

SIEMENS

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
Department

Khurram Muhammad Siddique
Corporate Secretariat

Telephone
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Your letter of
Our reference
Date

CS/Ext/2023/287
December 21, 2023,

Notice of Annual General Meeting 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 16, 2024, prior to its publication in the newspapers namely Business Recorder and Nawa-e-Waqt of Karachi.

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.
Tel: 92(21) 32574910-9

Siemens (Pakistan) Engg. Co. Ltd.,
CUIN. Reg. No. 0000617; Reg. Address: B-72, Estate Avenue, S.I.T.E., Karachi.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Seventy-one (71st) Annual General Meeting ("Meeting") of the Members of Siemens (Pakistan) Engineering Company Limited (the "Company") will be held on **Tuesday, January 16, 2024, at 11:00 a.m.** at "The Dawood Foundation" Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on July 25, 2023.
2. To receive, consider and adopt the audited financial statements for the financial year ended September 30, 2023, and reports of the auditors and directors thereon.
3. To appoint External Auditors for the year 2024 and to fix their remuneration. The board and the audit committee have recommended the appointment of M/s. A. F. Ferguson & Co; Chartered Accountants, Karachi as statutory auditors of the Company in place of the retiring auditors M/s. EY Ford Rhodes, Chartered Accountants.
4. To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

SPECIAL BUSINESS

5. To consider and, if deemed fit, pass, with or without modification(s), the following resolution as ordinary resolutions to enable and authorized the Company to circulate the annual audited financial statements, to the members of the Company through QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan (SECP) vide its Notification SRO 389(1)/2023 dated March 21, 2023, instead of circulating the same through CD/DVD/USB.

Resolved that the Company be and is hereby authorized to circulate its Annual Audited Financial Statements, to the members of the Company through QR enabled code and weblink, in accordance with SRO 389(1)/2023 dated March 21, 2023, issued by SECP.

Further Resolved that Company Secretary be and is hereby empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including filing of any forms / notices pertaining to these resolutions with the relevant regulatory authorities including with SECP / PSX to ensure compliance with applicable laws and regulations.

By order of the Board of Directors

Khurram Muhammad Siddique

Company Secretary

Karachi: December 22, 2023

Notes:**Share Transfer Book Closure:**

The Share Transfer Books of the Company shall remain closed from January 9, 2024 to January 16, 2024 (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 8, 2024, 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:

- i) 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.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) Corporate entities shall submit the Board of Directors' resolution/Power of Attorney with specimen signature along with proxy form.

Change of Address and Zakat Status

Members with physical shareholding are requested to promptly notify the Company's Registrar of any change in their addresses and also submit Non-deduction of Zakat form if applicable to them. Further, Members holding their shares through CDC are requested to update their address and zakat status with their participants.

Submission of CNIC, Dividend Bank Mandate and Payment of Cash Dividend (e-dividend)

In accordance with the provisions of section 242 of the Companies Act 2017, a listed Company is required to pay cash dividend only through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders are requested to provide the information on the dividend mandate form attached in the Annual Report and also uploaded on the Company's website - <https://www.siemens.com/pk/en/investorrelations/investor-information.html> The Members who hold shares in dematerialized form are requested to submit the dividend bank mandate form duly filled to their participant/investor account services in the CDC.

In accordance with the directives of the SECP, the dividends of shareholders whose CNIC copies have not been received by the Company shall not be electronically credited until receipt thereof. Therefore, the individual shareholders who have not submitted their CNIC copies are requested to send the same at the earliest to the share registrar of the Company. Corporate entities are requested to provide their NTN. While providing their CNIC/NTN, shareholders must quote their respective folio numbers. The physical shareholders are requested to notify any change in their addresses to the share registrar of the Company and in case of CDC shareholders to their broker (participant).

The corporate Members having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate Members having physical shares should send a copy of their NTN certificate to the Share Registrar. The Members while sending NTN or NTN certificates, as the case may be, must quote the Company name and their respective folio numbers.

Withholding Tax on Dividend

In compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001 withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted at 30% for non-filers.

Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the share registrar of the Company by the first day of book closure.

