




NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of Pak Datacom Limited (the Company) will be held on Monday, October 21, 2024 at 11:00 Hrs at Ramada Hotel, 1 – Club Road, Islamabad, and also through video link (Zoom Application), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt/ approve the audited accounts of the Company for the year ended June 30, 2024 together with the Chairman Review, Directors' and Auditors' Reports thereon.

As required under section 223(6) of the Companies Act, 2017 ("the Act"), Financial statements of the Company have been uploaded on the website of the Company, which can be downloaded from the following link / QR code:

Web Link	QR Code
https://www.pakdatacom.com.pk/pdf_search.php?year=2024	

2. To approve, as recommended by the Board of Directors, the payment of final cash dividend to the shareholders @ 35 % i.e. Rs. 3.50 per share for the year ended June 30, 2024.
3. To appoint auditors for the year ending June 30, 2025 and fix their remuneration. The retiring Auditors, M/s BDO Ebrahim & Co Chartered Accountants being eligible offer themselves for reappointment.

SPECIAL BUSINESS

4. **To Consider and Approve Amendments to the Object Clause of the Memorandum of Association as a Special Business:**

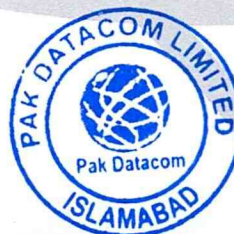
Resolved that pursuant to Sections 26 and 32 of the Companies Act, 2017, the shareholders hereby approve the proposed amendments (contained in the printed documents submitted to this meeting) to the Object Clause of the Memorandum of Association of the Company to:

Object Clause Re-Phrased:

Clause III: "The principal line of business is to set up a country wide network for data communication, procure equipment and arrange its management, maintenance and its operation to serve the needs of subscribers against approved tariff charges. The Company is also authorised to carry on any business relating to communication and information technology whether manufacturing or otherwise, that may seem to the company capable of being conveniently carried on to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improve profitability of the Company."

Include the following new clauses for business:

Clause IV: "The company shall engage in all lawful businesses, including but not limited to telecommunications, data infrastructure, internet services, information technology, provision



of alternative/ green energy and may be registered or recognized in any foreign country or place, and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.”

Clause V: “Notwithstanding anything contained in the foregoing sub-clauses of this clause, the Company shall not directly or indirectly engage in any business restricted under Securities Exchange Commission of Pakistan (SECP) Regulations or any other law for the time being in force.”

Clause VI: It is hereby undertaken that the company shall not:

- (a) engage in any of the business mentioned in sub-clause (v) above or any unlawful operation;
- (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
- (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

Delete or amend the following clauses:

Numeric clauses 1 to 15 in the existing Memorandum of Association are no longer aligned with the Company’s current business objectives and are outdated under the new regulatory requirements, hence being removed.

Further resolved that the Chief Executive Officer or the Company Secretary be and are hereby authorized to complete all necessary formalities, file the requisite forms with the Securities and Exchange Commission of Pakistan (SECP), and make necessary amendments to the Memorandum of Association accordingly.

Statement of material facts under section 134(3) of the Companies Act, 2017 pertaining to the Special Business referred above under agenda item 4 are annexed to this Notice of Meeting being sent to the members.

5. To transact such other business as may be placed before the meeting with the permission of the Chair.

Islamabad
September 30, 2024



On behalf of the Board


Ali Saleem Rana
Company Secretary

NOTES:

1. **PARTICIPATION IN ANNUAL GENERAL MEETING (AGM) THROUGH ELECTRONIC MEANS:**
The Annual General Meeting is being conducted as per guidelines circulated by SECP. The following arrangements have been made by the Company to facilitate the maximum participation of shareholders in the AGM through video link facility, either in-person or through appointed proxies:

The shareholders intending to participate in the meeting via video link through Zoom are hereby requested to share following information with the Company Secretary Office (through e-mail at cdcsr@cdcsrsl.com not later than October 18, 2024. by providing the following details: –

Shareholder Name	Company name	Folio/ CDC Number	CNIC Number	Cell Number	Registered Email Address
	Pak Datacom Limited				

Video-link and login credentials will be shared with the members/proxies whose email containing all the above particulars are received at the given email address by the close of business on **October 18, 2024**.

The members can also provide their comments and questions for the agenda items of the AGM on email: companysecretary@pakdatacom.com.pk

2. CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books of the Company will remain closed from October 14, 2024 to October 21, 2024 (both days inclusive). Transfers received in order at the Shares Registrar's Office of the Company by the close of business on October 11, 2024 will be treated in time for the purpose of payment of the final cash dividend.

