

INDUS MOTOR COMPANY LTD.

October 09, 2026

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

Subject: **Notice of Extraordinary General Meeting (Post Publication)**

Dear Sir,

With reference to our letter dated October 7, 2026, and in compliance with the applicable provisions of the Companies Act, 2017, and the Pakistan Stock Exchange (PSX) Regulations, we wish to inform you that the Notice of the Extraordinary General Meeting (EOGM) of Indus Motor Company Limited, scheduled to be held on Friday, October 30, 2026, at 9:00 a.m. at Avari Towers, Fatima Jinnah Road, Karachi, was published on October 8, 2026, in the following newspapers:

1. **English Newspaper:** Business Recorder
2. **Urdu Newspaper:** Nawa-i-Waqt

This is submitted for your information and record.

Thanking you,

Yours faithfully,
for INDUS MOTOR COMPANY LIMITED



Muhammad Arif Anzer
Company Secretary

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



Date: October 08, 2026

TOYOTA	
NOTICE OF EXTRAORDINARY GENERAL MEETING	
Notice is hereby given that the Extraordinary General Meeting ("EGGM") of INDUS MOTOR COMPANY LIMITED (the "Company") will be held on Friday, October 30, 2026, at 9:00 a.m., at Avari Towers, Fatima Jinnah Road, Karachi, to transact the following business. Members may also attend the EGGM through video-link facility. ORDINARY BUSINESS 1. To elect Ten (10) Directors on the Board of Directors (the "Board") of the Company, as fixed by the Board at its meeting held on August 29, 2026, pursuant to Section 159(3) of the Companies Act, 2017 (the "Act"), for a term of three (3) years commencing from October 31, 2026, in accordance with the provisions of the Act and applicable laws and regulations. The following are the names of the retiring Directors, all of whom are eligible to offer themselves for re-election: 1. Mr. Muhammad R. Habib 2. Mr. Shing Yung 3. Mr. Ali Asghar Jemal 4. Mr. Muhammad H. Habib 5. Mr. Imran A. Habib 6. Mr. Gini Venkatesh 7. Mr. Shigeki Furuya 8. Mr. Asif Qadir 9. Mr. Riyaz T. Chinyo 10. Syeda Tahira Zeina Hamdani 2. To transact any other business with the permission of the Chairman. A Statement of Material Facts as required under Section 166(3) of the Companies Act, 2017 is annexed to this Notice and is being sent to the Members of the Company. By Order of the Board Muhammad Arif Anzer Company Secretary Karachi, August 29, 2026 Notes: 1. Participation in the EGGM through Video-Link Facility Shareholders intending to participate in the EGGM through video link are requested to send an email to inc.corporate@toyota-indus.com with the subject line "Registration for EGGM", along with a valid copy of their CNIC. The email should contain the shareholder's particulars, including Name, Folio Number, CNIC/NTN Number. The registration request must be received from the shareholder's registered email address at least 48 hours before the EGGM. Video link details and login credentials will be provided only to those members whose complete registration requests are received within the prescribed time. Shareholders may also submit comments and questions relating to the agenda items along with their registration request. 2. Closure of Register of Members and Share Transfer Books: The Share Transfer Books of the Company will remain closed from October 23, 2026 to October 30, 2026, both days inclusive, for the purpose of the EGGM. Transfer requests received by CDC Share Registrar Services Limited, CDC House, 99-B, Block "B" S.H.C.H.S., Main Shalimar-Habib, Karachi-74400, at the close of business on October 22, 2026, will be treated as being in time for forwarding and voting at the EGGM. 3. Attendance at the Meeting In case of an individual, the Account Holder/ Sub-Account Holder and/or the person whose securities and registration details are uploaded in accordance with the applicable CDC Regulations shall authenticate his/her identity by producing the original CNIC or original Passport at the time of the EGGM. In case of a corporate Member, the Board Resolution/Power of Attorney, together with specimen signature and other identification documents of the nominee/authorized representative, shall be submitted at the time of the meeting, unless already provided to the Company. 4. Appointment of Proxy A Member entitled to attend and vote at the EGGM is entitled to appoint a proxy to attend, speak and vote in his/her place at the Meeting. The duly completed and witnessed Proxy Form must be deposited at the Registered Office of the Company at least forty-eight (48) hours before the time fixed for the meeting, along with the requisite identification documents. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned thereon. In case of a corporate Member, the Board Resolution/Power of Attorney with specimen signature and requisite CNIC/Passport documentation of the authorized representative shall be submitted in accordance with applicable requirements. The Proxy Forms in English and Urdu are attached to this Notice and are also available on the Company's website at www.toyota-indus.com. 5. Requirements for Election of Directors Any person who seeks to contest the election of Directors, whether a retiring Director or otherwise, shall file with the Company, not later than fourteen (14) days before the date of the EGGM, a notice of his/her intention to offer himself/herself for election as Director under Section 159(3) of the Act, together with the following: a) Consent to act as Director in the prescribed Appendix to Form-D, in accordance with Section 167 of the Act and the Companies Regulations, 2024. b) Detailed profile along with office address and other particulars required under applicable SGP requirements, for placement on the Company's website. c) Confirmation that the candidate is a Member of the Company at the time of filing his/her consent, except a person representing a Member which is not a natural person. d) Details of directorships already held. e) Declaration confirming that the candidate is aware of his/her duties and powers under applicable laws, the Company's Memorandum and Articles of Association and the Rule Book of the Pakistan Stock Exchange. f) Declaration confirming that the candidate is not ineligible to become a Director of a listed company under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "Code") and other applicable laws and regulations; and g) Copy of valid CNIC (for Pakistani nationals)/Passport (for foreign nationals), NTN and Folio Number/CDC Investor Account Number/CDC Sub-Account Number, as applicable. 