



Siemens (Pakistan) Engg. Co. Ltd., CS, B-72, Estate Avenue, S.I.T.E., Karachi.

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

Name	Khurram Muhammad Siddique
Department	Corporate Secretariat
Telephone	92(21) - 32592403
Fax	
Mobile	
E-mail	khurram.siddique@siemens.com
Internet	<a href="http://www.siemens.com.pk">www.siemens.com.pk</a>
Your letter of	
Our reference	CS/Ext/2024/367
Date	December 20, 2024

**Notice of Annual General Meeting before publication in Compliance of Listing Regulation No. 5.6.9 (b) of Rulebook of the Exchange**

Dear Sir,

In accordance with clause 5.6.9(b) of PSX Rulebook of the Exchange we are enclosing herewith a copy of the Notice of Annual General Meeting of **Siemens (Pakistan) Engineering Co. Limited**, scheduled to be held on January 14, 2025, prior to its publication in the newspapers namely Business Recorder and Nawa-e-Waqt.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,  
**Siemens (Pakistan) Engineering Co. Limited**

**Khurram Muhammad Siddique**  
Company Secretary


**Siemens (Pakistan) Engg. Co. Ltd.**  
Corporate Secretariat  
Head: Khurram Muhammad Siddique

Postal address:  
Siemens (Pakistan) Engg. Co. Ltd.  
B-72, Estate Avenue,  
S.I.T.E., Karachi  
Karachi - 75700

Office address:  
Siemens (Pakistan) Engg. Co. Ltd.  
B-72, Estate Avenue,  
S.I.T.E., Karachi.  
UAN: 92(21) 111-077-088

Notice is hereby given that the Seventy-two (72nd) Annual General Meeting ("Meeting") of the Members of Siemens (Pakistan) Engineering Company Limited (the "Company") will be held on **Tuesday, January 14, 2025, at 11:00 a.m.** at the Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Block 8, Clifton, Karachi to transact the following business:

#### ORDINARY BUSINESS

- To confirm the minutes of the Extraordinary General Meeting held on November 22, 2024.
  - To receive, consider and adopt the audited financial statements of the Company for the financial year ended September 30, 2024, together with the Directors' and Auditors' Reports thereon and Chairman's Review Report.
- As required under Section 223 of the Companies Act, 2017 (the "Act"). Financial Statements of the Company have been uploaded on the website of the Company, which can be downloaded from the following link and/or QR enable code:
- <https://www.siemens.com/pk/en/investorrelations/annual-report.html>
- 
- To appoint M/s. A. F. Ferguson & Co; Chartered Accountants, as External Auditors of the Company till conclusion of next annual general meeting and to fix their remuneration for the financial year ending September 30, 2025. The present auditors M/s. A. F. Ferguson & Co; Chartered Accountants, being eligible, have offered themselves for reappointment.
  - To elect seven Directors of the Company as fixed by the Board of Directors in its meeting held on November 28, 2024, in accordance with the provisions of the Section 159 of the Companies Act, 2017 for a term of three (3) years commencing immediately after the conclusion of this annual general meeting. The following directors of the Company shall retire at the end of the meeting.
 

i. Mr. Karl Stefan Werner	v. Mr. M. Usman Ansari
ii. Mr. Oliver Spierling	vi. Mr. Qazi Sajid Ali
iii. Ms. Silvia Oppus	vii. Ms. Ayla Majid
iv. Mr. Adnan Afridi	
  - To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

**By order of the Board of Directors**

**Khurram Muhammad Siddique**

Company Secretary

**Karachi: December 23, 2024**

#### Notes:

#### Share Transfer Book Closure:

The Share Transfer Books of the Company shall remain closed from January 8, 2025 to January 14, 2025 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, THK Associates (Pvt.) Limited, Plot No.C-32, Jami Commercial Street-2 D.H.A., Phase-VII, Karachi, by the close of business (5:00 pm) on January 7, 2025, will be considered in time for the purpose of Annual General Meeting.

#### Procedure and requirement for attending the Meeting and Appointing Proxies

Central Depository Company ("CDC") account holders are required to follow the guidelines as laid down in Circular No.1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan ("SECP") and shall comply with following requirements to the extent applicable.

A Member entitled to attend, and vote may appoint another Member as his/her proxy to attend and vote on his/her behalf. A Member shall not be entitled to appoint more than one proxy. Duly completed Proxy forms in order to be valid must be received by the Share Registrar or at the Registered Office of the Company not less than 48 hours before the time of Meeting.

CDC account holders are also required to follow the guidelines as laid down in Circular No.1 dated January 26, 2000, issued by the SECP and shall comply with following requirements to the extent applicable:

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per requirement notified by the Company.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- Corporate entities shall submit the Board of Directors' resolution/Power of Attorney with specimen signature along with proxy form.

#### Change of Address

Members holding shares in physical form are requested to notify any change in their address and their contract numbers immediately to Company's Share Registrar, THK Associates (Pvt.) Limited, Karachi. Shareholders maintaining their shares in electronic form should get their address updated with their participant or CDC Investor Accounts Services.

#### Submission of Copy of CNIC/NTN

Individual members who have yet not submitted photocopy of their valid CNIC to the Company's Share Registrar, THK Associates (Pvt.) Limited, Karachi, are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar. Corporate Entities are requested to provide their National Tax Number (NTN). Please also give Folio Number with the copy of CNIC/NTN.

