

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 62nd Annual General Meeting of Packages Limited will be held on Tuesday, April 25, 2017 at 10.30 a.m. at the Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi to transact the following business :-

1. To confirm the Minutes of the 61st Annual General Meeting of the Company held on April 25, 2016.
2. To receive and adopt the Audited Accounts of the Company for the year ended December 31, 2016 together with the Directors and Auditors Reports thereon.
3. To consider and approve the payment of cash dividend for the year ended December 31, 2016 as recommended by the Board of Directors -
 - a) to the preference share/convertible stock holder (International Finance Corporation) at the rate of Rs. 24.497 (12.893%) per preference share/convertible stock of Rs. 190 proposed by the Board in terms of and as adjusted under the Subscription Agreement between Packages Limited and International Finance Corporation, totaling Rs.200,549,277; and
 - b) to the ordinary shareholders at the rate of Rs. 25.00 (250%) per ordinary share of Rs. 10.
4. To appoint Auditors for the year 2017 and to fix their remuneration.

By Order of the Board

Karachi
February 28, 2017

Adi J. Cawasji
Company Secretary

Notes :

1. CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books of the Company will remain closed from April 18, 2017 to April 25, 2017 (both days inclusive). Transfers received in order at the office of the Company's Registrars, Messrs FAMCO ASSOCIATES (PVT.) LIMITED, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400 by close of business on April 17, 2017 will be treated in time for payment of the final dividend to the transferees.

2. PARTICIPATION IN THE ANNUAL GENERAL MEETING:

All members entitled to attend and vote at the Meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy need not be a member of the Company. A corporate entity, being a member, may appoint any person, regardless whether they are a 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 the corporate entity, shall be submitted to the Company along with a completed proxy form, duly signed by an officer or attorney of the corporate entity. The proxy holders are requested to produce their CNICs or original passports at the time of the Meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at 4th Floor, The Forum, Suite # 416-422, G-20, Block 9, Khayaban-e-Jami, Clifton, Karachi-75600 at least 48 hours before the time of the Meeting.

3. REPRESENTATION OF BODIES CORPORATE

Notwithstanding 2 above, a body corporate or a corporation (whether or not a company within the meaning of the Companies Ordinance, 1984) which is a member of the Company, may, by resolution of its board or other governing body, authorize an individual to act as its representative at the Meeting, and the individual so authorized shall be entitled to exercise the same powers on behalf of the body corporate or the corporation which he represents. Such representatives must bring a copy of the resolution abovementioned duly certified by the Company Secretary of the body corporate or the corporation which he represents.

4. NOTICE TO SHAREHOLDERS WHO HAVE NOT PROVIDED THEIR CNICs:

As directed by the Securities and Exchange Commission of Pakistan ("SECP") through its Circular No.EMD/D-II/Misc/2009-1342 dated April 4, 2013, dividend warrants cannot be issued without valid CNICs. All shareholders holding physical shares who have not submitted their valid CNICs are requested to send attested copies of their valid CNICs along with their folio numbers to the Company's Shares Registrar. In the absence of a shareholder's valid CNIC, the Company will be constrained to withhold dispatch of dividend to such shareholders.

5. DEDUCTION OF INCOME TAX FROM DIVIDEND:

(i) The Government of Pakistan through Finance Act, 2015 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: 12.5%
- (b) For non-filers of income tax returns: 20.0%

To enable the Company to make tax deduction on the amount of cash dividend @12.5% instead of 20.0%, 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, otherwise tax on their cash dividend will be deducted @ 20.0% instead @12.5%.

(ii) For any query/problem/information, the investors may contact the Company and/or the Share Registrar at the following phone numbers or email addresses:-

Contact persons:

Mr. S.M. Munawar Moosvi
Tel. # 92 21 35831618 / 35831664 /
35833011
Email:
munawar.moosvi@packages.com.pk

Mr. Ovais Khan
Tel. # 92 21 34380101-2
Email: ceo@famco.com.pk

- (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. Messrs 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.

6. PAYMENT OF DIVIDEND ELECTRONICALLY (E-MANDATE):

In order to enable a more efficient method of payment of cash dividend, through its Circular No.8(4) SM/CDC 2008 of April 5, 2013, the SECP has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to do so. Accordingly, all non-CDC shareholders are requested to send their bank account details to the Company's Registrar. Shareholders who hold shares with CDC or Participants/Stock Brokers, are advised to provide the mandate to CDC or their Participants/Stock Brokers.

7. AUDITED FINANCIAL STATEMENTS THROUGH E-MAIL:

SECP through its Notification SRO 787(I)/2014 dated September 8, 2014, has allowed the circulation of Audited Financial Statements along with the Notice of Annual General Meeting to the members of the Company through email. Therefore, all members who wish to receive the soft copy of Annual Report are requested to send their email addresses. The consent form for electronic transmission can be downloaded from the Company's website: **www.packages.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.

The Company shall place the financial statements and reports on the Company's website: **www.packages.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 July 10, 2014 issued by the SECP.

8. CHANGE OF ADDRESS AND NON-DEDUCTION OF ZAKAT DECLARATION FORM:

Physical shareholders are requested to notify any change in their addresses immediately and if applicable provide their non-deduction of Zakat Declaration Form to the Company's Shares Registrar, Messrs FAMCO ASSOCIATES (PVT.) LIMITED. Furthermore, if not provided earlier, members holding shares in CDC/Participants accounts are also requested to update their addresses and if applicable, to provide their non-deduction of Zakat Declaration Form to CDC or their Participants/Stock Brokers.

9. **VIDEO-LINK FACILITY:**

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-link at least [7] days prior to date of meeting, the Company will arrange video-link facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video-link facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to registered address of the Company 7 days before holding of the Annual General Meeting:-

I/We, _____ of _____ being a member of Packages Limited, holder of _____ Ordinary shares as per Register Folio No. _____ hereby opt for video conference facility at _____. _____ Signature of member
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10. **GUIDELINES FOR CDC ACCOUNT HOLDERS:**

CDC account holders will have to follow the guidelines with respect to attending the Meeting and appointing of Proxies as issued by the SECP through its Circular 1 of January 26, 2000.

11. **PROXY FORMS:**

The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC Numbers are mentioned on the forms.