



Way of Life!

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the shareholders of Pak Suzuki Motor Company Limited will be held virtually via video link facility on Thursday, April 22, 2021 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

- 1- To confirm minutes of Annual General Meeting held on May 20, 2020.
- 2- To confirm minutes of Extra Ordinary General Meeting held on January 29, 2021.
- 3- To receive, consider and adopt the audited accounts of the Company for the year ended December 31, 2020, together with Directors' and Auditors' reports thereon.
- 4- To appoint auditors for the year ending December 31, 2021 and fix their remuneration. Messrs KPMG Taseer Hadi & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.

SPECIAL BUSINESS

- 5- To ratify and approve transactions conducted with the Related Parties for the year ended December 31, 2020 by passing the following special resolution with or without modification:

"Resolved that the transactions conducted with the Related Parties as disclosed in the note 40 of the audited financial statements for the year ended December 31, 2020 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, 2021 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, 2021."

"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.

ANY OTHER BUSINESS

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

BY ORDER OF THE BOARD

ABDUL NASIR
COMPANY SECRETARY

Karachi: April 01, 2021

Notes:

- 1- The share transfer books of the Company will remain closed from April 14, 2021 to April 22, 2021 (both days inclusive) and no transfer will be accepted for registration during this period. Transfers received in order till close of business on April 13, 2021 will be accepted for transfer.
- 2- Only those persons whose names appear in the Register of Members of the Company as at April 13, 2021 will be entitled to attend / participate in / vote at the Annual General Meeting.
- 3- An instrument of proxy applicable for the Meeting is being provided with the Notice sent to members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: <https://www.suzukipakistan.com>
- 4- A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
- 5- As per section 72 of the Companies Act 2017, the company is required to replace its physical shares with the book entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act.

The shareholders having physical shareholding are encouraged to open account with the Central Depository Company (CDC) to place their physical share into scrip less form.

- 6- Members are requested to notify change in their address, if any, to the Company's share registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400.
- 7- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in the Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

For Attending the Meeting

- 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 detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney in favor of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing Proxies

- i. In case of individuals, the account holders or subaccount holders and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the person whose name, address and CNIC number 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. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- 8- SECP vide its SRO 779(1)/2011 dated August 18, 2011 has made it mandatory for the companies to provide CNIC numbers of the shareholders on dividend warrants. Therefore, members who have not yet submitted photocopies of their valid CNICs to the Company are again requested to immediately submit the same directly to Company's share registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400. Dividend Warrants of the shareholders who will not submit the copies of their CNICs will be withheld by the or Company.
- 9- Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders, who own physical shares, are requested to fill in Electronic Credit Mandate Form available on Company's website and send duly signed form along with a copy of CNIC to the Registrar of the Company. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.
- 10- Members can avail video conference facility. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location other than Karachi, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.
 "I/We, _____ of _____, being a member of Pak Suzuki Motor Company Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."

In pursuance of SECP's Circular No. 5 dated March 17, 2020, Circular No. 10 dated April 1, 2020, Circular No.33 dated November 05, 2020, Circular No. 4 of 2021 dated February 15, 2021 and Circular No. 6 of 2021 dated March 04, 2021 respectively pertaining to Regulatory Relief to dilute the impact of Corona Virus (COVID 19) for the Corporate Sector, Companies have been advised to modify their usual planning for annual general meetings for the well-being of the shareholders and avoid large gatherings by provision of video link facilities.

Considering the restriction imposed by the Government on public gatherings and SECP's directives, the Company intends to convene this AGM virtually via video link facilities managed from the Registered Office of the Company, Karachi for the safety and well-being of the shareholders of the Company. The general meeting can be attended using smart phones/tablets/computers while ensuring compliance with the quorum requirements and requests the Members to consolidate their virtual attendance and voting at the AGM through proxies. We recognize that our shareholders value the AGM as an opportunity to engage with the Board; however, the Company must ensure to put safety first and protect all stakeholders in these exceptional circumstances

The shareholders who are willing to attend and participate at the meeting through video link are required to register their particulars by sending an email at (company.secretary@paksuzuki.com.pk). Such shareholders are requested to register by providing their credentials i.e Name, Folio Number, Scanned copy of CNIC (both sides), Cell phone number and Number of shares held in their name through email with the subject "Registration for PSMC AGM". Video link and login details will be shared with only those members whose emails, containing all the required particulars are received at the given email address before 05:00 p.m. on April 21, 2021. The members can also provide their comments and suggestion to the agenda item of the AGM at the email address: (company.secretary@paksuzuki.com.pk).

The login facility will be opened at 9:45 a.m. on April 22, 2021 enabling the shareholders to join the meeting which will start at 10:00 a.m. sharp.

- 11- Notice of the Annual General meeting and Annual Report of the company for the year ended December 31, 2020 have been placed on the website of the company, <https://www.suzukipakistan.com>

PAK SUZUKI MOTOR CO. LTD.

DSU-13, Pakistan Steel Industrial Estate, Bin Qasim, Karachi.
Tel: 021-34723551-58, Fax: 021-34723521-2

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