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Notice of 71st Annual General Meeting



NOTICE IS HEREBY GIVEN THAT THE 71st Annual General Meeting (the “**AGM**”) of the shareholders of Pakistan Cables Limited (the “**Company**”) will be held on Monday, 30th day of September 2024 at 10:00 a.m. at Aquarius Hall, Beach Luxury Hotel, M. T. Khan Road, Lalazar, Karachi 74000, as well as through Video Conferencing facility to transact the following business:

1. ORDINARY BUSINESS

- i. To confirm the Minutes of the Extraordinary General Meeting held on August 13, 2024.
- ii. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2024 together with the Reports of the Directors and Auditors thereon.

In accordance with Section 223(7) of the Companies Act, 2017 and S.R.O No.389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the Company’s website which can be downloaded from the following link and QR enabled code:



<https://www.pakistancables.com//media/21485/pcl-annual-account-2024.pdf>

- iii. To consider and approve the issuance of bonus shares @ 10% (10 bonus shares for every 100 shares held) for the year ended June 30, 2024 as recommended by the Board of Directors. The said shares shall rank pari passu with the existing shares of the Company as regards future dividend and in all other respects.
- iv. To appoint Auditors for the ensuing year and to fix their remuneration for the year ending June 30, 2025. The present auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, have retired and being eligible, have offered themselves for re-appointment. The Board of Directors recommends, based on the recommendation of the Board Audit Committee, the appointment of M/s. A. F. Ferguson & Co., Chartered Accountants as auditors for the ensuing year.

2. SPECIAL BUSINESS

- v. To consider and approve the sale of the Company’s bifurcated land bearing plot no. B-21, measuring approximately 6.816 acres, situated at Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan, along with buildings, cables, fixtures and fittings pertaining thereto, and if thought fit, pass with or without modification, additions or deletion, the following resolutions as ordinary resolutions in accordance with Section 183(3) of the Companies Act, 2017:

“RESOLVED THAT the Company be and is hereby authorized to dispose and sell its bifurcated land bearing plot no B-21, measuring approximately 6.816 acres, located at Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan, along with buildings, cables, fixtures and fittings pertaining thereto (the “Sale Property”), for a price of Rs. 285 million per acre, on the terms negotiated and finalized by the authorized representative of the Company.



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FURTHER RESOLVED THAT the Chief Executive Officer of the Company, or any person authorized by him, be and is hereby authorized and empowered to take all necessary steps, actions and decisions to sell the Sale Property, and to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the sale of the Sale Property and the transaction contemplated by it, which shall include, but not be limited to:-

- a) conducting negotiations with interested parties in such manner and on such terms and conditions as are deemed fit;
- b) selling the Sale Property to any party and, for that purpose, preparing, negotiating, finalizing and executing any agreements, instruments, deeds and documents with the buyer(s) or any other person for the sale, transfer, assignment and conveyance of the Sale Property, receiving the sale consideration, negotiating with financial institutions for release of any encumbrances, representing the same before all parties & authorities concerned and admitting execution thereof;
- c) representing the Company before the transfer office of S.I.T.E., Sub-Registrar S.I.T.E. Town Karachi, or any other competent authority and getting any assignment deed, sale deed, transfer document or other documents registered and collecting consideration amount in respect of the sale of the Sale Property, and
- d) generally performing all acts, things, and deeds, including before the relevant authorities / bodies, as may be necessary and incidental thereto to give effect, implement or complete the sale of the Sale Property.

FURTHER RESOLVED THAT the Board be and is hereby empowered to agree upon the modification in these resolutions that may be directed / required by the Securities and Exchange Commission of Pakistan or any other competent authority/regulator without the need for any other further approval of the shareholders.

FURTHER RESOLVED THAT the Chief Executive Officer and / or Company Secretary be and are hereby authorized singly to sign and submit required statutory returns, announcements, e-filing with the Registrar of Companies, Pakistan Stock Exchange and/ or any authority / regulator and to do all such acts, deeds and things as may be necessary to do in this regard, as well as with respect to the sale of the Sale Property and incidental and ancillary matters thereto.”

3. ANY OTHER BUSINESS

To transact any other ordinary business which may legally be transacted at an Annual General Meeting, with the permission of the Chair.

By Order of the Board

Natasha Mohammad
Head of Legal Affairs and Company Secretary

KARACHI: August 16, 2024



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NOTES:

1. Book Closure:

The Shares Transfer Books of the Company will remain closed from September 24, 2024 to September 30, 2024 (both days inclusive). No transfers will be accepted for registration during this period. Transfers in good order, received at the office of the Company's Share Registrar, namely CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by the close of business on September 23, 2024, will be considered in time to entitle the transferees to the allotment of bonus shares.

