NOTICE OF THE ANNUAL **GENERAL MEETING**

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of the Company will be held on Thursday, October 22, 2020 at 10:00 AM through video link to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2020, together with the Chairman's Review Report, Report of the Directors and Auditors thereon.

2. To approve cash dividend of 20% i.e. Re 1 /- per share for the year 2019-20 as recommended by the Board of Directors.

3. To appoint Auditors for the year 2020-21 and to fix their remuneration. The present auditors – M/s EY Ford Rhodes, Chartered Accountants, being eligible, have offered themselves for reappointment.

4. To elect 07 (seven) directors of the Company as fixed by the Board of Directors in their meeting held on August 27, 2020 for a term of three years, in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of the retiring Directors who are eligible for re-election are:

1) Mr. Yutaka Arae	2) Mr. Fahim Kapadia	3) Mr. Hamza Habib
4) Mr. Sohail P. Ahmed	5) Mr. Muhammad Ali Jameel	6) Mr. Salman Burney
7) Ms. Ayesha T. Haq		

Karachi
Dated: August 27, 2020

By Order of the Board
Tariq Iqbal Bawani
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 16, 2020 to October 22, 2020 (both days inclusive) and the final dividend will be paid to the Members whose names will appear in the Register of Members on October 16, 2020. Members (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non–deduction of Zakat Form CZ-50 with the Registrar of the Company M/s. FAMCO Associates (Private) Ltd., 8-F, Next to Hotel Faran, Nursery, Block-6, PECHS, Sharae Faisal Karachi. Tel: +92-21-34380101-5, +92-21-34384621-3 (Ext-103) Fax: +92-21-34380106. All the Members holding the shares through the CDC are requested to update their addresses and Zakat statuses with their Participants.

2. Online Participation in AGM:

In view of the current situation on the spread of the COVID-19, the company has decided to conduct the Shareholders' Meeting online in order to protect their wellbeing.

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices after completing all the formalities required for the verification and identification of the shareholders.

The shareholders can participate in the AGM through video-link, i.e. https://zoom.us/download.

For this purpose, shareholders are requested to get their following particulars registered with the Company by sending email to agm@agriauto.com.pk . Video-link and login credentials will be shared with only those shareholders/proxies whose emails, containing all the information required below, received via email no later than 48 hours before the meeting.

Shareholder Name	CNIC #	Folio/ CDC No.	Cell No	Registered Email ID

The shareholders can also provide their comments/suggestions for the proposed agenda items of the AGM by using the above given email address.

The login facility will be opened at 9:30 a.m. on October 22, 2020 enabling the participants to join the proceedings which will start at 10:00 a.m. sharp.

3. Participation in the Meeting

Members whose names appearing in the Register of Members as of October 16, 2020, are entitled to attend and vote at the Meeting. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote for him/her. A proxy must be a Member of the Company.

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.agriauto.com.pk.

An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must, to be valid, be deposited at the Registered Office of the Company not less than 48 hours before the time of the Meeting.

Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and notify immediately changes, if any, in their registered address to our Shares Registrar, FAMCO Associates (Pvt) Ltd.

4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Account Holders

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

A. 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 details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original CNIC/SNIC or original passport at the time of attending the Meeting.

II. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

I. In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the requirement.
II. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
III. Attested copies of the CNIC or 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 the meeting.
V. In case of corporate entities, Board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.
VI. Form of proxy is enclosed.

5. Election of Directors

In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors in its 150th meeting held on August 27, 2020 has fixed the number of elected Directors at 7 (Seven) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the following documents with the Company Secretary, at its Registered Office, 5th Floor, House of Habib, 3-JCHS, Block 7/8, Shahrah-E-Faisal, Karachi - 75350, not later than fourteen days before the date of the meeting:

a. Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of section 159(3)

b. Consent to act as director of the Company along with consent on Form 28 prescribed under the Act.

c. A detail profile along with office address as required under SECP' SRO 634(1)2014 dated July 10, 2014.

d. Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations 2019

e. Declaration that he/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations.

f. Declaration that he/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange;

A director must be holding qualification share (i.e. 1,000) of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable for instances mentioned in Section 153(i) of the Companies Act 2017.

A candidate consenting for the election as director must be a member of the Company at the time of filing of his/her consent except a person representing a member, which is not a natural person.

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166(2) of the Act.

Pursuant to Companies (Postal Ballot) Regulation 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017 members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

6. Distribution of Annual Report

Pursuant to the provision of section 223(6) of the (companies Act 2017) and SRO 470(I) / 2016, the Companies are permitted to circulate their annual financial statements, along with the Auditor's report, director review report etc. ("Annual Report") and the notice of Annual General Meeting ("Notice") to its shareholders electronically. Shareholders of the Company who wish to receive the hardcopy of Company's Annual Report are requested to provide the complete Standard Request Form (available at the Company's Website) to the Company's Share Registrar, FAMCO Associates (Private) Limited.

7. Submission of CNIC/SNIC/NTN (Mandatory)

Pursuant to the directives of the SECP, the dividend of shareholders whose CNIC/SNIC or NTN (in case of corporate entities), are not available with the Share Registrar could be withheld. Shareholders are therefore, requested to submit a copy of their valid CNIC/SNIC (if not already provided) to the Company's Share Registrar, FAMCO Associates (Pvt.) Ltd. 8-F, Block-6, P.E.C.H.S., Shahra-e-Faisal, Karachi.

8. Dividend Mandate (Mandatory)

In accordance with the provisions of Section 242 of the Companies Act 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, a listed company is required to pay cash dividend to the shareholders Only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrants.

In compliance with the above law, in order to receive dividends directly in your bank account, you are requested to provide the information mentioned in the Form placed at the Company's website http://www.agriauto.com.pk otherwise the Company would be constrained to withhold payment dividend (if any) in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations 2017. Shareholders shall submit the information directly to their brokers / Central Depository Company Ltd. If the shares are held in the electronic form or to the Company's Shares Registrar if the shares are held in physical form.

9. Deposit of Physical Shares in CDC account

As per section 72 of the Companies Act, 2017 every listed company is required to replace its physical shares with book-entry form. Therefore, the shareholders having physical shares requested to convert the shares into book entry.

10. Availability of Annual Audited Financial Statements on the Company's website:

In accordance with the provisions of Section 223(7) of the Companies Act 2017, the audited financial statements of the Company for the year ended June 30, 2020, are available on the Company's website (www.agriauto.com.pk).