3. PARTICIPATION IN THE ANNUAL GENERAL MEETING:

A member of the Company entitled to attend and vote at the General Meeting may appoint a Person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.

a) For Attending the 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 details are uploaded as per the regulations, shall authenticate identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

b) For Appointing Proxies

- 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 regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by the 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 meeting.
- v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.

4. CONFIRMATION OF "FILER" STATUS FOR INCOME TAX WITHHOLDING ON CASH DIVIDEND:

The rates of deduction of Income Tax, under section 150 of the Income Tax Ordinance, 2001, from dividend payments, are as follows:

- | | |
|--|------------|
| a) Rate of tax deduction for filer of income tax returns | 15% |
| b) Rate of tax deduction for non-filer of income tax returns | 30% |

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In case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing to the Company / Share Registrar. If no notification is received, each joint holder shall be assumed to have an equal number of shares.

The CNIC number / NTN detail is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue (FBR) from time to time. According to section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, e-mail address, contact number, International Bank Account Number (IBAN), etc., to our Shares Registrar, **CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400. Tel: (92-21) 111-111-500** immediately to avoid any non-compliance of law or any inconvenience.

5. PAYMENT OF DIVIDEND THROUGH BANK ACCOUNT OF THE SHAREHOLDER:

Pursuant to the requirement of Section 242 of the Companies Act, 2017, cash dividend can only be paid through electronic mode directly (MANDATORILY) into the respective bank account designated by the entitled shareholders. Shareholders are requested to provide their bank account details (IBAN format, if not provided earlier) directly to our share registrar (for physical shares) or to their respective participant/ broker (for CDS shares) as the case may be. The subject Form is available at Company's website i.e., www.pakdatacom.com.pk. In the absence of shareholder's valid bank account detail by October 19, 2023, the Company will be constrained to withhold dividend of such members.

6. EXEMPTION FROM DEDUCTION OF INCOME TAX / ZAKAT:

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

CDC account holders are requested to submit their declaration for non-deduction of zakat to the relevant member stock exchange or to CDC if maintaining CDC investor account.

7. DEPOSIT OF PHYSICAL SHARES INTO CDC ACCOUNTS:

As per Section 72 of the Companies Act, 2017, every existing listed Company shall be required to replace its physical shares with book entry form in a manner as may be specified and from the date notified by SECP within a period not exceeding four years from the commencement of the Act, May 30, 2017. While SECP vide its letter dated March 26, 2021 has encouraged the shareholders to convert their shares in book-entry form.

The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investors' account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody, streamline their information in member's register enabling the Company to effectively communicate with the shareholders and timely disburse any entitlements and swift sale/ purchase of shares, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

8. Polling on special business

It is hereby notified that according to Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(I)/2022 dated December 05, 2022 members will be allowed to exercise their right to vote for the special business in the Annual General Meeting (AGM), in accordance with the conditions mentioned in the aforesaid regulation, the Company shall provide its members with the following options for voting:

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E-Voting Procedure

- a) Details of the e-voting facility will be shared through an e-mail with those shareholders 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 October 11, 2024.
- b) Identity of the member intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- c) Individual interested to cast his/her vote through e-voting, availability of his/her CNIC, mobile number and email address and in case of a corporate entity NTN in company's record is mandatory.
- d) It is mandatory for all CDS account holders to up-date their records with their participants and physical shareholders with Bank's Share Registrar i.e., CDCSRL before book closure date.
- e) Voting lines for Special Agenda items will be opened for the Shareholders from October 16, 2024 at 09:00 a.m. till October 20, 2024 at 5:00 p.m.

Postal Ballot

The Shareholders shall ensure duly-filled and signed ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents i.e., the Original or duly authenticated Board of Directors' resolution / power of attorney along with valid copies of CNIC of authorized signatories etc. should reach through post to the Chairman, Pak Datacom Limited, Head Office 3rd floor Umar Plaza Blue Area Islamabad) or by email at chairman@pakdatacom.com.pk till 5:00 p.m. before the day of Poll i.e., October 20 2024 till 05:00 p.m. The Postal Ballot is annexed with this notice and also available for download on the website www.pakdatacom.com.pk

Vote Casting In-Person or Through Proxy

Polling booth will be established at the place of physical gathering of the AGM for voting.