2. Participation in the Annual General Meeting proceeding via the video conference facility:

Shareholders interested in attending the Annual General Meeting (AGM) virtually are requested to ensure their registration by sending their particulars at the designated email address investor.relations@pakistancables.com or through WhatsApp number +92-3008503969 mentioning their name, folio number, email address by 5:00 p.m. on 29th September, 2024. The log-in credentials and Zoom link to participate in the AGM would be provided to the registered shareholders via response email. Pakistan Cables Limited (the "Company") intends, and undertakes, to hold its AGM in compliance with all applicable laws while ensuring the safety of its Shareholders, Employees, Directors and the Public at large.

Members are requested to provide the information as per below format:

S. #	Folio Number / CDC Account #	Name of the Shareholder	CNIC #	No. of Shares	Mobile #	E-mail Address

The details of video conferencing facility will be sent to the members at the email address provided by them. The login facility will be opened at 09:45 a.m. on the AGM's day enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 10:00 a.m. sharp.

3. Proxies:

A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy must be a Member of the Company. An instrument of proxy applicable for the AGM is being provided with this notice. Proxy forms may also be downloaded from the Company's Website: www.pakistancables.com.

The instrument appointing the proxy / Power of Attorney or other Authority under which it is signed, or a Notarially Certified copy thereof, must be lodged either at the Company's registered Office i.e. B-21, S.I.T.E., Karachi or at investor.relations@pakistancables.com not later than 48 hours before the time of the AGM.

4. CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan:

A. For attending the meeting:

- (i) In case of individual, the Account holder or Sub-Account holder whose securities and their registration details are up-loaded as per the CDC 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 AGM.



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- (ii) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies:

- (i) In case of individual, the Account holder or Sub-Account holder whose Securities and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per 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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his/her original CNIC or original Passport at the time of the AGM.
- (v) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

5. Postal Ballot & E – Voting:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (the "Regulations"), amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the **Company** will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming AGM to be held on Monday, September 30, 2024 at 10:00 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.pakistancables.com for download.

A. Procedure for E – Voting:

- (i) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of September 23, 2024.
- (ii) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).



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- (iii) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- (iv) E-voting lines will start from 26th September 2024 at 9:00 a.m. and shall close on 29th September 2024 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

B. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, B-21, Pakistan Cables Road, SITE, Karachi-75700, Pakistan or email at chairman.pcl@pakistancables.com by 5:00 p.m. on 29th September 2024. The signature on the ballot paper shall match with the signature on CNIC.

UHY Hassan Naeem & Co. is appointed as Scrutinizer under the Companies (Postal Ballot) Regulation 2018. UHY Hassan Naeem & Co fulfils all the eligibility conditions laid down by the Regulations and have the necessary knowledge and experience to independently scrutinize the voting process.

6. Submission of Valid CNIC / NTN Copy (Mandatory):

The members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Corporate entities are requested to provide their National Tax Number (NTN). Please give the folio number with the copy of CNIC / NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. In case of non-receipt of the copy of a valid CNIC, the Company will not transmit the dividends of such shareholders to comply with the said SROs of SECP.

7. Change of Address & Zakat Declaration (CZ-50):

Shareholders are requested to notify their change of address, Zakat declaration and Tax exemption certificate (if any) immediately to the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Please further note that Zakat is deducted from dividends at source at the rate of 2.5% of the paid-up value of the shares under Zakat and Ushr laws and is deposited within the prescribed period with the relevant authority. In the event that you would like to claim an exemption, please submit, with your broker/CDC/the Company's Share Registrar, your Zakat Declaration form CZ -50 under the Zakat and Ushr Ordinance 1980 and the Zakat (Deduction and Refund) Rules 1981.

8. Electronic Transmission of Annual Report:

The Securities and Exchange Commission of Pakistan has allowed listed companies, through S.R.O No.389(I)/2023 dated March 21, 2023, to circulate the Annual Balance Sheet and profit and loss account, Auditor's Report and Directors Report etc. (the "**Annual Audited Financial Statements**") to the Company's Shareholders through QR enabled code and weblink. However, any shareholder may request the Company Secretary in writing to provide a printed copy of the annual report at their registered address, free of cost. Those members who want to avail this facility are requested to submit the duly filled request form to our Company's Share Registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.



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9. Unclaimed / Unpaid Dividend and Share Certificates

Shareholders are once again requested that who have not yet received / collected their previous dividend / physical shares to contact our Share Registrar for the needful.

10. Unclaimed Dividend / Electronic Transmission of Dividend:

In accordance with the requirements of section 242 of the Companies Act 2017, cash dividends shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Shareholders are requested to provide their folio number, name, bank account details comprising of bank name, branch name, branch code, account number, title of account and IBAN, which they designate for crediting of their dividend. A standard form has also been placed on the Company's website - <https://www.pakistancables.com/media/21208/update-of-iban-no-for-e-dividend-english.pdf>. Please ensure that such details are provided to the Company's Share Registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 and/or your broker/participant/CDC Investor account services, failing which the Company will be unable to process your dividend payment.

