

Notice of 73rd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 73rd Annual General Meeting (the “AGM”) of the shareholders of Pakistan Cables Limited (the “Company”) will be held on Tuesday, 6th day of October, 2026 at 10:00 a.m. at Pakistan Stock Exchange, Dr. Shamshad Akhtar Auditorium, PSX Administration Building, I.I. Chundrigar Road, Karachi 74000, as well as through Video Conferencing facility to transact the following business:

1. ORDINARY BUSINESS

- i. To confirm the Minutes of the Extraordinary General Meeting held on May 04, 2026.
- ii. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2026 together with the Reports of the Directors and Auditors thereon.

In accordance with Section 223(7) of the Companies Act, 2017 and S.R.O No.389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the Company’s website which can be downloaded from the following link and QR enabled code:



<https://www.pakistancables.com/wp-content/uploads/PCL-Annual-Report-2026.pdf>

- iii. To appoint Auditors for the ensuing year and to fix their remuneration for the year ending June 30, 2027. The present auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, have retired and being eligible, have offered themselves for re-appointment. The Board of Directors recommends, based on the recommendation of the Board Audit Committee, the appointment of M/s. A. F. Ferguson & Co., Chartered Accountants as auditors for the ensuing year.

2. SPECIAL BUSINESS

- iv. To consider and if deemed fit, pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under the applicable Section(s) of the Companies Act, 2017, as recommended by the Board of Directors of the Company:

“RESOLVED THAT subject to compliance with all applicable laws, regulations and requisite regulatory approvals, the Company be and is hereby authorized to accept the offer of Chinoy Engineering & Construction (Private) Limited (“CECL”), an associated company, for the buy-back of 4,845,000 (Four Million Eight Hundred Forty-Five Thousand) ordinary shares of PKR 10 each held by Pakistan Cables Limited (“PCL”), representing PCL’s entire 17% shareholding in the paid-up capital of CECL, at a price of PKR 72.24 per share, for an aggregate consideration of PKR 350,000,000 (Pakistani Rupees Three Hundred Fifty Million only).

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of Pakistan Cables Limited, or any person(s) authorized by any of them, be and are hereby jointly and severally authorized and empowered, for and on behalf of the Company, to take all such actions, execute and deliver all such documents, and do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to the foregoing resolution and complete the transaction, including, without limitation, making all requisite applications, filings, submissions and disclosures with the Securities and Exchange Commission of Pakistan ("SECP"), Pakistan Stock Exchange Limited ("PSX") and/or any other authority, and obtaining all regulatory, contractual or third-party approvals, consents or permissions as may be required under applicable laws, regulations or agreements.

FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions, or deletions as may be suggested, directed, or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same is substantial."

3. ANY OTHER BUSINESS

To transact any other ordinary business which may legally be transacted at an Annual General Meeting, with the permission of the Chair.

By Order of the Board

Natasha Mohammad

Head of Legal Affairs and Company Secretary

KARACHI: September 03, 2026

NOTES:

1. Book Closure:

The Shares Transfer Books of the Company will remain closed from September 30, 2026 to October 6, 2026 (both days inclusive). No transfers will be accepted for registration during this period. Transfers received in good order at the office of our Share Registrar CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by the close of business on September 29, 2026 will be considered in time for the purpose of attendance of the AGM and as applicable.

2. Participation in the Annual General Meeting proceeding via the video conference facility:

Shareholders interested in attending the Annual General Meeting (AGM) virtually are requested to ensure their registration by sending their particulars at the designated email address investor.relations@pakistancables.com or through WhatsApp number +92-3008503969 by providing the following information by 5:00 pm on October 5, 2026 along with copy of their CNIC.

S. #	Folio Number / CDC Account #	Name of the Shareholder	CNIC #	No. of Shares	Mobile #	E-mail Address

The details of video conferencing facility will be sent to the members at the email address provided by them. The login facility will be opened at **09:45 a.m.** on AGM's day enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at **10:00 a.m.** sharp.