Members having physical shareholding are requested to update their details together with Name, Folio/ CDC Account No., e-mail address, contact number to the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S, Main Shahrah-c-Faisal, Karachi-74400 or at the Company's registered address i.e., 1st Floor, TF Complex, Telecom Foundation Head Quarters, 7 – Mauve Area, G – 9/4, Islamabad. Whereas, CDC Account Holders can contact their respective CDC participant/Broker/Investor Account Services.

9. CIRCULATION OF THE ANNUAL BALANCE SHEET AND PROFIT AND LOSS ACCOUNTS, AUDITOR'S REPORT AND DIRECTORS' REPORT, ETC. ("ANNUAL AUDITED FINANCIAL STATEMENTS") TO ITS MEMBERS THROUGH QR ENABLED CODE AND WEBLINK:

In accordance with Section 223(6) of the Companies Act 2017, and as per SECP Notification S.R.O. 389(I)/2023 dated March 21, 2023, and following the approval of shareholders at the 07th Extra Ordinary General Meeting held on Dec 27, 2023, the Annual Audited Financial Statements may be downloaded from the QR enabled code and web-link pasted at agenda # 1. However, shareholders who wish to receive the hard copy of Financial Statements shall have to fill the standard request form (available on the Company's website www.pakdatacom.com.pk) and send it to the Company's registered address.

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10. UNCLAIMED DIVIDEND AND UNDELIVERED SHARE CERTIFICATES:

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Share Registrar, are hereby once again requested to approach the Share Registrar (address in point 4 above) to claim their outstanding dividend amounts and/or undelivered share certificates.

11. SUBMISSION OF COMPUTERIZED NATIONAL IDENTITY CARD (CNIC) FOR PAYMENT OF FINAL CASH DIVIDEND 2022-23:

Pursuant to the directives of SECP, CNIC number of the shareholders is MANDATORILY required for payment of dividend. Shareholders are therefore, requested to submit a copy of their valid CNIC (if not already provided) to the Share Registrar at the address provided in serial number 4 above. In the absence of a member's valid CNIC, the Company will be constrained to withhold payment of cash dividend to such members.

CDC account holders are requested to submit attested copy of their CNIC to the relevant member stock exchange or to CDC if maintaining CDC investor account.

12. AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:

The audited accounts of the Company for the year ended June 30, 2024 will be placed on the Company's website www.pakdatacom.com.pk, at least 21 days before the date of AGM.

13. CONSENT FOR VIDEO CONFERENCE FACILITY

In accordance with Section 132(2) of the Company's Act, 2017, if the Company receives the consent from members holding in aggregate 10% or more shareholding residing in geographical location to participate in the Meeting through video conference at least 07 days prior to the date of the Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that City.

14. Change in Particulars

The Members are requested to notify any changes in their addresses immediately.

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Statement of Material Facts 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 to be held on October 21, 2024 under agenda item 4:

1. **Amendment to the Object Clause of the Memorandum of Association:**

The Board of Directors has recommended certain amendments to the Object Clause of the Company's Memorandum of Association to reflect the changing business landscape and to take advantage of new opportunities. The recommended changes are as follows:

Object Clause Re-Phrased:

Clause III: "The principle line of business is to set up a country wide network for data communication, procure equipment and arrange its management, maintenance and its operation to serve the needs subscribers against approved tariff charges. The Company is also authorised to carry on any business relating to communication and information technology whether manufacturing or otherwise, that may seem to the company capable of being conveniently carried on to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improve profitability of the Company."

• **Include the following new clauses for business:**

Clause IV: "The company shall engage in all lawful businesses, including but not limited to telecommunications, data infrastructure, internet services, information technology, provision of alternative/ green energy and may be registered or recognized in any foreign country or place, and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto."

Clause V: "Notwithstanding anything contained in the foregoing sub-clauses of this clause, the Company shall not directly or indirectly engage in any business restricted under Securities Exchange Commission of Pakistan (SECP) Regulations or any other law for the time being in force."

Clause VI: It is hereby undertaken that the company shall not:

- (a) engage in any of the business mentioned in sub-clause (v) above or any unlawful operation;
- (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
- (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

• **Delete or amend the following clauses:**

Numeric clauses 1 to 15 in the existing Memorandum of Association are no longer aligned with the Company's current business objectives and are outdated under the new regulatory requirements, hence being removed.

• **A copy of new set of Memorandum of Association is attached.**

2. **Board's Opinion:**

The Board believes that the proposed changes are in the best interest of the Company and its shareholders, as they will allow the Company to explore new revenue streams and discontinue irrelevant business lines. The amendments will provide the Company with the flexibility to respond to market demands more effectively.

