



**NOTICE UNDER SECTION 253
OF THE COMPANIES ORDINANCE, 1984**

Shareholders of the Company pursuant to the provisions of Section 253 (1) of the Companies Ordinance, 1984 have given notices for appointment of M/s Deloitte Touche Tohmatsu Limited as auditors of PTCL for the financial year 2015 through its member firm M/s Yousuf Adil Saleem & Co., Chartered Accountants in Pakistan in place of retiring auditors M/s A.F. Fergusons & Co., Chartered Accountants. The Board of Directors of the Company has also recommended the appointment of M/s Deloitte Touche Tohmatsu Limited as auditors of PTCL for the financial year 2015 through its member firm M/s Yousuf Adil Saleem & Co., Chartered Accountants in Pakistan in place of retiring auditors M/s A.F. Fergusons & Co., Chartered Accountants for approval by the shareholders in the Annual General Meeting scheduled to be held on April 28, 2015.

The above notices with respect to change of auditors in compliance with Section 253 (2) of the Companies Ordinance, 1984 are hereby given to the members of the Company for consideration of appointment of M/s Deloitte Touche Tohmatsu Limited through its member firm M/s Yousuf Adil Saleem & Co., Chartered Accountants in Pakistan as auditors of the Company for the financial year 2015 and to fix their remuneration, in place of the retiring auditors i.e. M/s A.F. Fergusons & Co., Chartered Accountants. The notices have also been shared with the retiring auditors.

Company Secretary



DECLARATION OF FINAL CASH DIVIDEND AND NOTICE OF BOOK CLOSURE

We are pleased to inform our valued shareholders that the Board of Directors in their meeting held on February 10, 2015 has recommended a final cash dividend @ Re. 1.50 per share i.e. 15% for the financial year ended December 31, 2014. The final cash dividend will be paid to the shareholders whose names will appear in the Register of Members at the close of business on April 18, 2015.

The share transfer books of the Company will remain closed from April 20, 2015 to April 28, 2015 (both days inclusive). Transfers received at the Share Registrar office, M/s FAMCO Associates (Pvt.) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi Ph. # 021- 34380101-2 at the close of business on April 18, 2015 will be treated in time for the purpose of above entitlement to the transferees. Shareholders are requested to notify any change in their addresses immediately.

NOTE

1. Notice to shareholders who have not provided their CNICs

As per directive of the Securities and Exchange Commission of Pakistan vide S.R.O No. 831(I)/2012 dated July 5, 2012, the dividend warrants should bear the Computerized National Identity Card Number (CNIC) of the registered shareholder or the authorized person, except in the case of minor(s) and corporate shareholder(s). Members who have not yet submitted photocopies of their valid CNICs are once again requested to provide the same with their folio numbers to the Company's Share Registrar, M/s FAMCO Associates (Pvt.) Limited to ensure timely disbursement of dividend warrants. Members holding shares in CDC/Participants accounts are also requested to update their CNIC/NTN with CDC or their Participants/Stock Brokers.

2. Deduction of withholding tax on the amount of dividend

The following information is being disseminated for information of the members in accordance with the instructions of the Commission circulated vide its Circular No. 19/2014 of October 24, 2014;

- (i) "The Government of Pakistan through Finance Act, 2014 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:
 - (a) For filers of income tax returns: 10%
 - (b) For non-filers of income tax returns: 15%



To enable the company to make tax deduction on the amount of cash dividend @ 10% instead of 15%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend i.e. April 18, 2015, otherwise tax on their cash dividend will be deducted @ 15% instead @ 10%.

For shareholders holding their shares jointly, as per the clarification issued by the Federal Board of Revenue, with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts. Therefore, all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Company Name	Folio/CDS Account#	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC#	Shareholding Proportion (No. of Shares)	Name and CNIC#	Shareholding Proportion (No. of Shares)

The above/required information must be provided to our Share Registrar before April 18, 2015 positively; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

- (ii) For any further query/problem/information, the investors may contact the Company's Share Registrar M/s. FAMCO Associates (Pvt.) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi (Ph. # +9221- 34380101 and +9221-34380102).
- (iii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or its Share Registrar i.e. M/s FAMCO Associates (Pvt.) Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers".

By order of the Board

**(Farah Qamar)
Company Secretary**

Islamabad
Dated: February 10, 2015