

# OTSUKA PAKISTAN LIMITED

## NOTICE OF MEETING

Notice is hereby given that the Thirty fifth (35<sup>th</sup>) Annual General Meeting of Otsuka Pakistan Limited will be held on October 2, 2023 (Monday) at 10:30 a.m. at the Auditorium Hall, Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi as well as through Electronic means / Online meeting facility to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Chairman Review, Directors' and Auditors' reports thereon
2. To appoint statutory auditors and fix their remuneration for the year ending June 30, 2024.
3. To approve the final cash dividend of PKR 1.50 per ordinary share i.e. 15% as recommended by the Board of Directors for the year ended June 30, 2023.

### SPECIAL BUSINESS:

4. To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited accounts containing balance sheet, profit and loss statement, auditors' and directors' reports etc. ("Annual Audited Financial Statements") to member of the Company through QR enabled code and web link as part of notices of Annual General Meeting.  
"RESOLVED THAT providing of Company's annual audited financial statements to its' members through QR enabled code and web link be and is hereby approved".  
"FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD/DVD."  
"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution."
5. To consider and approve the incremental remuneration of Chief Executive Officer of the Company.
6. To transact any other business with the permission of the Chair.

By order of the Board

Sajid Ali Khan  
Company Secretary

Karachi: September 2, 2023

### ONLINE PARTICIPATION IN ANNUAL GENERAL MEETING

The shareholders of Otsuka Pakistan Limited are encouraged to participate in the 35<sup>th</sup> Annual General Meeting (AGM) through electronic means beside in person as offered by the Company and get themselves registered with Company' Share Registrar I.e. M/s. CDC Share Registrar Services Limited at least 48 hours before the meeting time of AGM

The shareholders will be able to login and participate in the 35<sup>th</sup> AGM proceedings through their smart phones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

The login facility will be opened at 10:05 a.m. on October 2, 2023 enabling the participation to join the proceedings which will start at 10:30 a.m. sharp. The shareholders are requested to provide the information as per the below format at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) OR WhatsApp at 0321-8200864. The details of the video link will be sent to the shareholders on the email address provided in the below

S No.	Folio Number / CDC Account #	Company	Name of the Shareholder	CNIC #	Cell #	E-mail Addresses
		Otsuka Pakistan Ltd.				

Shareholders may send their comments and suggestions relating to the proposed agenda items of the 35<sup>th</sup> AGM of the Company at least two working days before the AGM, at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) or [secretarialcompliance@otsuka.pk](mailto:secretarialcompliance@otsuka.pk) or WhatsApp or SMS on Cell No. 0321-8200864. Shareholders are required to mention their full name, CNIC number and Folio/CDC account number for this purpose.

Shareholders will also be encouraged to participate in the 35<sup>th</sup> AGM to consolidate their attendance and participation through proxies.

**Notes: -**

**A. BOOK CLOSURE & PROXIES APPOINTMENT**

The Share Transfer Books of the Company will remain closed from September 26, 2023 to October 2, 2023 (both days inclusive) for entitlement of 15% Cash Dividend and for attending/voting at Annual General Meeting.

CDC Account Holders will have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his / her behalf. A proxy need not be a member of the company.

Notarially Certified Instrument of appointing proxy duly signed and stamped along with the power of attorney or other authority under which proxy is assigned must be submitted at the Registered Office of the Company at least 48 hours before the time of the Meeting.

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 submit the proxy form as per the above requirement.

The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Proxies attending meeting on behalf of members are also required to provide below information for the purpose of attending the meeting through video link. Video link details and login credentials will be shared with proxy after verification:

Company Name	Name of Proxy	CNIC Number	Folio / CDC No.	Cell Number	Email Address
Otsuka Pakistan Ltd.					

**B. FOR ATTENDING MEETING:**

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 CDC Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

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.

**C. AVAILABILITY OF THE AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:**

The audited accounts of the Company for the year ended June 30, 2023 are placed on the Company's website: [www.otsuka.pk](http://www.otsuka.pk).