The shareholders are requested to approve the proposed amendments to the Memorandum of Association through a special resolution set forth at item No 4 in the Notice convening the Annual General Meeting and that resolution will be proposed and passed as a Special Resolution.

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The Companies Act, 2017
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF
PAK DATACOM LIMITED

- I. The name of the Company is **Pak Datacom Limited**.
- II. The registered office of the Company will be situated in **Islamabad Capital Territory**.
- III. The principle line of business is to set up a country wide network for data communication, procure equipment and arrange its management, maintenance and its operation to serve the needs subscribers against approved tariff charges. The Company is also authorised to carry on any business relating to communication and information technology whether manufacturing or otherwise, that may seem to the company capable of being conveniently carried on to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improve profitability of the Company.
- IV. The company shall engage in all lawful businesses, including but not limited to telecommunications, data infrastructure, internet services, information technology, provision of alternative/ green energy and may be registered or recognized in any foreign country or place, and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
- V. Notwithstanding anything contained in the foregoing sub-clauses of this clause, the Company shall not directly or indirectly engage in any business restricted under Securities Exchange Commission of Pakistan (SECP) Regulations or any other law for the time being in force.
- VI. It is hereby undertaken that the company shall not:
 - (a) engage in any of the business mentioned in sub-clause (v) above or any unlawful operation;
 - (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
 - (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.
- VII. The liability of the members is limited.
- VIII. The authorised share capital of the Company is Rs. 1,000,000,000/- divided into 100,000,000 ordinary shares of Rs. 10/- each with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divided the shares in the capital for the time being into several classes and subject to any permission required under the law.

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Pak Datacom

NETWORK OF NETWORKS

POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on October 21, 2024, at 11:00 a.m. in Ramada Hotel, 1 – Club Road, Islamabad.
UAN: +92 51 234412, +92 51 2344125; Website: www.pakdatacom.com.pk

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. 4

To Consider and Approve Amendments to the Object Clause of the Memorandum of Association as a Special Business:

Resolved that pursuant to Sections 26 and 32 of the Companies Act, 2017, the shareholders hereby approve the proposed amendments (contained in the printed documents submitted to this meeting) to the Object Clause of the Memorandum of Association of the Company to:

Object Clause Re-Phrased:

Clause III: "The principle line of business is to set up a country wide network for data communication, procure equipment and arrange its management, maintenance and its operation to serve the needs subscribers against approved tariff charges. The Company is also authorized to carry on any business relating to communication and information technology whether manufacturing or otherwise, that may seem to the company capable of being conveniently carried on to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improve profitability of the Company."

Include the following new clauses for business:

Clause IV: "The company shall engage in all lawful businesses, including but not limited to telecommunications, data infrastructure, internet services, information technology, provision of alternative/ green energy and may be registered or recognized in any foreign country or place, and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto."

At



Clause V: "Notwithstanding anything contained in the foregoing sub-clauses of this clause, the Company shall not directly or indirectly engage in any business restricted under Securities Exchange Commission of Pakistan (SECP) Regulations or any other law for the time being in force."

Clause VI: It is hereby undertaken that the company shall not:

- (a) engage in any of the business mentioned in sub-clause (v) above or any unlawful operation;
- (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
- (c) Engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

Delete or amend the following clauses:

Numeric clauses 1 to 15 in the existing Memorandum of Association are no longer aligned with the Company's current business objectives and are outdated under the new regulatory requirements, hence being removed.

Further Resolved that the Chief Executive Officer or Company Secretary be and is hereby authorized to complete all necessary formalities, file the requisite forms with the Securities and Exchange Commission of Pakistan (SECP), and make necessary amendments to the Memorandum of Association accordingly.

Statement of material facts under section 134(3) of the Companies Act, 2017 pertaining to the Special Business referred above under agenda item 4 are annexed to this Notice of Meeting being sent to the members.

INSTRUCTION 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)
<u>Resolution For Agenda Item No. 6</u>		

- 1. Dully filled ballot paper should be sent to the Chairman, Pak Datacom Limited, Third Floor, Umar Plaza, Blue Area Islamabad or email at chairman@pakdatacom.com.pk.
- 2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- 3. Ballot paper should reach the Chairman within business hours by or before October 20, 2024. Any postal ballot received after this date, will not be considered for voting.
- 4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
- 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- 6. 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.
- 7. Ballot Paper form has also been placed on the website of the Company at: www.gfg.com.pk Members may download the ballot paper from the website.

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

Date: _____

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