



**PAKISTAN STOCK EXCHANGE LIMITED**  
Stock Exchange Building, Stock Exchange Road,  
Karachi-74000, Pakistan  
Website: [www.psx.com.pk](http://www.psx.com.pk)

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that seventy-first (71<sup>st</sup>) Annual General Meeting [**AGM**] of Pakistan Stock Exchange Limited [**the Company**] will be held on Friday, October 19, 2018 at 4.30 p.m. at the Registered Office of the Company, Stock Exchange Building, Stock Exchange Road, Karachi to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2018 together with the Directors' and Auditors' Reports thereon.
2. To approve interim cash dividend for the year ended June 30, 2018 @ 0.5% i.e. Re. 0.05 per share as previously recommended by the Board and already paid.
3. To appoint auditors of the Company for the year ending June 30, 2019 till the conclusion of next AGM and fix their remuneration. The retiring auditors, M/s. EY Ford Rhodes, Chartered Accountants, being eligible, have offered themselves for re-appointment.

### **Special Business:**

4. To consider and approve amendments in the Memorandum and Articles of Association of the Company to bring the same in line with the Companies Act, 2017 and to incorporate the relevant provisions of the Futures Market Act, 2016 and the Futures Exchanges (Licensing and Operations) Regulations, 2017 and for this purpose, to consider and, if thought fit, to pass the following resolution, with or without modification, as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** subject to the confirmation of Securities and Exchange Commission of Pakistan [**SECP**], the Memorandum of Association of Pakistan Stock Exchange Limited [**the Company**] be and is hereby amended as per the enclosed summary of comparative changes to be made in the Memorandum of Association of the Company in order to state the existing business activities for which the Company has been granted license by SECP and to harmonize the same with the requirements of the Companies Act, 2017 [**the Companies Act**].

**FURTHER RESOLVED THAT** subject to the confirmation of SECP, the Articles of Association of the Company be and are hereby amended as per the enclosed summary of comparative changes to be made in the Articles of Association of the Company in order to bring the same in conformity with the requirements of the Companies Act, the Futures Market Act, 2016 and the Futures Exchanges (Licensing and Operations) Regulations, 2017.

**FURTHER RESOLVED THAT** the entire set of existing Memorandum and Articles of Association of the Company be and is hereby replaced with the Memorandum and Articles of Association so altered as per the enclosed summary of comparative changes in the same.

**FURTHER RESOLVED THAT** the Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized to take such steps and actions deemed necessary to give effect to the aforesaid resolution including filing of Memorandum and Articles of Association so altered, with SECP in accordance with the requirements of Companies Act."

## **Other Business:**

5. To discuss any other matter with the permission of the Chair.

By Order of the Board of Directors

**Muhammad Rafique Umer**  
Company Secretary

Karachi

Dated: September 27, 2018

### **Note:**

1. *The Annual Report containing the Annual Audited Financial Statements for the year ended June 30, 2018 is available on the Company's website.*
2. *A statement of material facts as required under Section 134(3) of the Companies Act, 2017, covering the Special Business stated at agenda item 4 above and the comparative statement of existing and proposed amendments in the Memorandum and Articles of Association of the Company, are enclosed with this notice and also available on the Company's website.*
3. *A member may submit a request at the registered office of the Company for certified copies of the minutes of previously held general meetings.*

### **NOTES:**

1. The Register of Members will remain closed from October 13, 2018 to October 19, 2018 (both days inclusive). The Members whose names appear on the Register of Members as on October 12, 2018 shall be entitled to attend and vote at the AGM.
2. A member entitled to attend, speak and vote at the meeting shall also be entitled to appoint another member as his/her proxy to attend, speak and vote instead of him/her and a proxy so appointed shall have such rights with respect to attending, speaking and voting at the meeting as are available to the member appointing him/her as proxy. The Instrument of Proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarized certified copy of that Power of Attorney or authority, in order to be effective, must be received by the Company at least 48 hours before the meeting. A proxy must be a member of the Company. The Form of Proxy is enclosed with this notice.
3. Any company or other body corporate which is a member of the Company may, by resolution of its Directors, or proxy signed by authorized officers, authorize any of its officials or any other person to act as its representative at the meeting and the person so authorized shall be entitled to exercise the same powers as if he/she were an individual member of the Company.
4. Since all shares issued to members are in dematerialized format in their respective Central Depository Company of Pakistan Limited [**CDC**] accounts, the individual members desiring to attend the meeting are requested to bring their original Computerized National Identity Cards (CNICs) along with the Investor Account or Participant ID and House Account/ Sub-Account numbers, for identification purposes, whereas, in case of corporate member, the resolution of Board of Directors / Power of Attorney with specimen signature of the nominee may preferably be provided to the Company well in advance or otherwise produced at the time of meeting.
5. Members are requested to notify the change of their registered address, if any, immediately but before the first day of book closure, to their Participant/CDC Investor Account Services which maintains their CDC account.

