

NOTICE OF ANNUAL GENERAL MEETING & ELECTION OF DIRECTORS

Notice is hereby given that Annual General Meeting of the Shareholders of Pak Datacom Limited will be held at 11:30 a.m. on Sunday, December 27, 2020, at **Telecom Foundation (TF) Head Quarter, TF Complex, G-9/4 Mauve Area, Islamabad**, to elect Seven Directors in accordance with Sections 159 of the Companies Act, 2017, consequent upon expiry of three years term of Directors.

Following persons have filed with the company, notices of their intention to offer themselves for election as Directors at the Annual General Meeting:

- | | |
|------------------------------|--------------------------|
| 1. Syed Zomma Mohiuddin | (Non-Executive Director) |
| 2. Syed Junaid Imam | (Non-Executive Director) |
| 3. Engr. Perwaiz Khan | (Non-Executive Director) |
| 4. Muhammad Waheed | (Non-Executive Director) |
| 5. Mr. Ahmed Waheed | (Non-Executive Director) |
| 6. Mr. Abdul Khalique Sheikh | (Non-Executive Director) |
| 7. Ms. Rubina Safeer | (Independent Director) |
| 8. Mr. Arshad Rasheed Ch. | (Independent Director) |
| 9. Mr. Muhammad Nasrullah | (Independent Director) |
| 10. Mr. Shamim Sherazi | (Independent Director) |

Since the number of persons who have offered themselves to be elected is more than the numbers of Director fixed (Seven) by the Board under Section 159 (1) of the Companies Act, 2017, the above named persons shall be elected at the forthcoming Annual General Meeting through voting. Profile of above candidates are available at the Company Secretary office and can be obtained by written request. The Notes for shareholders, Ballot paper, Video Conference Consent Form and detailed explanation on process of Voting (for shareholders guidance) is available at company website www.pakdatacom.com.pk. All shareholders are advised to carefully read the same and comply accordingly.

By the order of the Board
Jibran S Abbas
Company Secretary

BALLOT PAPER FOR ELECTION OF DIRECTORS Annual General Meeting (AGM) of Shareholders of Pak Datacom Limited Sunday, December 27, 2020 at 11:30a.m.	
Folio / CDC Account #	
Name of Shareholder / Joint Shareholder Holder:	
Registration Address	
Number of Shares Held	
CNIC Number (copy to be attached)	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; width: 15px; height: 15px;"></div> </div>
Votes:	
Additional Information and Enclosures (in case of Representative of Body Corporate, Corporation and Federal Government):	

I/We exercise my/our vote in respect of Election of Director through postal Ballot as follows:

Agenda- To elect seven (7) Directors in accordance with the Section 159 of the Companies Act, 2017, for a period of three years commencing from the date of election.

Sr. No.	Name of Director	No. of Ordinary Shares used for voting in favor of the Director	No. of Votes (Number of Voting shares x number of Director to be elected)
1	Syed Zomma Mohiuddin		
2	Syed Junaid Imam		
3	Engr. Perwaiz Khan		
4	Mr. Muhammad Waheed		
5	Mr. Ahmed Waheed		
6	Mr. Abdul Khalique Sheikh		
7	Ms. Rubina Safeer		
8	Mr. Arshad Rasheed Ch.		
9	Mr. Muhammad Nasrullah		
10	Mr. Shamim Sherazi		

Signature of the Shareholder(s)