6. Requirements for Independent Directors Candidates intending to contest the election as Independent Directors shall additionally comply with Section 166 of the Act, the Code and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Such candidates shall submit the following documents: a) Declaration of Independence under Regulation 6(3) of the Code. b) Undertaking on non-judicial stamp paper confirming compliance with the applicable requirements of the Companies (Manner and Selection of Independent Directors) Regulations, 2018. c) Fidelity/details regarding inclusion of their names in the data bank of Independent Directors maintained for the use of the institution, where applicable. d) Updated profile and supporting documents required for the Company's due diligence process; and e) Such other information/documents as may be required by the Company under applicable laws and regulations. The Company shall conduct the requisite due diligence and assessment of candidates offering themselves for election as Independent Directors. The reconstituted Board of ten Directors shall comprise at least three (3) Independent Directors, out of whom at least shall be a female Independent Director, in accordance with the applicable requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. 7. Representation of Minority Shareholders In accordance with Regulation 2 of the Code, minority shareholders shall be facilitated to contest the election of Directors through proxy solicitation. Where a candidate from among the minority shareholders seeks to contest the election, the Company shall facilitate such candidate in accordance with the applicable provisions of the Code, including provision of the candidate's statement/profile with the notice issued under Section 159(4) of the Act and the applicable proxy solicitation arrangements. 8. Notice under Section 159(4) All notices received from persons intending to contest the election of Directors under Section 159(3) shall be dealt with in accordance with Section 159(4) of the Act. The final list of contesting Directors, together with the prescribed information, shall be transmitted to Members and published in the prescribed manner not later than seven (7) days before the date of the EGGM. Being a listed company, the Company shall also comply with the applicable newspaper publication requirements. The relevant information concerning the contesting candidates shall also be placed on the Company's website. 9. Appointment of Scrutinizer In accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of Directors has appointed M/s. A.P. Ferguson & Co., Chartered Accountants, a GCR-rated audit firm, as Scrutinizer for the election of Directors. The Scrutinizer shall perform the responsibilities prescribed under Regulation 11A of the Companies (Postal Ballot) Regulations, 2018, including the applicable responsibilities relating to the scrutiny/validation of nomination papers, due diligence concerning candidates offering themselves as Independent Directors, proxy forms and the voting process and results. 10. E-Voting / Postal Ballot / Voting at the EGGM In accordance with the Companies (Postal Ballot) Regulations, 2018, as amended, Members shall be provided the facility to exercise their right to vote through electronic voting and postal ballot for the election of Directors where the number of persons offering themselves for election exceeds the number of Directors fixed under Section 159(1) of the Act. The e-voting and postal ballot process shall be conducted in accordance with the applicable Regulations. Members who have not exercised their voting rights through a voting or postal ballot before the EGGM and attend the meeting in person shall be entitled to cast their vote at the EGGM through ballot paper, in accordance with the applicable law and regulations. A duly appointed proxy may vote on behalf of the Member in accordance with applicable requirements. The March 2025 SGP reforms specifically amended the Postal Ballot framework and enhanced the Scrutinizer's role in the election process. STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS AND INDEPENDENT DIRECTORS This Statement sets out the material facts concerning the election of Directors to be held at the EGGM. The present term of office of the Directors of the Company is due to expire and, accordingly, an election of Directors will be held at the EGGM. Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors, at its meeting held on August 29, 2026, has fixed the number of Directors to be elected at Ten (10) for a term of three (3) years commencing from October 31, 2026. The retiring Directors are eligible to offer themselves for re-election. Any person eligible under Section 153 of the Act may offer himself/herself for election as a Director, subject to compliance with the requirements of Section 159 and other applicable laws and regulations. Independent Directors 1. Any person who is eligible under Section 153 and meets the criteria under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 may offer himself/herself for election as an Independent Director. 2. Independent Directors shall be elected in the same manner as other Directors in accordance with Section 159 of the Act. The Company shall conduct the requisite due diligence of candidates offering themselves as Independent Directors and assess their qualifications, experience, skills, knowledge, diversity and independence in accordance with applicable requirements. 3. The appointment of Independent Directors is intended to ensure an appropriate degree of independent judgment, objective, oversight, effective governance and diversity in the affairs of the Company, in accordance with Section 166 of the Act and the applicable corporate governance framework. 4. The reconstituted Board of ten Directors shall comprise at least three Independent Directors, out of whom at least one shall be a female Independent Director, in accordance with the applicable requirements of the Code. The final list of persons offering themselves for election as Directors shall be transmitted/published in accordance with Section 159(4) of the Act and the prescribed information relating to the candidates shall be made available on the Company's website. The existing Directors may offer themselves for re-election and may therefore be interested in the election to the extent of their candidature and any remuneration or benefits permissible under applicable law.	

INDUS MOTOR COMPANY LIMITED
www.toyota-indus.com