

09 May 2023

Ref: WTL/CORP/PSX/09/2023

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

**Subject: PRESS NOTICE OF EXTRA ORDINARY GENERAL MEETING "EOGM" OF  
WORLDCALL TELECOM LIMITED**

Dear Sir

Please find enclosed a copy of Notice of Extra Ordinary General Meeting of Worldcall Telecom Limited for circulation amongst your members. The Extraordinary General Meeting will be held on **May 31, 2023 at 11:00 a.m.** and the aforementioned notice published in newspapers on May 09, 2023.

Yours truly,  
For **WorldCall Telecom Limited**


**Muhammad Zaki Munawar**  
Company Secretary

CC: Securities and Exchange Commission of Pakistan Islamabad

**Head Office:**

Plot No. 112-113, Block S, Quaid-E-Azam Industrial Estate,  
Kot Lakhpat Lahore.  
Tel # (+ 92 42) 35400544, 35400609, 35110965  
[www.worldcall.net.pk](http://www.worldcall.net.pk)



 <b>WORLD CALL TELECOM LIMITED</b> <b>Notice of Extra Ordinary General Meeting ("EOGM")</b>									
<p>Notice is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the shareholders of The WorldCall Telecom Limited (the "Company") will be held on Wednesday, the <b>May 31, 2023</b> at 11:00 a.m. at the registered office, WorldCall Head Office: Plot No. 112-113, Block S, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore to transact the following business:</p>									
<p>1. To elect eight (8) directors of the Company as fixed by the Board of Directors under Section 159(1) of the Companies Act, 2017 (the "Act") for a term of three (3) years commencing from May 31, 2023 in place of following retiring Directors who are eligible for re-election:</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">1) Mr. Muhammad Shoib</td> <td style="width: 50%;">2) Mr. Muhammad Ather Saeed</td> </tr> <tr> <td>3) Mr. Faissal Ahmed</td> <td>4) Mr. Mubashar Lucman</td> </tr> <tr> <td>5) Mrs. Hina Babar</td> <td>6) Mr. Mansoor Ali</td> </tr> <tr> <td>7) Mr. Tariq Hasan</td> <td></td> </tr> </table>		1) Mr. Muhammad Shoib	2) Mr. Muhammad Ather Saeed	3) Mr. Faissal Ahmed	4) Mr. Mubashar Lucman	5) Mrs. Hina Babar	6) Mr. Mansoor Ali	7) Mr. Tariq Hasan	
1) Mr. Muhammad Shoib	2) Mr. Muhammad Ather Saeed								
3) Mr. Faissal Ahmed	4) Mr. Mubashar Lucman								
5) Mrs. Hina Babar	6) Mr. Mansoor Ali								
7) Mr. Tariq Hasan									
<p>2. To Transact any other business with the permission of the chair.</p>									
<p>Attached to this notice being sent to the members is a Statement under Section 166(3) of the Companies Act, 2017.</p>									
<p>By Order of the Board WorldCall Telecom Limited <b>Muhammad Zaki Munawar</b> Company Secretary</p>									
<p>May 09, 2023 Lahore:</p>									
<p><b>Notes:</b></p>									
<p>1. The Share Transfer Books of the Company will remain closed from <b>May 24, 2023 to May 31, 2023</b> (both days inclusive). Transfers received in order at the office of our Share Registrar, M/s. The Associates (Pvt.) Limited, Plot No. 55-C, Jamil Commercial Street 2, D.H.A. Phase VII, Karachi-75000 by the close of business on May 23, 2023, will be treated in time for the purposes of entitlement to attend, speak and vote at the EOGM.</p> <p>2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same rights, as respects attending, speaking and voting at the EOGM as are available to the members. A Proxy must be a member of the Company.</p> <p>3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of EOGM.</p> <p>4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.</p>									
<p><b>A. For Attending the Meeting</b></p> <p>a. To attend the EOGM through the video-link, members are requested to register themselves by providing the following information i.e. (Name of Shareholder, CNIC Number, Folio No./CDC Account No., Call Number, E-mail Address) through email at <a href="mailto:company.secretary@worldcall.pk">company.secretary@worldcall.pk</a> at least 48 hours before the EOGM.</p> <p>b. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport at the time of attending the Meeting.</p> <p>c. In case of corporate entity, the Board of Directors' resolution/power of attorney with duly verified copy of valid CNIC and specimen signature of the representative shall be sent to the Company before the meeting.</p> <p>d. The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for well-being of its Members.</p>									
