NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of **Sazgar Engineering Works Limited** (the Company) will be held at All Seasons Wedding & Banquet Hall, Lala Zar Commercial Market, Thokar Niaz Baig, Opp Yasir Broast, 0.5 KM-Raiwind Road, Lahore on Thursday, March 19, 2020 at 11:00 A.M. to transact the following businesses:

Ordinary Business:

1. To elect the directors of the Company for a period of three years commencing from March 20, 2020 in accordance with the provisions of the Companies Act, 2017. The Board has fixed the number of Directors to be elected in their meeting at nine (9) in terms of section 159(1) of the Companies Act, 2017. The names of the retiring directors are given below:

1. Mr. Mian Asad Hameed	2. Mr. Mian Zafar Hameed	3. Mr. Saeed Iqbal Khan
4. Mr. Mian Muhammad Ali Hameed	5. Mrs. Saira Asad Hameed	6. Mrs. Sana Suleyman
7. Mr. Humza Amjad Wazir	8. Mr. Ahsan Ejaz	9. Mr. Anwar Ali

The retiring directors are eligible to offer themselves for re-election.

Special Business:

2. To sanction the holding of office of profit under the Company by directors, Mr. Saeed Iqbal Khan and Mr. Mian Muhammad Ali Hameed as Executive Directors.

Statement U/S 134(3) of the Companies Act, 2017 along with draft resolutions proposed to be passed at the meeting in respect of special business and proxy form in Urdu and English language has been sent to the members with the notice of meeting.

By order of the Board

Lahore
February 27, 2020

Arshad Mahmood
(Company Secretary)

Notes:

a. Any member who seeks to contest an election to the office of director shall, whether he/she is a retiring director or otherwise, file with the Company at its Registered Office located at 88-Ali Town, Thokar Niaz Baig, Raiwind Road, Lahore, not later than 14 days before the date of Extra Ordinary General Meeting, a notice of his/her intention to offer himself/herself for election as a director in accordance with provisions of the Companies Act, 2017 along with the following documents and information:

I. His/her folio No./CDC Investor Account No. / CDC Participant No./ Sub-Account No.
II. Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.
III. A detailed profile along with his/her office address for placement on website of the Company.
IV. An attested copy of valid Computerized National Identity Card and NTN Certificate.
V. Undertaking by Independent Director(s) on non-judicial stamp paper that he/she meet the requirements of sub-regulation(1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
VI. A declaration concerning the qualifications to become director of the Company under applicable laws and regulations including Listed Companies (Code of Corporate Governance) Regulations, 2019.
Copy of such declaration may be obtained from Company's Registered office during office hours.

b. A director must be a member of the Company holding at least 500 ordinary shares at the time of filing his/her consent for contesting election of directors except a person representing a member, which is not a natural person.

c. The register of members and share transfer books of the Company will remain closed from March 13, 2020 to March 19, 2020 (both days inclusive). Transfers received in order at the office of Share Registrar of the Company, M/s CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore, upto the close of business on March 12, 2020 will be treated in time for entitlement to attend and vote at the Extra Ordinary General Meeting.

d. 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 his/her behalf. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company.

e. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, shall be deposited at Company's Share Registrar office at M/s CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore not less than 48 hours (excluding non-working days) before the time of holding of Extra Ordinary General Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

Registered Office: 88-Ali Town, Thokar Niaz Baig, Raiwind Road, Lahore. Pakistan
Ph: +92-42-35291573-74, 35297861-62 Fax: +92-42-35297863, E-mail: sazgar@brain.net.pk, info@sazgarautos.com, URL: www.sazgarautos.com
Factory: 18 Km, Raiwind Road, Lahore. Pakistan
Ph: +92-42-35330300-2, Fax: +92-42-35330329

f. **Consent for Video Conference Facility:**

Pursuant to the provisions of the Companies Act, 2017, members can avail video conference facility to participate in this Extra Ordinary General Meeting provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing in a city, at least seven (7) days prior to the date of meeting. Subject to the fulfillment of the above conditions, members shall be informed of the venue along with complete information necessary to access the facility. Format of request form has been placed on the Company's website.

g. **Voting through Postal Ballot:**

Pursuant to the 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 of vote through postal ballot, that is voting by post/email in accordance with the requirements and procedures contained in the aforesaid Regulations.

h. Members are requested to promptly communicate change in their addresses, if any.

CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan for attending the meeting and appointment of proxies. (Copy of Circular has been placed on Company's website: www.sazgarautos.com)

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