



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of Pak Datacom Limited will be held on Tuesday, October 24, 2017 at 11:00 a.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 Extra Ordinary General Meeting held on June 09, 2017.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2017 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 @ 25% i.e. Rs. 2.50 per share for the year ended June 30, 2017. It is in addition to interim cash dividend of Rs. 1.00 per share i.e., 10% already paid to the shareholders, thus making a total cash dividend of Rs. 3.50 per share i.e. 35% for the year ended June 30, 2017.
4. To appoint auditors for the year ending June 30, 2018 and fix their remuneration. The retiring auditors M/S HLB Ijaz Tabussum & Co., Chartered Accountants have offered themselves for re-appointment. In view of good Corporate Governance practices, the Board of Directors based on recommendation of the Audit Committee has recommended the name of M/s KPMG Taseer Hadi & Co., Chartered Accountants to be appointed as auditors of the Company for the financial year ending June 30, 2018.
5. To elect seven Directors in accordance with the provisions of section 159 of the Companies Act, 2017 for a period of three years. The present Directors, namely Mr. Yasir Qadir, Syed Abrar Hussain, Mr. Amjad Hussain Qureshi, Mr. Jamil Anwar, Ms. Ameena Sohail, Mr. Haaris Mahmood Chaudhary and Mr. Basit Waheed will retire on October 22, 2017.
6. To transact such other business as may be placed before the meeting with the permission of the Chair.

Islamabad
October 03, 2017

On behalf of the Board


Farhat Mansoor
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 17, 2017 to October 24, 2017 (both days inclusive). Transfers received in order at the Shares Registrar Office of the Company by the close of business on October 16, 2017 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. A form of proxies has been uploaded on Company's Website www.pakdatacom.com.pk/financial.php.

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. Election of Directors:

The number of Directors to be elected at the Annual General Meeting has been fixed by the Board of Directors, same as previous, at seven (7) at its meeting held on August 18, 2017.

Any person (including a retiring Director) who seeks to contest election for directorship of the Company shall, not later than 14 days before the date of the above said Annual General Meeting, file with the Company at its registered office:

- i) Notice of his/her intention to offer himself/herself for election, along with duly completed and signed Form 28 giving his/her consent to act as Director of the Company if elected, and certify that he/she is not ineligible to become a Director under the provisions of the Companies Act, 2017 and that he/she holds the qualification shares.
- ii) Detailed profile alongwith office address.
- iii) Attested copy of valid CNIC and NTN.

Procedure for Election of Directors:

According to the Company's Articles of Association and the Companies Act, 2017, the following procedure is to be followed for nomination and election of Directors:

- i) The election of Directors will be for a term of three years, commencing from October 24, 2017.
- ii) The Directors shall be elected from persons who offer themselves for election and are not ineligible under Section 153 of the Companies Act, 2017.
- iii) The Company will at least seven (7) days prior to the general meeting, circulate the names of the candidates offering themselves for elections.
- iv) A person may withdraw his candidature any time before election is held.



- v) If the number of candidates equals the number of vacancies, no voting will take place and all the candidates will be deemed to have been elected.
- vi) In case of voting, a Member shall have votes equal to the number of shares held by him multiplied by the number of directors to be elected.
- vii) A Member may cast vote/s in favour of a single candidate or for as many of the candidates and in such proportion as the Member may choose.
- viii) The person receiving the highest number of votes will be declared elected, followed by the next highest, and so on, till all the vacancies are filled.

5. Submission of Computerized National Identity Card (CNIC) for Payment of Final Cash Dividend 2016-17

In accordance with the notification of the Securities and Exchange Commission of Pakistan, SRO 779 (I) 2011 dated August 18, 2011 and SRO 831/(1) 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 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

6. Dividend Bank Mandate

Pursuant to Section 242 of the Companies Act, 2017 cash dividend shall be paid only by electronic transfer into the bank account of the shareholder designated for the purpose. Accordingly the following information must be provided:

Folio Number	
Name of Shareholder	
Title of Bank Account	
International Bank Account Number (IBAN)	
Name of Bank	
Name of Bank Branch and Address	
Bank Account Number	
Landline number of Shareholder (if any)	
Cell number of Shareholder	
CNIC/ NTN Number (Attach copy)	
Signature of Member	

Note: Signature must match specimen signature registered with the Company. Members who hold shares in CDC accounts should provide their bank mandates to their respective participants.

7. Zakat Deduction from Dividend

Members who desire to stop deduction of Zakat from their dividends may submit a declaration on non-judicial stamp paper duly signed as required under the law.

8. Income Tax Return Filing Confirmation – Revised Tax Rates Applicability Pursuant of Finance Act, 2017

Pursuant to the provisions of Finance Act, 2017, effective July 01, 2017, 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 15%
- ii) Rate of tax deduction for non-filer of income tax returns 20%

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% would be applied. In case of 'filer', withholding tax of 15% 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 to the Company's Share Registrar address mentioned at serial # 5. 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 within 10 days of this notice, each joint account 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		
				Shareholding Proportion (No. of Shares)	Name & CDC #	Shareholding Proportion (No. of Shares)
			Name & CDC #			

A valid tax exemption certificate is necessary for exemption from the deduction of withholding tax under section 150 of the Income tax Ordinance, 2001. Members who qualify under Clause 478 of Part IV of the Second Schedule to the Income Tax Ordinance, 2001 and wish to seek an exemption must provide a copy of their valid tax exemption certificate to the Shares Registrar prior to the date of book closure otherwise will be deducted according to applicable law.

9. 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.

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

11. Availability of Audited Financials

Further, audited accounts of the Company for the year ended June 30, 2017 will be placed on the Company's website www.pakdatacom.com.pk/financial.php, at least 21 days before the date of Annual General Meeting.

12. Video-Link Facility

The Company may provide video-link facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members:

If the members holding ten percent of the total paid up capital or such other percentage of the paid up capital as may be specified, are resident in any other city, the company shall



provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days before the date of the meeting.

13. Unclaimed shares and dividend to vest with the Federal Government

Pursuant to the provisions of Section 244 of Companies Act, 2017, it is hereby informed to all shareholders that send your requests for collection of share certificates of the company that have been issued and not collected by the shareholders and where dividends have been declared by the company which remain unclaimed or unpaid for a period of **three years** from the date it is due and payable.

As per requirements of the law, if no claim is made before the company by the shareholders, the company shall after Ninety Days from the date of publication of notice, in case of sum of money, deposit any unclaimed or unpaid amount to the credit of the Federal Government.

