



PAK SUZUKI MOTOR COMPANY LIMITED NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 41st Annual General Meeting of the shareholders of Pak Suzuki Motor Company Limited will be held at Ramada Plaza Hotel, Airport Karachi, and through video conferencing on Monday, April 29, 2024, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

- To confirm minutes of Annual General Meeting held on April 18, 2023.
- To confirm minutes of Extra Ordinary General Meeting held on February 09, 2024
- To receive, consider and adopt the audited accounts of the Company for the year ended December 31, 2023, together with Directors' and Auditors' reports thereon. In accordance with Section 223 of the Companies Act, 2017 and pursuant to the S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company can be accessed through the following weblink and QR enabled code.



<https://suzukipakistan.com/corporate#financial-reports>

- To appoint auditors for the year ending December 31, 2024 and fix their remuneration. The present auditor M/s. A.F. Ferguson & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.

SPECIAL BUSINESS

- To ratify and approve transactions conducted with the Related Parties for the year ended December 31, 2023 by passing the following special resolution with or without modification:
"Resolved that the transactions conducted with the Related Parties as disclosed in the note 46 of the audited financial statements for the year ended December 31, 2023 and specified in the Statement of Material Facts under Section 134(3) be and are hereby ratified, approved and confirmed."
- To authorize the Board of Directors of the company to approve transaction with the Related Parties for the financial year ending December 31, 2024 by passing the following special resolution with or without modification:
"Resolved that the Board of Directors of the company be and is hereby authorized to approve the transactions to be conducted with the related parties for the financial year ending December 31, 2024."
"Further resolved that these transactions by the Board of Directors shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification / approval."
A Statement of Material Facts under Section 134(3) (b) of The Companies Act 2017 covering the above-mentioned special businesses is being sent to the shareholders along with a copy of this notice.
- To consider and, if thought fit, pass, with or without modification(s), the following resolutions to enable and authorize the Company to circulate the Annual Audited Financial Statements, to the members of the Company through QR enabled code and weblink as required by the Securities and Exchange Commission of Pakistan (SECP) vide its Notification S.R.O. 389(I)/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 S.R.O. 389(I)/2023 dated March 21, 2023, issued by SECP.
"Further resolved that the Chief Executive, Chief Financial Officer or Company Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents, as may be necessary or incidental for the purpose of implementing this resolution.

ANY OTHER BUSINESS

- To consider any other business with the permission of the Chair.

Karachi: April 08, 2024

BY ORDER OF THE BOARD
ABDUL NASIR
COMPANY SECRETARY

Statement of Material Facts under Section 134(3)(b) of The Companies Act 2017.

Item No. 5 of the Notice:

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 clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Since majority of the Company's Directors were interested in transactions with the Group companies due to their employment relationship with the holding company (Suzuki Motor Corporation Japan), the quorum of directors could not be formed for approval of these transactions pursuant to section 07 of the Companies Act, 2017. During the 40th Annual General Meeting of the Company, in order to promote transparent business practices, the shareholders had authorized the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ended December 31, 2023 and such transactions were deemed to be approved by the shareholders. Such transactions were to be placed before the shareholders in next AGM for their formal approval / ratification. Accordingly, these transactions are being placed before the AGM for the formal approval / ratification by shareholders.

All transactions with related parties to be ratified have been disclosed in the note 46 to the audited financial statements for the year ended December 31, 2023. The details of such related party transactions are given below:

For the year ended 31 December 2023	Holding Company	Other related parties	Total
Purchases of components	32,212,000	4,023,527	36,235,527
Export sales	123,057		123,057
Royalties and technical fee	2,680,389		2,680,389
Travelling expenses of supervisors	20,574	12,183	32,757
Staff retirement benefits		210,319	210,319
Commission income from TAG		5,000	5,000
Remuneration to key management personnel	Refer Note 45 of the Financial Statements for the year ended December 31, 2023		

The company carries out transaction with its related parties on an arm length basis as per the approved policy with respect to "transaction with related parties" in the normal course of business. All transactions entered into with the related parties requires the recommendation of the Audit Committee which is chaired by an independent director. Upon the recommendation of the Audit Committee, such transactions are placed before the approval of the Board of Director.

Item No. 6 of the Notice:

The Company shall be conducting transactions with its related parties during the year ending December 31, 2024 on an arm's length basis as per approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested in these transactions due to their relationship with the parent company. In order to promote the transparent business practices, the shareholders authorize the Board of Directors to approve transactions with the related parties from time-to-time basis for the year ending December 31, 2024, which transactions shall be deemed to be approved by the shareholders. The nature and scope of such related party transactions is explained in the note 46 of the Financial Statement for the year ended December 31, 2023. These transactions shall be placed before the Shareholders in the next AGM for their formal ratification/approval.

The Directors are interested in the resolution only to the extent of their relationship with such related parties.

POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on Monday April 29, 2024 at 11:00 a.m. at Ramada Plaza Hotel, Airport Karachi, www.suzukipakistan.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
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)	

SPECIAL BUSINESS

- 5 To ratify and approve transactions conducted with the Related Parties for the year ended December 31, 2023 by passing the following special resolution with or without modification:
"Resolved that the transactions conducted with the Related Parties as disclosed in the note 46 of the audited financial statements for the year ended December 31, 2023 and specified in the Statement of Material Facts under Section 134(3) be and are hereby ratified, approved and confirmed."
- 6 To authorize the Board of Directors of the company to approve transaction with the Related Parties for the financial year ending December 31, 2024 by passing the following special resolution with or without modification:
"Resolved that the Board of Directors of the company be and is hereby authorized to approve the transactions to be conducted with the related parties for the financial year ending December 31, 2024."
"Further resolved that these transactions by the Board of Directors shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification / approval."
A Statement of Material Facts under Section 134(3) (b) of The Companies Act 2017 covering the above-mentioned special businesses is being sent to the shareholders along with a copy of this notice.
- 7 To consider and, if thought fit, pass, with or without modification(s), the following resolutions to enable and authorize the Company to circulate the Annual Audited Financial Statements, to the members of the Company through QR enabled code and weblink as required by the Securities and Exchange Commission of Pakistan (SECP) vide its Notification S.R.O. 389(I)/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 S.R.O. 389(I)/2023 dated March 21, 2023, issued by SECP.
"Further resolved that the Chief Executive, Chief Financial Officer or Company Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents, as may be necessary or incidental for the purpose of implementing this resolution.

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.
2. In case if both the boxes are marked as (✓), your Ballot Paper shall be treated as **"Rejected"**.
- I/We hereby exercise my / our vote in respect of the above resolutions through ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below;

Resolution	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
Special Resolution No. 5		
Special Resolution No. 6		
Special Resolution No. 7		

NOTES:

- Duly filled ballot paper should be sent to the Chairman at (DSU-13, Pakistan Steel Industrial Estate, Bin Qasim, Karachi.). Ballot paper should reach the Chairman within business hours by or before Friday April 26, 2024 or email at company.secretary@paksuzuki.com.pk by or before Sunday, April 28, 2024. Any postal ballot received after this date, will not be considered for voting.
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- 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.
- Ballot paper form has also been placed on the website of the Company at: www.suzukipakistan.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy Holder Signature / Authorized Signatory _____

Dated: _____



پاک سوزوکی موٹر کمپنی لمیٹڈ نوش برائے سالانہ اجلاس عام

غور سے پڑھ لیں کہ پاکستان سوزوکی موٹر کمپنی لمیٹڈ کے شیئر ہولڈرز 41 ماہ ساہنہ اجلاس عام میں شرکت کر کے 29 اپریل 2024 کو صبح 11:00 بجے، وارنٹ کارڈ کے لیے متعلقہ اجلاس کے لیے متعلقہ اجلاس کا پتہ ہے۔

عمومی کارڈ وار

- 18 اپریل 2023 کو سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 09 اپریل 2024 کو سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 19 اپریل 2023 کو سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔



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- 31 دسمبر 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔

خاص کارڈ وار

- 31 دسمبر 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 09 اپریل 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 19 اپریل 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 31 دسمبر 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 31 دسمبر 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 09 اپریل 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 19 اپریل 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 31 دسمبر 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔

دیگر کارڈ وار

8. صدر اجلاس کی اجازت سے دیگر کارڈ وار کی درخواستیں

قراردادیں 08 اپریل 2024

تعمیر پورڈ

عبدالناصر

سینیئر مینیجر

گینیز ایکٹ 2017 کے سیکشن 134(3)(b) کے تحت ممبرانہ (ماری) کا بیان۔

نوش کا آئٹم نمبر 5:

عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ (سوزوکی موٹر کمپنی لمیٹڈ) کے سالانہ اجلاس عام میں شرکت کرنے کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔

31 دسمبر 2023 کو عام سال کے لیے		
نوش	دیگر سوزوکی	ہولڈنگ کمپنی
36,235,527	4,023,527	32,212,000
123,057		123,057
2,680,389		2,680,389
32,757	12,183	20,574
210,319	210,319	
5,000	5,000	
جمالیہ 31 دسمبر 2023 کو ختم ہونے والے سال کے خالص اثاثوں کا نمونہ		

عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سالانہ اجلاس عام میں شرکت کرنے کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔

نوش کا آئٹم نمبر 6:

عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سالانہ اجلاس عام میں شرکت کرنے کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔

پوسٹل بیلت پیپر	
29 اپریل 2024 کو صبح 11:00 بجے، وارنٹ کارڈ کے لیے متعلقہ اجلاس کے لیے متعلقہ اجلاس کا پتہ ہے۔	
غور سے پڑھ لیں	www.suzukipakistan.com
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غور سے پڑھ لیں	www.suzukipakistan.com

عمومی کارڈ وار

- 31 دسمبر 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 09 اپریل 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 19 اپریل 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 31 دسمبر 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 31 دسمبر 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 09 اپریل 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 19 اپریل 2023 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔
- 31 دسمبر 2024 کو عام سال کے لیے سوزوکی موٹر کمپنی لمیٹڈ کے سٹاک ہولڈرز کو مطلع کیا گیا۔

دیگر کارڈ وار

پانگ کے لیے ہدایات

1. نوٹس کی تصدیق کریں۔	2. نوٹس کی تصدیق کریں۔
3. نوٹس کی تصدیق کریں۔	4. نوٹس کی تصدیق کریں۔
5. نوٹس کی تصدیق کریں۔	6. نوٹس کی تصدیق کریں۔

نوش:

- نوٹس کی تصدیق کریں۔
- نوٹس کی تصدیق کریں۔
- نوٹس کی تصدیق کریں۔
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