

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of INDUS MOTOR COMPANY LIMITED ("Company") will be held on Wednesday, October 28, 2020 at 9:00 a.m. to transact the following business. Due to the current situation caused by COVID-19 pandemic, shareholders shall be entitled to attend the meeting through video conference facility managed by the Company as per the instructions given in the notes section.

ORDINARY BUSINESS

1. To elect 10 (Ten) Directors of the Company, as fixed by the Board of Directors, in their meeting held on August 10, 2020 in accordance with the provisions of the Section 159 of the Companies Act, 2017 ("the Act") for a term of three years commencing from 31st October 2020. The retiring Directors are as under and are eligible for re-election.

- 1) Mr. Mohamedali R. Habib
- 2) Mr. Yuji Takarada
- 3) Mr. Ali Asghar Jamali
- 4) Mr. Muhammad H. Habib
- 5) Mr. Imran A. Habib
- 6) Mr. Noriaki Kurokawa
- 7) Mr. Tetsuya Ezumi
- 8) Mr. Azam Faruque
- 9) Mr. Riyaz T. Chinoy
- 10) Syeda Tatheer Z. Hamdani

A statement under Section 166(3) of the Act pertaining to the material facts of the Ordinary Business is being sent to the shareholders along with this notice.

2. To transact any other business with the permission of the Chair.

By order of the Board



Muhammad Arif Anzer
Company Secretary

Karachi.
October 6, 2020

NOTES:

1. Participation in the EOGM Proceeding via the Video Conference Facility

Due to current COVID-19 situation, the EOGM proceedings shall be held via video conference facility only. Shareholders interested to participate in the meeting are requested to share below information with the Company's Share Registrar at cdcsr@cdcsrsl.com for their appointment and proxy's verification by or before 5:00 p.m. on October 26, 2020.

Shareholder Name	Folio/CDC No.	CNIC Number	Cell number	Registered Email Address

Video conference link details and login credentials will be shared with those Shareholders whose registered emails containing all the particulars are received by or before 5:00 p.m. on October 26, 2020.

2. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 22, 2020 to October 28, 2020 (both days inclusive). 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 by close of business on October 21, 2020 will be considered in time to attend and vote at the meeting.

3. Election of Directors

- a) The term of the office of the present Board of the Company will expire on October 31, 2020. In terms of Section 159(1) of the Act, the Board has fixed the number of Directors at 10 (Ten) through a resolution passed in the meeting of the Board held on August 10, 2020, to be elected in EOGM of the Company for a period of next 3 (three) years.
- b) Any person who seeks to contest election of Director shall file with the Company a notice of his/her intention to offer himself/herself for election as a Director under section 159(3) of the Act, alongwith the consent to act as a Director in Form-28 under section 167 of the Act and a detailed profile alongwith office address, for placement onto the Company's Website, in terms of SRO 1196(I)/2019 dated October 3, 2019 issued by Securities and Exchange Commission of Pakistan ("SECP"), not later than fourteen (14) days before the EOGM.

Furthermore, Declarations be provided, confirming being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Code") and the eligibility criteria, for a director under section 153 of the Act.

- c) The selection of Independent Directors will be complied with the requirements of section 166 of the Act and Regulation 6 of the Code.
- d) The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the EOGM, in terms of section 159(4) of the Act. Further, the website of the Company will also be updated with the required information.

4. Proxy

A member entitled to attend and vote at this EOGM is entitled to appoint a Proxy to attend, speak and vote in his place at the Meeting. Instrument appointing a proxy must be deposited at the Registered Office of the Company at least 48 (forty-eight) hours before the time of the meeting, alongwith attested copy of CNIC and a recent photograph of the shareholder appointed as Proxy. An instrument of proxy in urdu and English language is being attached with this notice and the same is also available on the company's website www.toyota-indus.com. 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 and a recent photograph shall be provided atleast 48 hours before the meeting.

5. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through any electric mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

6. Change of Address

The Shareholders are requested to promptly notify change in their address, if any, to the Company's Share Registrar.

7. Submission of copies of CNIC not provided earlier

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar, in case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall withhold the Dividend under the provisions of Section 243 of the Act.

Statement under Section 166(3) of the Companies Act 2017

Pursuant to Section 166(3) of the Companies Act 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act. Independent Directors shall meet the criteria laid down under Section 166(2) of the Act.

The name of Mr. Azam Faruque, Mr. Riyaz T. Chinoy and Syeda Tatheer Zehra Hamdani are proposed to continue as Independent Directors, for the reason that all three meet the criteria of Independence set out in Section 166(2) of the Act and are listed on the data bank of Independent Directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP under Section 166(1) of the Act. Further, their selection has been made due to their respective competencies, skill, knowledge and experience.

Form of Proxy

Extraordinary General Meeting

I/We _____

of _____

being member(s) of INDUS MOTOR COMPANY LIMITED, holding _____ ordinary shares, hereby appoint _____ S/o _____ Folio No. _____ of Karachi or failing him / her Mr. _____ S/o _____ CDC Part. ID & A/c # _____ of Karachi who is/are also member(s) of INDUS MOTOR COMPANY LTD as my / our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on October 28, 2020 and / or any adjournment thereof.

As witness my / our hand/ seal this _____ day of _____

Signed by the said _____
in the presence of

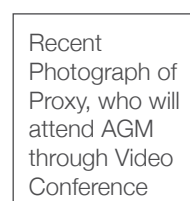


Member's Folio / CDC
Account No.



Affix revenue
Stamp of Rs. 5

(Sign should
agree with
specimen
registered with
the Company)



Recent
Photograph of
Proxy, who will
attend AGM
through Video
Conference

Signed in the presence of:

Witness 1

Signature _____

Name _____

CNIC / Passport No. _____

Address _____

Witness 2

Signature _____

Name _____

CNIC / Passport No. _____

Address _____

NOTES

1. This proxy form duly completed and signed, must be received at the office of the Company's Share Registrar, not less than 48 hours before the time of holding the meeting.
2. No person shall act as proxy unless he/she himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
3. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders/Corporate Entities:

In addition to the above the following requirements have to be met:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature and recent photograph of the Nominee shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.