



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE FIRST NATIONAL EQUITIES LIMITED WILL BE HELD ON THURSDAY, OCTOBER 28, 2021 AT 16:00 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statement:

To consider and adopt the audited financial statements of the Company for the financial year ended June 30, 2021 and the reports of the Board of Directors ('the Board') and auditors thereon. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended June 30, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2: Appointment/Re-Appointment of Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2017, and the Rules framed there under, as amended from time to time, M/s. IECnet S.K.S.S.S Chartered Accountants, be and is hereby appointed/re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2022, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor.

SPECIAL BUSINESS:

Item no. 3: Investment in Associated/Subsidiary Companies and undertaking:

To consider and seek approval of the members of the company in respect of investment made by the company amounting to Rs. 200 million in Real Estate sector as approved by the Board of Directors in the meeting held on September 27, 2021, if deemed fit, as Special Resolution, with or without modification, addition(s) or deletion(s):

"RESOLVED THAT approval of the members of First National Equities Limited (the "Company") be and is hereby accorded in terms of applicable provisions of the Companies Act, 2017 and the Company be and is hereby authorized to invest up to PKR 200 million (Rupees Two Hundred Million Only) from time to time in Real Estate Sector by investing in the proposed subsidiary (whether or not under the REIT scheme) by subscribing at Par for fully paid-up ordinary shares, as per terms and conditions disclosed to the members.

"RESOLVED FURTHER THAT this resolution shall be valid for a period of four (04) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities including filing of applications for no objection certificate/permission from any authority / Commission as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolution." Statement under Section 134(3) of the Companies Act, 2017 concerning special business is annexed to the notice of meeting circulated to the members of the Company.

Item no. 4: Sale of Investment in Undertaking:

To consider and seek approval of the members of the company in respect of sale of investment made by the company amounting in Kingbhai Digisol (Private) Limited in part or full disinvestment as approved by the Board of Directors in the meeting held on September 27, 2021, if deemed fit, as a Special Resolution, with or without modification, addition(s) or deletion(s):

TREC Holder: Pakistan Stock Exchange Limited

PRINCIPAL OFFICE:

FNE House, 179/B, Abu Bakar Block, New Garden Town, Lahore-Pakistan. Tel: (92-42) 35843721-27 Fax: (92-42) 35843730

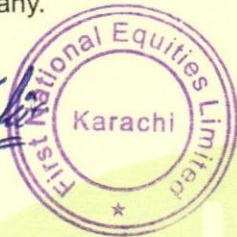


“RESOLVED THAT approval of the members of First National Equities Limited (the “Company”) be and is hereby accorded in terms of applicable provisions of the Companies Act, 2017 and the Company be and is hereby authorized to sale investment in Kingbhai Digisol (Private) Limited in part or full at the current market rate and by adopting any manner as may be deemed appropriate in the best interest of the company.

“RESOLVED FURTHER THAT this resolution shall be valid for a period of four (04) years starting from the date of approval by members and the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities including filing of applications for no objection certificate/permission from any authority / Commission as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolution.” Statement under Section 134(3) of the Companies Act, 2017 concerning special business is annexed to the notice of meeting circulated to the members of the Company.

By Order of the board

Arslan Tahir
Company Secretary



NOTES

1. In view of the continuing COVID-19 pandemic, the Securities and Exchange Commission of Pakistan ('SECP') has vide its circular dated March 03, 2021 read with circulars dated 15th February 2021, November 05, 2020 and 17th March 2020 (collectively referred to as 'SECP Circulars') permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2017 (the 'Act'), and SECP Circulars, the AGM of the Company is to be conducted through VC/OAVM hereinafter called as 'e-AGM'.

2. Members are requested to join this meeting by using the following credentials:

Join Zoom Meeting

<https://zoom.us/j/94429066074?pwd=SzFEOXRMc3JCcFltQmgvMjJCSHhrcz09>

Meeting ID: 944 2906 6074

Passcode: Abc123*

3. Members are requested to notify changes (if any, in their address, email i.d., nominations etc.) in their address if any to the Company.

4. Pursuant to the provisions of the Finance Act, 2019 the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

-Filler 15%

-Non-Filler 30%

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

i. Deduction of Withholding Tax on Dividend in case of Joint Account Holders:

All shareholders who hold shares jointly are requested to provide following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them our Share Registrar Corptec Associates (Private) Limited, Lahore Office: 503, Block-E. Johar Town, Lahore, Pakistan, latest by October 20, 2021, otherwise each joint holder shall be assumed to have an equal number of shares.

