No. 01: To consider and if deemed fit, pass, with or without modification(s), addition(s) or deletion(s), the following Special Resolutions, pursuant to the provisions of Section 246(5) and all other applicable provisions of the Companies Act, 2017 for the removal of the external auditors of the Company, M/S SAEED KAMRAN & CO., (Chartered Accountants).</p> <p><i>“Resolved that pursuant to the provisions of section 246(5) and all other applicable provisions of the Companies Act, 2017, the approval of the members of M/s Sazgar Engineering Works Limited (the Company) be and is hereby accorded for the removal of the external auditors of the Company, M/S SAEED KAMRAN & CO., Chartered Accountants, who were appointed by the members of the Company in their Annual General Meeting held on October 26, 2023.”</i></p> <p><i>“Further resolved that the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and to file all documents as may be necessary or incidental for the purposes of implementing this Special Resolution.”</i></p>			

NOTES:

1. This Postal Ballot is also available for download from the website of Sazgar Engineering Works Limited (SAZEW) at www.sazgarautos.com.
2. Dully filled postal ballot may be sent to the Chairperson at above mentioned postal or email address.
3. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
4. Postal ballot forms should reach the Chairperson of SAZEW within business hours by or before **June 28, 2024**. Any postal ballot received after this date, will not be considered for voting.
5. Signature on postal ballot should match with signature on CNIC/ Passport (in case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Signature of shareholder(s)
/Authorized Signatory
(in case of corporate entity,
please affix company stamp)

Place: _____

Date: _____