#### Annual Accounts of the Company

Annual accounts of the company for the financial year ended September 30, 2024 can be downloaded from the Company's website-<https://www.siemens.com/pk/en/investorrelations/annual-report.html>

Members are hereby informed that for electronic transmission of Annual Report, request form is provided in the Annual Report and also uploaded on the Company's website-<https://www.siemens.com/pk/en/investorrelations/investor-information.html>. Members who wish to avail this facility are requested to submit the request form duly filled to the Share Registrar. However, the Company will provide hard copies of the Annual Report to any members on their demand, free of cost at their registered address.

#### Conversion of Physical Shares into Book-entry Form

In accordance with the provisions of Section 72 of the Companies Act, 2017, and the subsequent directive received from the SECP for all listed companies to pursue with their physical shareholders and require them to convert their shares in the Book-Entry Form. In order to comply with the directives, the Physical Shareholders are once again reminded to convert their physical shares into Book-Entry Form through the CDC sub-account with of the Stock Brokers or CDC Investor Accounts Services.

#### Video Conferencing Facility

The shareholders interested to participate in the meeting through video link are requested to register themselves on [sfc@thk.com.pk](mailto:sfc@thk.com.pk) by providing following information along with valid copy of CNIC (both sides).

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

Video-link and complete information necessary to access the facility will be shared with the Members/Proxies whose email containing all the above particulars are received at the given email address by the close of business on January 10, 2025.

Members who are registered, after necessary verification, will be provided with the link on the same email address with which they email the Company. The login facility will remain open from 10:45 a.m. till the end of the meeting.

The members can also provide their comments and questions for the agenda items of the AGM on email [sfc@thk.com.pk](mailto:sfc@thk.com.pk) on or before January 10, 2025.

#### Procedure to Contest Election of Directors

Any person who seeks to contest the election to the office of Directors, whether he/she is retiring director or otherwise, shall file following documents with the Company Secretary, at the registered office of the Company located at B-72, Estate Avenue, SITE, Karachi not later than (14) fourteen days before the date of the Annual General Meeting:

- Pursuant to Section 159(1) of the Companies Act, 2017, the Board of directors have fixed the numbers of Directors at seven (7) in his meeting held on November 28, 2024 to be elected in the Annual General Meeting of the Company to be held on January 14, 2025 for a period of three (3) years.
- Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Companies Act, 2017, selecting any one category stated below in which he/she intends to contest, as per new amendments made by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906(i)/2023 dated July 07, 2023 together with the consent to act as a director in Form-9 under section 167 of the Companies Act, 2017 along with copy of attested copy of CNIC, NTN or Passport;

Category	Number of Seats
Female Director	One
Independent Directors	Two
Other Directors	Four

- A details profile of the Candidate including his/her office address for placement on the Company's website as required under SECP's SRO 1196(i)/2019 dated October 03, 2019.
- Declaration in respect of being compliant with the requirements of the Listed Companies Act, 2017 to act as a director or an Independent Director of a listed company.
- Attested copy of valid CNIC and NTN.
- He/she is aware of his/her duties, liabilities and power under the Companies Act, 2017, the Securities Act, 2015, Memorandum & Articles of Association of the Company, Rule Book of Pakistan Stock Exchange and all other applicable laws/rules/regulations/codes etc.
- A director must be holding 500 qualifications share of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable to persons mentioned in proviso to Section 153(i) of the Act.
- Independent Director(s) shall have to meet the criteria as laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Director) Regulation 2018; accordingly, the following additional documents are to be submitted by the candidates intending to give consent for the election of Directors as an Independent Director.
  - \* Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - \* Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Director) Regulations, 2018.

The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the scheduled Annual General Meeting, in terms of Section 159(4). Further, the website of the Company will also be updated with the required information.

#### Voting through Postal Ballot

The member are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 5, 2022, issued by the SECP, subject to the requirements of Section 143 and 144 of the Companies Act, 2017. The SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all business classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, any member of Siemens (Pakistan) Engineering Company Limited (the "Company") will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Annual General Meeting to be held on **Tuesday, January 14, 2025 at 11:00 a.m.** in accordance with the condition mentioned in the aforesaid regulations.

#### Appointment of Scrutinizer & e-Voting Service Provider

In accordance with the requirements of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018. M/s. A.F Ferguson & Co; Chartered Accountants have been appointed as scrutinizers to monitor and validate voting for election of Directors and M/s. THK Associates (Pvt.) Limited appointed as e-voting service provider and shall comply applicable requirements as per Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.

#### STATEMENT OF MATERIAL FACTS AS REQUIRED UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 FOR ELECTION OF DIRECTOR

The election of Directors will be held on **Tuesday, January 14, 2025** and fresh election is due after three years. Therefore, the Board of Directors of the Company will be re-constituted for the next term of three years in this meeting.

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who meet the criteria set out for independence directors under Section 166 of the Companies Act, 2017. This provision also provides that the independent directors of a listed company shall be elected in the same manner as other directors are elected in terms of Section 159 of the Act. Accordingly, it will be ensured that the persons contesting as independent directors must meet the criteria of independent directors laid down under the applicable law and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance / Institute / organization duly notified by the Securities and Exchange Commission of Pakistan.

The directors of the Company have no direct or indirect interest in this agenda except to the extent of their respective directorships and/or shareholdings.