



FIN/CS/07/2023-09

September 27, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Notice of 19th Annual General Meeting of Hum Network Limited (Pre-publication)

Dear Sir,

In accordance with Clause 5.6.9 (b) of the PSX Rule Book, please find enclosed herewith a copy of captioned notice to the shareholders of M/s. HUM Network Limited.

The enclosed notice will be published in newspapers namely Nae Baat (Urdu) and The Nation (English) Newspaper on Thursday September 28, 2023.

Your Sincerely,

Mohsin Naeem
Company Secretary
Hum Network Limited

HUM NETWORK LIMITED

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Building No. 10/11, Hassan Ali Street,
Off II, Chundrigar Road Karachi-74000.
UAN: 111-486-111
Fax : +92 21-3262 8840

Lahore Office
24-A,
Masson Road,
Lahore.
Ph : +92-42- 36312501-3

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Plot # 2A, Sector G-6/1-1
Khayaban-e-Suhrwardy Road
Aabpara, Islamabad.
Ph : +92-51-8777000

www.humnetwork.tv



HUM NETWORK LIMITED

NOTICE OF THE 19TH ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual General Meeting of HUM Network Limited will be held on Thursday, October 19, 2023 at 3:30 p.m. at Ground Floor, 5th Floor, Hesson AI Street, 0F-11, Chundrigar Road, Karachi and will be held via conference facility through the following businesses:-

ORDINARY BUSINESS:

- To confirm the minutes of the 18th Annual General Meeting held on October 25, 2022.
- To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Director's and Auditor's reports thereon for the year ended June 30, 2023 together with the Audited Consolidated Financial Statements of the Company and the Auditor's Reports thereon for the year ended June 30, 2023.
- To appoint Auditors of the Company for the financial year ending June 30, 2024 and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed the name of auditing auditors M/s. T.Y. Poonjithanda, Chartered Accountants, for their appointment as auditors for the year ending June 30, 2024.

SPECIAL BUSINESS:

- To consider and, if thought fit, to pass with or without modifications, the following resolutions to enable the Company to circulate the Annual Audited Financial Statements, to the members of the Company through QR enabled code and website, as required by the Securities and Exchange Commission of Pakistan ("SECP") vide its Notification S.R.O. 3691(1)2023 dated March 21, 2023, instead of circulating the same through CD/DVD/USB.

RESOLVED THAT, the Company be and is hereby authorized to circulate its Annual Audited Financial Statements and reports, to the members of the Company through QR enabled code and website, in accordance with S.R.O. 3691(1)2023 dated March 21, 2023, issued by the SECP.

FURTHER RESOLVED THAT, the Company be and is hereby authorized to disseminate the circulation of annual financial statements through CD/DVD.

FURTHER RESOLVED THAT, the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, now or hereafter to be taken of necessary action to comply with all legal formalities and requirements and the necessary documents, as may be necessary or incidental for the purpose of implementing the resolution.

ANY OTHER BUSINESS:

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

Statement under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda Item Number 4 is annexed to the notice being sent to the members.

By Order of the Board

MD

Mahmud Naseem
Company Secretary

Date: 20-09-2023

Place: Karachi

Notes:

- Notice of Meet Closure:**
The Share Transfer Books of the Company will remain closed from October 12, 2023 to October 19, 2023 (both days inclusive). Transfer received in order by our Share Registrar, M/s. F.D. Registrar Services (SMC-Pr.) (L1: 179-Phase, Salma Trade Tower-A, 11 Chundrigar Road, Karachi-74000) at the close of business on October 11, 2023 will be considered in time for any withdrawal, as recommended by the Board of Directors and for the purpose of attending the AGM.

2. Participation in AGM through electronic means

- The Company has made arrangements to provide video-link facility to members who wish to participate in the AGM through electronic means.
- To attend the AGM through video-link, Members are requested to register their following particulars by sending an email at Mahmud.naseem@hum.hk with subject "Video-Link Registration for HUM AGM" scheduled on October 19, 2023, along with valid copy of CNIC (both sides) or passport (where applicable).

Name of Member (s)	Folio / CDC Account Number / CDC Participant ID	Number of Shares Held	CNIC / Passport Number	Cell/ Mobile Number	Email ID
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- The Video link and login credentials will be shared with the Members whose emails, containing all the required particulars as mentioned, are received at the given email address before the close of business hours i.e. 05:00 p.m. on October 19, 2023.
- For any queries, the Members may please contact the attached email.

3. Appointment of Proxy and Attending AGM:

- A member eligible to attend, speak and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.
- A blank instrument of proxy applicable for the meeting to be held, provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours or can be downloaded from the Company's website.
- A duly completed instrument of proxy and the power of attorney or other authority (if any) under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the registered office not less than 08 working day hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.
- In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature is to be submitted with Proxy Form.
- The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.
- CDC account holders will further have to follow the order mentioned guidelines as laid down in Circular No. 1, dated January 26, 2007 issued by the Securities & Exchange Commission of Pakistan.

