



NOTICE OF MEETING

Notice is hereby given that the 22nd Annual General Meeting of Pak Datacom Limited will be held on Wednesday, October 22, 2014 at 11:00 a.m. at the Registered Office, 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 21st Annual General Meeting held on October 31, 2013.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2014 together with the Directors' and Auditors' Reports thereon.
3. To approve the payment of final cash dividend to the shareholders @ 40% i.e. Rs. 4.00 per share for the year ended June 30, 2014. This final cash dividend is in addition to 20% i.e. Rs. 2.00 per share interim cash dividend already paid.
4. To appoint auditors for the year ending June 30, 2015 and fix their remuneration. Retiring auditors M/S IILB Ijaz Tabussum & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.
5. To elect seven Directors in accordance with the provisions of section 178 of the Companies Ordinance, 1984 for a period of three years commencing on October 23, 2014. The present Directors, namely Muhammad Khalid Rao, Iftikhar Ahmed Raja, Muhammad Arif, Muhammad Amir Malik, Amjad Hussain Qureshi, Muhammad Yaqoob and Nessar Ahmed will retire on October 22, 2014.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, the following resolution as special resolution.

"Resolved that;

- a) The approval of the members of Pak Datacom Limited (the Company) be and is hereby accorded for entering into joint venture(s) with its associated companies for an amount not exceeding Rs.500 million as maximum financial exposure at a time, on the basis of profit & loss sharing of the said venture(s) in the proportion not less than the amount of total investment by the Company as its share percentage of the total venture cost and will be executed through a written signed agreement for each venture giving detailed terms & conditions of the venture, financial exposure of each party participating in the venture as partner with their individual share of profit & loss (which will not be more than the amount of their total financial exposure for the said venture) with the period for completion of each venture(s).
- b) Further resolved that the Chief Executive and the Chief Financial Officer be and are hereby jointly authorized to do all acts and actions necessary to complete the legal

Pak Datacom Limited

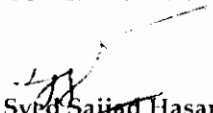
requirements and formalities for the said venture(s) including but not limited to filing/ signing of necessary documents, arrangement of necessary funds including bank borrowings, if required. They will be jointly Company's true and lawful attorney for the said venture(s) with the powers to do and undertake all acts on behalf of the Company including but not limited to the right to sell, buy, lease, mortgage, assign, rent or dispose of any real property; the right to execute, accept, undertake and perform all contracts in the name of the Company; the right to open and close bank accounts in the name of the Company; the right to deposit, borrow, endorse or withdraw funds to or from any of the Company's bank accounts; the right to initiate, defend commence or settle legal actions on behalf of the Company; and the right to retain any accountant, attorney or other advisor deemed necessary to protect the Company's interests in the above matter."

c) That the Chief Executive Officer and/or Company Secretary be and is/are hereby authorised 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 resolution."

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

Islamabad
September 30, 2014

On behalf of the Board


Syed Sajjad Hasan
Company Secretary

Notes:

1. **STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984**

As recommended by the Board of Directors, the Company will enter in new venture(s) with associated companies/undertakings in order to open doors for new revenue streams. Telecom Foundation group has vast experience in the field of information technology and telecommunication sector. The decision of the shareholders will increase the opportunities for exploring new market revenue streams with a broader spectrum expertise and vision of the venture partners enjoying larger financial and technical exposure for entering into new ventures with handsome return for their equity holders.

i) Purpose & benefits:

The Joint Venture(s) with the associated companies/undertakings will be executed in order to increase the earning of the shareholders of the company.

ii) Period and maximum amount of the Joint Ventures:

Accumulative financial exposure of the joint venture(s) undertaken with associated companies/undertakings will not exceed Rs.500-Million at any time during the currency of the venture(s). Period of each venture will be decided mutually in writing through a written agreement between all the participants of the venture along with other detailed terms and conditions depending on the nature and realization of the proceeds of the said venture as an ongoing practice.

iii) Percentage of sharing of profit and loss of venture(s):

The sharing ratio of profit and loss of the company will be proportionate to the amount put in by the company in the required capital for the said venture(s).

iv) Sources of funds from which Joint Ventures will be carried out:

Internally generated funds.

v) Salient features of the agreement(s), if any entered into with associated companies/undertakings with regards to the proposed venture(s):

For each explored opportunity, a detailed agreement will be signed with associated companies/undertakings before execution of such Joint Venture(s).

vi) Direct or indirect interest of Directors, sponsors, majority shareholders and their relatives, if any, in the associated companies or associated undertaking or the transaction under consideration:

There is no interest of any director or shareholders other than that stated above in such joint venture(s).

2. Share Transfer Books of the Company will remain closed from October 15, 2014 to October 22, 2014 (both days inclusive).
3. A member entitled to attend and vote at the meeting is entitled to appoint another member as proxy.
4. 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.
5. Shareholders are requested to promptly notify in writing to the Company of any change in their address.
6. In accordance with the notification of the Securities and Exchange Commission of Pakistan, SRO 779 (I) 2011 dated 18 August, 2011 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.

You are, therefore, requested to please provide us a copy of your CNIC without any further delay failing which your future dividend warrant(s) will be withheld in compliance of the aforesaid direction of the SECP at our following address:

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

7. The dividend mandate form is attached with the annual report to facilitate shareholders to opt the mandate option and provide required information to make payment of cash dividend through direct credit to shareholder's bank account, declared by the Company.
8. CDC account holders further have to follow the under mentioned guidelines as laid down in circular No. 1 dated 26th January, 2000 of Securities & Exchange Commission of Pakistan for attending the meeting;
 - a) 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.
 - b) 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.
9. Audited accounts of the Company for the year ended June 30, 2014 have been placed on the Company's website www.pakdatacom.com.pk