

BATA PAKISTAN LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Bata

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS/MEMBERS that the 68th Annual General Meeting of Bata Pakistan Limited is scheduled to be held electronically (through video link) on Wednesday May 20, 2020 at 10:00 a.m. to transact the following business:

1. To confirm the minutes of the 67th Annual General Meeting held on April 25, 2019.
2. To receive, consider, and adopt the Annual Audited Accounts of the Company for the year ending on December 31, 2019 together with Directors' and Auditors' Reports.
3. 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).
4. To appoint Auditors and fix their remuneration for the year ending on December 31, 2020. The retiring Auditors, M/s A.F. Ferguson & Co. Chartered Accountants, being eligible, have offered themselves for reappointment as Auditors of the Company.
5. To transact any other business with the permission of the Chairman.

By order of the Board



(Hafiz Mudassar Hassan Kamran)
Company Secretary

Batapur Lahore:
April 23, 2020

NOTES:

1. Annual Report

On account of the current lockdown situation, the Company is facing serious challenges for the printing and delivery of physical copies of the annual report to our shareholders. However, the annual report for the year ended 31.12.2019 has been posted on our website www.bata.com.pk. Those shareholders who also wish to obtain an electronic copy of the annual report via email are requested to send their email address/consent at the following email address: investorcare.pk@bata.com on or before May 10, 2020 and a PDF copy of Annual Report will be duly shared with them via email.

2. Closure of Shares Transfer Books

The Share Transfer Books of the Company will remain closed from May 13, 2020 to May 20, 2020 (both days included). Transfer Requests on prescribed format, received at the office of the Share Registrar of the Company, M/s. Corplink (Pvt) Ltd. 1-K Commercial, Model Town, Lahore on or before the close of business on May 12, 2020 will be treated 'in time' for the purpose of above entitlement to the transferees and for attending meeting by the transferees by electronic means.



a. For attending the meeting

In view of the current situation of pandemic (COVID-19) and to ensure safety & wellbeing of our shareholders, the Company has decided to convene this AGM through video link arrangements and there would be no specified location for the AGM.

- I. Members, either through their smartphone or computer devices can participate in the AGM. Link of the video conference shall be shared only to those members who shall provide their name, CNIC (both sides scanned copies), folio number, cell phone number and email address before 03:00 pm on or before May 18, 2020 at following Email address: investorcare.pk@bata.com.
- II. In addition to this, if members have any comments/suggestions for discussion on the agenda items of the AGM they are required to send their queries on or before May 18, 2020 either through Email address stated above or on WhatsApp number 0301 8511103. Any queries received after 18th May 2020 shall not be discussed in the meeting.
- (iii) The Company will ensure that comments/suggestions of the members, submitted in accordance with clause (ii) above, will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting.

b. For appointing proxies

A member is entitled to appoint a proxy, who will have the right to attend, speak and vote in place of the appointing member, through video link. Proxy shall be appointed in the following manner:

- i) Soft Copy of the Proxy Form has been uploaded on our website www.bata.com.pk under the Investor Relations head in English & Urdu languages. The scanned copy of the filled form must be sent at the following Email address investorcare.pk@bata.com on or before 18th may 2020. Late submissions shall not be entertained.
- ii) Copy of valid CNIC or the valid passport of the members and their Proxy shall be furnished/attached along with Proxy Form.
- iii) In the case of a corporate entities, certified copy of Board of Directors' resolution / power of attorney along with specimen signatures and copy of valid CNIC of the person nominated by the corporate entity to represent and vote on its behalf, shall be submitted.

With reference to the notification of Securities and Exchange Commission of Pakistan (SECP), SRO 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.

5. 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 directly. In the absence of valid bank account details and CNIC, dividend amount will be withheld in compliance with the provisions of Act and Regulations made thereunder by the Commission. The 'Dividend Bank Mandate Form' is available at the Company's website i.e. www.bata.com.pk.

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

6. 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 such amounts to the credit of the Federal Government and the shares to the Commission, which are unclaimed/un-collected for a period of three (03) years or more from the date it is due and payable. The notices to this fact have already been given to the relevant shareholders.

7. 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 are required to update their address and submit their declarations for non-deduction of zakat, if applicable, to the CDC or their respective participants.

8. Tax Implications on Dividends:

Pursuant to the provisions of the Income Tax Ordinance 2001 (as amended through Finance Act 2019) the rates of withholding tax on dividend income shall apply in following:

(a) 15% in case of filers of income tax returns. (b) 30% in case of non-filers of income tax returns.

A 'filer' is a taxpayer whose name appears in the Active Taxpayers List ("ATL") issued by the FBR from time to time and a 'non-filer' is a person other than a filer. The FBR has uploaded the ATL on its web-site which may be viewed at <http://fbr.gov.pk>.

The Company will ascertain the tax status of members on the first day of book closure and withholding tax at the rate of 30% will be applicable for members whose names shall not appear in the ATL and at the rate of 15% for members who are shown active on ATL by FBR.

9. 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' and 'non-filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who are holding 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 following format:

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

10. Valid Tax Exemption Certificate for Exemption from Withholding Tax:

valid Tax Exemption Certificate is necessary for seeking as 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.