3. Proxies:

A Member entitled to attend and vote at the AGM 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 AGM is being provided with this notice. Proxy forms may also be downloaded from the Company's Website: www.pakistancables.com.

The instrument appointing the proxy / 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 located at 1st Floor, Arif Habib Centre, 23 M.T. Khan Road, Karachi, Pakistan or at investor.relations@pakistancables.com not later than 48 hours before the time of the AGM.

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 Computerized National Identity Card ("CNIC") or original Passport at the time of attending the AGM.
- (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 AGM.
- (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. Postal Ballot & E – Voting:

The members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members of Pakistan Cables Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on Tuesday, October 06, 2026 at 10:00 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.pakistancables.com for download.

A. Procedure for E – Voting:

- (i) 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 of September 29, 2026.
- (ii) The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- (iii) Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- (iv) E-voting lines will start from October 01, 2026, 9:00 a.m. and shall close on October 05, 2026 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

B. Procedure for Voting Through Postal Ballot:

The members shall ensure that 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 address, 1st Floor, Arif Habib Centre, 23 M.T. Khan Road, Karachi, Pakistan or email at chairman.pcl@pakistancables.com on October 05, 2026 by 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC.

6. Submission of Valid CNIC / NTN Copy (Mandatory):

The Members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Corporate entities are requested to provide their National Tax Number (NTN). Please give the folio number with the copy of CNIC / NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. In case of non-receipt of the copy of a valid CNIC, the Company will not transmit the dividends of such shareholders to comply with the said SROs of SECP.

7. Change of Address & Zakat Declaration (CZ-50):

Shareholders are requested to notify their change of address, Zakat declaration and Tax exemption certificate (if any) immediately to the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Please further note that Zakat will be deducted from dividends at source at the rate of 2.5% of the paid-up value of the shares under Zakat and Ushr laws and will be deposited within the prescribed period with the relevant authority. In the event that you would like to claim an exemption, please submit, with your broker/CDC/the Company's Share Registrar, your Zakat Declaration form CZ-50 under the Zakat and Ushr Ordinance 1980 and the Zakat (Deduction and Refund) Rules 1981.

8. Electronic Transmission of Annual Report:

The Securities and Exchange Commission of Pakistan has allowed listed companies, through S.R.O No.389(I)/2023 dated March 21, 2023, to circulate the 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. However, any shareholder may request the Company Secretary in writing to provide a printed copy of the annual report at their registered address, free of cost. Those members who want to avail this facility are requested to submit the duly filled request form to our Company's Share Registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.

9. Unclaimed / Unpaid Dividend and Share Certificates:

Shareholders who have not yet received/collected their previous dividends/physical share certificates are once again requested to contact our Share Registrar for the needful.

10. Unclaimed Dividend / Electronic Transmission of Dividend:

In accordance with the requirements of section 242 of the Companies Act 2017, cash dividends shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Shareholders are requested to provide their folio number, name, bank account details comprising of bank name, branch name, branch code, account number, title of account and IBAN, which they designate for crediting of their dividend. A standard form has also been placed on the Company's website - <https://www.pakistancables.com/wp-content/uploads/E-Transmission-Form-English.pdf>. Please ensure that such details are provided to the Company's Share Registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 and/or your broker/participant/CDC Investor account services, failing which the Company will be unable to process your dividend payment.

11. Conversion of Physical Shares into Book-Entry Form:

The Securities and Exchange Commission of Pakistan (SECP) through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised the listed companies to adhere to the provisions of section 72 of the Companies Act, 2017 by replacing shares issued by them in Physical Form with the shares to be issued in the Book-Entry Form. The Company, being a listed company is also required to comply with aforesaid provisions of Act. The shareholders of Pakistan Cables Limited having physical folios/share certificates are requested to convert their shares from physical form into Book Entry Form as soon as possible. The shareholders may contact their Broker, a PSX Member, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent induction of the physical shares into Book Entry Form.

It would facilitate the shareholders in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for the issuance of duplicate shares and readily available for sale and purchase in open market at better rates. The shareholders of Company may contact the Share Registrar and Transfer Agent of the Company, namely CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 for the conversion of physical shares into Book-Entry Form.

