PAKISTAN STOCK EXCHANGE LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the seventy-fifth (75th) Annual General Meeting (AGM) of Pakistan Stock Exchange Limited (the Company or PSX) will be held on Friday, October 28, 2022, at 04:00 p.m. at the Registered Office of the Company, Stock Exchange Building, Stock Exchange Road, Karachi and through the video-conferencing facility, to transact the following businesses:

Ordinary Business:

- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2022, together with the Directors' and Auditors' Reports thereon.
- To appoint Company's auditors for the year ending June 30, 2023, 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 approve the proposals for additional equity investment in Central Depository Company of Pakistan Limited (CDC), an associated company of PSX, amounting to PKR 48,749,875/- divided into 1,949,995 ordinary shares of PKR 10/- each and PKR 75,000,000/- divided into 3,000,000 ordinary shares of PKR 10/- each, to be acquired respectively from IGI Investments (Private) Limited (IGI) and Allied Bank Limited (ABL), the shareholders of CDC, at a price of PKR 25/- per share, including a premium of PKR 15/- per share, and for this purpose, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT approval be and is hereby granted under Section 199 of the Companies Act, 2017 that PSX makes additional equity investments of PKR 48,749,875/- (Pak Rupees Forty-Eight Million Seven Hundred Forty-Nine Thousand Eight Hundred and Seventy-Five Only) and PKR 75,000,000/- (Pak Rupees Seventy-Five Million Only) in CDC by respectively acquiring from IGI and ABL, 1,949,995 and 3,000,000 ordinary shares of PKR 10/- each, i.e. for 1.65% equity stake in CDC, at a price of PKR 25/- per share (the transaction), subject to all statutory and regulatory approvals, where required.

RESOLVED FURTHER THAT the Chief Executive Officer and the Company Secretary of PSX be and are hereby jointly and severally authorised to do all such things, acts, deeds, etc., which may be necessary to bring the transaction to a successful conclusion and give effect to the above resolution.

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 05, 2022

Note:

- 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 and the information as required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, are annexed to this notice. This notice and the statement of material facts are also available on Company's website.
- The Annual Report containing the Annual Audited Financial Statements for the year ended June 30, 2022, is also available on the Company's website.

 A member may submit a request at the Company's registered office for certified copies of the minutes of previously held general meetings.

NOTES

- The Register of Members will remain closed from October 22, 2022 to October 28, 2022 (both days inclusive). The Members whose names appear in the Register of Members as on October 21, 2022, 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 their proxy to attend, speak and vote on their behalf. 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 enclosed to this notices and also available on 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 CDC accounts, the individual members desiring to attend the meeting in person, 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 a 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 meeting.
- Members are requested to notify the change of their registered address 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 the 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 04:00 p.m. on October 26, 2022) through e-mail to be sent at <u>shareholders.affairs@psx.com.pk</u>.

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.

* 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 relevant video link and login credentials to their e-mail addresses. Accordingly, the shareholders can participate in AGM proceedings through their smartphones or computer devices. In addition to the 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), about providing a video link facility to the members holding 10% or more shareholding (in aggregate) in the Company, residing at a geographical location.

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

This statement sets out the material facts concerning the Special Business, as specified in the Agenda of the notice, to be transacted at the AGM of PSX, to be held on October 28, 2022:

- (a) Central Depository Company of Pakistan Limited (CDC) was incorporated as a public limited company on January 21, 1993. The principal business activity of the CDC is to act as a depository for securities and open securities accounts. CDC, under trust deeds, acts as a trustee for various open-end funds and closed-end schemes under the Non-Banking Finance Companies and Notified Entities Regulations, 2008 and also provides custodial-ship to closed-end funds formed under the said regulations. CDC also provides custody and settlement services for Government securities to retail investors and Centralised Information Sharing Solution for Insurance Industry (CISSII).
- (b) PSX is one of the major shareholders of CDC, presently holding 119,424,000 shares, i.e. 39.81% of its total paid-up capital of PKR 3.0 billion. In accordance with the definition provided in Section 2(4) of the Companies Act, CDC and PSX are associated companies.
- (c) The latest shareholding structure of CDC is as follows:

