

## Notice of Annual General Meeting

Notice is hereby given that the 45<sup>th</sup> Annual General Meeting (AGM) of Pakistan National Shipping Corporation (Corporation) will be held at the Aquarius Hall, Beach Luxury Hotel Off: M.T. Khan Road, Karachi on Thursday, the 26<sup>th</sup> October, 2023 at 1100 hours to transact the following business:

### ORDINARY BUSINESS

1. To confirm minutes of the 44<sup>th</sup> Annual General Meeting of the Members of the Corporation held on 28<sup>th</sup> October, 2022.
2. To consider and adopt the audited financial statements of the Corporation and the consolidated financial statements of the PNSC Group together with the reports of Auditors and Directors for the year ended 30<sup>th</sup> June, 2023.
3. To consider and approve Board's recommendation to pay **150%** Cash Dividend (i.e.) **Rs.15** per share to the members.
4. To consider appointment of joint auditors of the Corporation for the year ending 2023-24 and to fix their remuneration.

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolutions to enable the company to circulate the Annual Audited Financial Statements, to the members of the company through QR code and weblink, as required by the Securities and Exchange commission of Pakistan (SECP) vide its Notification SRO 389(1)/2023 of SECP dated 21 March 2023, instead of circulating the same through CD/DVD/USB.

RESOLVED THAT, the Corporation be and is hereby authorized to circulate its Audited Financial statements, to the members of the Corporation through QR enabled code and weblink, in accordance with SRO 389(1)/2023 of SECP dated 21 March 2023 issued by the SECP.

FURTHER RESOLVED THAT, the chief Executive, Chief Financial Officer or Company Secretary of the Corporation be and hereby singly authorised to do all acts, deeds and things take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents, as may be necessary or incidental for the purpose of implementing this resolution.

6. To transact any other business with the permission of the chair.

By order of the Board



Muhammad Javid Ansari  
Company Secretary

Karachi  
Dated: 5<sup>th</sup> October 2023

### Notes:

- i) The Share Transfer Books of the Corporation will remain closed from 20<sup>th</sup> October, 2023 to 26<sup>th</sup> October, 2023 (both days inclusive).
- ii) Transfer received in order by the Corporation's shares registrar M/S CDC Shares Registrar Services Limited by the close of business hours on October 19<sup>th</sup>, 2023 will be considered in time for registration in the name of transfers, and be eligible for the purpose of attending and vote at the AGM.
- iii) A member entitled to attend and vote at the meeting is also entitled to appoint his/her proxy to attend the meeting. Proxies must be received at the Head Office of the Corporation 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. The members are requested to promptly notify Share Registrars of the Corporation, M/s CDC Share Registrar Services limited of any change in their addresses.



**A) For Attending Meeting:**

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail is uploaded as per the Regulation, shall authenticate their identity by showing his/her original Identify Card ("CNIC") / original passport at the time of attending the meeting.
- ii) In case of corporate entity, Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.
- iii) Members interested to participate in the meeting through video link are requested to get themselves registered with Corporate Affairs & Shares department by providing the following details at the earliest but not later than two working days before the AGM through following means:  
Mobile/ WhatsApp: 0300 8272582  
E-mail: [kashif.fazlani@pnsc.com.pk](mailto:kashif.fazlani@pnsc.com.pk)

Name of Members	CNIC Number	CDC Account No./Folio No.	Mobile Number	Email Address

- iv. Upon receipt of the above information from the interested members, the Corporation will send the login credentials at their e-mail address. On the date of AGM login facility will be opened at half hour before the meeting time, members will be able to login and join in the AGM proceedings through their smartphone / computer devices.
- v. In view of the above the Members may also provide their comments/suggestions for the proposed agenda items of the AGM at least two working days before AGM by using the aforesaid means. Members are requested to mention their full name, CNIC and CDC/Folio no. for this purpose.
- vi. In case of corporate entity, Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provide to the Corporation in the manner described in para A(iii) above.

**B) For Appointing Proxies:**

- i. 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 detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. In case of corporate entities, board of directors' resolution / power of attorney with specimen signature of the nominee shall be submitted along with the proxy form to the Corporation.

