

03 October 2025

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

Subject: Notice of 19th Annual General Meeting - Prior to Publication

Dear Sir,

We are pleased to enclose herewith the Notice of 19th Annual General Meeting of Safe Mix Concrete Limited, scheduled to be held on Tuesday, 28th October 2025 at 10:30 A.M. at *Naya Nazimabad Gymkhana, Naya Nazimabad, Manghopir Road – Karachi* as well as through video link (Zoom Facility). The notice is accompanied by the Statement under Section 134(3) of the Companies Act, 2017.

We intend to publish this Notice in The Pakistan Observer and Roznama Dunya (combined editions: Karachi, Lahore and Islamabad) on Monday, 06th October 2025. A copy of the same is attached in compliance of Regulation No. 5.6.9 of the PSX Regulations, which requires prior transmission.

You may please inform the TRE Certificate holders of the exchange.

Thank you.

Yours faithfully,


Dabeer Ullah Sheikh
Company Secretary



Encls: As stated above.

NOTICE OF 19th ANNUAL GENERAL MEETING

Notice is hereby given that Nineteenth Annual General Meeting ('AGM') of the shareholders of Safe Mix Concrete Limited (the Company) will be held on Tuesday, 28 October 2025 at 10:30 a.m. at Naya Nazimabad Gymkhana, Naya Nazimabad, Manghopir Road, Karachi to transact the following business

ORDINARY BUSINESS

1. To confirm minutes of the 18th Annual General Meeting held on 25 October 2024.
2. To receive, consider and adopt annual audited financial statements of the Company together with the Directors' and Auditors' Reports thereon for the year ended June 30, 2025.

In accordance with Section 223 of the Companies Act, 2017 (Act) and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements have been uploaded on website of the Company, which can be downloaded from the following weblink and QR enabled code:

<https://safemixlimited.com/investors-desk.php>



3. To consider and approve final cash dividend for the year ended 30 June 2025 @25% i.e. at PKR 2.5 per ordinary share as recommended by the Board of Directors.
4. To elect 7 (seven) Directors, as fixed by the Board in accordance with the provision of Section 159 of the Companies Act, 2017, for a term of 3 (three) years commencing from October 28, 2025. The following are names of the retiring Directors of the Company, who are also eligible to offer themselves for re-election:
 1. Syed Najmudduja Jaffri
 2. Mr. Abdus Samad Habib
 3. Mr. Muhammad Kashif
 4. Mr. Ahsan Anis
 5. Mr. Abdul Qadir
 6. Mr. Muhammad Siddiq Khokhar
 7. Mrs. Anna Samad
5. To appoint Auditors and fix their remuneration for the year ending June 30, 2026. The Board of Directors on the suggestion of Audit Committee have recommended for reappointment of M/s. Rehman Sarfaraz Rahim Iqbal Rafiq & Co., Chartered Accountants as external auditors.

SPECIAL BUSINESS

6. To ratify the transactions conducted with Related Parties for the year ended June 30, 2025 and to authorize the Board of Directors of the Company to approve those transactions with Related Parties (if executed) during the financial year ending June 30, 2026 which require approval of shareholders u/s 207 and / or 208 of the companies Act, 2017 read with Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 by passing the following special resolution with or without modification:

RESOLVED THAT

The transactions conducted with Related Parties as disclosed in Note 39 of the financial statements for the year ended June 30, 2025 as specified in the Statement of Material Information under Section 134 (3) be and are hereby ratified, approved and confirmed.

FURTHER RESOLVED THAT

The Board of Directors of the Company be and are hereby authorized to approve the transactions to be conducted with Related Parties on case-to-case basis for the financial year ending June 30, 2026.

FURTHER RESOLVED THAT

The transactions approved by the Board shall be deemed to have been approved by the shareholders u/s 207 and / or 208 of the companies Act, 2017 read with Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 (if triggered) and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval (if required)."

A statement under section 134(3) of the Companies Act 2017 pertaining to agenda items No.4 and 6 is Annexed for information of the Shareholders.