6. **E-Dividend**

Pursuant to Section 242 of the Companies Act, 2017 [the Act] read with relevant provisions of the Companies (Distribution of Dividends) Regulations, 2017 [the Regulations], all listed companies have been mandated to pay dividend only by way of electronic mode, directly into the bank accounts of entitled shareholders designated by them. Accordingly, all shareholders of the Company who have not yet provided their bank account details (including IBAN) to their participant/CDC Investor Account Services which maintains their CDC account, are requested to provide the same at the earliest but not later than the first day of book closure, otherwise, the Company would be constrained to withhold their amount of dividend, if any, in accordance with the requirements of the Act and the Regulations.

7. **Consent for Video Conference Facility:**

In term of SECP's Circular No. 10 of 2014 dated 21 May 2014 read with provisions contained under Section 134(1)(b) of the Act, members of the Company may also attend and participate in the AGM through video conference facility in a city other than Karachi, if members residing in the vicinity, collectively holding 10% or more shareholding, demand in writing, to participate in the AGM through video conference (as per the format appended below) at least seven (7) days prior to the date of AGM.

After receiving the consent of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

Consent for Video Conference Facility	
I/We/Messrs., _____ of _____, being a Member of Pakistan Stock Exchange Limited, holder of _____ Ordinary Share(s) as per CDC Participant ID & Sub-Account No. _____, hereby, opt for video conference facility at _____.	
_____ Signature of the Member(s) (Please affix company stamp in case of corporate entity)	

8. **Tax Implication on Dividend:**

Pursuant to the provisions of Income Tax Ordinance, 2001 [the Ordinance], deduction of income tax from dividend payments shall be made on the basis of filers and non-filers as follows:

- (a) For Filers of income tax returns ----- 15%
- (b) For non-Filers of income tax returns ----- 20%

In case of joint shareholdings, the tax will be deducted as per shareholding proportions intimated by the shareholders to the Company's Share Registrar, M/s. FAMCO Associates (Private) Limited, latest by first day of book closure, otherwise the shareholding will be treated in equal proportion.

9. **Requirement of Valid Exemption Certificate:**

The shareholders who fall in the category of clause 47B of Part-IV of Second Schedule of the Ordinance and wish to avail exemption of withholding tax under Section 150 of the Ordinance, must provide valid Tax Exemption Certificate to the Company's Share Registrar, before first day of book closure in pursuance of FBR's Circular 1(43)-DG(WHT)/2008-Vol.II-66417-R dated May 12, 2015, otherwise, the tax will be deducted as per applicable rates.

## **STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

### **Agenda Item 4: Amendments in Memorandum and Articles of Association**

This statement sets out the material facts concerning the Special Business, as specified in the Notice, to be transacted at the Annual General Meeting **[AGM]** of Pakistan Stock Exchange Limited **[PSX or the Company]**, to be held on October 19, 2018:

1. The Securities and Exchange Commission of Pakistan **[SECP]**, vide its letter dated August 15, 2017 granted license to PSX as a Futures Exchange with effect from June 15, 2017 on certain conditions, one of which is to carry out amendments in the Memorandum and Articles of Association of the Company to bring the same in conformity with the provisions of the Futures Market Act, 2016 **[the Futures Market Act]** and the Futures Exchanges (Licensing and Operations) Regulations, 2017 **[the Regulations]** and submit the same to SECP for approval.
2. As directed by SECP, amendments have been proposed in various clauses of Memorandum and Articles of Association of the Company to bring them in line with the Futures Market Act and the Regulations framed thereunder. Moreover, in view of the promulgation of the Companies Act, 2017 **[the Companies Act]** on May 30, 2017 in place of Companies Ordinance, 1984, changes have been proposed in the Memorandum and Articles of Association of the Company to harmonize the same with the requirements of the Companies Act.
3. In accordance with the requirements of the Companies Act, the principal line of business of the Company, contained in the Memorandum of Association, has been drafted to state the existing business activities of the Company, for which the Company has been licensed by SECP.
4. The proposed amendments in Memorandum and Articles of Association of the Company have been formally approved by SECP, in terms of the Securities Exchanges (Licensing and Operations) Regulations, 2016 and Stock Exchanges (Corporatization, Demutualization and Integration) Act, 2012. Moreover, the Listing Department of PSX has also approved the said proposed amendments as per the requirements of PSX Regulations.
5. Members' approval for the above amendments has been recommended by the Board at its meeting held on July 19, 2018, as per the enclosed comparative statement of existing and proposed amendments in the Memorandum and Articles of Association.
6. The directors declare that:
  - (i) none of them is personally interested in the above matter;
  - (ii) the proposed amendments in the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework; and
  - (iii) the proposed changes will not be detrimental to the interest of the Company or its members as a whole.

In view of the above, the members are requested to consider and if deem appropriate, pass the resolution stated at agenda item 4 of the notice of AGM, as a Special Resolution.