

Notice of the Meeting

NOTICE is hereby given that the 33rd Annual General Meeting of the Company will be held at the Institute of Chartered Accountants of Pakistan Auditorium, Clifton, Karachi on Monday, September 29, 2014 at 9:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2014 together with the Report of the Directors' and Auditors' thereon.
2. To approve the payment of cash dividend @ 100% i.e. Rs. 5.00 per share as recommended by the Board of Directors for the year ended June 30, 2014.
3. To appoint Auditors for the year 2014-2015 and to fix their remuneration. The present auditors M/s Ernst & Young Ford Rhodes Sidat Hyder (Chartered Accountants) being eligible offer themselves for re-appointment.
4. To elect 07 (seven) directors of the Company as fixed by the Board of Directors for a period of three years in accordance with the provisions of Section 178(1) of the Companies Ordinance 1984. The retiring Directors are: Mr. Yutaka Arae, Mr. Fahim Kapadia, Mr. Sohail P. Ahmed, Mr. Owaisul Mustafa, Mr. Asif Rizvi, Mr. Zafar Iqbal Sobani and Mr. Muhammad Ali Jameel.

Karachi, August 29, 2014

By Order of the Board,
AQEEL LOON
Company Secretary

NOTES:

1. Any person who seeks to contest the election of Directors shall file with the Company at its registered office not later than fourteen days before the above said meeting his / her intention to offer himself / herself for the election of the Directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with;
 - (a) Consent to act as Director in Form 28 duly completed as required under Section 184(1) of Companies Ordinance 1984;
 - (b) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as Director of a listed Company; and
2. The Share Transfer Books of the Company will remain closed from September 23, 2014 to September 29, 2014 (both days inclusive) and the final dividend will be paid to the Shareholders whose names will appear in the Register of Members on September 22, 2014. Shareholders (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Share Registrar of the Company "M/s. Noble Computer Services (Private) Limited,, Share Department, First Floor, House of Habib Building, (Siddiqsons Tower), 3-Jinnah Cooperative Housing Society, Main Shahrah-e-Faisal, Karachi-75350, Tel: (021) 34325482-87, Fax: (021) 34325442, Email: ncs1@noble-computers.com". All the Shareholders holding the shares through the CDC are requested to please update their addresses and Zakat status with their Participants. This will assist in the prompt receipt of Dividend.

3. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective, instrument of appointing proxy must be received at the registered office of the company duly stamped and signed not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
4. Shareholders are requested to promptly notify change in their registered postal address, if any, to the Company's Share Registrar.
5. Shareholders are also requested to provide the following information to enable the Company to comply with the directives of the Securities & Exchange Commission of Pakistan.

• **Submission of copies of CNIC:**

It is hereby reiterated that the Securities and Exchange Commission of Pakistan (SECP) vide Notification S.R.O. 779(I)/2011 dated August 18, 2011 and Notification S.R.O. 831 (1)/2012 dated July 5, 2012 has directed all the listed companies to issue dividend warrant only crossed as "A/c Payee only" and ensure that the Dividend Warrant should bear the Computerized National Identity Card (CNIC) Numbers of the registered members except in the case of minor(s) and corporate shareholder(s). The Company has already requested for the same vide advertisement in newspapers dated August 27, 2014 and through letters dated September 17, 2012, October 14, 2013 and May 05, 2014 sent to its shareholders.

All those shareholders (**holding physical shares**) who have not submitted their valid CNICs are once again requested to send a photocopy of their valid CNIC / NTN along with the Folio number(s) to the Company's Share Registrar.

In case of non-availability of a valid copy of the CNIC in the records of the Company, the Company will be constrained to withhold the Dividend Warrant in terms of section 251(2)(a) of the Companies Ordinance 1984, which will be released by the Share Registrar only upon compliance with the aforesaid notifications.

Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance , 2001

Pursuant to the provisions of the Finance Act 2014 effective July 1, 2014, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

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| (a) | Rate of tax deduction for filer of income tax returns | 10% |
| (b) | Rate of tax deduction for non-filers of income tax returns | 15% |

All shareholders/ members of the Company who hold shares in **physical form** are therefore requested to send a valid copy of their CNIC and NTN Certificate, to the Company's Shares Registrar, M/s. Noble Computer Services (Pvt.) Limited at the above mentioned address, to allow the Company to ascertain the status of the shareholder/member.

Shareholders/ members of the Company who hold shares in **scrip-less form on Central Depository System (CDS) of Central Depository Company of Pakistan Limited (CDC)** are requested to send valid copies of their CNIC and NTN Certificate to their CDC Participants / CDC Investor Account Services.

Where the required documents are not submitted, the Company will be constrained to treat the non-complying shareholder/ member as a non-filer thereby attracting a higher rate of withholding tax.

• **Dividend Mandate (Optional):**

The Company wishes to inform its shareholders that under the law they are also entitled to receive their cash dividend directly in their bank accounts instead of receiving it through dividend warrants. Shareholders wishing to exercise this option may submit their application to the Company's Share Registrar, giving particulars relating to their name, folio number, bank account number, title of account and complete mailing address of the bank. CDC account holders should submit their request directly to their broker (participant) / CDC.

CDC Account Holders are further required to follow the guidelines mentioned hereinbelow as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

1. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the CDC Regulations shall authenticate their identity by showing their original Computerized National Identity Card ("CNIC") or original passport at the time of attending the meeting.
2. In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.

B. For Appointing Proxies:

1. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the CDC Regulations shall submit the proxy form as per the abovementioned requirements.
2. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
4. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
5. In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.