By Order of the Board



Dabeer Ullah Sheikh
Company Secretary

Karachi
Dated: 06 October 2025

NOTES:

1. The share transfer books of the Company will remain closed from 21 October 2025 to 28 October 2025 (both days inclusive). Transfer received in order at the office of our Share Registrar M/s. THK Associates (Private) Limited, Plot No.32-C, Jami Commercial Street No.2, D.H.A., Phase VII, Karachi (Share Registrar) at the close of the business on Monday, 20 October 2025, will be considered in time for the determination of entitlement divided for of shareholders, and to attend and vote at the Annual General meeting.
2. A member entitled to attend and vote at the meeting may appoint another person as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
3. Guidelines as laid down in Circular No. I - Reference No. 3 (5-A) Misc / ARO / LES / 96 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan for authenticity of relevant documents in the matter of beneficial owners of the shares registered in the name of CDC for purposes of attending the general meetings and for verification of instruments of proxies are provided below for information of members:

A. Attending of meeting in person by individuals, the CDC account holders and/or sub-account holders and persons whose securities registration details are uploaded to CDS:

- 1) In case of individuals, the CDC account holder or sub-account holder and/or the person whose securities are in group account, and their registration details are up-loaded to CDS as per CDC regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport and bring their folio numbers at the time of attending the meeting.
- 2) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

B. Appointment of Proxies

- a. In case of individuals, the CDC account holder or sub-account holder and/or the person whose securities are in group account, and their registration details are up-loaded to CDS as per CDC regulations, shall submit the proxy form as per requirement provided hereunder:
 - b. In order to be effective, the duly filled proxy forms with name of proxy must be received at the office of share registrar or registered address of the Company not later than 48 hours before the meeting, duly signed, stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
 - c. In the case of individuals, attested copies of CNIC or passport of the beneficial owners, witnesses and the proxy holder shall be furnished with the proxy form. A proxy must be a member of the Company.
 - d. The proxy shall produce his original CNIC or original passport at the time of the meeting.
 - e. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted alongwith proxy form to the company.
4. Shareholders are requested to notify change in their addresses, if any, to our Share Registrar. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
 5. Updation of Email/Cell Numbers:

In order to comply with the requirement of Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, all physical shareholders are requested to provide their email address and mobile number to our Share Registrar for incorporation in our members register. Shareholders maintaining their shares in electronic form should have their email address and mobile number updated with their participant or CDC Investor Accounts Service. This exercise will also enable our shareholders to cast vote their vote through e-voting for all businesses classified as special business under the Companies Act, 2017.

6. Election of Directors:

The existing term of the Board of Directors of the Company will expire on 27 October 2025. The Board of Directors on 09 September 2025 has fixed the number of Directors at 7 (seven) to be elected in the AGM for the period of three years commencing from 28 October 2025 in accordance with the provisions of Section 159 of the Companies Act, 2017.

For the election of Directors, any individual, whether a retiring Director or otherwise, who wishes to contest must submit the following required documents addressed to the Company Secretary and delivered either to the Registered Office at Plot No.1, Global Industry, Nusrat Bhutto Colony, North Nazimabad, Karachi, or the Office at Naya Nazimabad, Manghopir Road, Karachi not later than fourteen days before the date of AGM:

- i. Consent to act as director under Section 167(1) of the Act on "Appendix to Form-9" as prescribed in the Companies Regulations, 2024.
- ii. A detailed profile of the candidates along with office address for placement on the Company's website, as required under SECP SRO 1196 (I)/2019, dated 03 October 2019.
- iii. Declaration under Section 155 of the Act read with Regulation No.3 of the CCG Regulations, 2019.
- iv. Declaration that he/she is not ineligible to become a Director of the Company in terms of Section 153, 177 or under any provision of the Companies Act, 2017, the CCG-2019, PSX Rule Book and any other applicable law, rules and regulations.
- v. Declaration of independence in terms of Section 166(2) of the Companies Act, 2017 read with Regulation 6(3) of CCG-2019 (applicable only for person filing consent to act as independent director of the Company).
- vi. Undertaking on non-judicial stamp paper that candidate meets the requirements of Regulation 4(1) (7) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018 (applicable only for person filing consent to act as independent director of the Company).
- vii. Details of other directorship and offices held.
- viii. Copy of valid CNIC (in case of Pakistan national) / Passport (in case of foreign national).
- ix. NTN & Folio No./CDC Investors Account No./CDC Sub-Account No (applicable for person filing consent for the first time).

