**(ON LETTERHEAD OF ORGANIZATION)**

Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The Section Officer

Ministry of Information Technology and Telecommunication

7th Floor, Kohsar Block, Pak Secretariat

**Islamabad.**

**Sub: Consent/Eligibility Declaration for the Office of Director of the Board of Ignite**

I, the undersigned, hereby give my consent to act as Director of the Board of **Ignite** in Telecommunication Industry/Scientific & Academia Community/Corporate Management Executive (slash the irrelevant) category pursuant to Section 167 of the Companies Act 2017.

I declare that I am a fit and proper person to become a Director of Ignite in terms of Fit and Proper Criteria as laid down in Public Sector Companies (Corporate Governance) Rules 2013 and Associations with Charitable and Not for Profit Objects Regulations, 2018. I also declare that I meet the criteria to be an Independent Director in terms of section166 of Companies Act 2017 read with section 2(d) of Public Sector Companies (Corporate Governance) Rules 2013. I further declare that I am not disqualified to become a Director in terms of section 172 of the Companies Act 2017.

 Yours truly,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature)

FULL NAME\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(IN BLOCK LETTERS)

**Official Stamp:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**(ON LETTERHEAD OF ORGANIZATION)**

Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The Section Officer

Ministry of Information Technology and Telecommunication

7th Floor, Kohsar Block, Pak Secretariat

**Islamabad.**

**Sub: Nomination for the Office of Director of the Board of Ignite**

We \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name of Organization)

hereby nominate \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Name of Nominee)

our \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Designation)

for the office of Director of Ignite in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(sector)

Yours truly,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature)

FULL NAME\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(IN BLOCK LETTERS)

Designation:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Seal/Stamp of Organization

**IGNITE**

Information to be provided by the Nominee for the Office of Director of the Company

Photograph

1. **Profile**

|  |  |
| --- | --- |
| 1. Name in Full including former name:
 |  |
| 1. Father's/Husband's Name
 |  |
| 1. Nationality
 |  |
| 1. NIC No/Passport No
 |  |
| 1. Old NIC
 |  |
| 1. Date of Birth
 |  |
| 1. Contact details:
 |  |
| 1.7.1 Residential Address |  |
| 1.7.2 Business Address |  |
| 1.7.3 Telephone Number |  |
| 1.7.4 Mobile Number |  |
| 1.7.5 Fax Number |  |
| 1.7.6 Email address |  |
| 1. Academic and Professional Qualifications
 |  |
| 1. Status

 1.10 Independent Director Reg. No. of Databank |  |
|  |

**2** **Experience Detail:**

 **2.1 Current Position** (describing office held presently with the name of the company//association/institution/ business entity, etc., and work responsibilities related to such office held indicating length of period of such experience with reference dates):

1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(ii) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(iii)

**2.2 Previous experience**

1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(ii)

(iii)

Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Signature

Note: If needed, separate extra sheets can be used for each item

[To be filed on stamp paper of requisite value duly verified by an Oath Commissioner]

**The Companies Act, 2017**

**Public Sector Companies (Corporate Governance) Rules, 2013**

**Associations with Charitable and Not for Profit Objects Regulations, 2018**

**AFFIDAVIT / UNDERTAKING**

I, Mr./Miss./Mrs. (name of proposed director) son/daughter/wife of (father/husband name), resident of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ holder of CNIC/Passport No\_\_\_\_\_\_\_\_\_\_\_\_\_\_, do hereby state on solemn affirmation as under:-

(a) That I am eligible to act as an Independent Director of IGNITE according to fit and proper criteria specified in the Rules and Regulations and in the Act;

(b) That I have sufficient skills, expertise and resources for attainment of objects of IGNITE;

(c) That I shall ensure that the funds raised shall be spent for objects of the IGNITE and for other ancillary purposes;

(d) That I or any of my related/connected person have no conflict of interest with Ignite of whatsoever nature;

(e) That I am not serving as director in more than five Public Sector/listed companies simultaneously. Presently I am director is following company(ies):

(f) That I am aware of the duties and powers under the rules and relevant law(s) and the Company’s Memorandum and Articles of Association;

(g) That my name is borne on the register of National Tax Payers and my National Tax Number is \_\_\_\_\_\_\_\_\_\_\_\_\_;