11. Conversion of Physical Shares into Book-Entry Form:

The Securities and Exchange Commission of Pakistan (SECP) through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised the listed companies to adhere with the provisions of section 72 of the Companies Act, 2017 by replacing shares issued by them in Physical Form with the shares to be issued in the Book-Entry Form. The Company, being a listed company is also required to comply with aforesaid provisions of Act. The shareholders of the Company having physical folios/share certificates are requested to convert their shares from physical form into Book Entry Form as soon as possible. The shareholders may contact their Broker, a PSX Member, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent induction of the physical shares into Book Entry Form.

It would facilitate the shareholders in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for the issuance of duplicate shares and readily available for sale and purchase in open market at better rates. The shareholders of Company may contact the Share Registrar and Transfer Agent of the Company, namely CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 for the conversion of physical shares into Book-Entry Form.



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Statement Under Section 134(3) of the Companies Act 2017



This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting (“AGM”) of Pakistan Cables Limited (the “Company”) to be held on 30th of September, 2024. The Directors have recommended to the shareholders to approve the transaction.

AGENDA ITEM 5- Sale of bifurcated land bearing plot no. B-21, located at Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan, along with buildings, cables, fixtures and fittings pertaining thereto.

The Board of Directors have proposed to dispose and sell the Company’s bifurcated land bearing plot no B-21, measuring approximately 6.816 acres, situated at Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan, along with buildings, cables, fixtures and fittings pertaining thereto. The proceeds from the sale will be utilized in repayments of loans/debts of the Company to support the relocation of the Company’s Karachi operations to the new site at Nooriabad.

The documents pertaining to foregoing special business has been kept at the registered office of the Company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the general meeting.

The Directors are not interested, directly or indirectly, in the above special businesses, other than as Directors and shareholders of the Company.

Details as per SRO 423(I)/2018, dated April 3, 2018

Special Business relating to members’ approval for sell or disposal of sizeable part of the Company’s land situated at B-21 S.I.T.E Karachi to be transacted under clause (a) of subsection (3) of Section 183 of the Companies Act, 2017.

The material facts required to be disclosed under S.R.O. 423 (I)/2018 dated April 3, 2018, with respect to the sale of land situated at B-21 S.I.T.E. Karachi is provided below:

S.No.	SRO Description	Company Details
1	Detail of assets to be sold, leased or disposed of:	
a.	Description/Name of asset	The Company proposes to sell the Company’s bifurcated land bearing plot no B-21, measuring approximately 6.816 acres, situated at Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan, along with buildings, cables, fixtures and fittings pertaining thereto.
b.	Acquisition date of the asset	Land leased on 15th February 1979 in favour of the Company.
c.	Cost	0
d.	Revalued amount and date of revaluation (if applicable)	N/A



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S.No.	SRO Description	Company Details
e.	Book value	Rs. 2,336 million
f.	Approximate current market price/ fair value	Rs. 1,943 million
g.	In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof	<p>The proposed/expected sale price, on the basis of which approval is being sought from the shareholders, is lower than the book value.</p> <p>It may be noted that limited road access to the Sale Property, along with declining market value of immovable properties has reduced the Sale Property's desirability in the market.</p> <p>Conversely, the Company's need for liquidity is a contributing factor for the sale. The Sale of the property will reduce borrowings on the Company's balance sheet which will result in reduced finance cost.</p>
h.	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease	N/A
i.	Additional information in case of disposal of land: (i) Location; (ii) Nature of land (iii) Area proposed to be sold	<p>(i) Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan</p> <p>(ii) Industrial</p> <p>(iii) Area: 6.816 acres approximately</p>
2	The proposed manner of disposal of the said assets	The said assets will be disposed of through negotiations with the buyer(s) through person(s) authorized by the Board of Directors / shareholder.
3	In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts	N/A



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S.No.	SRO Description	Company Details
4	Purpose of the sale, lease or disposal of assets along with following details	The purpose of disposing of the Sale Property is to repay loans/debts to support the relocation of the Company's Karachi operations to the new site at Nooriabad.
a.	Utilization of the proceeds received from the transaction	The sale proceeds will be utilized for repayments of loans/debts of the Company. Consequently, the financial cost (which would have otherwise been incurred) will be substantially reduced.
b.	Effect on operational capacity of the company, if any	-
c.	Quantitative and qualitative benefits expected to accrue to the members	<p>The proceeds will enable the Company to improve liquidity by reducing bank loans/debt, which is expected to result in an improvement in financial performance of the Company.</p> <p>The debt level of the Company is expected to be reduced by Rs. 1,943 million, less cost of the transaction. Interest cost savings as a result of this are expected to be approximately Rs. 75 million in the first year, subject to payment terms agreed and interest rates. Thereafter, assuming interest rates remain at current levels, savings may be approximately up to Rs. 350 million per annum. However, actual savings will be realized based on interest rates prevailing at the time.</p>