If the number of persons who offer themselves to be elected are not more than the number of directors to be elected, such person will be elected unopposed without the voting process.

7. Online Participation in the Annual General Meeting:

In light of relevant guidelines issued by the Securities & Exchange Commission of Pakistan (SECP) vide letter no. SMD/SE/2(20)/2021/117 dated December 15, 2021, the shareholders are encouraged to participate in the AGM through electronic facility arranged by the Company.

Accordingly, the company for ensuring maximum participation of the shareholders has made arrangements to ensure that shareholders can also participate in the AGM proceeding via video link. Hence, those members who desire online participation in the AGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at saeed.anwar@safemixlimited.com with subject of "Registration for Safe Mix AGM 2025" not less than 48 hours before the time of meeting:

| Name of Shareholder | CNIC No | Folio No / CDC Account No | Cell No | Email Address |
|---------------------|---------|---------------------------|---------|---------------|
| | | | | |
| | | | | |

Video Link to join the AGM will be shared with only those members whose emails, containing all the required and correct particulars are received at above mentioned email address.

8. Notice to Shareholders for provision of CNIC and other details:

Members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC / NTN details.

9. Payment of Cash Dividend through Electronic Mode (Mandatory):

As per requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividend) Regulations, 2017, it is mandatory for every listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. Consequently, to receive cash dividends directly into bank account, if any, shareholders having physical shares are requested to fill in 'Electronic Mode Dividend Form' available at Company's website containing prescribed details and send it duly signed along with a copy of CNIC to the Registrar of the Company. In case of book-entry securities, shareholders must get their respective records updated as per the 'Electronic Mode Dividend Form' with their Broker / Participant / CDC account services.

In case of absence / non-receipt of the copy of a valid CNIC and bank account details, the Company would be constraint under Section 243(2)(a) of the Companies Act, 2017 read with regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017 to withhold the payment of dividends, if any, to such members till provision of prescribed details.

10. Deduction of Tax on Cash Dividend Income:

The Shareholders are hereby informed that pursuant to amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, Income Tax will be deducted at source @15% for person appearing in the ATL [determined as per ATL available on Federal Board of Revenue's ("FBR") website] from the dividend amount, if any. However, if shareholders do not appear in ATL, Income Tax will be charged to 30%.

In case of joint account, each holder is to be treated individually as either a filer or non-filer, and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows to our Share Registrar. In case no such notification is received by us within 10 days of this notice, equal deduction of tax will be made where proportionate holding is not available.

| Bank Name | Folio/CDC A/c. No. | Total No. of Shares | Participant Shareholder | | Joint Shareholder | |
|-----------|--------------------|---------------------|-------------------------|--|-------------------|---|
| | | | Name and CNIC No. | Shareholding Proportionate (No. of Shares) | Name and CNIC No. | Shareholding Proportion (No. of Shares) |
| | | | | | | |

The CNIC number/NTN details are mandatory and are required for checking the tax status as per the ATL issued by the FBR from time to time.

11. Zakat Exemption:

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10/- each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981 on or before close of business on 20 October 2025. Shareholders who hold Company's shares in physical form, please deposit their Zakat Declaration on Form CZ-50 with Company's Share Registrar with mentioning Folio No. and Name. Shareholders who hold shares in book entry shall deposit their zakat declaration on Form CZ-50 with CDC Investor Account Services/CDC Participant/Stockbrokers with mentioning CDS Account No. and name of shareholder.