Place

Date

NOTES/PROCEDURE FOR SUBMISSION OF POSTAL BALLOT PAPER

1. A Shareholder(s) shall have such number of votes as is equal to the product of the number of voting share(s) held by him / her and the number of Director to be elected.
2. Duly filled Postal ballot should be sent to Chairman of the AGM, Company Secretary Office, 3rd Floor, Umer Plaza, Blue Area Islamabad, or through email on the address: companysecretary@pakdatacom.com.pk
3. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot paper.
4. Postal Ballot Paper should reach Chairman of the Meeting one day before the AGM during working hours i.e. on December 26, 2020 till 5:30 pm. Any Postal Ballot received after working hours will not be considered.
5. Signature on postal ballot should match with signature on CNIC.
6. Incomplete, un-signed, incorrect, defaced, torn, mutilated, over written Ballot Paper will be rejected.
7. In case of representative of Body Corporate, Corporation and Federal Government, postal ballot must be accompanied with copy of CNIC of authorized person, attested copy of Board's Resolution, Power of Attorney, Authorization Letter etc, in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable in case of foreign body corporate etc, all documents must be attested from the Council General of Pakistan having jurisdiction over the member.
8. Ballot paper has been placed at the website of the Company, on the following link: <https://www.pakdatacom.com.pk>. Members may download the Ballot Paper from the website or may use original/photocopy of the Ballot Paper published in Newspaper.
9. A Member may give all his/her votes to a single Candidate or divide them between more than one of the Candidates in such manner as he / she may choose, however, the number of votes casted must not exceed the number of votes available to the Member.

1. Book Closure Period and Transfer Request:

The Share Transfer Books of the Company will be closed from 20th December, 2020 to 27th December, 2020 (both days inclusive). Transfers received at the M/s. CDC Share Registrar Services Limited, CDC House, 99 -B, Block B, S.M.C.H.S., Main Shahrah-e- Faisal, Karachi-74400 by 01:00 p.m. on 19th December, 2020 treated in time for the purpose of attending the meeting.

2. Participation in General Meeting – In Person

- a. Pursuant to COVID-19 precautionary measures being communicated by the Government from time to time, physical gatherings are highly discouraged. Company has the right to restrict the gathering of shareholders to a limited number. Moreover, for the well-being of its stakeholders and to comply with the best practices, the Company will follow the instructions / advisory notes passed by the Government / regulatory bodies. For convenience of Shareholders of the Company, a polling booth will be established at the AGM venue. Members can exercise their right to vote by visiting the said polling booth on the AGM day i.e. December 27, 2020 from 11:30 a.m. till 12:00a.m. only for physical voting. Shareholders would come one by one, cast their votes and leave the polling booth immediately without any gathering.
- b. In case of individual, folio / the account holder or sub-account holder shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- c. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall have to be produced (unless it has been provided earlier) at the time of the meeting.
- d. Due to the prevailing circumstances of COVID-19 across the country, valuable shareholders are requested to follow necessary SOPs on their physical visit to the meeting.

3. Procedure For E-Voting

- a. Voting lines for Elections of Directors will be open for the Shareholders from December 22, 2020, 10:00 a.m. till December, 26, 2020 at 5:00 p.m.
- b. Identity of the Members intending to cast vote through e Voting shall be authenticated through electronic signature or authentication for login.
- c. Members shall cast vote online during the time specified in sub regulation (a), provided that once the vote on a resolution is casted by a Member, he / she shall not be allowed to change it subsequently.

4. Participation of Shareholders in The Meeting Through Electronic Means:

- a. In light of the COVID-19 situation, the Securities and Exchange Commission of Pakistan ("SECP"), in terms of its Circular No.5 dated March 17, 2020, Circular No. 25 dated August 31, 2020, and Circular No. 33 dated November 5, 2020, has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large with minimal physical interaction. Hence, the proceedings of the meeting will be carried out through video-link facility. In this regard, special arrangements have been made for the AGM which are as under:
- b. AGM will also be held through Zoom application - a video link facility.
- c. Shareholders interested in attending the AGM through Zoom application will be requested to get themselves registered with CDC Share Registrar Services Limited at least 48 hours before the time of meeting at cdcsr@cdcsrsl.com by providing the following details:

Folio / CDC A/c #	Company	Name of Shareholder	CNIC #	Cell #	Email address
	Pak Datacom Limited				

- d. Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.
- e. Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.
- f. Shareholders may send their comments and suggestions relating to the agenda items of the AGM to the Company Secretary Office at least two (2) working days before the meeting, at the given email address cdcsr@cdcsrsl.com or WhatsApp on 0321-820-0864. Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.
- g. Shareholders are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.