Postal Ballot Paper



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For voting through post for the Special Business at the Annual General Meeting to be held on Monday, 30th September 2024 at 10:00 am at Aquarius Hall, Beach Luxury Hotel, M. T. Khan Road, Lalazar, Karachi 74000 and through online Zoom Application

UAN: 021-111-222-537 | Website: www.pakistancables.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 5

RESOLVED THAT the Company be and is hereby authorized to dispose and sell its bifurcated land bearing plot no B-21, measuring approximately 6.816 acres, located at Pakistan Cables Road, S.I.T.E., Karachi-75700, Pakistan, along with buildings, cables, fixtures and fittings pertaining thereto (the "Sale Property"), for a price of Rs. 285 million per acre, on the terms negotiated and finalized by the authorized representative of the Company.

FURTHER RESOLVED THAT the Chief Executive Officer of the Company, or any person authorized by him, be and is hereby authorized and empowered to take all necessary steps, actions and decisions to sell the Sale Property, and to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the sale of the Sale Property and the transaction contemplated by it, which shall include, but not be limited to:-

- conducting negotiations with interested parties in such manner and on such terms and conditions as are deemed fit;
- selling the Sale Property to any party and, for that purpose, preparing, negotiating, finalizing and executing any agreements, instruments, deeds and documents with the buyer(s) or any other person for the sale, transfer, assignment and conveyance of the Sale Property, receiving the sale consideration, negotiating with financial institutions for release of any encumbrances, representing the same before all parties & authorities concerned and admitting execution thereof;
- representing the Company before the transfer office of S.I.T.E., Sub-Registrar S.I.T.E. Town Karachi, or any other competent authority and getting any assignment deed, sale deed, transfer document or other documents registered and collecting consideration amount in respect of the sale of the Sale Property, and
- generally performing all acts, things, and deeds, including before the relevant authorities / bodies, as may be necessary and incidental thereto to give effect, implement or complete the sale of the Sale Property.

FURTHER RESOLVED THAT the Board be and is hereby empowered to agree upon the modification in these resolutions that may be directed / required by the Securities and Exchange Commission of Pakistan or any other competent authority/regulator without the need for any other further approval of the shareholders.

FURTHER RESOLVED THAT the Chief Executive Officer and / or Company Secretary be and are hereby authorized singly to sign and submit required statutory returns, announcements, e-filing with the Registrar of Companies, Pakistan Stock Exchange and/ or any authority / regulator and to do all such acts, deeds and things as may be necessary to do in this regard, as well as with respect to the sale of the Sale Property, and incidental and ancillary matters thereto.

Instructions For Poll

1. Please indicate your vote by ticking [V] the relevant box.		
2. In case if both the boxes are marked as [V], you poll shall be treated as "Rejected" .		
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick [V] mark in the appropriate box below;		
Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 5		

- Dully filled ballot paper should be sent to the Chairman at B-21, S.I.T.E., Karachi or email at chairman.pcl@pakistancables.com.
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman by 5:00 p.m. on 29th September 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot Paper form has also been placed on the website of the Company at: www.pakistancables.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date

AFFIX
CORRECT
POSTAGE

The Company Secretary
Pakistan Cables Limited
B-21, Pakistan Cables Road, SITE,
Karachi-75700



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Proxy Form

I /We _____
of _____ (full address)

being a member of **Pakistan Cables Limited** (the "Company") hereby appoint:

_____ Folio/CDC Account No. _____

of _____
_____ (full address)

or failing him _____ Folio/CDC Account No. _____

of _____
_____ (full address)

as my Proxy to attend and vote on my behalf at the Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 10:00 a.m. and at any adjournment thereof.

As witnessed my hands this _____ day of _____ 2024

Signed by the proxy holder

Please affix
Revenue Stamp
of Rs. 5/-

Signature of Member

In the presence of (signature / name and address of witnesses)

1) _____

2) _____

Shareholder's Folio/CDC Account No. _____ No. of shares held _____

A member entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of him. Such proxy must be a member of the Company.

The instrument appointing a proxy should be signed by the member or by his attorney duly authorised in writing. If the member is a corporation, its common seal should be affixed to the instrument.

The instrument appointing a proxy, together with the Power of Attorney under which it is signed or a notarially certified copy thereof, should be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

CDC shareholders or their Proxies should bring their original Computerized National Identity Card or Passport along with the Participant's ID number and their Account Number to facilitate their identification.

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The Company Secretary
Pakistan Cables Limited
B-21, Pakistan Cables Road, SITE,
Karachi-75700