



05 October 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Karachi

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of **Annual General Meeting** to be held on **Friday, 27 October, 2023** for circulation amongst TRE Certificate Holders of the Exchange.

Regards,

A handwritten signature in blue ink, appearing to read "Waseem Ahmad".

Waseem Ahmad
Director / Company Secretary



Enclosure: As above.

TELECARD LIMITED

Corporate Office: World Trade Center, 10, Kh. Roomi, Block-5, Clifton, Karachi-75600
PABX: (92-21) 38330000 UAN: 111-222-123 Fax: (92-21) 35867850
www.telecard.com.pk



Notice of Annual General Meeting

Notice is hereby given that the 30th Annual General Meeting of the shareholders of the Company will be held on **Friday 27 October 2023 at 1200 hours, at 3rd Floor, 75 East Blue Area, Fazal ul Haq Road, Islamabad** to transact the following business. Members are encouraged to attend the meeting through video conferencing:

Ordinary Business

1. To confirm the minutes of the Annual General Meeting held on 28 October, 2022.
2. To receive, consider and adopt Annual Audited Financial Statement of the Company together with the Directors and the Auditors' report thereon for the year ended 30 June 2023, together with the Audited Consolidated Financial Statements of the Company and the Auditors' report thereon for the year ended 30 June 2023. As required under Section 223 of the Companies Act, 2017 and in terms of S.R.O No. 389(I)/2023 dated 01 March 2023, the financial statements can be viewed using the following link and QR enabled code:

<https://www.telecard.com.pk/financials/>



3. To appoint external auditors of the Company for the year ended 30 June 2024 and fix their remuneration present Auditors M/s Parker Russell - A.J.S., Chartered Accountants are retiring and being eligible offer themselves for reappointment.

Special Business

4. To approve, as and by way of an Ordinary Resolution, the transmission of the annual balance sheet, profit and loss account, auditors report, director report "the Audited Financial Statements" and the notice of general meetings etc. to the Company's shareholders through QR enabled code and weblink as allowed by the Securities & Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated 21 March 2023.

"**RESOLVED THAT** as notified by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated 21 March 2023 transmission of Audited Annual Financial Statements to the members through QR enabled code and weblink instead of transmitting the Audited Annual Financial Statements through CD/DVD/USB, be and is hereby ratified and approved for future."

5. To transact any other business with the permission of the Chair.

This information is required under Section 134(3) of the Companies Act, 2017 is being provided along with the notice of the Annual General Meeting being sent to the shareholders.

By order of the Board

Waseem Ahmad
Director / Company Secretary

05 October, 2023

TELECARD LIMITED

Corporate Office: World Trade Center, 10, Kh. Roomi, Block-5, Clifton, Karachi-75600
PABX: (92-21) 38330000 UAN: 111-222-123 Fax: (92-21) 35867850
www.telecard.com.pk



Notes

1. Video Conference Facility can be availed by members of the Company. In this regard, please submit to the registered office address of the Company, the following request 10 days before holding the Annual General Meeting.

"I/We, _____ of _____, being a member of Telecard Limited, holder of _____ ordinary share(s) as per registered Folio / CDC Account No. _____ hereby opt for video conference facility at _____."
2. The Members Register will remain closed from the 21 October 2023 to 27 October 2023 (both days inclusive). Transfer received in order by Shares Registrar, Jwaffs Registrar Services (Pvt.) Limited, 407-408, 4th Floor, Al Ameera Centre, Shahrah-e-Iraq, Saddar Karachi by the close of business on 20 October 2023 will be considered in time for attending the meeting.
3. A member of the Company entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him/her. Proxie in-order must be received, during business hours, at the Registered Office of the Company not less than 48 hours before the time of the Meeting.
4. Shareholders whose shares are deposited with Central Depository Company (CDC) are requested to bring their Computerized National Identity Cards (CNIC) along with their CDC Account Number for verification. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
5. For attending the meeting and appointing proxies CDC account holder will further have to follow the guidelines as laid down in Circular 01 dated 26 January 2000 issued by the SECP.
6. Shareholders are requested to notify the Registrar as aforesaid of any change in their address.
7. Members who are holding share in physical folios are requested to submit a copy of their CNIC at the office of our Registrar.
8. Electronic Voting the members are hereby notified that pursuant to Section 143-145 of the Companies Act, 2017 and Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 5, 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 the electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, members of Telecard Limited (the "Company") will be allowed to exercise their right to vote through the electronic voting facility or voting by post for the special business in its 30th Annual General Meeting to be held on Friday, 27 October 2023 at 1200hrs in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at www.telecard.com.pk for download.

