

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Seventy Second (72nd) Annual General Meeting (“Meeting”) of Pakistan Tobacco Company Limited (“the Company”) will be held at the Serena Hotel, Khayaban-e-Suhrwardy, Islamabad on Monday, the 22nd day of April 2019, at 10.30 AM to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Company’s Audited Financial Statements for the year ended 31st day of December 2018, together with the Reports of the Directors and Auditors thereon.
2. To approve and declare Final Dividend for the year 2018 on the Ordinary Shares of the Company as recommended by the Board.
3. To appoint Auditors and to fix their remuneration.
4. To elect 12 (twelve) Directors on the Company’s Board of Directors as fixed by the Board for a period of three years’ term commencing on the 22nd day of April 2019 (close of business). The term of the following nine (9) Directors will end on the 20th day of April 2019: Mr. Mueen Afzal, Syed Javed Iqbal, Mr. Michael Koest, Mr. Zafar Mahmood, Ms. Hae In Kim, Mr. Imran Maqbool, Mr. Tajamal Shah, Mr. Wael Sabra and a vacant position.

By the order of the Board



M. IDRIES AHMED
Company Secretary

Islamabad: March 29, 2019

NOTES

1. Closure of Share Transfer Books

Share Transfer Books of the Company will be closed from 16th April 2019 to 22nd April 2019 (both days inclusive) when no transfer of Company’s shares will be accepted or registered. Transfers in good order, received at the office of the Company’s Share Registrar FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400 (“the Share Registrar”) by the close of business on Monday, the 15th April 2019, will be treated in time to be entitled to vote and for the entitlement of dividend.

2. Participation in the Annual General Meeting

All Members/Shareholders of the Company are entitled to attend and vote at the Meeting.

3. Attendance of Members

A. Attendance in Person

For those Members who attend the Meeting in person, their identity shall be required to be authenticated by either original valid CNIC or original valid Passport at the time of attending the Meeting.

B. Attendance through Proxy

A Member is entitled to appoint a proxy (who may not be a Member of the Company) who will have the right to attend, speak and vote in place of that appointing Member. The Proxy shall be appointed in the following manner:

- (i) Proxy Form(s) must be deposited at Company's Share Registrar's office not less than forty-eight (48) hours (excluding holidays) before the time of the Meeting. Proxy Form(s) received after the said forty-eight (48) hours i.e. after 10:30 AM on 18th day of April 2019 Friday (as Saturday & Sunday will be excluded for being holidays), will not be treated as valid
- (ii) Attested copies of valid CNIC or the valid Passport of the beneficial owners and the Proxy shall be furnished with the Proxy Form.
- (iii) In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures and attested copy of valid CNIC of the person nominated by the corporate entity to represent and vote on its behalf, shall be submitted to the Company's Share Registrar
- (iv) The Proxy shall produce his/her original valid CNIC or original valid Passport at the time of the Meeting
- (v) A specimen Proxy Form is attached to this Notice and is also available on Company's website

C. Attendance by CDC Account Holders

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

- (i) Individual Members must bring their "Participant's ID Number", together with their Account/Sub-account number and original valid Computerised National Identity Card (CNIC) or original valid Passport at the time of attending the Meeting

- (ii) For corporate entity, presentation of a certified copy of the Board Resolution/ Power of Attorney with specimen signatures and attested copy of valid CNIC of the person nominated by the corporate entity to represent and vote on its behalf, shall be submitted

4. Submission of CNIC/NTN Details Mandatory

- A.** Members who have not yet submitted a copy of their valid CNIC or valid Passport to the Company, are once again reminded to send the same at the earliest either to the Company or to the Share Registrar. The CNIC number /NTN details is now mandatory and is required for checking the tax status as per the Active Tax Payers List (ATL) issued by the Federal Board of Revenue (FBR) from time to time.
- B.** Individual Members (including all joint holders) holding physical share certificates of the Company are therefore requested to submit a copy of their valid CNIC to the Company or its Share Registrar if not already provided. The shareholders while sending CNIC must quote their respective folio numbers.
- C.** In cases of non-receipt of the copy of a valid CNIC, the Company would be constrained under Section 243 (3) of the Companies Act, 2017 ("the Companies Act") to withhold dividend of such shareholders.