(h) That I have not been convicted by any court of competent jurisdiction as an undischarged insolvent/defaulter in payment of loan to banking company, a Development Financial Institution (DFI) or a Non-Banking Finance Company, or being a member of Stock Exchange have not been declared defaulter by it;

(i) That I have never been convicted of any fraud or breach of trust or of an offence involving moral turpitude by a court of law;

(j) That I or my spouse is not engaged in the business of stock brokerage;

(k) That I shall not offer or accept any payment, bribe, favour or inducement which might influence or appear to influence my decisions and actions;

In case of any subsequent change, I shall inform Ignite accordingly if I am elected as Director of the Company.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Deponent**

Dated:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **To be Attested by an Oath**

**Commissioner under his Seal**

**Witness to the above:**

Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
NIC:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
Address:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Documents to be Attached with Nomination Papers**

1. Copy of highest educational/Professional Degrees
2. Copy of CNIC/Passport
3. Detailed CV/Bio data
4. Two Passport Size Photographs
5. Evidence of Professional Experience (Note: for nominees/applicants in Corporate Management Expert Category, proof of association with Multinational or International Organization is required)
6. Evidence of Association with Relevant Industry/Sector
7. Registration Number\* of Enrolment with Data Bank of Pakistan Institute of Corporate Governance
8. Any Significant Contribution towards Corporate Governance

\* ***Weblink for enrolment in databank of PICG as Independent Director is*** [***https://databank.picg.org.pk/frontpage***](https://databank.picg.org.pk/frontpage)

**Fit and Proper Criteria of Public Sector (Corporate Governance) Rules 2013**

**[See Rule 3(7)]**

**CRITERIA FOR DETERMINING A ‘FIT AND PROPER PERSON’**

 (1)For the purpose of determining as to whether a person proposed to be appointed as director is a ‘fit and proper person’, the appointing authorities shall take into account any consideration as it deems fit, including but not limited to the following criteria, namely:-

The person proposed for the said position –

* + 1. is at least graduate;
		2. is a reputed businessman or a recognized professional with relevant sectoral experience;
		3. has financial integrity;
		4. has no convictions or civil liabilities;
		5. is known to have competence;
		6. has good reputation and character;
		7. has the traits of efficiency and honesty;
		8. does not suffer from any disqualification to act as a director stipulated in the Ordinance/Act;
		9. has not been subject to an order passed by the Commission cancelling the certificate of registration granted to the person individually or collectively with others on the ground of its indulging in insider trading, fraudulent and unfair trade practices or market manipulation, illegal banking, forex or deposit taking business;
		10. has not been subject to an order passed by the Commission or any other regulatory authority, withdrawing or refusing to grant any license or approval to him which has a bearing on the capital market;
		11. is not a stock broker or agent of a broker; and
		12. does not suffer from a conflict of interest; this includes political office holders whether or not in a legislative role.

(2) A director shall cease to be considered as a “fit and proper person” for the purpose, if he incurs any of the following disqualifications, namely:-

1. he is convicted by a court for any offence involving moral turpitude, economic offence, disregard of securities and company laws or fraud;
2. an order for winding up has been passed against a company of which he was the officer as defined under section 305 of the Ordinance or under section 301 of Companies Act 2017;
3. he or his close relatives have been engaged in a business which is of the same nature as and directly competes with the business carried on by the Public Sector Company of which he is the director;
4. he does not conduct his duties with due diligence and skill;
5. or his association with the Public Sector Company is likely, for whatever reason, to be detrimental to the interest of the Public Sector Company, or be otherwise undesirable.