| Name of Shareholder | Shareholding | Percentage Holding |
|---|--|--|
| Pakistan Stock Exchange Limited MCB Bank Limited Habib Bank Limited LSE Financial Services Limited National Investment Trust Limited Industrial Development Bank Limited Pak China Investment Company Limited Crescent Steel and Allied Products Limited ISE Towers REIT Management Company Limited Allied Bank Limited IGI Investments (Private) Limited Innovative Investment Bank Limited | 119,424,000 45,000,000 34,038,001 30,000,000 19,038,000 15,000,000 15,000,000 8,250,000 7,500,000 3,000,000 1,949,995 1,500,000 | 39.81% 15.00% 11.35% 10.00% 6.35% 5.00% 5.00% 2.75% 2.50% 1.00% 0.65% 0.50% |
| Crescent Standard Business Management (Private) Limited Others | 300,000 A | 0.10% |
| | 300,000,000 | 100% |

- (d) Pursuant to the requirements of the Securities Act, 2015, to be read with the Central Depositories (Licensing and Operations) Regulations, 2016 (the Central Depositories Regulations), only the specified eligible shareholders are allowed to hold shares in the central depository. Besides, the collective shareholding of all eligible shareholders (other than securities exchange, its connected company, its majority shareholder, or associate of majority shareholder) shall not exceed 49%.
- (e) In the given circumstances, PSX has executed two separate Sale and Purchase Agreements with IGI and ABL, whereby IGI and ABL have agreed to sell their equity stakes in CDC, being 0.65% (i.e. 1,949,995 shares) and 1% (i.e. 3,000,000 shares), respectively to PSX, at PKR 25/- per share, subject to all internal and regulatory approvals and other conditions to be agreed.
- (f) PSX's Board of Directors has approved the aforementioned equity investments in CDC, subject to the consent of PSX's shareholders as required under Section 199 of the Companies Act. In this respect, the Board certifies that the necessary due diligence on the proposal was carried out and accordingly, the Board recommends that the shareholders approve the same.
- (g) As required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, M/s. Reanda Haroon Zakaria & Co.was engaged by PSX to determine the fair market value of the share of CDC which came to PKR 24.78 to PKR 27.50. Since the price being offered for acquiring the CDC's shares is within the fair value range recommended by M/s. Reanda Haroon Zakaria & Co., and due to PSX's strategic nature in CDC, the shareholders may consider approving the proposed investment.

- (h) PSX's directors do not have any other interest/conflict of interest in the proposed investments except that Mr. Farrukh H. Khan, Mr. Ahmed Chinoy and Mr. Nadeem Naqvi serve on CDC's Board of Directors as PSX's nominee directors.
- The information required under Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, is provided in the enclosed Annexure-A.

ANNEXURE-A

INFORMATION REQUIRED UNDER REGULATION 3(1) OF COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017

| S. No. | Description | Information required | | |
|--------|---|---|--|--|
| i. | Name of associated company | Central Depository Company of Pakistan Limited (CDC). | | |
| ii. | Basis of relationship | CDC is an associated company of PSX since Mr. Farrukh H Khan, Mr. Ahmed Chinoy, and Mr. Nadeem Naqvi serve a directors on the Boards of both companies. | | |
| iii. | Earning/(Loss) per share of the associated company in the last three years | June 30, 2022 PKR 2.70 (300 million shares) June 30, 2021 PKR 2.63 (250 million shares) June 30, 2020 PKR 2.66 (250 million shares) | | |
| iv. | Break-up value per share, based on the latest audited financial statements | PKR 20.92 per share as of June 30, 2022. Total no. of outstanding shares is 300 million. | | |
| ۷. | Financial Position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements | The Balance Sheet as of June 30, 2022, and the Profit or Loss Account of CDC for the year ended June 30, 2022 are enclosed. | | |
| vi. | In case of investment in securities of a project of the associated company that has not commenced operations: (i) description of the project and its history since conceptualisation; (ii) starting date and expected date of completion of work; (iii) time by which such project shall become commercially operational; (iv) expected time by which the project shall start paying return on investment; and (v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts | | | |
| vii. | Maximum amounts of investment | (i) For acquisition of CDC's shares from IGI - PKR 48,749,875/- (Pak Rupees Forty-Eight Million Seven Hundred Forty-Nine Thousand Eight Hundred and Seventy-Five Only); and (ii) For acquisition of CDC's shares from ABL - PKR 75,000,000/- (Pak Rupees Seventy-Five Million Only). | | |
| viii. | Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment | To consolidate shareholding in CDC to make it a subsidiar while facilitating compliance with applicable Regulations by CDC and its shareholders. | | |
| ix. | Sources of fund from which securities will be acquired | PSX intends to utilise its funds for the investment. | | |
| х. | Salient features of the agreement(s), if any, with an associated company or associated undertaking with regards to the proposed investment | Not applicable. | | |
| xi. | Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration | None of the directors of PSX, except Mr. Farrukh H. Khan, Mr. Ahmed Chinoy and Mr. Nadeem Naqvi (PSX's nominee directors on CDC's board), has any interest in the proposed investment. | | |