12. E-Voting / Postal Ballot:

Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143-144 of the Companies Act, 2017 and SRO 2192(1)/2022 dated 5th December 2022, members will be allowed to exercise their right to vote for the special business(es) in accordance with the conditions as specified in the said regulations.

As the agenda items No. 4 and 6 pertains to Election of Directors and Special business respectively, therefore, facility of e-voting or postal ballot is arranged for the shareholders through M/s. THK Associates (Private) Limited, Balloter and e-voting service providers. The procedure for exercising e-voting or Postal Ballot options, alternatively is provided hereunder:

i) E-Voting Procedure

- (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 20 October 2025.
- (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 and email from web portal of 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) E-Voting lines will start from 23 October 2025, 09:00 a.m. and shall close on 27 October 2025 at 05:00 p.m. Members (local and foreign) can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

ii) Postal Ballot

- (a) Members may alternatively opt for voting through postal ballot. Ballot Paper shall also be available for download from the website of the Company at www.safemixlimited.com or use the same published in newspapers.
- (b) The members may alternatively opt for voting through postal ballot. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address, Safe Mix Concrete Limited, Plot No.1, Global Industry, Nusrat Bhutto Colony, North Nazimabad, Karachi (Attention the Company Secretary) or through email with subject "Voting through Postal Ballot" at dabeerullah.sheikh@safemixlimited.com not later than one working day before the AGM i.e. on Monday, 27 October 2025, during working hours i.e. before 5:30 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

Postal Ballot paper, shall be published in the newspapers and shall also be available for download from the website of the Company www.safemixlimited.com. The signature on the ballot paper shall match with the signature on CNIC.

- (c) Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

In case of foreign members and representatives of a body corporate and corporation acceptability of other identification documents i.e. passport and extract of board resolution in lieu of CNIC will be sufficient evidence attached with duly completed postal ballot paper.

Note: The Securities and Exchange Commission of Pakistan, vide S.R.O 451/1/2025 dated March 13, 2025 has notified that in general meetings, members attended physically shall cast their votes for special business only through postal ballot, and voting by show of hands shall not be permitted.

In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed M/s. Rehman Sarfaraz Rahim Iqbal Rafiq & Co., Chartered Accountants, (a QCR rated audit firm) to act as the Scrutinizer of the Company for the businesses to be transacted in the meeting (Agenda # 4 pertaining Election of Directors), and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

13. Provision of Video Link Facility:

In accordance with the Section 134 (1) (b) of the Companies Act, 2017 the Shareholders may participate in the meeting via video-link facility. If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, may send request to and send a duly signed copy to the Registered Address of the Company.

14. Distribution of Annual Report:

The Annual Report of the Company for the year ended June 30, 2025 has been placed on the Company's website at the given weblink: <https://safemixlimited.com/investors-desk.php> and could also be downloaded from above QR code.

However, if a shareholder, in addition, requests for hard copy of Annual Report, the same shall be provided free of cost within seven days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Report" has also been made available on the Company's website www.safemixlimited.com.

15. Deposit of Physical shares in CDC Accounts:

The SECP, through its letter No.CSD/ED/Misc/2016-639-640 dated 26 March 2021, has advised the listed companies to adhere with the provisions of the Section 72 of the Act, which requires all the existing companies to replace shares issued by them in physical form with book-entry form in a manner as may be specified and from the date notified by the SECP within a period not exceeding four years from the commencement of the Companies Act 2017 i.e. 30th May 2017. The shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form.

16. Unclaimed Dividend:

Pursuant to Section 244 of the Act, any shares issued, or dividends declared by the Company, which remain unclaimed for a period of three years from the date they became due and payable shall rest with the Federal Government after completion of procedure prescribed under the Act.

In this respect, Shareholders, who by any reason, could not claim their previous unclaimed dividend/shares are advised to contact our Share Registrar M/s. THK Associated (Private) Limited, 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi.

