

INDUS MOTOR COMPANY LTD.

October 6, 2023

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

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

Dear Sir,

In accordance with the 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 Friday, October 6, 2023.

Thanking you,

Yours faithfully,
for **INDUS MOTOR COMPANY LIMITED**

For
Muhammad Arif Anzer
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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EoGM) of INDUS MOTOR COMPANY LIMITED (the Company) will be held on Monday, October 30, 2023 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 EoGM via 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 on August 25, 2023 under Section 159(1) of the Companies Act, 2017 (the "Act"). The term of office of Directors so elected shall be a period of three (3) years commencing from October 31, 2023, in accordance with the provisions of Section 159 and 161 of the Act. Following is the list of names of retiring Directors. All of them are eligible for re-election:

- 1) Mr. Mohamedali R. Habib
- 2) Mr. Shinji Yanagi
- 3) Mr. Ali Asghar Jamali
- 4) Mr. Muhammad H. Habib
- 5) Mr. Imran A. Habib
- 6) Mr. Akihiro Murakami
- 7) Mr. Shigeki Furuya
- 8) Mr. Azam Faruque
- 9) Mr. Riyaz T. Chinoy
- 10) Syeda Tatheer Zehra 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 the Notice of Meeting circulated to the members of the Company.

Karachi.
October 5, 2023

By order of the Board
Muhammad Arif Anzer
Company Secretary

NOTES:

1. Participation in the EoGM 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 EoGM," 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 emails, containing all the below mentioned particulars, is received at least 48 hours before the EoGM.

S. No.	Folio Number / CDC Account Number	Name of the Shareholder	CNIC Number	Cell Number	E-mail Address

Shareholders may also provide their comments and questions for the agenda items of the EoGM in their email for registration.

2. Closure of Share Transfer Books:

The Share Transfer Books of the Company will be closed from October 24, 2023 to October 30, 2023 (both days inclusive) for the purpose of the EoGM. 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@odcarsl.com at the close of business on October 23, 2023 will be considered in time for attending of meeting.

3. 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.

4. 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 with this Notice 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).

5. Requirements to the Election of Directors

Any person who seeks to contest the election of directors shall, whether he/she is a retiring director or otherwise, file with the Company, not later than fourteen (14) days before the date of EoGM, the following documents:

- a) Notice of his / her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director in Form-28 prescribed under the Companies Act, 2017. Any member while submitting his / her Notice of Intention shall provide the categories of directors being contested i.e. Female Director, Independent Directors or other Directors.
- b) A detailed profile along with mailing address and other contact details as required under SECP's SRO 634(I)/2014 dated 10 July 2014;
- c) A candidate consenting for the election as director must be a member of the Company at the time of filing of his / her consent except a person representing a member, which is not a natural person.
- d) Detail of directorship offices already held;
- e) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 on non-judicial stamp paper that he / she qualifies the criteria of independence stipulated under Section 166 of the Act.
- f) A declaration confirming that
 - (i) He / she is aware of his / her duties and powers under the relevant laws, Memorandum & Article of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
 - (ii) He / she is not eligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations.
- g) Copy of valid CNIC (in case of a Pakistani national)/Passport (in case of a foreign national) and NTN & Folio No./CDC investor Account No./CDC Sub Account No. (applicable for a person filing consent for the first time);

6. E-Voting / Postal Ballot facility

In accordance with the Companies (Postal Ballot) Regulations, 2018, the right of vote through e-voting and postal ballot shall be provided to the members of the company, subject to the requirements of Sections 143 and 144 of the Act for the purpose 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, a postal ballot or email for e-voting may be sent to the shareholders and published, in case the need to do so arises, not later than seven (7) days before the date of EoGM.

Statement of Material Facts as required under section 166(3) of the Companies Act, 2017 for Election of Directors.

This statement sets out the material facts concerning the Election of Directors to be carried out at the EoGM. As a listed company, the Company is required to have Independent Directors on its Board in accordance with the requirements of the Regulations. Independent Directors including a female director will be elected through the process of election of directors in terms of Section 159 of the Act and SRO 905(I)/2023 dated July 7, 2023 issued by the SECP and they shall meet the criteria laid down under Section 166(2) of the Act.

The present directors are interested to the extent that they are eligible for re-election as directors of the company.

The final list of contesting Directors will be circulated / published not later than seven (7) days before the date of the EoGM, in terms of section 159(4). Furthermore, the website of the Company will also be updated with the required information.

No Directors have direct or indirect interest in the above set business, except that they may contest in the Election.

