

WorldCall

WorldCall Telecom Limited

09 April 2019

WTL/CORP/PSX/Notice-AGM/01/2019

Form-4

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

Through: PUCARS, & Courier

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of the 19th Annual General Meeting for the year 31 December 2018 to be held on 30 April 2019 for circulation among the TRE Certificate Holders of the Exchange.

You may please inform the members of the Exchange accordingly.

Yours truly,
For **WorldCall Telecom Limited**

Mueen Tauqir
Company Secretary

Enclosed: as above.

Head Office:

Plot No.1566/124, Main Walton Road, Lahore Cantt.
Tel # (+92 42) 36671191-94,
Fax # (+92 42) 36671197
www.worldcall.net.pk



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 19th Annual General Meeting (AGM) of WorldCall Telecom Limited (the "Company") will be held on April 30, 2019 at 11:00 a.m. at Institute of Chartered Accountants of Pakistan, 155-156, West Wood Colony, Thokar Niaz Baig, Lahore to transact the following business:

A. ORDINARY BUSINESS

1. To confirm the minutes of last general meeting held on April 30, 2018.
2. To receive, consider and adopt financial statements of the Company for the year ended 31 December 2018 together with Directors and Auditor's report thereon;
3. To appoint Auditors of the Company for the year ending December 31, 2019 and to fix their remuneration

B. SPECIAL BUSINESS:

4. To consider and if deemed fit, to amend the capital clause V of the Memorandum of Association, subject to requisite permission.
5. To consider and if deemed fit, to approve the alterations in the Articles of Association of the Company by passing a special resolution as set out in the statement of material facts annexed to this notice.

Attached to this Notice circulated to the members, is the statement of material facts covering the above-mentioned business and proposed resolutions to be passed as special resolutions, as required under Section 134(3) of the Companies Act, 2017.

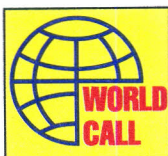
Lahore, **April 09, 2019**

By Order of the Board

Company Secretary

Head Office:

Plot No.1566/124, Main Walton Road, Lahore Cantt.
Tel # (+92 42) 36671191-94,
Fax # (+92 42) 36671197
www.worldcall.net.pk



Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from **April 23, 2019 to April 30, 2019** (both days inclusive). Transfers received at the office of the Company's Registrars, M/s THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400., by the close of business on **April 22, 2019** will be treated in time.

2. Participation in the Annual General Meeting:

All members entitled to attend and vote at the meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A corporate entity, being a member, may appoint any person, regardless they are member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors / Power of attorney with specimen signature of the person nominated to represent and vote on behalf of corporate entity shall be submitted to the Company along with completed proxy form. The proxy holders are requested to produce their CNICs or original passports at the time of meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at Plot No. 1566/124, Main Walton Road, Lahore, Pakistan at least 48 hours before the time of the meeting.

3. Guidelines for CDC Account Holders:

Member who have deposited their shares into CDC will further have to follow the under-mentioned guidelines as laid down in circular 01 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

a. For attending the meeting personally:

- i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid Computerized National Identity Card (CNIC) or the original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

b. For appointing other members as proxies:

- i) In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- ii) Attested copies of valid CNIC or of the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iii) The proxy shall produce original valid CNIC or original passport at the time of meeting.
- iv) In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.
- v) Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the forms.

c. For exercising electronic voting right through Intermediary by providing consent in writing regarding appointment of execution officer as proxy as per the Companies (E-Voting) Regulations, 2016:

- i) (name of the person), (designation) is appointed as execution officer for the meeting.
- ii) The instruction to appoint execution officer and opting to e-vote through Intermediary as per the Companies (E-Voting) Regulations, 2016 shall be deposited to the company at least end days before holding of general meeting at Plot No. 1566/124, Main Walton Road, Lahore or through email member.report@worldcall.pk
- iii) The proxy/e-voting form shall be witnessed by two persons whose names, addresses and CNIC members shall be mentioned on the form.
- iv) The company will arrange for e-voting if the company receives demand for poll from at least five members or by any member or members having not less than one tenth of the voting power.

4. Form for Video Conference Facility

Members can also avail video conference facility in (Karachi, Lahore) In this regard please fill the following and submit to registered address of the Company 10 days before holding of general meeting.

If the company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange video conference facility in that city subject to availability at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of WorldCall Telecom Limited, holder of _____ (Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____

Signature of Member

Head Office:

Plot No.1566/124, Main Walton Road, Lahore Cantt.
Tel # (+92 42) 36671191-94,
Fax # (+92 42) 36671197
www.worldcall.net.pk