

Notice Of The Annual General Meeting

NOTICE is hereby given that the 45th Annual General Meeting of the Members of the Company will be held on Thursday, October 22, 2026 at 11:30 AM at the Pearl-Continental (PC) Hotel, Ballroom 1 & 2, Club Road, opposite the PIDC building, Civil Lines, Saddar Town, Karachi 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, 2026, together with the Chairman's Review Report, Directors' and Auditors' Report thereon.

In accordance with Section 223(7) of the Companies Act, 2017, and pursuant to SRO 389 (1)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:



<https://www.agriauto.com.pk/pdf/jun-26/ail-annual-report-2026.pdf>

2. To approve final cash dividend of 100% i.e. Rs. 5/- per share for the year 2025-26 as recommended by the Board of Directors.
3. To appoint Auditors of the Company and fix their remuneration for the year ending June 30, 2027. The present Auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, retiring and being eligible, have offered themselves and consented for re-appointment, and the Board of Directors has recommended their appointment.
4. To elect 7 (seven) Directors, as fixed by the Board of Directors in their meeting held on September 1, 2026 for a term of 3 (three) years, in accordance with the provision of the Section 159 (1) of the Companies Act, 2017. The names of the retiring directors who are eligible for re-election are as follows:

1) Mr. Yutaka Arae	2) Mr. Fahim Kapadia	3) Mr. Hamza Habib
4) Mr. Sohail P. Ahmed	5) Mr. Salman Burney	6) Mr. Aqueel E. Merchant

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

Karachi
Dated: September 1, 2026



By Order of the Board
Shaharyar Ashraf Khan
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 16, 2026 to October 22, 2026 (both days inclusive). Transfer request received in order at our Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, PECHS, Sharah e Faisal Karachi, Tel: +92-21-34380101-5, +92-21-34384621-3 (Ext-103) Fax: +92-21-34380106, at the close of business on October 15, 2026 will be treated in time for the purpose of attending and voting at the Annual General Meeting (AGM).

2. Participation in the AGM via physical presence or through video conferencing

In order to protect wellbeing of the shareholders, the SECP has, vide its circulars issued from time to time, directed the listed companies to hold their general meetings virtually in addition to the requirements of holding physical meetings. In order to facilitate the shareholders, the Company in addition to convening a physical meeting has also arranged attendance of shareholder virtually via video link facility.

The shareholders interested in attending the AGM virtually are requested to register their intent beforehand by submitting their particulars at the designated e-mail address agm@agriauto.com.pk as per the table below. Video conference link details and login credentials will be shared with ONLY those Shareholders, whose particulars are received on or before October 20, 2026, from their registered e-mail addresses.

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

The login facility will be opened at 11:00 a.m. on October 22, 2026 enabling the participants to join the proceedings which will start at 11:30 a.m. sharp.

Members whose names appearing in the Register of Members as of October 15, 2026, 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: www.agriauto.com.pk/investor-info/.

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 Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited.

3. 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 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.

C. Code of Conduct for Shareholders in General Meeting

- I. Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations, 2024, state the Code of Conduct of the Shareholders as follows:
 - a) Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring such material that may cause threat to participants or premises where meeting is being held, shall confine themselves to the agenda items covered in the notice of meeting, shall keep comments and discussion restricted to the affairs of the Company and shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.
 - b) Any shareholder who fails to conduct in the manner provided in this section and as specified by the Commission shall be guilty of an offence under this section and shall be liable to a penalty not exceeding of level 1 on the standard scale.
- II. Additionally, in compliance with Section 185 of the Companies Act, 2017; the Company is not permitted to distribute gifts in any form to its members in its meeting.

4. Election of Directors

- A. 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:.

- I. Notice of his/her intention to offer himself /herself for election of directors in terms of Section 159(3) of the Companies Act, 2017.
 - II. Consent to act as director under section 167 of the Companies Act, 2017 along with copy of attested copy of CNIC, NTN or Passport.
 - III. A detailed profile of the Candidate including his/her office address for placement onto the Company's website as required under the SECP's SRO 1196(I) / 2019 dated October 03, 2019.
 - IV. A signed declaration confirming that:
 - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, listing regulations of Pakistan Stock Exchange, Memorandum and Articles of Association and all other applicable laws/rules/regulations/codes etc.
 - He/she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations.
 - He / she is not a minor neither of unsound mind nor an un-discharged insolvent.
 - He / she is borne on the register of National Taxpayers.
 - He / she has not been convicted by a court as defaulter in payment of loan to financial institutions, Development Financial Institution and Non-Banking Financial Institution.
 - He / she is not serving as director in more than seven listed companies simultaneously.
 - Neither he / she nor his / her spouse is engaged in the business of stock brokerage.
 - He / she is aware of "Closed Period", required prior to the announcement of interim and final results, and business decisions, which may materially affect the market price of the Company's securities.
 - V. Copy of valid CNIC (in case of Pakistani national)/ Passport (in case of foreign national), and NTN and Folio Number/CDC Investors Account No. /CDC Sub-Account No (applicable for person filing consent for the first time).
 - VI. A director must be holding qualification shares (i.e. 1,000 shares) 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.
 - VII. 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.
- B. Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166(2) of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest Election of Directors as an Independent Director:
- I. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - II. Undertaking on the appropriate denomination of non-judicial stamp paper that he/she meets the requirements of Regulation 4 (1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

All the notices received for the category of independent director, shall be subject to due diligence by the Company as prescribed under section 166 of the Companies Act, 2017.