5. Dividend, Electronic Credit Mandate Mandatory

Pursuant to the provisions of Section 242 of the Companies Act, it is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode by making direct remittance into their respective bank account designated by the entitled shareholder(s) ("the Bank Account"). Therefore, the Company will be remitting the dividend proceeds directly into the Bank Accounts of its Member, instead of issuing physical Dividend Warrants. In order to receive

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dividends directly into your Bank Account, Members holding shares in physical form are requested to submit the “Electronic Credit Mandate Form”, which is available on Company’s website i.e. www.ptc.com.pk. Please printout the Form, fill and sign it, and send the completed Form along with a copy of a valid CNIC to the Share Registrar of the Company at the afore-stated postal address, which should reach the latest by 15th April, 2019. Members who hold shares in CDC accounts should provide their mandate to their respective participant or CDC Investor Account Services.

6. Deduction of Income Tax from Dividend Mandatory

A. Pursuant to the provisions of the Finance Act 2017 effective July 1, 2017, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

- (i) Rate of tax deduction for Filer of Income Tax Return: 15%
- (ii) 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 @ 15% instead of 20%, shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (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 15%.

B. Withholding Tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Company’s Share Registrar FAMCO Associates (Pvt) Ltd., by the first day of Book Closure.

C. Further, according to clarification received from FBR, Withholding 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 Members/Shareholders of the Company either holding shares in physical form or in CDC, 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 and in the following manner:

| Company Name | Folio/CDC 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 the Company’s Share Registrar within ten (10) days of this notice; otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

D. The corporate shareholders of the Company 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 either the Company or the Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

7. Zakat Deduction

To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarized copy of their Zakat Declaration Form “CZ-50” on NJSP of Rs. 50/- to the Share Registrar.

8. E-Voting

Members can exercise their right to demand a poll subject to meeting requirements under Sections 143-145 of Companies Act and applicable clauses of Companies (Postal Ballot) Regulation 2018.

9. Video-Link Facility

Pursuant to Section 134(1)(b) of the Companies Act and SECP's circular No 10 of 2014 dated May 21, 2014, if the Company receives consent from Members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the Meeting through video conference at least ten (10) days prior to the date of the meeting. The Company will arrange video conference facility in that city, subject to availability of such facility in that city. To avail this facility, please provide the following information to the Share Registrar:

I/We, _____, being a member of Pakistan Tobacco Company Limited, holding _____ of Ordinary Shares (s) as per Register Folio No. _____ hereby opt for the Video Conference Facility at (please insert name of the city).

10. Statement of Unclaimed or Unpaid Amounts U/S 244 of the Companies Act, 2017

The Securities & Exchange Commission of Pakistan has, pursuant to Section 244, read with Section 510 of the Companies Act 2017, directed all companies to submit a statement to the Commission through eServices portal (<https://eservices.secp.gov.pk/eServices/>) stating the number or amounts, as the case may be, which remain unclaimed or unpaid for a period of three (3) years from the date it is due and any other instrument or amount which remain unclaimed or unpaid, as may be specified.

11. Change of Address

- A.** Members are requested to notify any change in their notified addresses immediately. Members holding shares in physical form are requested to notify the Company's Share Registrar promptly of changes in their notified address.

- B.** Members holding shares in electronic form with CDC must notify change of address to their participants or CDC Investor Account Services with whom the account is being maintained.

12. Contact Details

Company Contact

Company Secretary
Pakistan Tobacco Company Limited
Serena Business Complex, Khayaban-e-Suhrwardy,
Islamabad
Tel: + 92 51 2083200

Share Registrar

FAMCO Associates (Private) Limited
8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S.
Shahrah-e-Faisal, Karachi
Tel: + 92 21 34380101-5
Email: info.shares@famco.com.pk