



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of Pak Datacom Limited will be held on Friday, October 28, 2016 at 03:00 p.m. at the Registered Office of the Company situated at Telecom Foundation Headquarters, TF Complex, 7 - Mauve Area, G-9/4, Islamabad to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the 23rd Annual General Meeting held on October 29, 2015.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.
3. To approve, as recommended by the Board of Directors, the payment of final cash dividend to the shareholders of Rs. 3.00 per share i.e., 30% for the year ended June 30, 2016. It is in addition to interim cash dividend of Rs. 1.25 per share i.e., 12.5% already paid to the shareholders, thus making a total cash dividend of Rs. 4.25 per share i.e., 42.5% for the year ended June 30, 2016.
4. To appoint auditors for the year ending June 30, 2017 and fix their remuneration.

SPECIAL BUSINESS

5. To consider and approve transmission of annual balance sheet and profit and loss account, auditors' report and directors' report etc. ("annual audited accounts") to its members through CD/DVD/USB or in hard copy (book form) at their registered addresses as allowed by the Securities and Exchange Commission of Pakistan (SECP) and if thought fit, to pass with or without modification, the following resolution as special resolution:

"Resolved that transmission of annual balance sheet and profit and loss accounts, auditors' and directors' report etc ("annual audited accounts") to members at their registered address in soft form i.e. CD/DVD/USB or in hard copy (book form) as notified by the SECP vide its SRO No. 470(I)/2016 dated May 31, 2016 be and is hereby approved."

Resolved that the Articles of Association of the Company be altered as follows:

Article 165 shall be replaced with the following wording:

"A copy of annual balance sheet and profit and loss account, auditors report and directors report etc ("annual audited accounts") will be transmitted to members at least twenty one (21) days before the meeting at which it is to be laid before the members of the Company, through CD/DVD/USB or in hard copy (book form) at their registered addresses instead of transmitting the said accounts in hard copies and a copy shall also be deposited at the office for the inspection of members of the Company during a period of at least twenty one (21) days before the meeting. The Company will further supply the hard copies of the annual audited accounts to the members, on demand, at their registered addresses, free of cost, within one week of such demand. For the convenience of members, the Company will place on its website a standard request form in order for members to communicate their need to receive annual audited accounts instead of sending the same through

At:

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Lahore
Office No. 23, 3rd Floor, Leeds Centre, 11-E-2
Main Boulevard, Gulburg III, Lahore.
T: +92-42-35783648, 35783646, F: +92-42-35783647

Karachi
PDL House, 225/C, Block 2, PECHS, Karachi
T: +92-21-34559527, 34382909 F: +92-21-34527388

CD/DVD/USB, along with postal and e-mail address of the Company Secretary to whom such request shall be sent."

Further resolved:

"That the Chief Executive and/or Company Secretary be and is/are hereby authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required in connection with the above special resolution."

6. To consider and approve the amendment to be made in the Articles of Association of the Company for complying with the mandatory E-Voting requirements as prescribed by the Companies (E-Voting) Regulations 2016 and if thought fit, pass the following resolution with or without modification as a special resolution;

Resolved that the Articles of Association of the Company be altered as follows;

In Article 82, following line shall be omitted:

"No person shall be appointed a special proxy who is not a member of the Company and qualified to vote."

Under Article 82, following new article 82 (a) shall be inserted:

"82 (a) E - Voting.

In case of e-voting, voters may appoint either members or non-members as proxy and the company shall comply with the requirements of the Companies (E-Voting) Regulations, 2016 prescribed under the Companies Ordinance, 1984. The instrument appointing a proxy of e-voting under option 2 mentioned in Article 86 shall be deposited in advance in writing at least ten days before holding of general meeting, through regular mail or electronic mail at the address of the Company Secretary, to be provided in the notice of the meeting."