The final list of candidates contesting the election will be circulated not later than 07 (seven) days before the date of AGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and Directors' profile.

Statement of Material Fact in respect of Appointment of Independent Directors Under Section 166 (3) of the Companies Act, 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of Election of Directors' which shall indicate the justification for choosing the appointee for appointment as Independent Director.

Accordingly, it will be ensured that the Independent Directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance duly authorized by the SECP. Appropriate competency, diversity, skill set, knowledge and experience of the contestants shall also be assessed during the finalization of Independent Directors. No directors have direct or indirect interest in the above said business, except as shareholders and that they may consent for Election of Directors accordingly.

5. Procedure For E-Voting and Voting through Postal Ballot

In accordance with the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility will be provided if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159(1) of the Companies Act, 2017.

Details of e-voting facility will be shared through e-mail with those members of the Company who have their valid CNIC numbers, Cell Numbers and e-mail addresses available in the register of Members of the Company within due course.

E-Voting lines will start from October 15, 2026, 05:00 p.m. and shall close on October 21, 2026 at 05:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.

The members may alternatively opt for voting through postal ballot which will be circulated to them. The postal ballot paper will also be available for download from the website of the Company at www.agriauto.com.pk

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address, 5th Floor, House of Habib, 3-JCHS, Block 7/8, Shahrah-e-Faisal, Karachi -75350 or email at agm@agriauto.com.pk one day before AGM i.e. on October 21, 2026 by 05:00 p.m.

A postal ballot received after this time/date shall not be considered for voting. The signature on the ballot paper shall match the signature on CNIC.

Once the vote is cast by a member/proxy holder, he/she shall not be allowed to change it subsequently.

Members who have not exercised their right to vote earlier may cast their vote in person at the venue on the day of the Meeting through a ballot provided at the venue.

Please note that in case of any dispute in voting including the casting of more than one vote, the decision of the Chairman of the meeting shall be final.

6. Electronic Transmission of Annual Report

In compliance with Section 223(6) of the Companies Act, 2017, the Company has electronically transmitted the Annual Report 2026 through e-mail to shareholders whose e-mail addresses are available with the Company's Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited.

Notwithstanding the above, the Company will provide hard copies of the Annual Report 2026, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request. Further, Members are requested to kindly provide their valid e-mail address (along with a copy of valid CNIC) to the Company's Share Registrar, FAMCO Share Registration Services (Pvt.) Limited if the Member holds shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

Pursuant to Notification vide SRO.787(I)/2014 of September 08, 2014, the SECP has directed to facilitate the members of the Company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. In this respect, members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company website i.e. www.agriauto.com.pk/investor-info/. Please ensure that your e-mail has sufficient rights and space available to receive such e-mail. Further, it is responsibility of the member to timely update the Share Registrar of any change in the registered e-mail address.

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 Share Registration Services (Pvt.) Limited, 8-F, Block-6, P.E.C.H.S., Shahrah-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 <https://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 Share 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 are requested to convert the shares into book entry.

10. Withholding Tax on Dividend

The rates of deduction of income tax from dividend payments under Section 150 of the Income Tax Ordinance, 2001 shall be as follows:

1. Persons appearing in Active Tax Payers List (ATL) 15%
2. Persons not appearing in Active Tax Payers List (ATL) 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered in ATL before the first day of book closure, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate or stay order from a competent court of law is made available to FAMCO Share Registration Services (Pvt.) Limited, by the first day of Book Closure.

Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding Proportions of Principal shareholders and Joint-holder(s) in respect of shares held by them (only if not already provided) to our Share Registrar, in writing as follows:

Company Name	Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No.of Shares)	Name and CNIC #	Shareholding Proportion (No.of Shares)

The required information must reach our Share Registrar within ten days of this notice; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint-holder(s).

Corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send copy of their NTN certificate to the Company or FAMCO Share Registration Services (Pvt.) Limited. Shareholders while sending NTN or NTN certificates, as the case may be, must quote the Company name and their respective folio numbers. Without the NTN, the Company would not be in a position to check filer status on the ATL and hence higher tax of 30% may be applied in such cases.

11. Zakat Exemption

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 5/- each) and will be deposited within the prescribed period with the relevant authority. In order to claim exemption from compulsory deduction of zakat Shareholders who hold Company's shares in physical form, are requested to deposit before the first day of book closure, a notarized copy of their Zakat Declaration on Form CZ-50 executed on NJSP of Rs. 200/- with Company's Shares Registrar duly mentioning Folio No. and Name. Shareholders who hold Shares in book entry shall deposit their zakat declaration on Form CZ-50 with CDC Investor Account Services/CDC Participant/Stockbrokers duly mentioning CDS Account No. and name of shareholder for uploading on the CDS in the CDC account of the shareholder.

Further, non-Muslim shareholders are also required to file Solemn Affirmation available on (<https://famcosrs.com/downloads>) with the Share Registrar of the Company in case of shares held in physical form and with CDC Participant/Investor Account Services in case shares are in scripless form. No exemption will be allowed unless the above documents are made available completely in all respect.

12. 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, 2026, are available on the Company's website (www.agriauto.com.pk).

13. Restriction on Distribution of Gifts

In accordance with the directive issued by the SECP vide SRO 452(I)/2025 dated March 17, 2025, the Company would like to inform all the shareholders that no gifts will be distributed.

