

PAK SUZUKI MOTOR COMPANY LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Pak Suzuki Motor Company Limited will be held virtually via webinar (Video Conferencing) on Tuesday, September 17, 2024 at 11:30 a.m. to transact the following business:

SPECIAL BUSINESS

- 1- To approve additional equity injection of Rs. 800 million into associated company Tecno Auto Glass Limited (TAG).

To consider and if thought fit, pass the following Special Resolution under section 199 of the Companies Act, 2017, with or without modification(s), addition (s) or deletion (s).

Resolved that approval of the shareholders of Pak Suzuki Motor Company Limited (“the Company”) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017, Regulation No. 5(7) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 and subject to the compliance with all statutory and legal requirement, regarding additional equity injection of Rs. 800 million into associated company Tecno Auto Glass Limited (TAG).

FURTHER RESOLVED THAT the Chief Executive Officer, and/or the Company Secretary and and/or the Chief Financial Officer of the Company, be and are hereby, jointly and/or severally, authorized to prepare, finalize, execute and file all necessary documents, and take all necessary steps and to do all such acts deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the above-mentioned resolution, as well as carry out any other act or step which may be ancillary and / or incidental to do the above and necessary to fully achieve the objects of the aforesaid resolution.”

Attached to this notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 134(3) of the Companies Act, 2017.

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

BY ORDER OF THE BOARD

ABDUL NASIR
COMPANY SECRETARY

Karachi: August 27, 2024

Notes:

- 1- The share transfer books of the Company will remain closed from September 11, 2024 to September 17, 2024 (both days inclusive) and no transfer will be accepted for registration during this period. Transfers received in order till close of business on September 10, 2024 will be accepted for transfer.
- 2- Only those persons whose names appear in the Register of Members of the Company as at September 10, 2024 will be entitled to attend / participate in / vote at the 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: <http://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- 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.
- 6- The Company has arranged video link facility for online participation of members in the meeting. The meeting can be attended using smart phones/tablets/computers. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / passport/ certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for PSMC EOGM" through email company.secretary@paksuzuki.com.pk on or before September 13, 2024.
 - i. Name of member CNIC No.
 - ii. CDC Account No. / Folio No. and Number of shares held in their name
 - iii. Cell Number
 - iv. Email address

The members who are registered after the necessary verification shall be provided with a video link by the Company at the same email address that they email to Company. The login facility will be opened at 11:25 a.m. on September 17, 2024, enabling the shareholders to join the meeting which will start at 11:30 a.m. sharp.

The members can also provide their comments and suggestion to the agenda item of the meeting at the email address: (company.secretary@paksuzuki.com.pk).

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

Item No. 1 of the Notice: To approve additional equity injection of Rs. 800 million into associated company Tecno Auto Glass Limited (TAG):

The information required to be annexed to the Notice by Companies (Investment in Associated Companies or Associated Undertakings) Regulation 2017 is set out below:

- (i) Name of the associated company or associated undertaking;
- Tecno Auto Glass Limited (TAG).
- (ii) Basis of relationship;
- TAG is an associated company with 40% shareholding held by Pak Suzuki Motor Company Limited (PSMC), 60% shareholding by Tecno Pack Telecom Limited (TPT).
- (iii) Earnings per share for the last three years;
- The loss per share for the half year ended on December 2023 (unaudited) and for the year 2023 and 2022 are PKR 6.60, PKR 7.46, PKR 1.06 respectively.
- (iv) Break-up value per share, based on latest audited financial statements;
- The break-up value per as at December, 2023 is PKR (9.36).
- (v) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;
- Financial Position as per the latest Un-audited Financial Statements of TAG as on December 31, 2023, is as follows:

	‘Rupees in thousand’
Non-current assets:	
Property, plant & equipment	3,897,180
Other non-current asset	21,946
Total non-current assets	3,919,126
Total current assets	687,950
Total assets	4,607,076
Equity:	
Issued, subscribed & paid-up capital	861,000
Accumulated loss	(1,666,517)
Total equity	(805,517)
Non-current liabilities	4,625,171
Current liabilities	

Trade and other payables	341,810
Current portion of Long term finance- secured	41,110
Short term borrowing	194,865
Others Current Liabilities	209,637
Total current liabilities	787,422
Total equity & liabilities	4,607,076

(vi) Maximum amount of investment to be made;

- The total investment amount is PKR 2,000 million out of which maximum amount of investment by PSMC is PKR 800 million and PKR 1,200 million by TPT.

(vii) Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment

Purpose

- To facilitate the associated company (TAG) for managing its working capital requirement as the current equity is insufficient to support its business operation.

Benefit

-The investment will improve the financial conditions of the company which in turn will lead to income in the form of dividends.

Period of Investment

- Unlimited

(viii) Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds;

- The investment is made from the internally generated funds.

(ix) Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;

- Not applicable.

(x) Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;

- The Directors of the company have no personal interest in TAG which is an associated company, except that a director of the company is also a Director of TAG and he hold a share in TAG as nominee director of the company.

(xi) In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;

- There is no impairment or write off in the investment in the associated company, however, the company has recorded its appropriate share of the loss in the associated company.
- (xii) Any other important details necessary for the members to understand the transaction;
- None.
- (xiii) Maximum price at which securities will be acquired;
- Rs. 800,000,000 at Rs. 10 per share
- (xiv) In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;;
- Not Applicable.
- (xv) Maximum number of securities to be acquired;
- 80,000,000 Equity Shares
- (xvi) Number of securities and percentage thereof held before and after the proposed investment;

Equity (Rs.)	Price	No. of Shares	% of Share Holdings
Before			
344,399,999	10	34,439,999	40%
After			
1,144,399,999	10	114,439,999	40%

- (xvii) current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and
- Not Applicable.
- (xviii) fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;
- It is a fresh equity and it is issued at the face value.

Information pursuant to the Regulation 4 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

The following director of TAG is also member of the investing company:

- Mr. Hiroshi Kawamura, the director, has no personal interest in the matter.

The duly audited latest annual financial statements along with the latest unaudited financial statements, if any, shall be made available for inspection of the members in the shareholder meeting.