



NOTICE OF MEETING

Notice is hereby given that the 20th Annual General Meeting of Pak Datacom Limited will be held on Wednesday, October 31, 2012 at 11:00 a.m. at the Registered Office, Telecom Foundation Headquarters, 1st Floor, TF Complex, 7 - Mauve Area, G-9/4, Islamabad to transact the following business;

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on June 21, 2012.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2012 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, 2012. This final cash dividend is in addition to 10% i.e. Rs. 1.00 per share interim cash dividend already paid and bonus shares issued @ 25% by the Company.
4. To appoint auditors for the year ending June 30, 2013 and fix their remuneration. Retiring auditors M/S HLB Ijaz Tabussum & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.

SPECIAL BUSINESS


5. To approve amendment in the Articles of Association of the Company by passing the following Special Resolution with or without modification;

"Resolved that the clause 93 of the Articles of Association of the Company i.e., "The remuneration of a Directors shall be Rs. 10,000 for every meeting of the Board attended by him" be and is hereby replaced with "the remuneration of a Director shall be determined by the Board of Directors for every meeting of the Board/ Committee (s) attended by him". Further resolved that the Chief Executive and/or the Company Secretary be and is/are hereby authorized to do all acts and actions necessary to complete the legal requirements and formalities in this regard".

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

Islamabad
October 08, 2012

On behalf of the Board


Syed Sajjad Hasan
Company Secretary

Lahore

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Notes:

1. Share Transfer Books of the Company will remain closed from October 23, 2012 to October 31, 2012 (both days inclusive).
2. A member entitled to attend and vote at the meeting is entitled to appoint another member as proxy.
3. 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.
4. Shareholders are requested to promptly notify in writing to the Company of any change in their address.
5. 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 members' folio number mentioned thereon for updating record.
6. 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.
7. **STATEMENT UNDER SECTION 160(1) OF THE COMPANIES ORDINANCE, 1984**

This statement sets out material facts concerning the Special Business to be transacted at the 20th Annual General Meeting to be held on October 31, 2012. Approval of the shareholders will be sought for the change in clause 93 of the Articles of Association of the Company for determination of meeting fee of the Directors. Majority of the Directors on the Board are not paid any remuneration (other than the meeting fee) for their services. It is therefore, proposed that the present meeting fee be reviewed and increased by the Board to a reasonable limit in order to compensate the expenses incurred by the Directors to attend the Board/ Committee(s) meeting. For this purpose, the Special Resolution, with or without modification, is proposed to be approved in the forthcoming Annual General Meeting;

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