

Notice of Annual General Meeting

NOTICE is hereby given that the seventy-sixth (76th) Annual General Meeting (AGM) of Pakistan Stock Exchange Limited (PSX or the Company) will be held on Friday, October 27, 2023, at 4:00 p.m. at the Registered Office of the Company, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing facility, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Directors' and Auditor's Reports thereon.
2. To appoint auditors of the Company for the year ending June 30, 2024, till the conclusion of the next AGM and fix their remuneration. The retiring auditors, M/s. Grant Thornton Anjum Rahman, Chartered Accountants, being eligible, have offered themselves for re-appointment.

Special Business:

3. To obtain approval of the shareholders of the Company, as per the requirements of SRO 389(I)/2023 dated March 21, 2023, issued by the Securities and Exchange Commission of Pakistan (SECP), for transmission of the annual balance sheet, profit and loss account, auditor's report and directors' report, etc. (annual audited financial statements or the annual report) to the members/shareholders through QR-enabled code and web-link, instead of transmitting the same through CD/DVD/USB, and to pass the following resolution as Ordinary Resolution:

RESOLVED THAT the shareholders of PSX do hereby consent and authorise the Company for transmission of annual audited financial statements or the annual report, including but not limited to the annual balance sheet, profit and loss account, auditor's report and directors' report, etc. to its shareholders through QR-enabled code and web-link, instead of transmitting the same through CD/DVD/USB, subject to the requirements of SECP's SRO 389(I)/2023 dated March 21, 2023.

Other Business:

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

By Order of the Board of Directors
Dr. Fakhara Rizwan
Company Secretary

Karachi

Dated: October 04, 2023

Note:

1. *A statement under Section 134(3) of the Companies Act, 2017, setting out all material facts concerning the special business described in the above agenda, is annexed to this notice. This notice and the statement of material facts are also available on Company's website.*
2. *The Annual Report containing the Annual Audited Financial Statements for the year ended June 30, 2023, is 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 20, 2023, to October 27, 2023 (both days inclusive). The Members whose names appear on the Register of Members as on October 19, 2023, 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 any person as his/her proxy to attend, speak and vote instead of him/her. A proxy so appointed shall have such rights with respect to attending, speaking and voting at the meeting as are available to the respective member. The Company must receive the Instrument of Proxy and the Power of Attorney under which it is signed or a notarised certified copy of that Power of Attorney at least 48 hours before the meeting. A proxy need not be a member of the Company. The Form of Proxy is annexed to this notice, and also available in the Annual Report & on the Company's website.

3. Any company or other body corporate which is a member of the Company may, by resolution of its Directors, or proxy signed by authorised officers, authorise any of its officials or any other person to act as its representative at the meeting and the person so authorised 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 dematerialised format in their respective Central Depository Company of Pakistan Limited (CDC) accounts, the individual members desiring to attend the meeting in person, are requested to bring their original Computerised 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. **Participation in AGM through Video-Conferencing Facility**

Pursuant to the clarification bearing reference no. SMD/SE/2(20)/2021/117 issued by the Securities & Exchange Commission of Pakistan (SECP) on December 15, 2021, the Company is facilitating the shareholders to attend the AGM via video-link, in addition to physical arrangements for the meeting. Therefore, the shareholders are encouraged to participate in the AGM through video-conferencing facility and accordingly, get themselves registered with the Company Secretariat by providing the requisite details at their earliest but not later than 48 hours before the time of the AGM (i.e. by 4:00 p.m. on October 25, 2023) through e-mail to be sent at shareholders.affairs@psx.com.pk.

For this purpose, the shareholders are advised to provide the following particulars, along with the scanned copy of their CNIC and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors/Power of Attorney with a specimen signature of the nominee must also be provided.

Name of Shareholder*	CNIC/NTN No.	CDC Account No.	Cell No.	E-mail Address
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* Where applicable, please also give the above particulars of the proxy-holder or nominee of the shareholder.

Upon receipt of the above information from the interested shareholders, the Company will send the relevant video-link and the login credentials to their e-mail addresses. Accordingly, the shareholders will be able to participate in AGM proceedings through their smartphones or computer devices. In addition to above, the shareholders can also provide their comments and/or suggestions in connection with the agenda items of the AGM by using the aforesaid means.

