

## NOTICE OF MEETING

Notice is hereby given that the 56th Annual General Meeting of Pakistan Gum and Chemicals Limited, will be held on Thursday, 25 April, 2019 at 10:00 a.m. at Company's registered office, located at B-19/A, Irshad Qadri Road, SITE, Karachi to transact the following business:

### Ordinary Business:

1. To consider and adopt the Annual Audited Financial Statements of the company for the year ended 31 December, 2018 together with Directors' and Auditors' reports thereon.
2. To consider, approve and authorize the payment of final dividend for the year ended 31 December 2018. The Directors have recommended the payment of a final dividend of 10%.
3. To appoint Auditors for the year ending December 31, 2019 and to authorize the Board to fix their remuneration.

### Special Business:

1. To ratify and approve transactions conducted with Related Parties for the year ended 31 December 2018 by passing the following special resolution with or without modification:

"RESOLVED THAT the transactions conducted with Related Parties as disclosed in the note 37 of the financial statements for the year ended 31 December 2018 be and are hereby ratified, approved and confirmed".

2. To authorize the Board of Directors of the Company to approve transactions with Related Parties for the financial year ending 31 December 2019 by passing the following special resolution with or without modification:

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending 31 December 2019.

RESOLVED FURTHER THAT these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval".

3. To consider and approve transmission of Annual Audited Accounts through CD instead of transmitting of accounts in hard copies.
4. To transact any other ordinary business as may be placed before the meeting with the permission of the Chair.

By Order of the Board



**Zafar Iqbal**  
Company Secretary  
Karachi: 19 March, 2019

### Notes:

1. The Share Transfer Books of the Company will remain closed from 18 April, 2019 to 25 April, 2019 (both days inclusive). Transfers received in order by our registrar M/s JWAFS Registrar Services (Pvt) Limited 407-408 Al-Ameera Center, Shara-e-Iraq, Saddar Karachi, at the close of business on April 17, 2019 will be treated in time for the purpose of attending the meeting.
2. CDC shareholders are requested to bring their original CNIC, Account No., Sub-Account number and participant's number in Central Depository System for identification purpose for attending the meeting. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

3. A member entitled to attend and vote at the meeting may appoint another person on his / her behalf as his / her proxy to attend, speak and vote and a proxy so appointed shall have such right with respect to attending, speaking and voting at the meeting as are available to a Member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy need not be a member of the Company.
4. Non-CDC shareholders are requested to notify any change in their addresses immediately.

CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

#### **Payment of Cash Dividend Electronically:**

The Securities and Exchange Commission of Pakistan (SECP) had earlier initiated an e-dividend mechanism through its letter No.8(4)SM/CDC/2008 dated 5 April 2013. The Companies Act 2017 also now provides in section 242 that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. As such, the company will only be able to make payment of cash dividends to its shareholders through electronic mode. Therefore, shareholders (in case of shareholding in Physical Form) are advised that they must provide the following information/details at the earliest to the Share Registrar of the Company i. e. JWAFS Registrar Services (Pvt.) Limited 407-408 Al-Ameera Centre, Shahra-e-Iraq, Saddar, Karachi:

- (i) Folio/CDC Account Number
- (ii) CNIC No (Copy attached)
- (iii) Mobile/Landline No
- (iv) Title of Bank Account
- (v) International Bank Account Number (IBAN)
- (vi) Bank Name
- (vii) Branch name and Address

Deduction of withholding tax on the amount of dividend:

- i) Deductions will be made as under:
 

a) For filers of income tax returns	15.0%
b) For non-filers of income tax returns	20.0%

Therefore, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) on the website of FBR, despite fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @ 20.0% instead of 15.0%.

- ii) As per FBR Circulars C.No.1 (29) WHT/2006 dated 30 June 2010 and C No.1 (43) DG (WHT)-Vol.II-66417-R, dated 12 May 2015, a valid exemption certificate is mandatory to claim exemption of withholding tax under section 150 of the Income Tax Ordinance, 2001 (tax on dividend amount) where the statutory exemption under clause 47B of part-IV of Second Schedule is available.

#### **Circulation of Annual Audited Accounts and Notice of AGM through E-mail, CD, DVD or USB**

Securities & Exchange Commission of Pakistan has under and pursuant to SRO No.787(I)/2014, dated 8 September 2014 and SRO 470(I) dated 31 May 2016 permitted companies to circulate their annual balance sheet and profit and loss accounts, Auditor's Report and Director' Report etc. ("Annual Audited Accounts") along with the notice of Annual General meeting ("AGM Notice"), to its shareholders by e-mail, CD, DVD or USB. Therefore, any Shareholder who desires to receive hard copies of the Notice and Annual Audited Accounts are requested to forward their requirement to Share Registrar or Company Secretary.