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Name of the Company		First National Equities Limited
Folio No. / CDS A/C No.		
No. of Shares Held		
Principal	Name & CNIC	
Shareholder	Shareholding Proportion (No. of Shares)	
Joint	Name & CNIC	
Shareholder(s)	Shareholding Proportion (No. of Shares)	

Signature of Primary Shareholder _____

ii. EXEMPTION OF WITHHOLDING TAX:

Withholding tax exemption from dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar Office, Share Registrar Corptec Associates (Private) Limited, Lahore Office: 503, Block-E. Johar Town, Lahore, Pakistan, up to October 20, 2021.

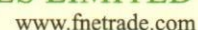
Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat declarations under Zakat and Usher Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 CZ-50 Form, in case you want to claim exemption, with your brokers or the Central Depository Company of Pakistan Limited (in case the shares are held in CDC-Sub Account or CDC Investor Account) or to our Share Registrar, M/s. Corptec Associates (Private) Limited, Lahore Office: 503, Block-E. Johar Town, Lahore, Pakistan. The Shareholders while sending the Zakat Declarations, as the case may be must quote company name and their respective folio numbers.

5. 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. The shareholders who have not provided their bank account details so far are advised to provide their below electronic dividend mandate information to Company's Share Registrar at the address given above and update their CDC accounts/Sub accounts as the case may be, enabling the company to credit your future dividend promptly, if any.

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A member company of group



9. The deemed venue for e-AGM shall be the Office of the Company

10. Since this AGM is being held pursuant to the SECP Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice..

11. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

12. Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

13. All the listed companies to replace the shares issued in physical form with the shares to be issued in the Book-Entry-Form. Therefore, under guidance of the Commission, it is requested to all the members to apply for the conversion of their respective physical shares, if any, to Book-Entry-Form.

14. Members who need technical assistance before or during the e-AGM can contact at agm@fnetrade.com

15. Instructions for attending/joining the e-AGM:

- Members will be able to attend the e-AGM through VC/OAVM by following procedure:
- The link for e-AGM will be made available on the Email Id of the shareholders as registered with the company. Enter the login credentials i.e. User ID and password mentioned in your email. After entering the details appropriately, click on LOGIN.
- Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
- Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on agm@fnetrade.com. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
- Members are encouraged to join the meeting through Laptops for better experience.
- Further, members are advised to use internet with a good speed to avoid any disturbance during the meeting.
- While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

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

A. The placement of amount of Rs. 200 million by the company in Real Estate sector by investing in a proposed subsidiary company. Accordingly, management has decided to take the approval from our shareholders in our forthcoming Annual General Meeting. Information required under section 134 (3) and Section 199 of Companies Act, 2017 read Regulation 3 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, are given below:

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Name of Investee Company	Proposed New Company
Basis of Relationship	Shareholding more than 50%
Nature of the Investee Company	Real Estate Company
Amount and Extent of Investment	PKR 200 million only
Period of the investment	Not applicable
Nature of investment intended to be made	Ordinary Shares
Break-up value of the shares intended to be purchased on the basis of last published financial statement	Not applicable
Price at which shares will be purchased	At Par
Earnings per share for the last three years	Not applicable
Terms and conditions	According to the written agreement
Sources of funds from which shares will be purchased	Company's own sources / External Credit Facility
Period for which investment will be made	Long term Investment
Purpose of investment	Revenue Generation by way of Dividend/ Bonus / Capital gain
Benefits likely to accrue to the company and the shareholders from the proposed investment	Dividend/ Capital Gains
Interest of Directors, directly or indirectly	Common Directorship/Shareholding
Time and place for inspection of concerning documents	The documents relevant to such disclosure can be inspected at the principal office of the company during business hours on a written request to the company before inspection and after the communication of date and time by the Company.

B. The sale of investment at current market value by the company in Kingbhai Digisol (Private) Limited. Accordingly, management has decided to take the approval from our shareholders in our forthcoming Annual General Meeting. Information required under section 134 (3) are given below:

Name of Investee Company	Kingbhai Digisol (Private) Limited
Nature, Amount and Extent of Investment	To be calculated on the basis of Fair Market Value (FMV)
Average market price of the shares intended to be sold during preceding six months	On the basis of Fair Market Value (FMV)
Break-up value of the shares intended to be sold on the basis of last published financial statement	Rs. 710.66
Price at which shares will be sold	On the basis of Fair Market Value (FMV)
Terms and conditions	Not applicable
Benefits likely to accrue to the company and the shareholders from the proposed investment	Capital Gains
Time and place for inspection of concerning documents	The documents relevant to such disclosure can be inspected at the principal office of the company during business hours on a written request to the company before inspection and after the communication of date and time by the Company.

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