**D. TRANSMISSION/CIRCULATION OF ANNUAL REPORTS:**

In pursuance of SECP SRO 787(I)/2014 dated September 8, 2014, the shareholder who desire to receive annual reports in future through email instead of by post are advised to give their formal consent duly signed by the shareholder along with valid copy of CNIC, email address to the Company's Share Registrar at the below mentioned address.

**E. CIRCULATION OF ANNUAL REPORTS THROUGH DIGITAL STORAGE:**

In pursuant to SECP notification SRO 470(I)/2016 dated 31<sup>st</sup> May, 2016, the shareholders of the Company had

accorded their consent for the transmission of Annual Reports through CD/DVD/USB instead of transmitting the hard copies. The shareholders who wish to receive the hard copies may request to the Company Secretary / Share Registrar and the Company shall provide the same within one week of such demand.

**F. CNIC/NTN DETAILS ON ELECTRONIC DIVIDEND (MANDATORY REQUIREMENT):**

According to the Securities and Exchange Commission of Pakistan's (SECP) SRO 831(1)/2012 dated July 05, 2012 read with SRO 19(1) 2014 dated January 10, 2014 and other relevant rules, the electronic dividend should also bear the CNIC number of the registered shareholder or the authorized person, except in the case of minor(s) and Corporate Shareholders.

As per Regulation No. 4 & 6 of the Companies (Distribution of Dividend) Regulations, 2017, the Company shall be constrained to withhold the payment of dividend to the shareholders, In case of non-availability of identification number (CNIC or National Tax Number) of the Shareholder or authorized person.

Accordingly, the shareholders, who have not yet submitted copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Company's Share Registrar at the below mentioned address. Corporate entities are requested to provide their National Tax Number (NTN) and Folio Number along with the authorized representative's CNIC copy.

**G. ZAKAT DECLARATION (CZ-50):**

Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period within the relevant authority. Any shareholder who wants to claim exemption should submit valid Zakat Declarations under Zakat and Usher Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 on prescribed Form CZ-50 to the Share Registrar of the Company by quoting the Company Name and their respective Folio Number/CDC Account Numbers.

**H. WITHHOLDING TAX ON DIVIDENDS:**

Pursuant to the provision of the Finance Act, 2023 effective July 1, 2023, the rates of withholding income tax on the amount of dividend payment under Income Tax Ordinance, 2001 have been revised as under:

Persons who are filer and whose names are also appearing on ATL – 15%  
 Persons who are not filer or whose names are not appearing on ATL - 30%

Shareholders who are filers are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR before the date of approval of Cash dividend, in any other case tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

As per the clarification issued by FBR, withholding tax will be determined separately on "Persons names are appearing on ATL or not appearing on ATL" status of the principal shareholder as well as joint-holder(s) based on their shareholding proportions.

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, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to the Registrar and Share Transfer Agent in writing as follows:

Company Name	Folio/CDC Account No,	No. of Shares held	Principal Shareholder		Joint Shareholder(s)	
			Name and CNIC No.	Shareholding Proportion	Name and NIC No.	Shareholding Proportion

**I. PAYMENT OF CASH DIVIDEND ELECTRONICALLY (MANDATORY REQUIREMENT):**

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017. It is mandatory for a listed company to pay cash dividend to its shareholder ONLY through electronic mode directly into the bank account designated by the entitled shareholder. Shareholders are requested to provide the valid copy of CNIC/NTN along with their bank mandate specifying Title of Bank Account, Account Number, International Bank Account Number (IBAN), Bank's Name, Branch's Name, code and Address, Name of the Shareholder(s), Folio No. / CDS Account No., Mobile / Landline No. to the Share Registrar of the Company at the below mentioned address.

In this respect, the Company had already sent letters on July 06, 2021 to the shareholders for submission of their bank account details for payment of Cash dividend to the shareholders whose bank account details are not updated.

In case of non-provision of above-information the Company will have to withhold the cash dividend according to section 243(3) of the Companies Act, 2017.

