

**999/CORP**

April 1, 2019

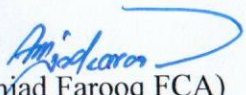
The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
**Karachi**

RE: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir:

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on 2019-04-25 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,  
for Bata Pakistan Limited

  
(Amjad Farooq FCA)  
Company Secretary

Encl: a/a





# BATA PAKISTAN LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 67<sup>th</sup> Annual General Meeting of Bata Pakistan Limited will be held at the Registered Office of the Company at Batapur, District Lahore on April 25, 2019 at 10:00 a.m. to transact the following business:

- To confirm the minutes of the 66<sup>th</sup> Annual General Meeting held on April 23, 2018.
- To receive, consider, and adopt the Annual Audited Accounts of the Company for the year ended December 31, 2018 together with Directors' and Auditors' Reports thereon.
- To approve dividend as recommended by the Directors. The Directors have recommended a Final Cash Dividend of 600% (Rs.60 per share of Rs.10) in addition to the Interim Cash Dividend of 900% (Rs.90 per share of Rs.10) already paid to the shareholders making total cash dividend of 1,500% (Rs.150 per share of Rs.10).
- To appoint Auditors and fix their remuneration for the year ending December 31, 2019. The retiring Auditors, M/s A.F. Ferguson & Co. Chartered Accountants, being eligible, have offered themselves for reappointment as Auditors of the Company.
- To transact any ordinary business of the Company with the permission of the Chairman.

By order of the Board  
Bata Pakistan Limited

(Amjad Farooq FCA)  
Company Secretary

Batapur Lahore:  
March 06, 2019

### NOTES:

- Closure of Shares Transfer Books**  
The Share Transfer Books of the Company will remain closed from April 18, 2019 to April 25, 2019 (both days inclusive). Transfers received at the office of the Share Registrar of the Company, M/s. Corplink (Pvt) Ltd. 1-K Commercial, Model Town, Lahore before the close of business on April 17, 2019 will be treated in time for the purpose of above entitlement to the transferees and of attending meeting by the transferees.
- Participation in the Annual General Meeting:**  
All members entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote for him/her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan. Proxy form is available at the Company's website i.e. [www.bata.com.pk](http://www.bata.com.pk) (in English and Urdu Language).
- (i) For Attending the Meeting**
  - In case of individuals, the account holder or sub account holder and/or the person whose securities are registered on CDS; and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting. The members are also required to bring their Participants' I.D. number and account numbers in CDS.
  - In case of corporate entity which is a member of the Company, the Board of Directors' resolution/power of attorney with specimen signature shall be required to be submitted along with proxy form to the Company.
- (ii) For Appointing Proxies**
  - In case of individuals, the account holder or sub-account holder is and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
  - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
  - In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to the Company.
- Mandatory Submission of CNIC Copies:**  
With reference to the notification of Securities and Exchange Commission of Pakistan (SECP), S.R.O. 779(1)/2011 dated August 18, 2011, the members/shareholders who have not yet submitted photo copy of their valid CNIC to the Company are required to send the same at the earliest directly to the Company's Share Registrar M/s. Corplink (Pvt) Ltd. 1-K Commercial, Model Town, Lahore. In case of non-receipt of the copy of valid CNIC and non-compliance of the above mentioned SRO of SECP, the Company may be constrained to withhold transfer of dividend in the future.

- Dividend Bank Mandate:**  
Pursuant to Section 242 of the Companies Act, 2017, Members are requested to provide their CNIC's and bank account details including name of the bank, address of bank branch and International Bank Account Number (IBAN) to receive their cash dividend directly into their bank account. Therefore, all Members who have not yet provided their CNIC and Bank Account details are once again reminded to immediately submit a copy of their CNIC and duly filled Dividend Bank Mandate form to the Company's Share Registrar or to the Company. In the absence of valid bank account details and CNIC, dividend amount will be withheld in compliance with the provisions of Act and Regulations. The dividend Bank Mandate Form is available at the Company's website i.e. [www.bata.com.pk](http://www.bata.com.pk).

