



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

03 December, 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 24 December, 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



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Telecard Limited 'the Company' will be held on Friday 24 December 2021 at 11:00 AM, at Islamabad to transact the following business:

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on 28 October 2021.

SPECIAL BUSINESS

2. To consider, and thought fit, to pass special resolution for change of name of the Company from Telecard Limited to Telecore Technologies Limited.

The special resolutions to be passed are as under:

"RESOLVED THAT subject to the approval of the Securities and Exchange Commission of Pakistan under Section 12 of the Companies Act, 2017, the name of the Company be changed from **"Telecard Limited"** to **"Telecore Technologies Limited"** and consequently the name be changed in the Memorandum and Articles of Association of the Company and all other formalities be completed in respect thereof".

Clause 1 of the Memorandum of Association be and is hereby amended to read as follows:

"The name of the company is Telecore Technologies Limited"

Article 1(ii) of the Articles of Association be and is hereby amended to read as follows: *"Company means Telecore Technologies Limited"*

FURTHER RESOLVED THAT the Chief Executive Officer and / or Company Secretary of the Company be and are hereby singly authorized to take any and all actions as may be required from time to time for the purposes of the above resolution, to complete all necessary legal and corporate formalities with regard to the above resolution and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters.

FURTHER RESOLVED THAT all formalities required under the applicable laws, rules, regulations etc. may be fulfilled for the purposes of change of name of the Company.

(A Statement of Material Facts under Section 134 of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Extraordinary General Meeting has been dispatched to the shareholders of the Company).

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ANY OTHER BUSINESS

3. To consider any other business with the permission of Chairman.

By order of the Board

Company Secretary

Dated: 03 December 2021

Notes:

- i. The Share Transfer Book of the Company will remain closed from 18 December, 2021 to 24 December, 2021 (both days inclusive). Transfers received in order at the office of Jwaffs Registrar Services Pvt. Ltd. 407-408 4th floor Al Ameera Centre, Shahrah-e-Iraq, Saddar Karachi by the close of business on 17 December, 2021 will be treated as being in time for purpose to attend the vote at meeting.
- 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. The Company shall provide video conference facility to its members for attending the Extra Ordinary General Meeting at places other than the town in which the general meeting is taking place after considering the geographical dispersal of its members; provided that if members collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate its members regarding venue of video link facility at least 05 days before the date of Extra Ordinary General Meeting along with complete information necessary to enable members to access the facility. In this regard please fill the following form and submit to the registered address of the Company, 10 days before the Extra Ordinary General 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"

- iv For identification, CDC account holders should present the participant's CNIC and CDC Account Number and in case of proxy must enclose an attested copy of his/her CNIC. The representative of corporate bodies should bring attested copy of Board of Directors Resolution / Power of Attorney and/or all such documents as are required under Circular No. 1 dated 26 January 2000 issued by Securities and Exchange Commission of Pakistan for the purpose.



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STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017 REGARDING SPECIAL BUSINESS

Special Business

Agenda Item No. 2

M/s. Telecard Limited is now actively developing its technology-based business through its subsidiaries. As a result, M/s. Telecard Limited has decided to change its name from Telecard Limited to Telecore Technologies Limited in order to better reflect the nature of its business.

For this purpose, the Board of Directors, through circulation, have recommended that the Members consider and if thought fit to pass the Resolution set forth at Agenda Item 2 of the Notice convening the Extraordinary General Meeting which resolution will be proposed and passed as a Special Resolution.



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**Form of Proxy
The Company Secretary
Telecard Limited
75 East Blue Area
Fazal ul Haq Road
Islamabad**

I/We _____ of _____ being a member of **Telecard Limited** and holding _____ ordinary shares as per CDC A/c No. _____ do hereby appoint Mr./Mrs./Miss. _____ of (full address) or failing him/her _____ of _____ as my/our proxy to attend, vote for me/us and on my behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday 24 December, 2021 at 1100 at 3rd Floor, 75 East Blue Area, Fazal ul Haq Road, Islamabad, and at any adjournment thereof.

Signed this _____ day of _____, 2021.

WITNESS:

1. Signature: _____
Name: _____
Address: _____

CNIC No.

				-							-	
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Or Passport No. _____

2. Signature: _____
Name: _____
Address: _____

CNIC No.

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Or Passport No. _____

Rupees Five
Revenue
Stamp

Signature of the shareholder

1. For physical shareholders: The signature should agree with the specimen registered with the company.

2. For CDC shareholders: The signature should agree with the specimen on CNIC attached).

CNIC No.

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NOTES:

- A member of the Company entitled to attend and vote may appoint a proxy to attend and vote instead of him / her. Proxies in-order must be received, during business hours, at the Registered Office of the Company not less than 48 hours before the time of holding Extra-Ordinary General Meeting.

For CDC Account Holders / Corporate Entities

In addition to the above the following requirements have to be met.

- The proxy form shall be witnessed by two persons whose name, address and CNIC number shall be stated on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
- The proxy shall produce his original CNIC or original passport at the time of the meeting. In case of a corporate entity, the Board of Director resolution / power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.