**J. CONVERSION OF PHYSICAL SHARES (WITH BOOKENTRY) INTO CDC ACCOUNT:**

The SECP, through its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. Accordingly, all shareholders of the Company having physical folios/share certificates are requested to convert their shares from physical form into book-entry form at the earliest. Shareholders may contact a PSX Member, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. Maintaining shares in book-entry form has many advantages like safe custody of shares with the CDC, avoidance of formalities required for the issuance of duplicate shares, and readily available for sale and purchase in an open market at better rates. The Company had already sent letters on July 06, 2021 to the shareholders carrying physical share certificates for conversion of physical shares into book-entry form.

**K. UNPAID / UNCLAIMED DIVIDEND AND UNDELIVERED SHARE CERTIFICATE:**

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the shareholders to claim their unclaimed dividend(s) and undelivered share certificate(s) in accordance with the law.

Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company are hereby once again requested to approach the Share Registrar or the Company to claim their outstanding dividend amounts and/or undelivered share certificates as the same will be deposited with Securities and Exchange Commission of Pakistan as per the provision of Section 244(2) of Companies Act, 2017, as prescribed.

**L. VIDEO-LINK FACILITY TO MEMBERS:**

In accordance with Section 132 and 134 of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location other than the city of the meeting to participate in the meeting through video conference. The Company will arrange video conference facility in that location (city) subject to availability of such facility in that city. To avail this facility a request is to be submitted at least 7 days prior to the date of Annual General Meeting to the Company Secretary by providing the following consent:

The Company will intimate to members regarding the venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

**M. E Polling on Special Business Resolutions:**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Otsuka Pakistan Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on October 2, 2023 (Monday) at 10:30 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to the annual report at last and the same is also available on the Company's website at [www.otsuka.pk](http://www.otsuka.pk) for download.

**Procedure for E-Voting:**

- I. Details of the e-voting facility will be shared through an 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 by the close of business on September 25, 2023.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from September 27, 2023, 09:00 a.m. and shall close on October 01, 2023 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

**Procedure for Voting Through Postal Ballot:**

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 at 30-B, Sindhi Muslim Co-operative, Housing Society, Karachi. Or email at [secretarialcompliance@otsuka.pk](mailto:secretarialcompliance@otsuka.pk) one day before the Annual General Meeting on October 01, 2023. The signature on the ballot paper shall match the signature on CNIC.

**STATEMENT UNER SECTION 134(3) AND 140 OF THE COMPANIES ACT, 2017**

**AGENDA NO. 5**

The current monthly remuneration for the Chief Executive Officer of the Company is Rs. 1.572 million along with other benefits as per the Company policy. As per the clause 52 (3) of the Articles of Association of the Company, the shareholders are requested to authorize the Board of Directors to determine the remuneration level by increasing them with a maximum of 20% per annum for another period of 3 years starting from March 01, 2024.

"RESOLVED THAT the Board of Directors are authorized to determine the remuneration level of the CEO of the Company by increasing them with a maximum of 20% per annum for another period of 3 years starting from March 01, 2024 exclusive of incentives, perquisites, retirement benefits and other non-monetary benefits to which he is entitled under his contract of service, company policies and applicable service rules."

Proxy, e-mandate and consent for video conferencing facility forms can be downloaded from our website: [www.otsuka.pk](http://www.otsuka.pk)

Shareholders having physical shares are requested to promptly notify any change in their addresses 'if any' in writing to **Company's Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400**. Whereas, shareholders having their shares in CDC accounts are requested to contact their respective CDC participant/Investor Account Service.

For any query/problem/information, the investors may contact to the Share Registrar on the above-said contact details &/or the Company Secretary at the following contact details:

**Mr. Sajid Ali Khan, Company Secretary, Otsuka Pakistan Limited, 30-B, S.M.C.H.S., Karachi-74400, Tel: 34528652 – 4 Lines, Email: [secretarialcompliance@otsuka.pk](mailto:secretarialcompliance@otsuka.pk).**

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