12. Appointment of Scrutinizer:

In accordance with the regulation 11 of the Companies (Postal Ballot) Regulation 2018 (the “Regulations”), the Board of the Company has appointed M/s. UHY Hassan Naeem & Co., Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations. Details regarding the Scrutinizer’s qualifications and experience are available on their website (<https://uhy-hnco.com/>).

13. Intimation of No Gift Distribution:

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. Members are hereby informed that no gifts will be distributed at the meeting.

Statement of Material Facts U/s 134(3) of the Companies Act, 2017

Agenda Item 4 – Disposal of Investment in Associated Company Chinoy Engineering & Construction (Private) Limited

The Company is desirous to accept the offer of Chinoy Engineering & Construction (Pvt) Limited (CECL), an associated company, to buy-back its 4,845,000 (Four Million Eight Hundred Forty-Five Thousand only) ordinary shares of PKR 10 each (Pakistani Rupees Ten), which is the total 17% holding of Pakistan Cables Limited in the paid-up capital of CECL, each at a price of Rs.72.24 per share making a total selling price of PKR 350,000,000/- (Pakistani Rupees Three Hundred Fifty Million only).

Pakistan Cables Limited (PCL) acquired 4,845,000 shares (17%) in Chinoy Engineering & Construction (Private) Limited (CECL) in September 2024 at PKR 10 per share, representing an investment of PKR 48.45 million. CECL is principally engaged in works relating to construction business.

Management has negotiated the disposal of PCL's entire 17% shareholding for PKR 350 million, equivalent to PKR 72.24 per share. The proposed disposal would generate an estimated pre-tax gain of PKR 301.55 million.

The disposal is proposed subject to necessary statutory and corporate approvals.

Accordingly, Management recommends disposal of PCL's entire 17% holding of 4,845,000 CECL shares at PKR 72.24 per share for PKR 350 million, thereby crystallizing substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.

Details as per SRO 423(I)/2018, dated April 3, 2018

Special Business relating to members' approval for the sale or disposal of sizeable part of undertaking thereof to be transacted under Section 183 of the Companies Act, 2017.

The material facts required to be disclosed under S.R.O. 423 (I)/2018 dated April 3, 2018 where the Board of Directors proposes to sell or otherwise dispose of an "undertaking" or a "Sizeable part" thereof is provided below:

S.No.	SRO Description	Company Details
1	Detail of assets to be sold, leased or disposed of:	
a.	Description/Name of asset	4,845,000 shares of CECL
b.	Acquisition date of the asset	September 9, 2024
c.	Cost	PKR 48.45 million
d.	Revalued amount and date of revaluation (if applicable)	N/A
e.	Book value	PKR 350 million
f.	Approximate current market price/fair value	PKR 350 million

S.No.	SRO Description	Company Details
g.	In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof	N/A
h.	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease	N/A
i.	Additional information in case of disposal of land: (i) Location; (ii) Nature of land (iii) Area proposed to be sold	N/A
2	The proposed manner of disposal of the said assets	The shares will be disposed of by way of sale through persons authorized and approved by the Board and shareholders.
3	In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts	Yes
4	Purpose of the sale, lease or disposal of assets along with following details	To crystallize substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.
a.	Utilization of the proceeds received from the transaction	To pay off bank borrowings.
b.	Effect on operational capacity of the company, if any	Nil
c.	Quantitative and qualitative benefits expected to accrue to the members	To crystallize substantial returns while mitigating the increased logistics, business and financial risks associated with the construction business and CECL's projects in hand.

The documents pertaining to foregoing special business have 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.

Mr. Mustapha A. Chinoy, Mr. Kamal A. Chinoy and Mr. Fahd K. Chinoy are common Directors of Chinoy Engineering and Construction (Pvt) Limited and Pakistan Cables Limited. Save for such common directorship, the Directors are not interested, directly or indirectly, in the above special business, other than as Directors and shareholders of the Company.