**Associations with Charitable and Not for Profit Objects Regulations, 2018**

**(Section 10)**

**Fit and proper criteria for promoters, members, directors and chief executive** **officer.-**(1) Each of the promoters, directors, chief executive officer and members of an association shall meet the fit and proper criteria as provided in these regulations:

Provided that the Commission shall assess the fitness and propriety of the promoters, directors and the chief executive officer at the time of grant of license whereas the company shall assess the fitness and propriety of its members, directors and the chief executive officer for any subsequent changes after incorporation of the company;

Provided further that the fit and proper criteria shall remain applicable at all times and in case of any non-compliance at any point in time, the company shall be responsible for replacement of above referred persons.”;

 (2) The fitness and propriety shall be assessed by taking into account all the relevant facts including but not limited to the following,-

(i) **Integrity and track record.-** A person shall fulfil the following requirements in order to act as promoter, member, director or chief executive officer of the company,-

(a) he has not been found associated with any money laundering or terrorist financing activities, illegal banking business, illegal deposit taking or financial dealings, and also understand the company's unique risks including the money laundering and terrorism financing risks in the locations where the company operates;

(b) he or the companies in which he is a director or major shareholder have not been declared by tax authorities as a tax defaulter;

(c) he or the companies in which he was a promoter or is a director or major shareholder have not been found involved in any fraudulent activities or illegal activities;

(d) he has not been found convicted of fraud or breach of trust or of an offence involving moral turpitude by a court of law;

(e) he has not been actively involved in the management of a company whose registration or license has been revoked or cancelled or which has gone into liquidation or other similar proceedings due to financial irregularities or malpractices;

(f) he is not ineligible, under the Act and company law or any other legislation;

(g) he has not been found involved in any undesirable or anti-state activities;

(h) he has not been found involved in multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business; and

(i) he has not entered into a plea bargain arrangement with the National ccountability Bureau or any other regulatory body or a law enforcement agency has not initiated a serious investigation against him.”; and

(ii) **Solvency and financial soundness.** - In order to act as promoter, director or chief executive officer of the company, there shall not be any instance of overdue or past due payment to a financial institution of an amount exceeding Rs. 200,000/- appearing in the latest Consumer Credit Information Report (CCIR) of,

(a) such person; and

(b) the companies, firms, sole proprietorship etc. where such person is a beneficial owner, promotor, partner or proprietor:

Provided that this clause shall not be applicable:

1. to a person who holds qualification shares or who is acting as an independent director; or
2. in case, the overdue or past due payment not exceeding Rs.200,000/- appearing in CCIR, has already been settled and the proof of the same may be provided; or

(III) in case, the instance of overdue or past due payment not exceeding Rs.200,000/- appearing in CCIR is due to inadvertence or the said amount is in dispute with the financial institution.

Explanation:- For the purposes of sub-clause (III) an undertaking, affirming therein that the said instance of the such overdue amount is due to inadvertence or the said amount is in dispute with the financial institution, shall be provided by an individual himself, in case of his personal default, or in case of companies, by the chief executive officer of the companies or by a designated partner or owner of firms or owner of sole proprietorships where such person is a beneficial owner, promotor, partner or proprietor.”

(iii) **Qualification and experience**.— A person shall possess adequate qualification and experience in order to act as promoter, director or chief executive officer of the company:

Provided that, in addition to adequate qualification, in case of single object company, the chief executive shall also possess adequate relevant experience in the field of that object; whereas, in case of multiple object company, it shall have at least one director in each field of object who possesses adequate relevant experience in that field so that
all the directors collectively have adequate experience related to each object.

Provided further that, in addition to adequate qualification and experience as mentioned above, the chief executive in case of multiple object company, shall possess adequate relevant experience in the field of principal line of business of the Company.

**Excerpts from Companies Act 2017 Relating to Independent Directors**

166. **Manner of selection of independent directors and maintenance of databank of independent directors.—(**1) An independent director to be appointed under any law, rules, regulations or code, shall be selected from a **data bank** containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by any institute, body or association, as may be notified by the Commission, having expertise in creation and maintenance of such data bank and post on their website for the use by the company making the appointment of such directors:

Provided that responsibility of exercising due diligence before selecting a person from the data bank referred to above, as an independent director shall lie with the company or the Government, as the case may be, making such appointment.

