



09 May 2017

WTL/CORP/PSX/Notice-AGM/02/2017
FORM-4

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road,
Karachi.

Through: PUCARS, Fax & Courier

Subject: Notice of Annual General Meeting ("AGM") of WorldCall Telecom Limited ("The Company") for the year 31 December 2016

Dear Sir,

Enclosed please find a copy of the Notice of the 17th Annual General Meeting for the year 31 December 2016 to be held on 31 May 2017 for circulation among the TRE Certificate Holders of the Exchange.

You may please inform the members of the Exchange accordingly.

Yours truly,
For **WorldCall Telecom Limited**

Muhammad Azhar Saeed, ACA
Officiating Company Secretary



Notice of 17th Annual General Meeting

Notice is hereby given that 17th Annual General Meeting ("AGM") of the shareholders of WorldCall Telecom Limited (the "Company" or "WTL") will be held on Wednesday, 31st May 2017 at 11:00 a.m. at Institute of Chartered Accountants of Pakistan, 155-156, West Wood Colony, Thokar Niaz Baig, Lahore to transact the following business:

A. ORDINARY BUSINESS:

1. To confirm the minutes of the 16th Annual General Meeting held on 31 March 2017;
2. To receive, consider and adopt financial statements of the Company for the year ended 31 December 2016 together with Director's and Auditor's report thereon;
3. To appoint Auditors of the Company for the year ending 31 December 2017 and to fix their remuneration.
4. To elect directors of the Company in accordance with the provisions of Section 178(1) of the Companies Ordinance 1984 for a term of 3 (Three) years. The number of directors to be elected has been fixed at 7 (Seven) by the Board of Directors. Names of the present directors retiring and eligible to file for nominations are as under:
 1. Mr. Mehdi Mohamed Al Abduwani
 2. Mr. Talal Said Marhoon Al Mamari
 3. Mr. Samy Ahmed Abdulqadir Al Ghassany
 4. Mr. Sohail Qadir
 5. Dr. Syed Salman Ali Shah
 6. Mr. Shahid Aziz Siddiqui
5. To transact any other business with the permission of the Chair.

09 May 2017
Muscat:

By Order of the Board

Babar Ali Syed
Chief Executive Officer

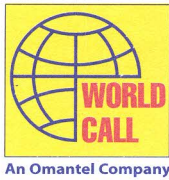
Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from 25 May 2017 to 31 May 2017 (both days inclusive). Transfers received at the office of the Company's Registrars, M/s THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400., by the close of business on 24 May 2017 will be treated in time.

2. Participation in the Annual General Meeting:

All members entitled to attend and vote at the meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A corporate entity, being a member, may appoint any person, regardless they are member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors / Power of attorney with specimen signature of the person nominated to represent and vote on behalf of corporate entity shall be submitted to the Company along with completed proxy form. The proxy holders are requested to produce their CNICs or original passports at the time of meeting.



Notice of 17th Annual General Meeting

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at 67-A, C/III, Gulberg-III, Lahore, Pakistan at least 48 hours before the time of the meeting.

3. Guidelines for CDC Account Holders:

Member who have deposited their shares into CDC will further have to follow the under-mentioned guidelines as laid down in circular 01 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

a. For attending the meeting personally:

- i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid Computerized National Identity Card (CNIC) or the original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

b. For appointing other members as proxies:

- i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- ii. Attested copies of valid CNIC or of the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iii. The proxy shall produce original valid CNIC or original passport at the time of meeting.
- iv. In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.
- v. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the forms.

c. For exercising electronic voting right through Intermediary by providing consent in writing regarding appointment of execution officer as proxy as per the Companies (E-Voting) Regulations, 2016:

- i) (name of the person), (designation) is appointed as execution officer for the meeting.
- ii) The instruction to appoint execution officer and opting to e-vote through Intermediary as per the Companies (E-Voting) Regulations, 2016 shall be deposited to the company at least end days before holding of general meeting at 67-A, C-III, Gulberg-III, Lahore or through email member.report@worldcall.pk
- iii) The proxy/e-voting form shall be witnessed by two persons whose names, addresses and CNIC members shall be mentioned on the form.
- iv) The company will arrange for e-voting if the company receives demand for poll from atleast five members or by any member or members having not less than one tenth of the voting power.

4. Audited Financial Statement Through Email:

SECP through its Notification SRO 787 (I)/2014 dated 08 September 2014 has allowed circulation of Audited Financial Statements along with and notice which falls in the ambit of sections 50, 158 and 233 of the Companies Ordinance 1984. Therefore, all members who wish to receive soft copy of Annual Report and notices are requested to send their email addresses. The consent for electronic transmission to be updated on investor's information link of the Company's website:www.worldcall.com.pk

The Company shall, however, provide hard copy of the Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request. Members are requested to notify any change in their registered address if any, immediately.

The Company shall place the financial statements and reports on the Company's website: www.worldcall.com.pk at least twenty one (21) days prior to the date of the Annual General Meeting in terms of SRO 634 (I)/2014 dated 10 July 2014 issued by the SECP.

Form for Video Conference Facility

Members can also avail video conference facility in (Karachi, Lahore) In this regard please fill the following and submit to registered address of the Company 10 days before holding of general meeting.

If the company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange video conference facility in that city subject to availability at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of WorldCall Telecom Limited, holder of _____ (Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

Signature of Member