TELECARD LIMITED

Corporate Office: World Trade Center, 10, Kh. Roomi, Block-5, Clifton, Karachi-75600
PABX: (92-21) 38330000 UAN: 111-222-123 Fax: (92-21) 35867850
www.telecard.com.pk



9. Procedure for E – Voting:

(a) 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 20 October 2023.

(b) The web address, and login details, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal M/s Jwaffs Registrar Services Private Limited (being the e-voting service provider).

(c) Identity of the Members intending to cast a vote through e-Voting shall be authenticated through electronic signature or authentication for login.

(d) E-Voting lines will start on 24 October 2026, at 09:00 a.m. and shall close on 26 October 2023 at 05:00 p.m. Members can cast their votes at any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

10. Procedure for Voting Through Postal Ballot:

(a) The members shall ensure that duly filled and signed ballot paper along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's address, 7th floor World Trade Centre, 10 Khayaban-e-Roomi, Block-5, Clifton, Karachi or email at ghufran_shaheer@telecard.com.pk by 26 October 2023 one day before the Annual General Meeting. The signature on the ballot paper shall match the signature on CNIC.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON FRIDAY 27 OCTOBER 2023.

SPECIAL BUSINESS Agenda Item 4 – Transmission of Annual Report Including Notice of General Meetings

The Securities and Exchange Commission of Pakistan has allowed listed Companies, through its S.R.O No. 389(I)/2023 dated 21 March 2023 to circulate the Audited Annual Financial Statements to their Members through QR-enabled code and weblink instead of transmitting the Audited Annual Financial Statements through CD/DVD/USB. The Company shall circulate Audited Annual Financial Statements through email address in case it has been provided by the member to the Company, and upon demand, supply hard copies of the Audited Annual Financial Statements to the shareholders free of cost.

None of the Directors of the Company have any direct or indirect interest in this special business.

Q

TELECARD LIMITED

Corporate Office: World Trade Center, 10, Kh. Roomi, Block-5, Clifton, Karachi-75600
PABX: (92-21) 38330000 UAN: 111-222-123 Fax: (92-21) 35867850
www.telecard.com.pk



POSTAL BALLOT PAPER

or voting through post for the Special Business at the 30th Annual General Meeting to be held on Friday 27 October 2023 at 1200 hours, at 3rd Floor, 75 East Blue Area, Fazal ul Haq Road, Islamabad **Email Address:** ghufran_shaheer@telecard.com.pk
Website: <https://www.telecard.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 on Agenda Item No. 04: Transmission of Annual Report including Notice of General Meetings

To approve, as and by way of an Ordinary Resolution, the transmission of the annual balance sheet, profit & loss account, auditors report, directors report (the "Audited Annual Financial Statements") and the notice of general meetings etc. to the Company's shareholders through email or QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated 21 March 2023:

"RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated 21 March 2023 transmission of Audited Annual Financial Statements to the members through QR enabled code and weblink instead of transmitting the Audited Annual Financial Statements through CD/DVD/USB, be and is hereby ratified and approved for future."

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.
2. In case if both the boxes are marked as (✓), 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 (✓) 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. 4

1. Dully filled ballot paper should be sent to the Company Secretary of Telecard Limited at 7th Floor, Tower A, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi South, Sindh 75600 or e-mail at ghufran_shaheer@telecard.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 **Thursday, 26 October 2023**. 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 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. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.telecard.com.pk. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date

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