| S. No. | Description | Information required | | | |
|--------|--|---|-------------------------------------|-------------------------------|--------------------------------|
| xii. | In case any investment in an associated company or associated undertaking has already been made, the performance review of such investment, including complete information /justification for any impairment or write-offs | PSX currently holds 39.81% of the shareholding in CDC, and during the FY 2022, profit attributable to PSX amounted to PKR 322,858,000. No impairment on investment in CDC has been recognised by the Company. Performance of investment in CDC over the past three years Investment* Share of Profit PKR in '000' % | | | |
| | | 2022 2021 2020 | 2,217,063 2,083,183 1,915,520 | 322,858 303,642 265,044 | 14.6 14.6 13.8 |
| xiii. | Any other important details necessary for the members to understand the transaction | *Computed using the equity method of accounting. None. | | | |
| xiv. | Maximum price at which securities will be acquired | PKR 25/- per share. | | | |
| XV. | In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof | Not applicable. | | | |
| xvi. | Maximum number of securities to be acquired | (i) For acquisition of CDC's shares from IGI - 1,949,995 ordinary shares of PKR 10/- each; and (ii) For acquisition of CDC's shares from ABL - 3,000,000 ordinary shares of PKR 10/- each. | | | |
| xvii. | Number of securities and percentage thereof held before and after the proposed investment | Before After | Number of se 119,42 124,37 | 4,000 | Percentage 39.81% 41.46% |
| xviii. | Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities | Not applicable. | | | |
| xix. | Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities | As determined by the valuer, the fair value of a share of CDC, as of June 30, 2022, comes to PKR 24.78 to PKR 27.50. | | | |

CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED AND ITS SUBSIDIARY COMPANIES CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2022

| EQUITY AND LIABILITIES | 2022 2021 Rupees | |
|---|-----------------------------|---------------------------|
| Share capital and reserves Authorised share capital 400,000,000 (June 30, 2021: 400,000,000) ordinary shares of Rs.10 each | 4,000,000,000 | 4,000,000,000 |
| Sidies of K3.10 eddi | 4,000,000,000 | 4,000,000,000 |
| lssued subscribed and paid-up share capital 300,000,000 (June 30. 2021: 250,000,000) ordinary shares of Rs.10 each | 3,000,000,000 | 2,500,000,000 |
| Reserves | | |
| Reserve fund | 100,000,000 | 100,000,000 |
| Unappropriated profit | 2,073,608,991 | 2,229,598,627 |
| Surplus on revaluation of property and equipment - net of tax | 1,101,478,883 | 677,011,117 |
| | 3,275,087,874 | 3,006,609,744 |
| Total equity attributable to the equity holders of the Holding Company | 6,275,087,874 | 5,506,609,744 |
| Non-controlling interest | - | 68,714,870 |
| Total Shareholder's equity | 6,275,087,874 | 5,575,324,614 |
| Non-current liabilities | | |
| Long term deposits | 146,823,500 | 138,313,960 |
| Deferred taxation - net | 161,499,910 | 66,030,224 |
| Total non-current liabilities | 308,323,410 | 204,344,184 |
| | | |
| Cunent liabilities | | |
| Trade and other payables | 733,777,899 | 665,966,407 |
| Unearned fee Total current liabilities | 74,104,102 807,882,001 | 74,018,822 739,985,229 |
| Total corrent habilities | 007,002,001 | 137,703,227 |
| Total liabilities | 1,116,205,411 | 944,329,413 |
| Contingencies and commitments | | |
| Total equity and liabilities | 7,391,293,285 | 6,519,654,027 |
| ASSETS | | |
| | | |
| Non - current assets | 1 0 20 107 170 | 1 254 557 777 |
| Fixed assets Investment accounted for using the equity method | 1,839,196,142 72,457,285 | 1,354,557,777 |
| Long term investments | 29,285,720 | 29,285,720 |
| Long term loans - secured | 66,429,022 | 70,333,126 |
| Long term deposits and prepayments | 12,443,323 | 8,827,168 |
| Total non-current assets | 2,019,811,492 | 1,463,003,791 |
| Currant assets | | |
| Trade debts - net | 441,789,041 | 438,124,286 |
| Loans and advances | 36,280,647 | 17,634,489 |
| Prepayments | 35,568,741 | 29,043,674 |
| Other receivables | 53,338,024 | 39,136,301 |
| Taxation - net | 12,077,981 | 33,158,377 |
| Short term investments | 4,638,456,952 | 4,389,247,116 |
| Cash and bank balances | 153,970,407 | 110,305,993 |
| Total current assets | 5,371,481,793 | 5,056,650,236 |
| Total assets | 7,391,293,285 | 6,519,654,027 |
| | | |

CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED AND ITS SUBSIDIARY COMPANIES CONSOLIDATED STATEMENT OF PROFIT OR LOSS

| CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED JUNE 30, 2022 | 2022 | 2021 |
|--|-----------------|-----------------|
| | Rupees | |
| | | |
| Operating income - net | 2,310,170,059 | 2,191,036,345 |
| Operating and administrative expenses | (1,569,959,076) | (1,412,505,605) |
| Operating profit | 740,210,983 | 778,530,740 |
| Other income | 449,142,154 | 326,392,297 |
| Share of profit from associate | 356,716 | - |
| Other expenses | (28,299,740) | (26,804,427) |
| Financial charges | (476,185) | (323,595) |
| Profit before taxation | 1,160,933,928 | 1,077,795,015 |
| Taxation | (349,935,494) | (293,239,915) |
| Profit after taxation | 810,998,434 | 784,555,100 |
| Attributable to: | | |
| Equity holders of the Holding Company | 810,499,031 | 787,840,230 |
| Non-controlling interest | 499,403 | (3,285,130) |
| | 810,998,434 | 784,555,100 |
| Earnings per share - basic and diluted | | (Restated) |
| • • | 2.70 | 2.63 |
| | | |

FORM OF PROXY

| 75 th An | inual General Meeting | | |
|---------------------|---|--|---|
| l/We, | | of, I | holding Computerized National |
| Identity | <pre>v Card (CNIC)/Passport No</pre> | and being a member of P | akistan Stock Exchange Limited |
| (the C | Company), hereby appoint | | of |
| | , holding CNI | C/Passport No | , or failing |
| him/he | er hereby appoint | | of |
| | , holding CNIC/Pa | assport No, as m | y/our proxy to vote for me/us |
| and on | n my/our behalf at the 75 th Annual Ge | eneral Meeting of the Company, to be l | neld on the 28 th day of October |
| 2022 c | and at any adjournment thereof. | | |
| As with | ness my/our hand/seal this | day of | , 2022. |
| Witnes | sses: | | |
| 1. | 0 | | |
| | A]] | | |
| | CNIC/Passport No. | | |
| 2. | Signature | | |
| | Name Address | | |
| | | | |
| | | | |
| | CDC Account No. | | |
| | | Revenue Stamp of | of |
| | | PKR 5/- | |
| | , | | |
| | | To be signed by th | ne above named shareholder |

Notes:

- 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.
- 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.
- In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.



- 2۔ پرائسی فارم پرددگواہان کے نام، بے اوری این آئی ی نمبر درج ہونے چاہیے۔ س
- 3۔ پراکسی فارم سے ساتھ تقرر کرنے والے اور پراکسی کے حامل فرد کے بی این آئی بی کی تصدیق شدہ نقول جمع کی جائمیں گی۔
 - 4- پراکسی کا حامل شخص اجلاس کے وقت اپنااصل کم پیوٹرا ئز ڈقو می شناختی کارڈ پیش کرےگا۔
- 5- کار پوریٹ ادار کی صورت میں ،ادارے کے بورڈ آف ڈائر یکٹرز کی منظور شدہ قرار داد/ پاور آف اثر نی بشمول نموندد سخط پر اکمی فارم کے ساتھ جمع ہوتگی۔