17. Form of Proxy is enclosed and uploaded on the Company's website www.safemixlimited.com.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Election of Directors in Agenda No.4 and Special Business given in Agenda No. 6 of the Notice to be transacted at the Annual General Meeting of the Company. Directors of the Company have no interest in the special business except in their capacity as director / shareholder.

AGENDA NO.5 ELECTION OF DIRECTORS

The existing term of the Board of Directors of the Company will expire on 27 October 2025. The Board of Directors on 09 September 2025 has fixed the number of Directors at 7 (seven) to be elected in the AGM for the period of three years commencing from 28 October 2025 in accordance with the provisions of Section 159 of the Companies Act, 2017.

The following are names of the retiring Directors of the Company, who are also eligible to offer themselves for re-election in respective Director category:

- 1.Syed Najmudduja Jaffri
- 2.Mr. Abdus Samad Habib
- 3.Mr. Muhammad Kashif
- 4.Mr. Ahsan Anis
- 5.Mr. Abdul Qadir
- 6.Mr. Muhammad Siddiq Khokhar
- 7.Mrs. Anna Samad

As required under Section 166(3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of Directors as other Directors elected in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166 (1 & 2) of the Act read with Regulation 6(3) of the CCG Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Further, disclosure requirements as stipulated in SRO 1196(I)/2019 dated 03 October 2019 pertaining to Election of Directors shall be duly complied with.

17. The Securities and Exchange Commission of Pakistan (the "SECP"), through its circular of 2 of 2018, dated February 9, 2018 and S.R.O.452(1)/2025 has strictly prohibited companies from providing gifts and or oncentives, in lieu of gifts (tokens/coupons/lunches/takeaway/packages) in any form of manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies falling to comply may face penalties.
18. Pursuant to S.R.O 152(1)/2025 dated 17 March 2025 and in order to meet the requirment section 223 of companies Act, 2017 the company has transmitted the notice of 19th AGM together with the weblink and QR code for downloading the annual report electronically via email to those shareholders whose email addresses are available in the records of the company's share registrar. In cases where shareholders' email addresses are not available, printed notices of the said AGM, together with the weblink and QR code for downloading the annual report, have been dispatched

ANNEXURE A

AGENDA NO.6

AUTHORIZE TO RATIFY THE TRANSACTIONS CONDUCTED WITH RELATED PARTIES FOR THE YEAR ENDED JUNE 30, 2025 THE BOARD OF DIRECTORS TO APPROVE THOSE TRANSACTIONS WITH RELATED PARTIES (IF EXECUTED) DURING THE FINANCIAL YEAR ENDING 30TH JUNE 2026 WHICH REQUIRE APPROVAL OF SHAREHOLDERS U/S 207 AND / OR 208 OF THE COMPANIES ACT, 2017

Transactions conducted with all related parties have to be approved by the Board of Directors, duly recommended by the Audit Committee on quarterly basis pursuant to Section 208 of the Companies Act, 2017 and clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Since several directors were considered interested in related-party transactions due to their common directorships and/or shareholdings, the shareholders, at the 18th Annual General Meeting, authorized the Board of Directors to approve such transactions on an arm's-length basis, subject to the Audit Committee's recommendations, from time to time and on a case-by-case basis for the year ended June 30, 2025. These transactions are deemed approved by the shareholders and are now being presented at the Annual General Meeting for formal approval and ratification. All related-party transactions requiring ratification are disclosed in Note 39 to the financial statements for the year ended June 30, 2025.

Additionally, the Company shall be conducting transactions with its related parties during the year ending 30 June 2026 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. Being the Directors of the Company, many Directors may be deemed to be treated as interested in transactions with related parties due to their common directorships and/or shareholding. In order to promote good corporate governance and transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis, including transactions (if executed) triggering approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017, for the year ending 30 June 2026, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next Annual General Meeting for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their shareholding and / or common directorships in such related parties.