- For Attending the Meeting:**
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 updated as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC), or original passport at the time of attending the meeting.
In case of corporate entity, the Board of Directors' resolution/Power of Attorney with specimen signature of the members shall be produced (unless it has been provided earlier) by the time of the meeting.
- For Attending Proxies:**
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 updated as per the Regulations, shall submit the proxy form as per the above requirements.
The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
(B) Attested copies of CNIC or the passport of the benefited owner and the proxy shall be furnished with the proxy form.
(C) The proxy shall produce its original CNIC or original passport at the time of meeting.
In case of 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.

- In case of attending meeting by proxy through electronic means i.e. video-link facility, Cell Number and Email ID of proxy, shall be provided on the duly signed proxy form.

4. Video-Conferencing Facility for attending AGM

If members holding ten percent of the total paid up capital are resident in any other city, the company shall provide the facility of video-conferencing to such members for attending annual general meeting of the company. For, request by such members in writing to the company at least seven days (7) before the date of the meeting. The Company will arrange members regarding venue of conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

Link: _____ of _____ being a member of Hum Network Limited, holder of _____ ordinary share (s) as per Registrar Folio/CDC Account No. _____ hereby opt for video conferencing facility at _____ for participation at the Annual General Meeting to be held on October 19, 2023 at any appointment thereof.

Signature of member(s): _____ Date: _____

- Change in Members Address:**
Members are requested to notify any changes in their addresses immediately to the Share Registrar M/s. F.D. Registrar Services (SMC-Pr.) (L1: 179-Phase, Salma Trade Tower-A, 11 Chundrigar Road Karachi-74000).

- Submission of Copies of Valid CNICs/NTNs:**
Members are requested to submit a copy of their valid CNICs/NTN Certificates along with the folio numbers to the Company's Share Registrar, if not already provided, otherwise payment of dividend would be withheld in terms of section 243 of the Companies Act, 2017 (the Act) and clause A of the Companies (Distribution of Dividends) Regulations, 2017 (the Regulations).

- Availability of Financial Statements and Reports on the Website:**
The Annual Report of the Company for the year ended June 30, 2023 has been placed on the Company's website at the below link:
<http://www.humnetwork.com/Annual-Reports-2023>

- Circulation of Annual Report 2022 and Notice of AGM:**
The Annual Report 2022 and notice of AGM is being circulated to members through CD/DVDs in accordance with S.R.O. 3691(1)2023 dated March 21, 2023. In future members will access and download the audited financial statements together with the reports through QR enabled code and the website shared through notice of the meeting.
The Company will provide hard copy of the Annual Report to member, within 7 days after the receipt of request by Company under Section 233 of the Companies Act, 2017.

- Dividend Mandate (Mandatory):**
Under section 342 of Companies Act, 2017 (the Act), every listed company is required to pay dividend to its members compulsorily through electronic mode by directly crediting their bank account details to their bank account provided by them. In terms of SRO No. 1145(1)2017 dated 08 November 2017, it is mandatory for shareholders to provide their bank account details to enable their bank details to be credited to their bank accounts, failing which the company shall be bound to withhold dividend of those members who do not provide their bank details.
All members are requested to provide to the Company's Share Registrar, particulars relating to name, folio number, bank account number (GI-digit IBAN), folio account, complete mailing address of the bank, CDC account holders should submit their required details to their broker/participant (CDC). A Form is available at the Registered Office of the Company and the same are also placed on the Company's website.

- Unclaimed Dividend / Shares:**
Pursuant to 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 became due and payable shall vest with the Federal Government after compliance of procedure prescribed under the Companies Act, 2017.
All unclaimed members of the Company, who by any reason, could not claim their dividend shares. If any, are requested to contact Company's Share Registrar, to file their claims with Company's Share Registrar for any unclaimed dividend of shares outstanding in their name.
In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of a stock market dividend and in case of shares, shall be delivered to the SECP.

- Conversion of physical shares into book-entry form:**
Pursuant to Section 72 of the Companies Act, 2017 every existing 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 the Commission, within specified time period for four years from the commencement of the Act, 2017.
The shareholders having physical shares are encouraged to convert their physical shares into book-entry form by depositing shares into Central Depository Company Pakistan Limited by opening CDC folio account with any broker or investor account already held with CDC.
Confirmation of "e-Folio" Status can be done via the following link: <http://www.humnetwork.com/Investor-Service>

- Confirmation of "e-Folio" Status can be done via the following link:**
For a dividend, the rate of deduction of income tax, under section 13C of the Income Tax Ordinance, 2001 are as follows:

ID	Rate of tax deduction for filer of income tax returns	15%	ID	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). For modification or exemption, each joint holder shall be deemed to have an equal number of shares. The CNIC number (NTN) details are mandatory and to be provided after checking the tax status on per the Auditor/ Taxpayers Ltd (ATL) (formerly the Federal Board of Revenue or FBR) from time to time.