Contact Details

Company Secretary
Bata Pakistan Limited
G.T Road, Batapur Lahore
Pakistan
Email: investorcare.pk@bata.com
Tel: 0092 301 8511103



BATA PAKISTAN LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS/MEMBERS that the 88th Annual General Meeting of Bata Pakistan Limited is scheduled to be held electronically (through video link) on Wednesday May 20, 2020 at 10:00 a.m. to transact the following business:

- To confirm the minutes of the 67th Annual General Meeting held on April 25, 2019.
- To receive, consider, and adopt the Annual Audited Accounts of the Company for the year ending on December 31, 2019 together with Directors' and Auditors' Reports.
- 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 500% (Rs 50 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 to fix their remuneration for the year ending on December 31, 2020. The retiring Auditors, Mr. A.F. Ferguson & Co. Chartered Accountants, being eligible, have offered themselves for reappointment as Auditors of the Company.
- To transact any other business with the permission of the Chairman.

By order of the Board

Batapur Lahore
April 23, 2020

(Prof. Nadeem Hassan Kamran)
Company Secretary

NOTES:

1. Annual Report

On account of the current lockdown situation, the Company is facing serious challenges for the printing and issuing of physical copies of the annual report to our shareholders. However, the annual report for the year ended 31.12.2019 has been posted on our website www.bata.com.pk. Those shareholders who also wish to obtain an electronic copy of the annual report via email are requested to send their email address/consent at the following email address: investorscare.pk@bata.com on or before May 10, 2020 and a PDF copy of Annual Report will be duly shared with them via email.

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3. Attendance of the Members:

a. For attending the meeting

In view of the current situation of pandemic (COVID-19) and to ensure safety & wellbeing of our shareholders, the Company has decided to convene this AGM through video link arrangements and there would be no specified location for the AGM.

Members, either through their smartphone or computer devices can participate in the AGM. Link of the video conference shall be shared only to those members who shall provide their name, CNIC (both sides scanned copies), foto number, old phone number and email address before 03:00 pm on or before May 18, 2020 at following email address: investorscare.pk@bata.com.

In addition to this, if members have any comments/suggestions for discussion on the agenda items of the AGM they are required to send their queries on or before May 18, 2020 either through Email address stated above or on WhatsApp number 9901 8511103. Any queries received after 18th May 2020 shall not be discussed in the meeting.

(ii) The Company will ensure that comments/suggestions of the members, submitted in accordance with clause (i) above, will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting.

b. For appointing proxies

A member is entitled to appoint a proxy, who will have the right to attend, speak and vote in place of the appointing member, through video link. Proxy shall be appointed in the following manner:
(i) Soft Copy of the Proxy Form has been uploaded on our website www.bata.com.pk under the Investor Relations, listed in English & Urdu languages. The scanned copy of the filled form must be sent at the following Email address: investorscare.pk@bata.com on or before 18th May 2020. Late submissions shall not be entertained.

(ii) Copy of valid CNIC or the valid passport of the members and their Proxy shall be furnished/attached along with Proxy Form.

(iii) In the case of a corporate entities, certified copy of Board of Directors' resolution / power of attorney along with specimen signatures and copy of valid CNIC of the person nominated by the corporate entity to represent and vote on its behalf, shall be submitted.

4. Mandatory Submission of CNIC Copies:

With reference to the notification of Securities and Exchange Commission of Pakistan (SECP), SRO 7781/2021 dated August 18, 2011, the Members/Shareholders who have not yet submitted photo copy of their valid CNIC to the Company are requested to send the same at the earliest directly to the Company's Share Registrar M/s. Corporate (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.

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6. Unclaimed Dividends and Share Certificates:

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The Company will ascertain the tax status of members on the first day of lock closure and withholding tax at the rate of 30% will be applicable for members whose names shall not appear in the ATL and at the rate of 15% for members who are known active on ATL by FBR.

9. Tax in case of Joint Shareholders:

For shareholders holding their shares jointly as per the certification issued by the Federal Board of Revenue withholding tax will be determined separately on 'Filer' and 'non-filer' status of Principal shareholder as well as joint holder(s) based on their shareholding proportions. Therefore, all shareholders who are holding 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 following format:

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

Message Corporate (Pvt) Ltd.

Wings Arcade, 1-K Commercial, Model Town, Lahore
Ph: 042-35916714, 35916710, Fax: 042-3599237

10. Valid Tax Exemption Certificate for Exemption from Withholding Tax:

Valid Tax Exemption Certificate is necessary for seeking an exemption from the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Members who qualify under Clause 475 of Part IV of the Second Schedule to the Income Tax Ordinance, 2001 and want to seek an exemption should provide a copy of their valid Tax Exemption Certificate to the Share Registrar prior to the date of lock closure. Otherwise tax will be deducted according to applicable law.

Contact Details

Company Secretary
Bata Pakistan Limited
G.T Road, Batapur Lahore, Pakistan.
Email: investorscare.pk@bata.com
Tel: 9992 301 8511103

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