

اسلام آباد: 27 مارچ 2017



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventieth (70th) Annual General Meeting (Meeting) of Pakistan Tobacco Company Limited ("the Company") will be held at the Serena Hotel, Khayaban-e-Suhrwardy, Islamabad on Thursday, 20th April, 2017 at 10.30 a.m. to transact the following business:

A. ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Accounts for the year ended 31st December, 2016, and the Report of the Directors and Auditors thereon.
- 2. To approve the Final Dividend for the year 2016 as recommended by the Board.
- 3. To appoint Auditors and to fix their remuneration.

B. SPECIAL BUSINESS:

- 4. To consider, and if thought fit, to pass the following resolution as a special resolution:

RESOLVED THAT the Articles of Association of the Company be amended by adding a new Article 45A as follows:
The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, notwithstanding anything contained herein to the contrary.
5. A statement under section 160 (1) (b) of the Companies Ordinance 1984 pertaining to the Special Business is being sent to the shareholders with this notice.

BY ORDER OF THE BOARD
M. IDRIES AHMED
COMPANY SECRETARY

Islamabad: March 27, 2017

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will be closed from 14th April, 2017 to 20th April, 2017 both days inclusive. Transfers received at the office of the Company's Share Registrar, FAMCO Associates (Pvt.) Ltd, 8-F, next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi by the close of business on 13th April, 2017, will be in time to be entitled to vote and for the entitlement of dividend.

2. Participation in the Annual General Meeting

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy who will have the right to attend, speak and vote in place of that member. Forms of proxy must be deposited at Company's Share Registrar's office not less than 48 hours before the time appointed for the Meeting and proxy form (s) received after the said 48 hours will not be treated as valid.

Attendance of members who have deposited their shares into Central Depository Company of Pakistan Limited shall be in accordance with the following mandatory requirements.

- A) In Person:
- i) Individuals members must bring their participant's ID number and account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the Meeting.
 - ii) In the case of a corporate entity, presentation of a certified copy of the Board of Directors' Resolution/Power of Attorney with specimen signatures of the nominee at the time of the Meeting.
- B) By Proxy:
- i) In case of individuals, the submission of proxy form as per the requirement notified in Note 2 above.
 - ii) The proxy must be witnessed by two persons whose names, addresses and CNIC numbers should be stated 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 original CNIC or original passport at the time of the Meeting.
 - v) In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted with the proxy form to the Company.

3. CNIC Number on Dividend Warrant (Mandatory)

As has already been notified from time to time, the Securities and Exchange Commission of Pakistan (SECP) vide Notification S.R.O. 19(I)/2014 dated 10th January 2014 read with Notification S.R.O. 831(1)/2012 dated July 5, 2012 require that the Dividend Warrant(s) should also bear the Computerized National Identity Card (CNIC) Number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).
Dividend warrants of members who have not submitted a copy of their CNIC despite notices in respect of the last three dividend declarations will be with-held by the Company until submission thereof as permitted by SECP. A list of members who have not submitted copies of their CNICs can be viewed on the Company's website.

4. Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001 (Mandatory)

- (i) Pursuant to the provisions of the Finance Act 2016 effective July 1, 2016, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:
 - 1. Rate of tax deduction for filer of income tax return 12.5%
 - 2. Rate of tax deduction for non-filers of income tax return 20%To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% instead of 20%, 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 immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20% instead of 12.5%.
- (ii) Withholding Tax exemption from the dividend income, shall only be allowed if a copy of valid tax exemption certificate is made available to FAMCO Associates (Pvt) Ltd., by the first day of Book Closure.
- (iii) Further, according to clarification received from Federal Board of Revenue (FBR), 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.

In this regard 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 (only if not already provided) 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 required information must reach our Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

- (iv) 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 FAMCO Associates (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

5. Dividend Mandate (Optional)

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 18 of 2012 dated June 05, 2012, it is to inform you that under Section 250 of the Companies Ordinance, 1984 a shareholder may, if so desired, direct the Company to pay dividend through his/her/its bank account. Further, transferee of shares may exercise option for dividend mandate by using the revised "Form of Transfer Deed" available on our Share registrar's website www.famco.com.pk. The revised form of transfer deed will enable the transferees to receive cash dividend directly in their bank accounts, if such transferee provides particulars of its bank account which he/she/it desires to be used for credit of cash dividend.

If they so desire the shareholders have the option to seek the dividend mandate by using the standardized "Dividend Mandate Form" available on our Share registrar's website www.famco.com.pk

Shareholders who hold shares in physical form are requested to submit the required Dividend Mandate Form to our Share Registrar, while those shareholders who hold shares in Central Depository Company are to submit the Dividend Mandate Form to their Participant/ Investor Account Services.

6. Change of Address

Members are requested to notify any change in their addresses immediately. Members are requested to notify the Company's Share Registrar promptly of changes in their address.

7. Contact Details:

Company Contact: Company Secretary, Pakistan Tobacco Company Limited, Serena Business Complex, Khayaban-e-. Suhrwardy, Islamabad
Phone: (051) 2083200

Share Registrar: FAMCO Associates (Pvt) Ltd. 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi
Phone: (021) 34380101-5
Email address: info.shares@famco.com.pk

Statement under Section 160 of the Companies Ordinance, 1984

This statement is annexed to the Notice of Seventieth Annual General Meeting of Pakistan Tobacco Company Limited to be held on Thursday, April 20, 2017 at which certain Special Business is to be transacted. The purpose of this statement is to set forth the material facts concerning such Special Business.

ITEM (5) OF THE AGENDA

To give effect to the Companies (E-Voting) Regulations 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting

BY THE ORDER OF THE BOARD
M. IDRIES AHMED
COMPANY SECRETARY

Islamabad: March 27, 2017