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 June 20, 2019 at 9:30 a.m. at the Pakistan Stock Exchange Auditorium, PSX Administration Building, I.I. Chundrigar Road, Karachi, to transact the following business:

1. **ORDINARY BUSINESS**

   To confirm the minutes of the Annual General Meeting held on September 28, 2019.

2. **SPECIAL BUSINESS**

   To consider, and if thought fit, approve a decrease in the qualifying shareholding of a Director of the Company and for this purpose pass the following special resolution, with or without any amendments:

   a) "**RESOLVED THAT** the qualifying shareholding of the Directors of the Company be and is hereby decreased from a nominal value Rs. 100,000 (one hundred thousand) to a nominal value of Rs. 10,000 (ten thousand).

   b) **FURTHER RESOLVED THAT** Article 71 of the Articles of Association of the Company be and is hereby substituted by the following new clause (changes underlined):

      71. The qualification of a Director, in addition to his being a Member, where required, shall be his holding shares of the nominal value of Rs. 10,000.00 at least in his own name, but a Director representing the interests of a Member or Members holding shares of the nominal value of Rs. 10,000.00 at least shall require no such share qualification. A Director shall not be qualified as representing the interests of a Member or Members holding shares of the requisite value unless he is appointed as such representative by the Member or Members concerned by notice in writing addressed to the Company specifying the shares of the requisite value appropriated for qualifying such Director. Shares thus appropriated for qualifying a Director shall not, while he continues to be such representative, be appropriated for qualifying any other Director. A Director shall acquire his share qualification within two months from the effective date of his appointment.

   c) **FURTHER RESOLVED THAT** the Chief Executive 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: May 29, 2019

By Order of the Board

Nazifa Khan
Manager Legal Affairs and Company Secretary

NOTES:

1. The Shares Transfer Books of Pakistan Cables Limited (the **"Company"**) will remain closed from June 13th, 2019 to June 20th, 2019 (both days inclusive). No transfers will be accepted for registration during this period. Transfers in good order, received at the office of the Company's Share Registrar namely THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi - 75400, by the close of business on June 12th, 2019 will be considered in time for the purpose of attendance of the Meeting.

2. 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.

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 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.

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 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.

5. 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, THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi - 75400. 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.

6. Electronic Transmission of Annual Report

SECP, through its SRO 470(1)/2016 dated May 31, 2016, has allowed companies to circulate their annual accounts to shareholders through CD/DVD/USB at their registered addresses. 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.

Members are further informed that pursuant to SECP's S.R.O. 787(1)/2014 dated September 8, 2014 regarding electronic transmission of the Company's Annual Report and AGM notice, we have uploaded the request form on the Company's website - http://www.pakistancables.com/media/2587/electronic-transmission-ar.pdf. Those members who want to avail this facility are requested to submit the duly filled request form to our Share Registrar THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi – 75400.

7. 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 - http://www.pakistancables.com/media/19095/e-dividend-mandate-form.pdf. Please ensure that such details are provided to the Company's Share Registrar THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi – 75400 and/or your broker/participant/CDC Investor account services, failing which the Company will be unable to process your dividend payment.

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 June 20, 2019.

AGENDA ITEM 2

Decrease in the qualifying shareholding of a Director of the Company:

The Board of Directors have recommended that the qualifying shares requirement as set within Article 71 of the Company's Articles of Association be reduced to a nominal value of Rs. 10,000 from a nominal value of Rs. 100,000 in order to facilitate the induction of independent Directors.

A copy of the Articles 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.