**C Requirement of Companies (Postal Ballot) Regulations 2018**

Pursuant to Companies (Postal Ballot) Regulations, 2018 for the purpose of special agenda, members will be allowed to exercise their right of vote through postal ballot that is voting by post or through any electronic mode in accordance with requirements and procedure contained in the aforesaid regulations.

**D. CNIC / NTN Number on Dividend Warrant (Mandatory)**

As has already been notified from time to time, the Securities and Exchange Commission of Pakistan (SECP) vide Notification SRO 275(1)/2016 dated March 31, 2016 read with Notification SRO 19(1)/2014 dated January 10, 2014 and Notification SRO 831(1)/2012 dated July 5, 2012 required that the Dividend Warrant(s) should also bear the Computerized National Identity Card (CNIC) Number of the registered member or the authorized person, except in case of minor(s) and corporate member(s). Henceforth, issuance of dividend warrant(s) will be subject to submission of CNIC (individuals) NTN (corporate entitles) by members.



**E. Withholding Tax on Dividend (Mandatory)**

- i. Pursuant to the provision of the Finance Act 2022 the rates of deduction of Income tax from dividend payments under the Income Tax Ordinance, 2001 are as follows:

a)	For filers of income tax returns	15%
b)	For non-filers of income tax returns	30%

- ii. Members who are filers, are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as non-filers and tax on their cash dividend will be deducted accordingly.

**F) Withholding Tax on Dividend In case of Joint Account Holders**

- i. According to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal member as well as joint-holder(s) based on their shareholding proportions in case of joint accounts.
- ii. In this regard all members who hold shares jointly are requested to provide shareholding Proportions of Principal member and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Corporation Name	Folio/CDS Account No.	Total Status	Principal Member		Joint Member(s)	
			Name & CNIC No	Shareholding proportion (No. Shares)	Name & CNIC No	Shareholding Proportion. (No. of Shares)

- iii. The required information must be provided to Corporation's Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by Principal Member and Joint Holder(s).
- iv. As per FBR Circulars C. No.1 (29) WHT/2006 dated 30 June 2010 and C. No.1 (43) DG (WHT) 2008- Vol. 11-664174-R dated 12 May 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax U/S 150 of the Income Tax Ordinance, 2001 (tax on dividend amount) where the statutory exemption under clause 47B of Part-IV of Second Schedule is available. The members who fall in the category mentioned in above clause and want to avail exemption U/S 150 of the Ordinance, must provide valid Tax Exemption Certificate to Corporation's Share Registrar, before book closure otherwise, tax will be deducted on dividend as per applicable rates.
- v. The corporate members having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participant, whereas corporate physical members should send a copy of their NTN certificate to Corporation's Share Registrar. The members while sending NTN or NTN certificate, as the case may be, must quote Corporation name and their respective folio numbers.

**G) Dividend Mandate**

- i. The provision of Section 242 of the Companies Act, 2017 (the "Act") provides that any dividend declared by a listed company shall only be paid through electronic mode directly into the bank account designated by the entitled members.
- ii. Further SECP through Circular No.18/2017 dated 1st August, 2017 has required the listed companies to approach their members for obtaining electronic dividend mandate. In this connection please refer to the Corporation's announcement previously published in leading news papers. Therefore, all Members are hereby advised once again to provide, if not already provided, details of their bank mandates at their earliest in the format also available on PNSC website [www.pnsc.com.pk](http://www.pnsc.com.pk)

**H) Distribution of Annual Report through CD/DVD/USB.**

SECP through its SRO 470(1)/2016 dated May 31, 2016 has allowed companies to circulate their annual accounts to members through CD/DVD/USB at their registered email addresses instead of transmitting the hard copies; The Corporation has obtained members approval in its 38<sup>th</sup> AGM held on 28<sup>th</sup> October 2016. However any member may request the Company Secretary in writing to provide a printed copy of the annual report at their registered address, free of cost.