The above arrangement would also cover the requirement of Section 134(1)(b) of the Companies Act, 2017 (the Companies Act), in relation to providing video link facility to the members holding 10% or more shareholding (in aggregate) in the Company, residing at a geographical location.

7. Voting Procedure for Special Business

Concerning the special business to be transacted at the AGM, it is hereby notified that pursuant to the requirements of Companies (Postal Ballot) Regulations, 2018 (the Postal Ballot Regulations), the members will be allowed to exercise their right to vote in accordance with the conditions mentioned in the said regulations. Accordingly, the Company shall provide its members with the following options for voting:

(i) Electronic Voting

The Company's e-voting service provider, M/s. FAMCO Associates (Private) Limited, in accordance with the Postal Ballot Regulations, will send complete information to the members, including but not limited to web address, login detail, password, date of casting e-vote and other necessary details through e-mail; and security code through SMS on their registered e-mail available in the members' register. The identity of the member intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login. All members are accordingly requested to update their records regarding their mobile numbers and e-mail addresses with their Participant/CDC Investor Account Services, which maintains their CDC account, before the book closure date. The voting line for special agenda item shall open for the members from October 23, 2023 at 09:00 a.m. and remain available until October 26, 2023 at 5:00 p.m.

(ii) Voting through Postal Ballot

The members shall ensure duly-filled and signed ballot paper, as per the enclosed format, which is also available on Company's website, together with requisite documents, should reach the Chairperson through the post at PSX Head Office, Admin Block, 6th Floor, Legal & Corporate Affairs Department, Stock Exchange Building, Stock Exchange Road Karachi, or by e-mail at general.meeting@psx.com.pk till 5:00 p.m. on October 26, 2023.



PAKISTAN STOCK EXCHANGE LIMITED

Stock Exchange Building, Stock Exchange Road Karachi, UAN: 111-001-122, Website: www.psx.com.pk

BALLOT PAPER FOR VOTING THROUGH POST

For Special Business to be transacted at 76th AGM on October 27, 2023 at 4:00 p.m.
at Registered Office of the Company, Stock Exchange Building, Stock Exchange Road Karachi.

Designated e-mail address of the Chairperson at which the duly filled in ballot paper may be sent: general.meeting@psx.com.pk

Name of Shareholder/Joint Shareholders	
Registered Address	
CDC Participant/Investor ID with sub-account No.	
Number of Shares Held	
CNIC Number (copy to be attached)	
CUIN (In case of corporate entity)	

I/we hereby exercise my/our vote(s) in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the same by placing tick (✓) mark in the appropriate box below:

Nature & Description of Resolution	No. of ordinary shares used for casting votes	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<p><u>Ordinary Resolution for Special Business to be transacted at 76th AGM of Pakistan Stock Exchange Limited (PSX or the Company)</u></p> <p>RESOLVED THAT the shareholders of PSX do hereby consent and authorise the Company for transmission of annual audited financial statements or the annual report, including but not limited to the annual balance sheet, profit and loss account, auditor's report and directors' report, etc. to its shareholders through QR-enabled code and web-link, instead of transmitting the same through CD/DVD/USB, subject to the requirements of SECP's SRO 389(I)/2023 dated March 21, 2023.</p>			

Signature of Shareholder(s)
(Please affix company stamp in case of corporate entity)

Place

Date

NOTES:

1. The duly filled postal ballot should be sent to PSX Chairperson, Dr. Shamshad Akhtar, through post at PSX Head Office, Admin Block, 6th Floor, Legal & Corporate Affairs Department, Stock Exchange Building, Stock Exchange Road Karachi, or through e-mail at general.meeting@psx.com.pk, on or before October 26, 2023 till 5:00 p.m. Any postal ballot received after this date will not be considered for voting.
2. Copy of CNIC should be enclosed with the postal ballot form. In the case of a corporate entity, a copy of the Board resolution authorising any signatory(ies) to vote on behalf of such entity, along with his/her CNIC copy, should be enclosed.
3. The signature on the postal ballot should match the signature on CNIC.
4. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over-written ballot paper will be rejected.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business, to be transacted at the AGM of PSX, to be held on October 27, 2023.