(2) For the purpose of this section, an independent director means a director who is not connected or does not have any other relationship, whether pecuniary or otherwise, with the company, its associated companies, subsidiaries, holding company or directors; and he can be reasonably perceived as being able to exercise independent business judgment without being subservient to any form of conflict of interest:

 Provided that without prejudice to the generality of this sub-section no director shall be considered independent if one or more of the following circumstances exist—

 (a) he has been an employee of the company, any of its subsidiaries or holding company within the last three years;

(b) he is or has been the chief executive officer of subsidiaries, associated company, associated undertaking or holding company in the last three years; 98 (

c) he has, or has had within the last three years, a material business relationship with the company either directly, or indirectly as a partner, major shareholder or director of a body that has such a relationship with the company. Explanation: The major shareholder means a person who, individually or in concert with his family or as part of a group, holds 10% or more shares having voting rights in the paid-up capital of the company;

(d) he has received remuneration in the three years preceding his/her appointment as a director or receives additional remuneration, excluding retirement benefits from the company apart from a director’s fee or has participated in the company’s stock option or a performance-related pay scheme;

1. he is a close relative of the company’s promoters, directors or major shareholders:

Explanation: “close relative” means spouse(s), lineal ascendants and descendants and siblings;

(f) he holds cross-directorships or has significant links with other directors through involvement in other companies or bodies not being the associations licenced under section 42;

(g) he has served on the board for more than three consecutive terms from the date of his first appointment, and for more than two consecutive terms in case of a public sector company, provided that such person shall be deemed “independent director” after a lapse of one term;

(h) a person nominated as a director under sections 164 and 165:

Provided further that for determining the independence of directors for the purpose of sub-clauses (a), (b) and (c) in respect of public sector companies, the time period shall be taken as two years instead of three years. Further, an independent director in case of a public sector company shall not be in the service of Pakistan or of any statutory body or any body or institution owned or controlled by the Government.

(3) The independent director of a listed company shall be elected in the same manner as other directors are elected in terms of section 159 and the statement of material facts annexed to the notice of the general meeting called for the purpose shall indicate the justification for choosing the appointee for appointment as independent director.

(4) No individual shall be selected for the data bank referred to in subsection (1) without his consent in writing.

(5) The manner and procedure of selection of independent directors on the databank who fulfill the qualifications and other requirements shall be specified by the Commission.

(6) The requirements of sub-section (1)—

(a) shall be deemed relaxed till such time a notification is issued by the Commission; and

(b) may be relaxed by the Commission on an application made by the company supported with the sufficient justification or the practical difficulty, as the case may be.

**Note: *Weblink for enrolment in databank of PICG as Independent Director is*** [***https://databank.picg.org.pk/frontpage***](https://databank.picg.org.pk/frontpage)

**Provisions Relating to Independent Directors**

**Public Sector Companies (Corporate Governance) Rules 2013**

“Independent Director” means a Non-Executive Director who is not in the service of Pakistan or of any statutory body or any body or institution owned or controlled by the Government and who is not connected or does not have any other relationship, whether pecuniary or otherwise, with the Public Sector Company, its associated companies, subsidiaries, holding company or directors.

The test of independence principally emanates from the fact whether such person can be reasonably perceived as being able to exercise independent judgment without being subservient to any form of conflict of interest.

 A director shall not be considered independent if one or more of the following circumstances exist,-

1. he has been an employee of the Public Sector Company, any of its subsidiaries, or holding company during the last two years;
2. he has, or has had within the last two years, a material business relationship with the Public Sector Company either directly or indirectly, or director of a body that has such a relationship with the Public Sector Company;
3. he has received remuneration in the two years preceding his appointment as a director or has received additional remuneration excluding retirement benefits from the Public Sector Company apart from director’s fee or has participated in the Public Sector Company’s share option or a performance-related pay scheme;
4. he is a close relative (spouse, lineal ascendants and descendants and brothers and sisters) of the company’s promoters, directors or major shareholders;
5. he holds cross-directorships or has significant links with other directors through involvement in other companies or bodies; or
6. he has served on the Board for more than two consecutive terms from the date of his first appointment provided that such person shall be deemed independent director after a lapse of one term;

**EXCERPTS FROM ARTICLES OF ASSOCIATION OF IGNITE**

**35. PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS**

 Subject to the provisions of section 178 and 183 of the Ordinance:

1. After incorporation, the Federal Government shall appoint the remaining directors under Article 34(i) and (ii) above.
2. After the appointments made pursuant to Article 34(i) and (ii), the Federal Government, through Ministry of Information Technology IT & Telecommunications Division, shall advertise for filing of nominations for the directors to be appointed in pursuance of clauses (iii) and (iv) of Article 34.
3. After the appointment of directors under article 34(i), the Secretary, Ministry of Information Technology, shall appoint the committee of three directors to be called the “Selection Committee” for selecting the rest of the Directors. The selection committee shall always have a majority of directors from the directors mentioned at article 34(i) above.