<p><b>B) For Appointing Proxies</b></p> <p>a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.</p> <p>b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.</p> <p>c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.</p> <p>d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.</p> <p>e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.</p> <p>5. Members are requested to timely notify any change in their addresses.</p> <p>6. The term of office of the present Directors of the Company will expire on May 31, 2023. In terms of Section 159(1) of the Companies Act, 2017, the directors have fixed the number of elected directors at eight (8) to be elected in the EOGM for the next term of three years.</p> <p>7. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:</p> <ol style="list-style-type: none"> <li>His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.</li> <li>Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.</li> <li>Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.</li> <li>A detailed profile along with his/her office address for placement on the Company's website as required under SECPs SRO 1196(1)2019 dated October 03, 2019.</li> <li>The selection of independent directors will be complied with the requirements of Section 166 of the Companies Act, 2017. The individuals contesting as independent directors shall also submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.</li> <li>An attested copy of Computerized National Identity Card (CNIC) and National Tax Number;</li> <li>A declaration that:             <ol style="list-style-type: none"> <li>He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, 2017, any applicable laws and regulations (including listing regulations of Stock Exchange).</li> <li>He/she is not serving as a director of more than seven listed companies including the Company.</li> <li>He/she is not Defaulter in repayment of loan to a financial institution.</li> <li>He/she is aware of his/her duties and powers under the relevant laws, Memorandum &amp; Articles of Association of Company and listing regulations of stock exchange.</li> </ol> </li> </ol> <p>8. The Company has placed the Notice of Extra Ordinary General Meeting along with form of proxy on its website: <a href="http://www.worldcall.com.pk">www.worldcall.com.pk</a></p> <p>9. Members, in accordance with the proviso to Section 152(2) of the Companies Act 2017, can also avail video conference facility. In this regard, members are requested to fill out the following form and submit the same to the registered address of the Company 10 days before holding of the Extra Ordinary General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.</p> <p>"I/We, _____ of _____, being a member/member(s) of the Company of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."</p>									
<p>10. Pursuant to Companies (Postal Ballot) Regulations 2016, for the purpose of election of director subject to Section 159 of the Act, the members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.</p>									
<p><b>STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017</b></p>									
<p>The term of the office of the present Board of the Company will expire on May 31, 2023. In terms of Section 153(1) of the Companies Act, 2017 the Board has fixed the number of Directors at 8 (eight) through a circular resolution, dated 20 April 2023, ratified in the meeting of the Board held on April 30, 2023, to be elected in the EOGM of the Company for a period of next 3 (three) years. Any person who seeks to contest election to the office of Director shall, whether he/she is a retiring Director or otherwise, file with the Company following documents at the registered office of the Company / Shares Registrar, not later than (14) fourteen days before the date of the EOGM:</p> <ol style="list-style-type: none"> <li>a notice of his/her intention to offer himself/herself for the election of Directors under section 159(3) of the Companies Act, 2017;</li> <li>Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;</li> <li>Signed declaration to the effect that he/she is aware of duties and powers of Directors under the Companies Act 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan, Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations 2019 and other relevant Laws and regulations;</li> <li>Signed declaration that he/she is compliant with requirements and eligibility / qualification criteria</li> <li>as set out in the Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations for appointment as Director/Independent Director of a Listed Company;</li> <li>Detailed profile along with his/her office address for placement on the Company's website;</li> <li>Detail of directorship offices held;</li> <li>Copy of Valid CNIC (in case of Pakistan National) / Passport (in case of Foreign National) and NTN &amp; Folio No./ CDC investor Account No./ CDC Sub Account no. (applicable for person filing consent for the first time); Independent Director(s) shall meet the criteria laid down in Section 166(2) of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulation 2018 and his/her name is included in the databank of Independent directors maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by the Securities &amp; Exchange Commission of Pakistan, accordingly the following additional documents are to be submitted by the candidates intending to contest election of Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019.</li> <li>Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation 2018.</li> </ol> <p>The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the EOGM, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.</p>									