The Securities and Exchange Commission of Pakistan (SECP) vide its statutory notification SRO 389(I)/2023 dated March 21, 2023, has allowed the listed companies to circulate the annual balance sheet, profit and loss account, auditor's report and directors' report, etc. (annual audited financial statements or annual report) to its shareholders/members through QR-enabled code and web-link, subject to the fulfilment of the specific requirements laid in the said notification, which includes seeking the approval of the shareholders in the general meeting to circulate the annual audited financial statements to them through QR-enabled code and web-link.

In this connection, PSX is seeking the consent of the shareholders of the Company for transmission of annual audited financial statements or annual report to its members through QR-enabled code and web-link while ensuring compliance with the specific requirements of SECP including but not limited to dissemination of notice of general meetings in terms of requirements of the Companies Act, 2017; provision of the annual audited financial statements or annual report through e-mail in case of availability of the e-mail addresses of the members; and supply of a hard copy of the annual report to the members, at their registered addresses, free of cost within a week of receipt of the request, as per standard format available on PSX's website.

None of the directors of PSX have any personal interest in the aforementioned special business except in their capacity as shareholders or directors of the Company.

Form of Proxy

76th Annual General Meeting

I/We, _____ of _____, holding Computerized National Identity Card (CNIC)/Passport No. _____ and being a member of Pakistan Stock Exchange Limited (the Company), hereby appoint _____ of _____, holding CNIC/Passport No. _____, or failing him/her hereby appoint _____ of _____, holding CNIC/Passport No. _____, as my/our proxy to vote for me/us and on my/our behalf at the 76th Annual General Meeting of the Company, to be held on the 27th day of October 2023 and at any adjournment thereof.

As witness my/our hand/seal this _____ day of _____, 2023.

Witnesses:

1. Signature _____
Name _____
Address _____
CNIC/Passport No. _____
2. Signature _____
Name _____
Address _____
CNIC/Passport No. _____

CDC Account No.

Revenue Stamp of
PKR 5/-

To be signed by the above named shareholder

Notes:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, not less than 48 hours before the time of the meeting. A proxy need not be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted along with Proxy Form.



پراکسی فارم

76 واں سالانہ اجلاس عام

میں / ہم _____ ساکن _____ حامل کمپیوٹرائزڈ شناختی کارڈ (CNIC) / پاسپورٹ نمبر _____ اور بطور رکن پاکستان اسٹاک ایکسچینج لمیٹڈ (کینیڈا) _____ حامل CNIC / پاسپورٹ نمبر _____ یا اس کی عدم موجودگی میں _____ حامل CNIC / پاسپورٹ نمبر _____ کو مورخہ 27 اکتوبر 2023 کو کینیڈا کے منعقد ہونے والے 76 ویں سالانہ اجلاس عام اور اس کے کسی ملتوی شدہ اجلاس کے لیے میری / ہماری جانب سے ووٹ ڈالنے کے لیے بطور نمائندہ (پراکسی) تقرر کرتا ہوں / کرتی ہوں / کرتے ہیں۔ گواہان کی موجودگی میں میرے / ہمارے دستخط / امہروز _____ 2023 کو ثبت کیے گئے / کی گئی۔

گواہان:

1- _____ دستخط

_____ نام

_____ پتہ

_____ CNIC / پاسپورٹ نمبر

2- _____ دستخط

_____ نام

_____ پتہ

_____ CNIC / پاسپورٹ نمبر

سی ڈی سی اکاؤنٹ نمبر

پانچ روپے کاربونیو اسٹمپ

حصص یافتہ کے دستخط

نوٹس:

- 1- یہ پراکسی فارم مکمل اور دستخط شدہ، کینیڈا کے رجسٹرڈ دفتر میں اجلاس کے انعقاد سے کم از کم 48 گھنٹے پہلے موصول ہونا ضروری ہے۔ پراکسی کا نمبر ہونا لازمی نہیں۔
- 2- پراکسی فارم پر دو گواہان کے نام، پتے اور سی این آئی کی نمبر درج ہونے چاہیے۔
- 3- پراکسی فارم کے ساتھ تقرر کرنے والے اور پراکسی کے حامل فرد کے شناختی کارڈ کی تصدیق شدہ نقول جمع کی جائیں گی۔
- 4- پراکسی کا حامل شخص اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ پیش کرے گا۔
- 5- کارپوریٹ ادارے کی صورت میں، ادارے کے بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد اور آف اٹرنی بشمول نمونہ دستخط پراکسی فارم کے ساتھ جمع ہوگی۔