



TRUSTED NOT TO COMPROMISE

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EOGM**”) of Pakistan Cables Limited (the “**Company**”) will be held on Thursday, December 21, 2017 at 10:30 a.m. at Beach Luxury Hotel, M. T. Khan Road, Karachi, to transact the following business:

### 1. ORDINARY BUSINESS

- a) To confirm the minutes of the Annual General Meeting held on September 27, 2017.

### 2. SPECIAL BUSINESS

To consider and if thought fit, approve an increase in the authorized share capital of the Company and for this purpose pass the following special resolution, with or without any amendments:

- a) “**RESOLVED THAT** the authorized share capital of the Company be and is hereby increased from Rs. 300,000,000 (three hundred million) divided into 30,000,000 (thirty million) shares of Rs. 10 each to Rs. 500,000,000 (five hundred million) divided into 50,000,000 (fifty million) shares of Rs. 10 each.

- b) **FURTHER RESOLVED THAT** Clause 5 of the Memorandum of Association of the Company be and is hereby substituted by the following new clause:

*5. The capital of the Company is Rs. 500,000,000 (five hundred million) divided into 50,000,000 (fifty million) shares of Rs. 10 each but is capable of being increased or reduced in accordance with the Company’s regulations and legislative provisions for the time being in force in that behalf.*

- c) **FURTHER RESOLVED THAT** the Chief Executive Officer or the Company Secretary of the Company be and is hereby authorized to take all necessary steps and execute documents as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.”

### 3. ANY OTHER BUSINESS

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

KARACHI: November 29, 2017

By Order of the Board

**Nazifa Khan**

Manager Legal Affairs and Company Secretary

**Factory:** P.O. Box No. 5050, B-21,  
Pakistan Cables Road, SITE,  
Karachi-75700, Pakistan.

**Head Office:** Arif Habib Center,  
1st Floor, 23 MT Khan Road,  
Karachi-Pakistan.

U 111-CABLES (222-537)  
F +92 21 32462111  
E info@pakistancables.com





NOTES:

1. The Shares Transfer Books of the Company will remain closed from December 15, 2017 to December 21, 2017 (both days inclusive). No transfers will be accepted for registration during this period.
2. Members are requested to immediately notify any change in their address or bank mandate, as registered, to the Company's Share Registrar at 1<sup>st</sup> Floor, 40-C, Block-6, P.E.C.H.S., Karachi - 75400.
3. A member entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy must be a member of the Company.
4. The instrument appointing the proxy and the Power of Attorney or other authority under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's registered office i.e. B-21, S.I.T.E., Karachi, not later than 48 hours before the time of the Meeting.
5. 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 Computerised 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 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 up-loaded 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 NIC 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 and 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.
6. Members who have not yet submitted their:
  - (i) Photocopies of valid CNIC;



- (ii) National Tax Number (NTN);
  - (iii) Details of valid bank account; and/or
  - (iv) Claims of any outstanding/unclaimed dividend or shares, along with all relevant identification and supporting documents in relation thereof,
- are once again reminded to send the same at the earliest directly to Company's Share Registrar, M/s THK Associates (Pvt.) Limited, 1<sup>st</sup> Floor, 40-C, Block-6, P.E.C.H.S., Karachi - 75400.

### **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 Extraordinary General Meeting (“**EOGM**”) of Pakistan Cables Limited (the “**Company**”) to be held on December 21, 2017.

#### **AGENDA ITEM 2**

#### **Increase in Authorized Shares Capital of the Company and Consequent Amendments in the Memorandum of Association:**

The Company is planning to conduct a rights issuance, as such the authorized share capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the authorized share capital of the Company from Rs. 300,000,000/- divided into 30,000,000 shares of Rs 10 each to Rs. 500,000,000/- divided into 50,000,000 shares of Rs. 10 each.

The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause 5 of the Memorandum of Association of the Company. The Board of Directors have also recommended alteration in the Memorandum of Association of the Company to reflect the increase in the authorized share capital of the Company.

A copy of the Memorandum of Association 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.