



SAZGAR

NOTICE OF 34TH ANNUAL
GENERAL MEETING TO BE HELD ON
25TH SEPTEMBER 2025



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 34th Annual General Meeting of **Sazgar Engineering Works Limited** will be held at Encore by Zafar, Fusion Hall, Near Shanu Baba Chowk, Pine Avenue Road, Lahore on Thursday, September 25, 2025 at 11:30 A.M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the year ended 30th June, 2025 together with the Directors' Report, Auditors' Report and Chairperson's Review Report.
2. To appoint Auditors and to fix their remuneration for the year ending June 30, 2026. The present auditors' M/s Crowe Hussain Chaudhury & Co. Chartered Accountants, retire and being eligible, offer themselves for re-appointment. The Audit Committee and the Board of Directors have recommended their re-appointment.
3. To approve the payment of final cash dividend @ 200% of current paid up share capital i.e. Rupees 20/- per ordinary share as recommended by the Board of Directors, in addition to the interim cash dividend of 320% already paid making total of 520% for the year ended June 30, 2025.

Lahore
September 04, 2025

By order of the Board

Arshad Mahmood
Company Secretary

Notes:

- a. The share transfer books of the company will remain closed from September 19, 2025 to September 25, 2025 (both days inclusive). Transfers received in order at the share registrar office M/s Corp Tec Associates (Pvt.) Ltd., 503-E, Johar Town, Lahore at the close of business on 18th September, 2025 will be treated in time for the entitlement of final cash dividend and to attend the 34th Annual General Meeting of the Company.
- b. 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. Proxies in order to be effective must be received at the Share Registrar Office duly stamped and signed not less than 48 hours (working days only) before the time of holding of the meeting.

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.

- c. Members are requested to promptly communicate the change in their addresses, if any, to the Company's share registrar.
- d. **Placement of Annual Report on Web-site:**

In terms of the approval of the members of the Company in their Annual General Meeting held on October 26, 2023 and pursuant to the SECP's Notification No. SRO 389 (1)/2023 dated March 21, 2023, the Annual Report of the Company containing audited financial statements of the Company for the year ended June 30, 2025 along with Auditors and Directors Report thereon, the Chairperson's Review and notice of AGM etc. have been placed on the website of the Company which can be downloaded from the following link and / or QR enabled code:

| Weblink | QR Code |
|---|---------|
| https://sazgarautos.com/reports/ | |



The shareholders who wish to receive hard copy of the Annual Report may send their request to the Company Secretary / Share Registrar, the Standard Request Form available on the website of the Company and the Company will supply hard copy of the Annual Report to the shareholders on demand, free of cost, within one week of such demand.

e. Video Conference Facility:

Pursuant to the provisions of the Companies Act, 2017, members can avail video conference facility to participate in this Annual General Meeting provided that 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.

f. Attendance through Zoom:

The members may attend the AGM online through ZOOM, by following the below guidelines:

(i) The member shall get himself/herself registered by sending his/her request to the Company at e-mail ID as per Standard Request Form available on the Company's website (www.sazgarautos.com) or can send his/her request to the Company Secretary at 88-Ali Town, Thokar Niaz Baig, Raiwind Road, Lahore, along with a legible copy of CNIC not later than September 22, 2025.

(ii) Zoom Link shall be sent by the Company only on email ID or Mobile/Whatsapp Number mentioned in Standard Request Form.

(iii) Members may send their comments / suggestions on any of the agenda item to Company Secretary on email ID; company.secretary@sazgarautos.com not later than September 22, 2025.

g. Deposit of Physical Shares into CDC Account:

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with 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 the Act i.e. May 30, 2017.