- Exemption from deduction of income tax / relief:**
Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid self-withholding exemption certificate or necessary documentary evidence for this purpose. Members seeking non-deduction of dividend are also requested to submit a valid declaration for non-deduction of dividend. CDC account holders are requested to submit their declaration for non-deduction of dividend to the relevant member stock exchange or in CDC, if maintaining CDC investor account.

- E-voting and Postal Ballot:**
Pursuant to amendments in the Companies (Postal Ballot) Regulations, 2018, notified vide SRO 2110(1)2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in the AGM, in accordance with the provisions of the above-mentioned Regulations.

A. Procedures for e-voting

- 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 on October 11, 2023.
- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC (Share Registrar Services Limited) using the e-voting service provider.
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for logs.
- E-voting is free and will start from October 19, 2023, 09:00 a.m. and shall close on October 19, 2023 at 5:00 P.M.
- Members concerned their votes any time during the period. Once the votes are recorded by a member, his vote shall not be allowed to change subsequently.

B. Procedures for voting through postal ballot

- The members shall send their 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 office at HUM TV, Plot No. 1011, Hesson AI Street, 0F-11 Chundrigar Road, Karachi-74000 or e-mail at Mahmud.naseem@hum.hk no later than one day before the AGM on October 18, 2023, during working hours. The signature on the ballot paper shall match the signature on CNIC. Postal Ballot Paper (the ballot paper) is annexed with notice and also placed on the Company's website <http://www.humnetwork.com/Shareholder> may also use the ballot paper published in their newspapers.

STATEMENT OF MATERIAL FACTS PERTAINING TO SPECIAL BUSINESS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

CIRCULATION OF ANNUAL REPORTS THROUGH QR ENABLED CODE AND WEBSITE:
The Securities and Exchange Commission of Pakistan vide SRO No. 3691(1)2023 dated March 21, 2023, has allowed listed companies to circulate their Annual Audited Financial Statements and reports (Annual Reports) in accordance with section 233(3) of the Companies Act, 2017 (the Act) through QR enabled code and website in lieu of appointing the members in general meeting and compliance with other requirements regarding circulation of reports of general meeting at the registered address of all members, transmission of Annual Reports by email to all members who have provided their email addresses and population of hard copy of the Annual Report within seven working days of receiving a demand from a member on the standard request form available on the company's website. The approval is hereby sought from members by way of an ordinary resolution to authorize the company for the circulation of Annual Audited Financial Statements and Reports electronically through QR enabled code and website link. The directors of the Company have no direct or indirect interest in the agenda.

HUM NETWORK LIMITED POSTAL BALLOT PAPER

For participating through post for the Special Business at the Annual General Meeting to be held on Thursday, October 19, 2023 at 3:30 p.m. at Ground Floor, 5th Floor, Hesson AI Street, 0F-11, Chundrigar Road, Karachi

Folio / CDC 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 documents (in case of representative of body corporate, corporation, and Federal Government) _____

Name of Authorized Signatory _____

CNIC / Passport No. (In case of foreigner) (Copy to be attached) _____

Resolution for Agenda No. 4:
To consider and, if thought fit, to pass with or without modifications, the following resolutions to enable the Company to circulate the Annual Audited Financial Statements, to the members of the Company through QR enabled code and website, as required by the Securities and Exchange Commission of Pakistan ("SECP") vide its Notification S.R.O. 3691(1)2023 dated March 21, 2023, instead of circulating the same through CD/DVD/USB.

RESOLVED THAT, the Company be and is hereby authorized to circulate its Annual Audited Financial Statements and reports, to the members of the Company through QR enabled code and website, in accordance with S.R.O. 3691(1)2023 dated March 21, 2023, issued by the SECP.

FURTHER RESOLVED THAT, the Company be and is hereby authorized to disseminate the circulation of annual financial statements through CD/DVD.

FURTHER RESOLVED THAT, the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, now or hereafter to be taken of necessary action to comply with all legal formalities and requirements and the necessary documents, as may be necessary or incidental for the purpose of implementing the resolution.

Intention for Poll

- Please indicate your Vote by ticking (✓) the relevant box.
- In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected".
- New hereby exercise my/our vote in respect of the above resolution through ballot conveying my/our assent or dissent to the resolution by checking (✓) (mark in the appropriate box below)

Resolution	(✓) We assent the Resolution (FOR)	(✓) We dissent the Resolution (AGAINST)
Resolution for Agenda No. 4		

- Duly filled ballot paper should be sent to the Chairman at registered office of the Company, HUM TV, Plot No. 1011, Hesson AI Street, 0F-11 Chundrigar Road, Karachi-74000 or e-mail at Mahmud.naseem@hum.hk
- Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours or before October 19, 2023. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC / Passport.
- Incomplete, unsealed, uncorrected, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of 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 138(1) of the Companies Act, 2017 as applicable. In case of foreign body corporate etc. all documents must be attested by the Counsel/Governor of Pakistan having jurisdiction over the member. Ballot Paper Form (ballot paper) placed on the website of the company <http://www.humnetwork.com>

Shareholder / Proxy holder Signature / Authorized Signatory (In case of corporate entity, please with Company) (Share)

Date: _____