5. Attending Meeting Through Proxies:

- a. A member entitled to attend the meeting may appoint any other member as his/her proxy to attend the meeting through video-link.

- b. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a attested copy of power of attorney must be deposited at the Registered Office of the Company situated at 3rd Floor, Umer Plaza, Blue Area, Islamabad at least 48 hours before the time of the meeting (i.e. latest by Friday , 25th December 05:30pm).

For appointing proxies, the shareholders will further have to follow the under mentioned guidelines:

- a. In case of individuals having physical shareholding or the account holder or sub-account holder 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 accordingly.
- b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- c. Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

6. Change of Address:

- a. Members having physical shareholding are requested to notify changes in address immediately, if any, in their registered addresses to our Share Registrar, CDC Share Registrar Services Limited.
- b. In case shares are held in CDC then the request notify the change in address must be submitted directly to broker/participant/CDC Investor Account Services.

7. Submission of Copy of CNIC

- a. Individual members having physical shareholding and who have not yet submitted photocopy of their valid CNIC are requested to send notarized copy of their valid CNIC immediately to our Share Registrar, <Share Registrar Name >.
- b. In case shares are held in CDC then the request to update CNIC must be submitted directly to broker/participant/CDC Investor Account Services.

8. Payment of Cash Dividend Electronically

- a. In accordance with the provisions of Section 242 of the Companies Act, 2017 and Regulation no. 4 of the Companies (Distribution of Dividends) Regulations, 2017, it is

mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

- b. In order to receive dividend directly into their bank account, shareholders are requested to fill in "E-Dividend Mandate Form" available on Company's website (www.pakdatacom.com.pk) and send it duly signed along with a copy of CNIC to the Company's Share Registrar, CDC Share Registrar Services Limited, in case of physical shares.
- c. In case shares are held in CDC then "E-Dividend Mandate Form" must be submitted directly to broker/participant/CDC Investor Account Services.
- d. Please note that as per Section 243 of the Companies Act, 2017 and Regulation No. 6 of the Companies (Distribution of Dividends) Regulations, 2017, listed companies are entitled to withhold payment of dividend, if necessary information is not provided by the shareholders.

9. Unclaimed / Unpaid Dividends and Share Certificates

- a. As per section 244 of the Companies Act 2017, shares / dividends which remains unclaimed or unpaid for a period of three (3) years from the date these have been due and available to be vested with the Federal Government.
- b. In accordance with the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it is due and payable, the company shall give three months notices to the shareholders to file claim.
- c. If no claim is received to the Company by the shareholders with the period from the aforesaid Notice, the Company shall proceed to deposit the unclaimed or unpaid Shares / Dividends with the Federal Government in compliance with the Section 244 of the Companies Act, 2017.

10. Tax On Dividend Income

- a. As per Income Tax Ordinance, 2001, following tax rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies:
 - i. For filers of income tax returns 15.00%
 - ii. For non-filers of income tax returns 30.00%
- b. To enable the Company to make tax deduction from cash dividend as per their effective rate, all the members 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 before the book closure start date.

- c. For members holding their shares jointly, as per the clarification issued by the Federal Board of Revenue, in case of joint accounts, 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.
- d. Therefore, all shareholders who hold shares jointly are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to the Share registrar.
- e. The above required information must be provided to the Share Registrar of the Company before the book closure start date, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s)
- f. The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas, corporate physical shareholders should send a copy of their NTN certificate to the Shares Registrar of the Company. The shareholders while sending NTN certificates must quote company name and their respective folio numbers.

11. 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 Income Tax Ordinance, 2001 and wish to seek an exemption must provide a copy of their valid tax exemption certificate to the Shares Registrar of the Company prior to the date of book closure otherwise tax will be deducted according to applicable law.