

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, May 4, 2023 at 10:00 a.m. at Jinnah Auditorium, The Institute of Bankers Pakistan, Moulvi Tamizuddin Khan (M. T. Khan) Road, Karachi-74200 and through online Zoom Application to transact the following business:

1. ORDINARY BUSINESS

- i. To confirm the Minutes of the Annual General Meeting held on September 28, 2022.
- ii. To elect Eight (8) Directors of the Company as fixed by the Board of Directors in the Board Resolution dated 24th March, 2023 in accordance with Sections 159(1) and 161(1) of the Companies Act, 2017 for a period of three (3) years commencing from May 5, 2023.

The following Directors retire and are eligible for re-election:

Mr. Mustapha A. Chinoy	Mr. Shoaib Javed Hussain
Mr. Akbar Ali Pesnani	Ms. Spenta Kandawalla
Mr. Ali H. Shirazi	Mr. Kamal A. Chinoy
Mr. Mazhar Valjee	Mr. Fahd Kamal Chinoy
Mr. Roderick Macdonald	

A statement of material facts under Section 166(3) of the Companies Act 2017 relating to the Election of Directors to be carried out in this EOGM is annexed with this Notice of EOGM.

2. SPECIAL BUSINESS

To approve transmission of annual balance sheet and profit and loss account, Auditor’s Report and Directors Report etc. (the “**Annual Audited Financial Statements**”) to the Company’s Shareholders through QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated March 21,2023:

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

A Statement of material facts under Section 134(3) of the Companies Act 2017 relating to this Special Business to be transacted at the EOGM is annexed with this Notice of EOGM.

3. ANY OTHER BUSINESS

To transact any other business as may be placed before the Meeting with the permission of the Chair.

By Order of the Board

Natasha Mohammad
Head of Legal Affairs and Company Secretary

KARACHI: April 11, 2023

NOTES:

The Shares Transfer Books of the Company will remain closed from April 27, 2023 to May 4, 2023 (both days inclusive). No transfers will be accepted for registration during this period. Transfers received in good order at the Offices of our Share Registrar M/s THK Associates (Pvt.) Limited at Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, KARACHI-75500, by the close of Business on April 26th, 2023 will be considered in time to entitle the transferees to attend the Meeting.

1. Any person seeking to contest the Election of Director shall file with the Company either at its registered office B-21, Pakistan Cables Road, S.I.T.E, Karachi-75700 or at faisal.baig@pakistancables.com, not later than Fourteen (14) days before the date of the EOGM, his/her intention to offer himself/herself for the Election of Directors in terms of Section 159(3) of the Companies Act 2017, via a notice in terms of the aforementioned Section, together with:
 - a) Consent to Act as a Director on Form 28 in accordance with Section 167 of the Companies Act 2017;
 - b) Detailed profile, along with office address, in accordance with S.R.O 1196(1) 2019 dated October 3, 2019;
 - c) Attested copy of CNIC;
 - d) Declaration that:
 - I. He/she is aware of his/her duties and powers under prevailing law, the Listing Regulations of the Pakistan Stock Exchange and the Memorandum and Articles of Association of the Company;
 - II. He/she is not a minor, neither of unsound mind nor and undischarged insolvent;
 - III. He/she is borne on the register of National Tax Payers;
 - IV. He/she has not been convicted by a Court as a defaulter on Account of payment of a loan to Financial Institution(s);
 - V. He/she is not serving as Director of more than Seven listed Companies, including the Company;
 - VI. Neither he/she, nor his/her spouse, is engaged in the Business of Stock Brokerage;
 - VII. He/she is aware of, and will adhere to, the restrictions of the “Closed Period”, that will be announced periodically by the Company; and
 - VIII. He/she, in the event of being an Independent Director, shall provide a declaration of Independence in accordance with Section 166(2) of the Companies Act 2017 as required by the Listed Companies (Code of Corporate Governance) Regulations 2019.
2. A Member entitled to attend and Vote at the EOGM is entitled to appoint a proxy to attend and Vote instead of him. A proxy must be a Member of the Company. An instrument of proxy applicable for the EOGM is being provided with this notice. Proxy forms may also be downloaded from the Company’s Website: www.pakistancables.com
3. 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 either at the Company’s registered Office i.e. B-21, S.I.T.E., Karachi or at faisal.baig@pakistancables.com not later than 48 hours before the time of the Meeting.
4. 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 EOGM.
 - (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 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 EOGM.
 - (v) In case of Corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an 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.
5. As required by the Companies Act, 2017 and in accordance with Companies Postal Ballot Regulations 2018, a postal Ballot may be sent to the shareholders.

6. Zoom Video Link

The Shareholders may also attend the E.O.G.M. through Video link facility via Zoom. Accordingly, those Shareholders who are interested in attending the E.O.G.M. are requested to register themselves at the following link latest by Close of Business on Wednesday May 03, 2023:

Link: <https://forms.gle/3iAgR1GVF3Wu9W64A>

PROTOCOLS OF ONLINE EXTRAORDINARY GENERAL MEETING

1. The Shareholders will be able to login into the E.O.G.M. proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the respective participant.
2. A detailed procedure and link for the E.O.G.M. shall be e-mailed directly to the respective Shareholders on the valid e-mail addresses shared at the time of their registration.
3. Kindly login at least 10 minutes prior to the scheduled time.
4. Kindly enter your Folio No. /CDC Account No., Name, CNIC No., Address and Email Address. Based on verification, the same will be allowed for the Meeting.

STATEMENT UNDER SECTION 166 (3) OF THE COMPANIES ACT 2017

This statement sets out the material facts concerning the Election of Directors to be carried out at the EOGM.

As a listed company, the Company is required to have Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations 2019. The Company shall ensure that its election of independent Directors comply with the requirements of Sections 159 and 166(2) of the Companies Act 2017, the Companies (Manner and Selection of Independent Directors) Regulations 2018 and that such Independent Directors are included in the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance.

Core competencies; diversity, skillset, knowledge and experience of the Election contestants shall also be considered during the finalisation of Independent Directors.

The Directors are not interested, directly or indirectly, in the above other than as Shareholders of the Company and that they are eligible to contest the Election for Directorship.

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 May 4, 2023.

AGENDA ITEM 2

Transmission of Annual Audited Account through QR Code and Weblink

The Securities and Exchange Commission of Pakistan has allowed listed Companies, through its S.R.O No.389(I)/2023 dated March 21, 2023 to circulate the Annual Audited Financial Statements to their Members through QR enabled code and weblink instead of transmitting the Annual Audited Financial Statements through CD/DVD/USB. The Company shall circulate Annual Audited 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 Annual Audited Financial Statements to the shareholders free of cost upon receipt of a duly completed Request Form, which may be obtained from the Company’s Website i.e. <http://www.pakistancables.com>.

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