

PAKISTAN TOBACCO COMPANY LIMITED
NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventy Third (73rd) Annual General Meeting (“Meeting”) of Pakistan Tobacco Company Limited (“the Company”) will be held electronically through video link arrangements on Friday, the 8th day of May 2020 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 2019, together with the Reports of the Directors and Auditors thereon.
2. To approve and to declare Final Dividend for the year ended 31st December 2019 on the Ordinary Shares of the Company as recommended by the Board.
3. To appoint Auditors and to fix their remuneration.

BY THE ORDER OF THE BOARD

Islamabad: April 17, 2020

Yusuf Zaman
COMPANY SECRETARY

NOTES:

1. **ANNUAL REPORT:** On account of the current lockdown, the Company is facing serious challenges for the printing and delivery of physical copies of the annual report to our shareholders. However, the annual report for the year ended 31.12.2019 has been posted for download on our website www.ptc.com.pk. Those shareholders who also wish to obtain an electronic copy of the annual report via email are requested to send their email address/consent at the following email address: PTC_AGM@bat.com on or before 8th May, 2020 and a pdf copy of the Annual Report will be duly shared with them via email.
2. **CLOSURE OF SHARE TRANSFER BOOKS:** Share Transfer Books of the Company will be closed from 2nd May 2020 to 8th May 2020 (both days inclusive) when no transfer of the Company’s shares will be accepted for registration. 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 30th April 2020, will be treated in time to be entitled to vote and for the entitlement of dividend payment.
3. **PARTICIPATION IN THE ANNUAL GENERAL MEETING:** All Members/Shareholders of the Company are entitled to attend and vote at the Meeting.
4. **ATTENDANCE OF MEMBERS:**
 - A. In view of the evolving threats due to COVID-19 pandemic and to protect the well-being of our shareholders, the Company has decided to convene this AGM electronically through video link arrangements and there would be no specified location for the AGM.
 - i) Members can log-in through their smartphones or computer devices to the video link arrangements after completing the meeting attendance formalities that will be provided to the Members after completing identification and verification formalities. The Members are requested to provide their name, CNIC (both sides scanned copies), folio number, cell phone number and email address before 03:00 pm on or before 6th May, 2020 at the following

email address: PTC_AGM@bat.com. The details of the video link arrangements of the AGM will be sent only to those Members who provide the aforementioned details by the said date and time.

- ii) In addition, if the participating Members also have any comments / suggestions for discussion on the agenda items of the AGM they should email the same at the above-mentioned email address, PTC_AGM@bat.com, by or before 03:00pm on 6th May 2020. Only those comments/suggestions on the agenda items will be discussed at the AGM which have been received on the aforesaid email address by the said date and time.
 - iii) The Company will ensure that comments / suggestions of the Members, submitted in accordance with clause (ii) above, will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting.
- B. Attendance Through Proxy: A Member is entitled to appoint a proxy (who not need be a Member of the Company) who will have the right to attend, speak and vote in place of the appointing Member, through video link. The Proxy shall be appointed in the following manner:
- i) Proxy Form. Soft copy has been posted on our website www.ptc.com under the section Investor Relations. The scanned copy of the filled form must be sent at the following email address: zeeshan.akhtar@famco.com.pk, not less than forty-eight (48) hours before the time of the Meeting. Proxy Form(s) received after the said forty-eight (48) hours i.e. after 03:00pm on 6th May 2020 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.

5. 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 mandatory and is also required for checking the tax status as per the Active Taxpayers 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.

6. DIVIDEND, PROVISION OF IBAN, Mandatory:

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"), whose title must commence with the principal shareholder's name. 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 dividends

directly into their Bank Account, Members holding shares in physical form are requested to submit their International Bank Account Number (IBAN) using the “Electronic Credit Mandate Form”, available on Company’s website i.e. www.ptc.com.pk. Please, fill and send the completed Form along with a copy of a valid CNIC to the Share Registrar of the Company at info.shares@famco.com.pk latest by 30th April 2020. Members who hold shares in CDC accounts should provide their mandate to their respective participant or CDC Investor Account Services.

7. DEDUCTION OF INCOME TAX FROM DIVIDEND *Mandatory*:

A. Please note that withholding tax will be deducted on the basis of latest Active Taxpayers List (ATL) available at FBR website as per following rates:

1. Shareholders appearing in Active Taxpayers List (ATL): 15%
2. Shareholders not appearing in Active Taxpayers List (ATL): 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, shareholders whose names are not appearing in 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 @ 30% 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/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC #	Shareholding Proportion (No. of Shares)	Name & 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.

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

9. **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) Regulations 2018.

10. UNCLAIMED DIVIDEND / SHARES U/S 244 OF THE COMPANIES ACT, 2017:

An updated list for unclaimed dividend / shares of the Company is available on the Company’s website www.ptc.com.pk. These are unclaimed dividend / shares which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable.

Claims can be lodged by shareholders on Claim Forms as are available on the Company’s website. Claims Forms must be submitted to the Company’s Share Registrar for receipt of dividend/ shares.

11. CHANGE OF ADDRESS:

- A. Members holding shares in physical form are requested to immediately notify the Company’s Share Registrar 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-
Suhrawardy, Islamabad
+ 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
+ 92 21 34380101-5
info.shares@famco.com.pk