Article 86 shall be replaced with the following wording:

An instrument appointing a proxy may be in the following form:-

FORM OF PROXY

PAK DATACOM LIMITED

Option 1

Appointing other person as Proxy

I, We, _____ of _____ being a member of Pak Datacom Limited, holder of _____ Ordinary Share(s) as per Register Folio No. _____ hereby Appoint Mr./Ms. _____ Folio No. (if member) _____ of _____ or failing him Mr./ Ms. _____ Folio No. (if member) _____ of _____ as my/ our proxy in my / our absence to attend and vote for me / us, and on my / our behalf at the Annual General Meeting / Extra Ordinary General Meeting of the Company to be held on _____ and at any adjournment thereof. Signed under my / our hand this ____ day of _____.

At:

Option 2

E-Voting as per The Companies (E-Voting) Regulations, 2016

I/We, _____ of _____ being a member of Pak Datacom Limited, holder _____ Ordinary Share(s) as per Register Folio No. _____ hereby opt for e-voting through Intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

Signature should agree with the specimen signature registered with the company

Signed in the presence of:

Signature of Witness

Signature of Witness

Further resolved:

"That the Chief Executive and/or Company Secretary be and is/are hereby authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required in connection with the above special resolution."

Statement of material facts under section 160(1) (b) of the Companies Ordinance, 1984 pertaining to the special business referred above under agenda item 5 and 6 are annexed to this Notice of Meeting being sent to the members.

7. To transact such other business as may be placed before the meeting with the permission of the Chair.

By order of the Board

Pak Datacom Limited, 3rd Floor,
Unar Plaza, Blue Area, Islamabad.
October 06, 2016


Ali Saleem Rana
Company Secretary

STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE 1984
Amendments in the Article of Association

a. Transmission of Audited Financial Statements through CD/DVD/USB

The Securities and Exchange Commission of Pakistan vide SRO No. 470(I) / 2016 dated May 31, 2016 has allowed companies to circulate the Annual Audited Accounts to the Members through CD/DVD/USB or in hard copy (book form). To enable the Company to use these electronic mediums, approval of the Members is sought for transmission of Annual Audited Accounts through these mediums. It will greatly facilitate timely delivery of the audited accounts to the Members of the Company. Further, the Company shall supply the hard copies of the annual audited accounts to the shareholders, on demand, at their registered addresses, free of cost, within one week of such demand. For the convenience of its members, the company shall place Annual Audited Accounts on its website www.pakdatacom.com.pk.

b. E - Voting

Amendments to the Articles of Association of the Company are being carried out in order to give effect to the requirements of Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan. This compliance has been mandatory for all listed companies.

The detail of above amendments proposed in the Article of Association of the Company is part of the special resolution mentioned in the Notice.

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 21, 2016 to October 28, 2016 (both days inclusive). Transfers received in order at the Shares Registrar Office of the Company by the close of business on October 20, 2016 will be treated in time for the purpose of payment of the final cash dividend, if approved by the shareholders, and to attend the annual general meeting.

2. Participation in the Annual General Meeting

A member entitled to attend and vote at the above meeting is entitled to appoint another member as proxy. Proxies in order to be effective must be received at the Head Office of the Company not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.

3. Change in Particulars

Shareholders are requested to promptly notify in writing to the Share Registrar of the Company of any change in their mailing addresses.

4. Submission of Computerized National Identity Card (CNIC) for payment of Final Cash Dividend 2015-16

In accordance with the notification of the Securities and Exchange Commission of Pakistan, SRO 779 (I) 2011 dated August 18, 2011 and SRO 831/(I) 2012 dated July 05, 2012, dividend warrants should bear CNIC number of the registered member or the authorized person except in case of minors(s) and corporate members. Accordingly, the members who have not yet submitted a copy of their valid CNIC / NTN (in case of corporate entities) are requested to submit the same to the Company with the member's folio number mentioned thereon for updating record, failing which

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future dividend warrant(s) will be withheld in compliance of the aforesaid direction of the SECP at the Company's Share Registrar Office:

**Hassan Farooq Associates (Private) Limited,
Share Registrar: Pak Datacom Limited, 7/3 - G, Mushtaq Ahmed Gormani
Road, Gulberg - II, Lahore. Pakistan. Ph: 042-35761661-62**

5. **Payment of Dividend Electronically (E-Dividend)**

In accordance with the SECP's Circular No. 18 dated June 05, 2012, the shareholders have been given an opportunity to authorize Company to make payment of cash dividend through direct credit to shareholder's bank account. To opt for the dividend mandate option as stated, the Dividend Mandate Form is available at Company's website i.e. www.pakdatacom.com.pk needs to be dully filled and submitted to the Company's Share Registrar address mentioned at serial # 4. CDC account holders are requested to submit their mandate instruction to the relevant member stock exchange or to CDC if maintaining CDC investor account.

6. **Income Tax Return Filing Confirmation - Revised Tax Rates Applicability Pursuant of Finance Act 2016**

Pursuant to the provisions of Finance Act, 2016, effective July 01, 2016, reforms have been made with regards to deduction of income tax. For cash dividend, the rates of deduction of income tax, under section 150 of the Income Tax Ordinance, 2001 have been revised as follows:

- i) Rate of tax deduction for filer of income tax returns 12.5%
- ii) Rate of tax deduction for non-filer of income tax returns 20.0%

The CNIC number / NTN detail is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue (FBR) from time to time. A 'filer' is a taxpayer whose name appears in the ATL issued by FBR, whereas 'non-filer' is a person other than a 'filer'. FBR has loaded an ATL on its web-site, which can be accessed at <http://fbr.gov.pk>

The Company will check each shareholder's status on the latest ATL at the first day of Book Closure. If the shareholder's name does not appear on the ATL, increased rate of withholding tax at the rate 20.0% would be applied. In case of 'filer', withholding tax of 12.5% will be applicable.

In case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing to the Company by sending following detail on the Company's Share Registrar address mentioned at serial # 4. The members who have deposited their shares into Central Depository Company of Pakistan Limited (CDC) are requested to send a copy of detail regarding tax payment status also to the relevant member stock exchange or to CDC if maintaining CDC investor account. If no notification is received, each joint holder shall be assumed to have an equal number of shares.

Name (Company/ Individual)	Folio # // CDS ID # // AC #	Total Shares	Principle Share Holder		Joint Share Holder	
			Name & CDC #	Shareholding Proportion (No. of Shares)	Name & CDC #	Shareholding Proportion (No. of Shares)

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7. **Additional Requirements for CDC Account Holders**

CDC account holders will have to follow further under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan:

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 original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting. The shareholders registered on CDC are also required to bring their participant's I.D. Number and account numbers in CDS.
- 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 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 requirements. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form. The proxies shall produce their original CNIC or original passport at the time of the meeting.
- ii. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has not been provided earlier) along with proxy form to company.

8. **Circulation of Annual Audited Financials to Shareholders through e-mail**

Pursuant to SRO 787(1) 2014 dated September 8, 2014 issued by Securities and Exchange Commission of Pakistan (SECP) allowing companies to circulate annual balance sheet, profit and loss account, auditor's report and directors' report etc (Audited Financial Statements) along with notice of Annual General Meeting to its members through e-mail. If interested, members are requested to provide their email addresses on Company's Share Registrar address mentioned at serial # 4.

CDC account holders are requested to provide their email addresses to the relevant member stock exchange or to CDC if maintaining CDC investor account.

9. **Availability of Audited Financials**

Further, audited accounts of the Company for the year ended June 30, 2016 will be placed on the Company's website www.pakdatacom.com.pk, at least 21 days before the date of Annual General Meeting.

10. **Video Conference Facility**

Pursuant to provisions of SECP Circular 10 of 2014 dated May 31, 2014, if the Company receives consent from Members holding 10% or more shareholding residing in geographical location to participate in the Meeting through video conference at least 10 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that City.

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