The Physical Shareholders having physical shareholding are encouraged to open CDC Investor Account with CDC or CDC Sub- Account with any of the brokers to place their physical shares into Script less form.

h. Particulars of Physical Shareholders:

According to Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to Company's Share Registrar at their address, M/s CorpTec Associates (Pvt) Limited, 503-E, Johar Town, Lahore, email (info@corptec.com.pk) immediately to avoid any non-compliance of law or any inconvenience in future.

i. Electronic Payment of Dividend:

The provisions of Section 242 of the Companies Act, 2017 (the Act) read with Companies (Distribution of Dividends) Regulations, 2017 provide that any cash dividend declared by a listed company must be paid through electronic mode directly into the bank account designated by the entitled shareholder. In order to receive dividend directly into their bank account, shareholders are requested to communicate, if not already provided, below detailed information by filling in Electronic Credit Mandate Form available on Company's website (www.sazgarautos.com) and send it duly signed along with a copy of CNIC to the Share Registrar of the Company, in case of physical shares. In case shares are held in CDC, then Electronic Credit Mandate Form must be submitted directly to shareholder's broker / participant / CDC account services. In the absence of valid bank account details and CNIC, dividend amount will be withheld in compliance with the aforesaid provisions of the Act and Regulations. Electronic Credit Mandate Form shall authorize the Company to credit their current and future cash dividends directly to their designated bank accounts. The required information are:

- a) International Bank Account Number (IBAN)
- b) Name of Bank
- c) Branch name and address
- d) Valid copy of CNIC

j. Income Tax Deduction from Dividend Payment:



The current withholding tax rates on dividend payments as prescribed by the Income Tax Ordinance, 2001 (the Ordinance) are 15% for persons whose names are appearing in the active taxpayers' list (ATL) and 30% for persons whose names are not appearing in the ATL. To enable the Company to make tax deduction on the amount of Cash Dividend @ 15% instead of 30%, all the shareholders whose names are not entered into the ATL available on the website of the Federal Board of Revenue, are advised to make sure that their names are entered into ATL before the date of dividend payment, otherwise they shall not be treated as Active Taxpayers (despite the fact that they are filers of income tax return) and tax on their Cash Dividend will be deducted @ 30%.

The Corporate Shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificates to the Share Registrar of the Company.

The FBR has clarified that shareholders' accounts jointly held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his/her shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company.

| Folio / CDC Account No. | Total Holding | Principal Shareholder | | Joint Shareholder | |
|-------------------------|---------------|-----------------------|---|-------------------|---|
| | | Name & CNIC No. | Shareholding proportion (No. of Shares) | Name & CNIC No. | Shareholding proportion (No. of Shares) |
| | | | | | |

In case the required information is not provided to the Company's Share Registrar by September 22, 2025, it will be assumed that the shares are held in equal proportion by the principal shareholder and joint holder(s).

k. Exemption from Deduction of Income Tax / Zakat:

Members seeking exemption from deduction of income tax or deduction at reduced rate, are requested to submit a valid exemption certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of Zakat are also required to submit a valid declaration, duly attested by Notary Public on Stamp Paper to Company's Shares Registrar for non-deduction of Zakat.

Moreover, as per FBR's clarification, the valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above clause must provide valid Tax Exemption Certificate to the Company's Shares Registrar; otherwise tax will be deducted on dividend amount as per prescribed rates.

l. Unclaimed/Unpaid Dividend and Share Certificates:

In compliance of Section 244 of the Act, the Company has already requested through individual letters to shareholders and also through newspaper to collect their unclaimed shares / unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares / unpaid cash dividends with the Company's Share Registrar i.e. M/s CorpTec Associates Pvt. Limited, 503-E, Johar Town, Lahore.



FORM OF PROXY

I / WE _____
of _____
a member of **SAZGAR ENGINEERING WORKS LIMITED**
hereby appoint Mr. / Mrs. / Ms. _____
of _____
or failing him Mr. / Mrs. / Ms. _____
of _____

Who is / are also member / s of SAZGAR Engineering Works Limited to act as my / our proxy and to vote for me/us and on my/our behalf at the 34th Annual General Meeting of the share holders of the Company to be held on Thursday September 25, 2025 at 11:30 A.M. at Encore by Zafar, Fusion Hall Near Shanu Baba Chowk , Pine Avenue Road, Lahore and at any adjournment thereof.

