

The Nation

Tuesday, February 2, 2021 | Karachi



Pakistan International Container Terminal Limited

PAKISTAN INTERNATIONAL CONTAINER TERMINAL LIMITED NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Pakistan International Container Terminal Limited (the "Company") will be held on Wednesday, February 24, 2021 at 10:30 a.m., at Auditorium Hall, The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi, to transact the following business:

1. To elect seven Directors of the Company for a period of three years commencing immediately after the conclusion of this meeting. The number of Directors to be elected has been fixed by the Board of Directors as seven in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 ("the Act").

The names of retiring Directors are as follows:

1. Mr. Hans-Ole Madsen
2. Ms. Gigi Iluminada Miguel
3. Mr. Gordon Alan P. Joseph
4. Mr. Jacob Christian Gulmann
5. Mr. Rune Rasmussen
6. Mr. Sharique Azim Siddiqui
7. Mr. Zafar Iqbal Awan

The retiring Directors are eligible for re-election.

2. To transact any other business with the permission of the Chair.

By Order of the Board
Adil Siddique
Company Secretary
Karachi: February 2, 2021

NOTES

Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from February 17, 2021 to February 24, 2021 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar, "M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', SMCHS, Main Shahra-e-Faisal, Karachi 74400" by the close of business on February 16, 2021 will be treated in time for ascertaining the entitlement of transferees for the purpose of attending and vote at the Extraordinary General Meeting.

Participation in the Extra Ordinary General Meeting

A Member entitled to attend, speak and vote at the above meeting is entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the above meeting as are available to the Member.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Duly completed, signed and stamped instrument of proxy (as enclosed) and the other authority under which it is signed, or a notarially certified copy thereof, in order to be valid, must be lodged with the Company Secretary at the Registered Office of the Company (Berths 6-9, East Wharf, Karachi Port, Karachi) not less than 48 hours before the commencement of the Meeting. In calculating the aforesaid period of 48 hours no account shall be taken of any part of the day that is not a working day. The proxy need not be a Member of the Company.

Due to current COVID-19 situation in the country, the Company will follow the best practices and comply with the instructions of the Government and the Securities and Exchange Commission of Pakistan to ensure protective measures are in place for the well-being of the Members.

A. For Attending the Meeting

In case of individuals, the account holder or sub-account holder, shall authenticate his / her identity by showing his / her valid original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

In case of a corporate entity/trust, the Board of Directors/Trustees' resolution / power of attorney with specimen signature of the representative / nominee shall be produced at the time of the meeting.

The members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.

B. For Appointing Proxies

In case of individuals, the account holder or sub-account holder, shall submit the duly completed and stamped proxy form accordingly.

The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. The proxy shall produce his / her original CNIC or original passport at the time of the meeting and copy of CNIC of Member of whom he/she holds Proxy. Attested copies of valid CNIC or the passport of the beneficial owners/members and the proxy shall be furnished with the proxy form.

In case of a corporate entity/trust, the Board of Directors/Trustees' resolution / power of attorney with specimen signature of the representative / nominee shall be submitted along with proxy form to the Company.

C. Postal Ballot

In accordance with the Companies (Postal Ballot) Regulations, 2018, Members will be allowed to exercise their right of vote through postal ballot i.e by ballot paper or e-voting, in accordance with the requirements and procedure contained in the aforesaid regulations, in case the number of contestants are more than the number of Directors to be elected.

Election of Directors

Any member who seeks to contest an election to the office of Directors shall, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting:

- Notice of his/her intention to offer himself / herself for election as a Director in terms of section 159(3) of the Companies Act, 2017.
- Consent to act as Director on Form-28, duly completed and signed by the candidate, as required under Section 167(1) of the Companies Act, 2017.
- Detailed profile along with office address for placement on the Company's website seven (07) days prior to the date of election in terms of S.R.O 1196(1)/2019 of October 3, 2019.
- Signed declaration to the effect that he/ she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
- Signed declaration to the effect that he/ she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 to be appointed as a Director/Independent Director of the listed company.
- In case of person contesting as independent director, he / she shall also submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- Attested copy of valid CNIC/Passport and NTN.

Video Conference Facility

- Members can also avail video conference facility for attending the Extraordinary General Meeting in a city other than in which Extraordinary General Meeting is being held. In this regard, please fill the following and submit to registered address of the Company ten (10) days before holding of the Extraordinary general meeting. If the Company receives demand from members holding in aggregate 10% or more of the total paid up capital residing in a city, to participate in the meeting through video conference at least ten (10) days before holding of the Extraordinary general meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.
- "I/We, _____ of _____ being a member of Pakistan International Container Terminal Limited, holder of _____ ordinary share(s) as per register Folio No. _____ hereby opt for video conference facility at _____
- The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Extraordinary general meeting along with complete information necessary to enable them to access such facility.
- For any query / problem / information, the investors may contact the Company and / or the Share Registrar at the following phone numbers and email addresses:

PICT Investor Relations Department
Pakistan International Container Terminal Limited
Berth # 6-9, East Wharf, Karachi Port
Karachi.
+92 21 32855701-9 Ext. 2602
investor-relations@pict.com.pk

PICT Shares Registrar
CDC Share Registrar Services Limited,
CDC House, 99-B, Block-B, S.M.C.H.S
Main Shahrah e Faisal, Karachi
+92-21 111-111-500
info@cdcsrsl.com

Mandatory Payment of Cash Dividend Through Electronic Mode and Submission of Copies of Valid CNIC & National Tax Number [NTN] Certificate

- The provisions of section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the information on a Dividend mandate form (enclosed) to the Company's Share Registrar at the address given herein above. In case of CDC account holders, the same information should be provided directly to the CDS participant/ CDC Investor Account Services. The Company or its Share Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. The form is also available at the Company website i.e. www.pict.com.pk.
- The designated bank account details should be of the titleholder of the shares or Account title in Central Depository System.
- The Individual Members who have not yet submitted photocopy of their valid CNIC and Corporate Entities who have not yet submitted their NTN are once again reminded to have these details updated with their respective CDS participants, in case of CDC account holders and to send the same at the earliest directly to the Company's Share registrar at the address given herein above, in case of physical shareholders. Please provide folio numbers with the copy of CNIC/NTN.
- In case of non-receipt of valid Bank details given herein above and copy of valid CNIC or NTN, the Company would withhold future dividend payments to such shareholders as per the provisions of section 243(3) of the Companies Act, 2017 and Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017.

Change of address

Any change of address of Members should be immediately notified to the Company's share registrar M/S CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah e Faisal, Karachi.

Conversion of Shares in Book-Entry Form

Members holding shares in physical form may convert their shares from physical form to book-entry form. Members can contact the Company or Share Registrar for assistance in this regard. Share holders are also requested to follow the procedure as contained in CDC Act, 1997 for the purpose.

Shareholders are requested to provide any relevant information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Company/Share Registrar.

Statement of Material Facts under Section 166 (3) of the Act regarding Independent Director

The Company is required to have Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Independent Directors will be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166 of the Act.

The present Directors of the Company have no interest in the above said business except being eligible for re-election as Director of the Company.