**I) Distribution of Annual Report through emails**

Further pursuant to S.R.O. 787(1)/2014 dated 8<sup>th</sup> September 2014 SECP has permitted companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting to its members through e-mail. A Standard **Consent Form** is available at the Corporation's website: [www.pnsc.com.pk](http://www.pnsc.com.pk) Members, who wish to avail this facility, should send duly filled-in Consent Form along with a copy of CNIC or valid passport (in case of foreign member) to Corporation's Secretary at Registered Office of the Corporation. It will be the responsibility of members to intimate any change in their valid registered email address to the Corporation in timely manner.

**J) Unclaimed Dividends & Bonus Shares**

- i. Members, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, are advised to contact Corporation's Share Registrar, to collect / enquire about their unclaimed dividend or pending shares, if any.
- ii. Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable shall be deposited to the credit of the Federal Government and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan.
- iii. In this regard, a Notice dated July 12, 2021 was sent by TCS on the last known addresses of the members to submit their claims within 90 days to the Corporation. In compliance of Section 244(1)(b) of the Companies Act, 2017 a Notice had also been published on 02<sup>nd</sup> August 2021 in two daily newspapers i.e. (i) Daily Dawn and (ii) Daily Jang, in English language and Urdu language respectively. The same publication was also posted on PSX website for information of the members.

**K) Conversion of Shares from Physical Form to Book-Entry-Form**

- i. The Securities and Exchange Commission of Pakistan (SECP) has issued a letter No. CSD/ED/Misc./2016-639-640 dated **March 26, 2021** addressed to all listed companies referring their attention towards the provision of Section 72 of the Companies Act, 2017 (Act) which requires to all the then existing companies to replace shares issued by them in physical form with shares to be issued in the Book-Entry-form within a period not exceeding four years from the date of the promulgation of the Act.
- ii. In order to ensure full compliance with the provisions of the aforesaid Section 72 and to be benefitted of the facility of holding shares in the Book-Entry-Form, the members who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form. In compliance of Section 72 of the Companies Act, 2017 a Notice had also been published on 21<sup>st</sup> June 2021 in two daily newspapers i.e. (i) Business Recorder and (ii) Daily Khabrain, in English language and Urdu language respectively. The same publication was also posted on PSX website for information of the members.

**L) Code of Conduct for Members in General Meeting**

- I. Pursuant to the provision of Section 215 of Companies Act, 2017 (the "Act")
  - i. A member of a company shall act in good faith while exercising its powers as a member at the general meetings and shall not conduct themselves in a manner that is considered disruptive to proceedings of the meeting.
  - ii. Without prejudice to his rights under this Act, a member of the company shall not exert influence or approach the management directly for decisions which may lead to create hurdle in the smooth functioning of management.
  - iii. Any member who fails to conduct in the manner provided in this section and as specified by the Commission shall be guilty of an offence under this section and shall be liable to a penalty not exceeding of level 1 on the standard scale.

In compliance with Section 185 of Companies Act, 2017 Corporation shall not distribute gifts in any form to its members in its meeting.

**M) Availability of Audited Financial Statements on Corporation's website**

The audited financial statements of the Corporation for the year ended 30<sup>th</sup> June, 2023 will be available in due course on the Corporation's website <https://pnsc.com.pk/financial-statements.html>



## **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

This statement sets out the material facts concerning the special business, given in Agenda No.5 of the Notice; intend to be transacted at the AGM.

### **Agenda No. 5 of the Notice**

In view of the technologies advancements, the SECP has allowed Listed Companies, through its SRO 389(1)/2023 of SECP dated 21 March, 2023, to circulate the Annual Audited Financial Statements, to the Members of the Corporation through QR-enabled code and weblink, which is to be included in the notice of shareholders meeting. The Corporation shall circulate Annual Audited Financial Statements, through email, in case it has been provided by the members to the Corporation and shall also send hard copies of Annual Audited Financial Statements, to the shareholders, free of cost, upon receipt of a duly completed request Form, as available on the Corporation website ([www.pnsc.pk](http://www.pnsc.pk)).

None of the Directors of the Corporation have any direct or indirect interest in the special business, except in their capacity as members and directors of the Corporation.