Members who hold shares in CDC accounts should provide their bank mandates to their respective participants.

- Intimation of Changes of Address and declaration for non-deduction of Zakat:**  
Members who hold shares certificates should notify any changes in their registered address and provide their declarations for non-deduction of zakat, if applicable, to the Share Registrar. Members who hold shares in CDC/participant accounts should update their address and submit their declarations for non-deduction of zakat, if applicable, to the CDC or their respective participants/stockbrokers.

- Unclaimed Dividends and Share Certificates:**  
The Shareholders are hereby informed that in accordance with Section 244 of the Companies Act, 2017 and the Unclaimed Shares, Modaraba Certificate, Dividends, Others Instruments and Undistributed Assets Regulations, 2017, the companies are required to deposit cash dividends to the credit of the Federal Government and the shares to the Commission, which are unclaimed/un-collected for a period of three (3) years or more from the date it is due and payable. The notices to this fact have already been dispatched to the relevant shareholders.

- Circulate Annual Reports to shareholders via e-mail:**  
Pursuant to Notification vide S.R.O. 787(1)/2014 dated September 8, 2014 has allowed companies to circulate Annual Financial Statements to shareholders along with notice of Annual General Meeting (AGM) through email. In this respect, members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company's website i.e. [www.bata.com.pk](http://www.bata.com.pk). Further it is responsibility of the members to timely update the Company's Shares Registrar of any change in their registered e-mail addresses.

- Circulate Annual Audited Accounts and Notice of AGM through to shareholders through CD, DVD or USB:**  
In pursuance of SECP notification S.R.O. 470(1)/2016 dated May 31, 2016 the companies have been allowed to circulate their annual reports including annual audited accounts, notice of annual general meetings and other information contained therein of the Company to the members for future years through CD or DVD or USB instead of transmitting the same in hard copies. However, the Company will supply the hard copy of the Annual Audited Accounts to the shareholders on demand at their registered addresses, free of cost, within one week of such demand.

- Consent for Video Conference:**  
Pursuant to SECP's Circular No.10 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 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. In this regard please fill the following and submit to registered address of the Company at least 10 days before the date of AGM.

### Consent Form for Video Conference Facility

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Bata Pakistan Limited, holder of \_\_\_\_\_ Ordinary shares as per Registered Folio #/CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_ (geographical location).  
Signature of member

- Tax Implications on Dividends:**  
Withholding tax rates applicable on the amount of dividend are as under:  
For filers of income tax returns: 15% For non-filers of income tax returns: 20%

To enable the Company to make tax deduction on the amount of the cash dividend @ 15% instead of 20% all the shareholders whose names are not entered into the Active Tax Payers List (ATL) provided on the website of FBR despite the fact that they are filers, are advised to make sure that their names are entered into ATL. Otherwise tax on the cash dividend will be deducted @ 20% instead of 15%.

### Tax in case of Joint Shareholders:

For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue withholding tax will be determined separately on 'Filer Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar in writing as follows:

Company Name	Folio/CDC Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Messrs Corplink (Pvt) Ltd.

Wings Arcade, 1-K Commercial, Model Town, Lahore.  
Ph: 042-35916714, 35916719, Fax: 042-35869037

### Valid Tax Exemption Certificate for Exemption from Withholding Tax:

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 47B of Part IV of the Second Schedule to the Income Tax ordinance, 2001 and wish to seek an exemption should provide a copy of their valid Tax Exemption Certificate to the Share Registrar prior to the date of book closure, otherwise tax will be deducted according to applicable law.



وہ ممبر جن کے تیز گری ڈی سی اے کا نوٹس میں ہیں وہ اپنے بینک مینڈیٹ اپنے متعلقہ شرکا کو نوٹس دے کر کہیں۔