Signed this _____ day of _____ 2025

| Folio No. | CDC Participant ID No. | CDC Account No. Sub-Account No. | No. of shares held |
|-----------|------------------------|------------------------------------|--------------------|
| | | | |

Signature over
Revenue Stamp of
Rupees 50/-

Witness 1

Signature. _____
Name _____
CNIC NO. _____
Address _____

Witness 2

Signature. _____
Name _____
CNIC NO. _____
Address _____

Notes:

1. The proxy must be a member of the company.
2. The signature must tally with the specimen signature / s registered with the company.
3. If a proxy is granted by a member who has deposited his/her shares in Central Depository Company of Pakistan Limited, the proxy must be accompanied with participant's ID number and CDC account/sub-account number along with attested photocopies of Computerized National Identity Card or the Passport of the beneficial owner. Representatives of corporate members should bring the documents required for such purpose.
4. The proxy shall produce his / her original (CNIC) or original passport at the time of the meeting.
5. The instrument of Proxy properly completed should be deposited at the Share Registrar Officer of the Company not less than 48 hours(working days only) before the time of holding the meeting.



تشکیل نیابت داری

میں / ہم
ساکن

بحیثیت رکن (ممبر) سازگار انجینئرنگ ورکس لمیٹڈ
مقرر کرتا / کرتی ہوں / کرتے ہیں مسماۃ / مسماۃ
ساکن

کویا ان کی غیر حاضری میں مسماۃ / مسماۃ
ساکن

جو کہ خود بھی سازگار انجینئرنگ ورکس لمیٹڈ کا / کے رکن ہے کہ وہ بطور میرا / ہمارا مختار نامہ سازگار انجینئرنگ ورکس لمیٹڈ کے چوتیسویں سالانہ اجلاس عام میں جو بروز جمعرات 25 ستمبر 2025 کو دن 11:30 بجے انکوار بائے ظفر، (فیوژن ہال) شانو بابا چوک، پائن ایونیو روڈ لاہور میں منعقد ہو رہا ہے۔ یا اسکے ملتوی شدہ اجلاس میں شرکت کرے اور وہ میری / ہماری جگہ میری / ہماری طرف سے حق رائے دہی استعمال کرے۔

مورخہ 2025 کو میرے / ہمارے دستخط سے جاری ہو۔

| فولیو نمبر | سی ڈی سی شرکت کنندہ I.D نمبر | سی ڈی سی / ذیلی کھاتہ نمبر | حصص کی تعداد |
|------------|------------------------------|----------------------------|---------------------------------|
| | | | پچاس روپے کی رسیدی ٹکٹ پر دستخط |

| گواہ نمبر ۱ | گواہ نمبر ۲ |
|-----------------------------------|-----------------------------------|
| دستخط | دستخط |
| نام | نام |
| کمپیوٹرائزڈ قومی شناختی کارڈ نمبر | کمپیوٹرائزڈ قومی شناختی کارڈ نمبر |
| پتہ | پتہ |

نوٹ:

1. پراکسی کے لئے کہنی کارکن ہونا ضروری ہے۔
2. دستخط کی مماثلت کہنی میں رجسٹرڈ نمونہ دستخط کے ساتھ ہونا ضروری ہے۔
3. اگر پراکسی اسی کن کی طرف جاری کی گئی ہے جس کے / کی کے حصص سنٹرل ڈیپازٹری کہنی آف پاکستان لمیٹڈ میں جمع ہیں۔ تو پراکسی کے ہمراہ ممبر کا I.D نمبر اور CDC اکاؤنٹ / ذیلی اکاؤنٹ نمبر بشمول تصدیق شدہ کمپیوٹرائزڈ شناختی کارڈ یا مالک اتفاق کے پاسپورٹ کی فوٹو کاپی لانا لازمی ہے۔ کارپوریٹ ارکان کے نمائندہ ارکان اس مقصد کیلئے درکار دستاویزات ساتھ لے کر آئیں۔
4. پراکسی اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ شناختی کارڈ یا اصل پاسپورٹ مہیا کرے گا / گی۔
5. مناسب طور پر مکمل شدہ پراکسی کے دستاویز اجلاس سے کم از کم 48 گھنٹے قبل (صرف ایام کار) کہنی کے شیئر رجسٹرار آفس کو موصول ہو جانے چاہئیں۔