

# NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventy Fourth (74th) Annual General Meeting (“Meeting”) of Pakistan Tobacco Company Limited (“the Company”) will be held physically at the Serena Hotel, Khayaban-e- Suhrwardy, Islamabad as well as electronically on Thursday, the 22nd day of April 2021 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 2020, together with the Reports of the Directors and Auditors thereon.
2. To approve and to declare Final Dividend for the year ended 31st December 2020 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



**Sami Zaman** COMPANY SECRETARY

Islamabad: March 30, 2021

## NOTES:

### 1. Annual Report

A soft copy (CD) of the Annual Report for the year ended 31.12.2020 is being sent to the shareholders at their given addresses and posted for download on our website [www.ptc.com.pk](http://www.ptc.com.pk). Shareholders who wish to obtain a hard copy of the annual report are requested to inform us at [PTC\\_AGM@bat.com](mailto:PTC_AGM@bat.com), a hard copy of the Annual Report will be duly sent to them.

### 2. Closure of Share Transfer Books

Share Transfer Books of the Company will be closed from 16th April 2021 to 22nd April 2021 (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 15th

April 2021, will be treated in time to be entitled to attend and 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 Circular No:** 4 of 2021, dated 15th February 2021, issued by the Securities & Exchange Commission of Pakistan (SECP), the Company is convening this AGM physically as well as electronically through video link arrangements.

- 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 / CDC account number, cell phone number and email address by 20th April, 2021 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 20th April 2021. 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. In Person:**

- i) Individual 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 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.

#### **C. Attendance Through Proxy:**

A Member is entitled to appoint a proxy (who need not be a Member of the Company) who will have the right to attend, speak and vote in place of the appointing Member, physically as well as through video link. The Proxy shall be appointed in the following manner:

- i) Proxy Form. Soft copy of the proxy form has been posted on our website [www.ptc.com](http://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](mailto: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 10:30 am on 20th April 2021 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](http://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](mailto:info.shares@famco.com.pk) latest by 15th April 2021. Members who hold shares in CDC accounts should provide their mandate to their respective participant or CDC Investor Account Services. Shareholders already receiving direct credit of dividend in their bank account need not send the Electronic Credit Mandate Form again.

## 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:
- Shareholders appearing in Active Taxpayers List (ATL): 15%
  - 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 to a corporate shareholder 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 & 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 or Investor Account Services of CDC, with whom their shares are placed, 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](http://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 their shares are placed.

## 12. Contact Details:

### Company Contact:

Company Secretary


Pakistan Tobacco Company Limited


 Serena Business Complex, Khayaban-e-Suhrwardy, 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](mailto:info.shares@famco.com.pk)