



The General Manager  
Pakistan Stock Exchange  
Stock Exchange Building  
Stock Exchange Road  
Karachi

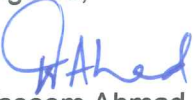
08 June, 2021

**Subject: Notice of Extraordinary General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of Extra Ordinary General Meeting to be held on 29 June, 2021, for circulation amongst TRE Certificate Holders of the Exchange.

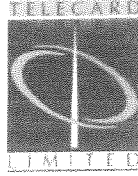
Regards,

  
Waseem Ahmad  
Company Secretary

**Enclosure: As above**

TELECARD LIMITED

Corporate Office: World Trade Center, 10, Kh. Roomi, Block-5, Clifton, Karachi-75600  
PABX: (92-21) 38330000 UAN: 111-222-123 Fax: (92-21) 35867850  
[www.telecard.com.pk](http://www.telecard.com.pk)



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Telecard Limited (the Company) will be held on Tuesday 29 June, 2021 at 11:00 a.m. at the registered office of the Company, to transact the following business:

### Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting held on 28 October, 2020.
2. To elect Directors of the Company for a term of three years commencing from 29 June, 2021, in accordance with the provision of Section 159(1) of the Companies Act, 2017.
  - a) Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors of the Company have fixed the number of Directors at seven (7).
  - b) Pursuant to Section 159(2)(b) of the Companies Act, 2017 the names of the retiring Directors are as follows:

The retiring Directors, who are eligible for re-election, are:

- Mr. S.M. Pervez Sadiq
- Mr. Syed Aamir Hussain
- Mr. Tipu Saeed Khan
- Mr. Waseem Ahmad
- Mr. Syed Hashim Ali
- Mr. Muhammad Asim
- Mr. Asad Mujtaba Naqvi

3. To transact any other business with the permission of the Chair.

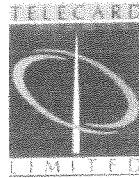
By the order of the Board  
Waseem Ahmad  
Company Secretary  
Islamabad  
Date: 08 June, 2021

### Notes:

- i. The Share Transfer Book of the Company will remain closed from 23 June, 2021 to 29 June, 2021 (both days inclusive). Transfers received in order at the office of Jwaffs Registrar Services Pvt. Ltd. 407-408 4<sup>th</sup> floor Al Ameera Centre, Shahrah-e-Iraq, Saddar Karachi by the close of business on 22 June, 2021 will be treated as being in time for purpose to attend the vote at meeting.

TELECARD LIMITED

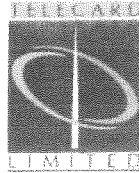
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- ii. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy to attend, and vote on his/her behalf. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the time of the meeting. No account shall be taken of any day that is not a working day. A member shall not be entitled to appoint more than one proxy. (Proxy form available on website)
- iii. Any individual beneficial owner of CDC is entitled to vote at this meeting, must bring his/her CNIC to prove identity, and in case of proxy an attested copy of the shareholder's CNIC must be attached to the proxy form. Representative of corporate members should bring in usual documents for such meeting. CDC account holders will have to follow guidelines laid down in Circular 1 dated 26 January, 2000 by the Securities and Exchange Commission of Pakistan (SECP).
- iv. Any person who seeks to contest election to the office of Director must be a member of the Company at the time of filing of his / her consent for contesting Election of Directors except a person representing a member, which is not a natural person. Such person shall, whether he / she is a retiring Director or otherwise, file with the Company following documents at the registered office / Registrar of the Company, not later than fourteen (14) days before the date of the Meeting.
  - A notice of his / her intention to offer himself / herself for the Election of Directors under section 159(3) of the Companies Act, 2017;
  - Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
  - Detailed profile along with his / her office address as required under SRO 1196(I) / 2019 dated 03 October, 2019 of SECP;
  - Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and that he / she is not ineligible, as set out in Section 153 of the Companies Act, 2017, to act as a Director or an Independent Director of a listed Company;
  - Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of Directors as an Independent Director: Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
  - Undertaking on non-judicial stamp paper that he / she meets the requirements of subregulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

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The list of contesting Directors will be circulated not later than seven (7) days before the date of the Meeting, in terms of Section 159(4). Further, website of the Company will also be updated with the relevant information.

- v. In pursuance to Section 134 of Companies Act, 2017 and Circular no. 10 of 2014 dated 21 May, 2014 issued by SECP, if the Company receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at geographical location, to participate in the Meeting through video conference at least seven (7) days prior to the date of Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least five (5) days before the Meeting along with complete information necessary to enable them to access such facility. In order to avail this facility, please submit the following information at the registered office of the Company at least seven (7) days before the date of meeting.

"I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Telecard Limited holder of \_\_\_\_\_ Ordinary Share(s) as per Register Folio No./ CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at (Please insert name of the City).

\_\_\_\_\_  
Signature of member"

#### **STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017**

Independent Directors will be elected through the process of Election of Director in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in Section 166 of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulations 2018.

The present Directors do not have any direct or indirect interest in the above business except they may consent for election of directors.

#### **TELECARD LIMITED**

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