

INDUS MOTOR COMPANY LTD.

September 18, 2025

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

Subject: Notice of Annual General Meeting (Post Publication)


Dear Sir,

In accordance with Clause 5.6.9(b) of the PSX Rule Book, please find enclosed herewith a copy of captioned notice to shareholders of Indus Motor Company Limited, subsequent to its publication in newspapers.

The appended notice has been published in newspapers, namely Business Recorder [English] and Nawa-i-Waqt [Urdu], today i.e. on Thursday September 18, 2025.

Thanking you,

Yours faithfully,
for INDUS MOTOR COMPANY LIMITED


Muhammad Arif Anzer
Company Secretary

CC: Head of Operation
Central Depository Company of Pakistan Limited
99-B, Block-B, S.M.C.H.S.,
Main Shahrah-e-Faisal, Karachi-74000.

The Director / HOD
Office-II Department, Supervision Division,
Securities & Exchange Commission of Pakistan
NIC Building, 63, Jinnah Avenue, Blue Area, Islamabad.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting (AGM) of INDUS MOTOR COMPANY LIMITED (the Company) will be held on Thursday, October 9, 2025 at 9 a.m., at the Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Block 8, Clifton, Karachi to transact the following business. The shareholders may also attend the AGM via video link facility.

ORDINARY BUSINESS

- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2025, together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman. As required under Section 223(7) of the Companies Act 2017, the Financial Statements of the Company have been uploaded on the Website of the Company which can be downloaded from the QR enabled code and Weblink in the Notes.
- To approve cash dividend (2024-2025) on the ordinary shares of the Company. The directors have recommended a Final Cash dividend at 500% i.e. Rs 50 per share. This is in addition to the combined Interim Dividend of 1260% i.e. Rs. 126 per share, already paid. The total dividend for 2024-2025 will thus amount to 1760% i.e. Rs. 176 per share.
- To appoint auditors and fix their remuneration for the year ending June 30, 2026. The present auditors M/s. A.F. Ferguson & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
- To transact any other ordinary business of the Company with the permission of the Chairman.

By order of the Board
Karachi, August 28, 2025
Muhammad Arif Anzer
Company Secretary

Notes:

1. Circulation of Annual Report through QR Code and Weblink:

In accordance with Section 223(6) of the Companies Act, 2017 and SECP S.R.O. No. 389(I)/2023 dated March 21, 2023, the annual audited financial statements of the Company have been uploaded on the website of the Company which can be accessed using the following QR enabled code and Weblink.

Weblink:

<https://toyota-indus.com/financial-results/>



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

Shareholders interested in attending the meeting through video conferencing are requested to email the following information with the subject "Registration for Annual General Meeting," alongwith valid copy of their CNIC to imc.corporate@toyota-indus.com. Video link and login credentials will be shared with ONLY those Members, whose email, containing particulars (i.e. Name, Folio No, CNIC No. / NTN) is received from official Email ID, at least 48 hours before the AGM. Shareholders may also provide their comments and questions for the agenda items of the AGM in their email for registration.

3. Closure of Member Register and Share Transfer Books:

The Share Transfer Books of the Company will be closed from October 3, 2025 to October 9, 2025 (both days inclusive) for the purpose of the AGM and payment of the Final Cash 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 October 2, 2025 will be treated in time for the purpose of determining above entitlement to the transferees for payment of final dividend and to attend the AGM.

4. For Attending the Meeting:

In case of individuals, the Account Holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate their identity by showing original CNIC or original passport at the time of attending the meeting. In the case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with the specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of attending the meeting.

5. 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, 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).

6. 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.

7. 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.

8. 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:

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

Shareholders who have filed 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 will be deducted at the rate of 30%, instead of 15%.

9. 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 October 2, 2025, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

10. 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 active 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 or inactive bank account, 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).

11. Conversion of Physical Shares into Book-Entry Form (i.e. CDC Account):

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 (i.e. CDC Account) within four (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 (i.e. CDC Account) in order to comply with the provisions of the Companies Act, 2017. Shareholders are again requested to contact the Company's Share Registrar to understand and complete the process of conversion of shares held in physical form, into the Book-Entry Form.

12. Electronic transmission of Annual Report 2025

In compliance with section 223(5) of the Act, the Company has electronically transmitted the Annual Report 2025 through email to Shareholders whose email addresses are available with the Company's Share Registrar, M/s. CDC Share Registrar Services Limited. In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of AGM along with the weblink and QR enabled code to download the said Annual Report have been dispatched. However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request. The Annual Report of the Company for the year ended June 30, 2025 is also available on the Company's website (www.toyota-indus.com).

13. Restriction on Distribution of Gifts:

In accordance with the directive issued by the SECP Vide SRO 452(I)/2025 dated 17th March 2025 the Company would like to inform all the shareholders that no gifts will be distributed at the AGM.

[illegible]