The committee so appointed shall invite the applications for selection of three directors under clause 34(iii) above from the following Licensees:

1. Fixed Lines Operators
2. Cellular Operators
3. Data Service Providers
4. The Licensees, hereinabove mentioned for the purposes of nomination and selection, are termed as industry segments. Each industry segment will have one representative on the board. The selection procedure would be announced by the selection committee for time frame during which a forum comprising members from the respective segments can submit one person as nominee. In case no joint forum exists for a given segment, each company will individually nominate their member. Thereafter the selection committee would select one person each from all the nominations filed from an industry segment. In case of joint forum, the nomination received would be taken as the final nomination. Selection Committee shall then forward the names of the directors to the Federal Government for final selection. Federal Government directors reserve the right to appoint a directors for a given industry segment even if he/she is not nominated given that they believe that the particular person can add more value to the board as compared to the nominated candidates. In case no nomination is received from the joint forum by the deadline set by the committee, the committee reserves the right to nominate a member at its own discretion (in case of a forum). In case of individual nominations (when no joint forum exists), no nominations received after the deadline would be entertained.
5. For the purpose of selection under clause 34 (iv) above, the academia is divided into the following three disciplines:
	1. Telecom
	2. Information Technology
	3. Business Management
6. The requisite two directors will be appointed from any two of these above three disciplines but both could not from the same discipline.
7. The institutions from which the directors under article 34(iv) are selected must comprise of only HEC recognized universities and institutions with an established reputation for having a credible program in the field of IT/Telecom/Business Administration. The minimum qualification for a member should be 16 years of education. Federal Government will select the members. Federal Government may at its sole discretion from a nominating committee to nominate a pool of potential candidates from which to select the members. Federal Government directors reserve the right to appoint a director for a given discipline even if he/she is not nominated given that they believe that the particular person can add more value to the board as compared to the nominated candidates.
8. One director, under article 34(v) above from the corporate world, shall be appointed by the selection committee. The proposed director must be a corporate management executive with management experience at a senior position in multinational or international company. The selection committee after receiving the applications will nominate three candidates for this particular slot based on consideration given to exposure, experience, international profile and contributions made to the development of corporate governance practices. The Federal Government would then appoint one out of the three nominated candidates.
9. No change in selection criteria would take place for future appointments except for the fact that the comprehensive selection procedures would involve recommendations of the whole board to the selection committee constituted under clause 35(iii). The process would be initiated at least three months before the end of the tenure of the directors appointed hereunder.
10. Every person, industry segment, academia and corporate sector, upon applying for admission to directorship, shall sign an undertaking that he will, if admitted, so long as he is a director, duly observe the articles of the company for the time being in force and shall disclose his/her interests which may be contradictory to his/her own interests.
11. The Board shall subject to the articles make recommendations to, accept or reject any applications for admission either to membership or directorship. The Boards decision shall be final and it shall not be liable to give any reason thereof; and
12. The Board in consultation of the Federal Government may prescribe any other qualifications for admission to membership from time to time.

36 **INDEPENDENT DIRECTORS:**

The directors appointed pursuant to article 34(iii) and (iv) shall be designed as independent directors. The independent directors shall not be the employees of the Company. The independent directors shall satisfy the following criteria to qualify as independent directors.

1. They shall be qualified in any discipline amongst the disciplines of telecommunication engineering, information and communications technology engineering, electrical engineering, corporate finance, management, law or economics and shall have at least seven years of active experience in operations, business or research in a professional, executive, academic or advisory capacity in any of the forgoing discipline; and
2. Neither they nor their spouse, descendants or relatives, or any business, undertaking, company, corporation, partnership, or enterprise in which they, their spouse, descendants or relatives are employees, directors, partners or shareholders or have any financial, ownership, management or participation interest, shall be an applicant for a project or recipient of grant or funds by the company other than after a full-disclosure of such interest and subject to their abstention from voting at any meeting of board at which the application for the project or grant of funds or any other matter pertaining to such projects and grants is considered or voted upon.