In order to comply with FBR clarifications vide Letter No. 1(54) Exp/2014-132872-8 dated September 24th 2014 and their subsequent letter No. C.No. 1(17) WHT/2011 dated December 1, 2014 for determining the shareholding ratio of the joint account holders for deduction of withholding tax on dividend. Members are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to the Share Registrar in the following format:

Folio / CDC Account No.	Total Shares	Principal Shareholder			Joint Shareholder(s)		
		Name	CNIC	Shareholding Proportion No. of Shares)	Name	CNIC	Shareholding Proportion No. of Shares)

Annual Accounts of the Company

Annual accounts of the company for the financial year ended September 30, 2023 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.

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 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 12, 2024.

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 on or before January 12, 2024.

Voting through Postal and Ballot

Members may exercise their right to vote as per provision of the Companies (Postal Ballot) Regulations, 2018, subject to the requirements of Section 143 and 144 of the Companies Act, 2017. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under these said regulations, if required.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF MATERIAL FACTS

The Securities and Exchange Commission of Pakistan vide SRO No. 389(1)/2023 dated March 21, 2023, has allowed listed companies to circulate their Annual Audited Financial Statements (i.e the annual balance sheet and profit and loss account, auditors' report and directors' report, chairman's review report) to its members through QR code and Weblink or in hard copy on request of shareholders subject to approval obtained from shareholders in Annual General Meeting.

Accordingly, approval is hereby sought from members of the Company to comply with the requirements of said SRO vide an ordinary resolution as a special business. Subject to the approval of resolution in the AGM, the Company will circulate its annual financial statements to its members through QR code and Weblink in future. However, members will have the right to request hard copies free of cost at their registered addresses after submitting the written request.

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.

Ballot paper for voting through post for the Special Business at the Annual General Meeting to be held on Tuesday, January 16, 2024 at 11:00 a.m at "The Dawood Foundation" Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi.

Website : www.siemens.com.pk

Folio / CDS Account Number	
Name of Shareholder / Joint Shareholders	
Name of Proxy Holder (if any)	
Registered Address of Shareholder	
Number of shares Held:	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Instructions For Poll

- Please indicate your vote by ticking (✓) the relevant box.
 - In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected".
- I/we hereby exercise my/our vote in respect of the following Special Resolution through ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

Resolution	No. of Ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<p>Agenda No.5 To consider and, if deemed fit, pass, with or without modification(s), the following resolution as ordinary resolutions to enable and authorized the Company to circulate the annual audited financial statements, to the members of the Company through QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan (SECP) vide its Notification SRO 389(1)/2023 dated March 21, 2023, instead of circulating the same through CD/DVD/USB.</p> <p>Resolved that the Company be and is hereby authorized to circulate its Annual Audited Financial Statements, to the members of the Company through QR enabled code and weblink, in accordance with SRO 389(1)/2023 dated March 21, 2023, issued by SECP.</p> <p>Further Resolved that Company Secretary be and is hereby empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including filing of any forms / notices pertaining to these resolutions with the relevant regulatory authorities including with SECP / PSX to ensure compliance with applicable laws and regulations.</p>			
<p>NOTES:</p> <ol style="list-style-type: none"> Dully filled ballot paper with the subject "Postal Ballot" should be sent to the Chairman of the meeting via email at agm_chairman.pk@siemens.com through post to Syed Muhammad Daniyal at the registered address of the Company i.e. Siemens (Pakistan) Engineering Co. Limited, B-72, Estate Avenue, S.I.T.E., Karachi. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form. Ballot paper should reach the Chairman within business hours by or before January 15, 2024. Any postal ballot received after this date, will not be considered for voting. Signature on ballot paper should match with signature on CNIC/ Passport (in case of foreigner). Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member . Ballot Paper form has also been placed on the website of the Company at: https://www.siemens.com/pk/en/investorrelations/investor-information.html and members may download the ballot paper from the website or use an original/photocopy published in newspapers <p>Shareholders / Proxy holders Signature/Authorized Signatory (In case of corporate entity, please affix company stamp) Place: _____ Date: _____</p>			

Miscellaneous: This notice has been sent to all Members of the Company in accordance with Section 134(1)(a) of the Companies Act, 2017. For any query/problem/information, Members may contact the Share Registrar at the following address:

THK Associates (Pvt.) Limited
Plot No.C-32, Jami Commercial Street-2, D.H.A., Phase-VII, Karachi

Telephone No : 021-111-000-322 (Ext. 129) E-Mail : sfc@thk.com.pk
Contact Person : Mr. Muhammad Yahya