



PAKISTAN STOCK EXCHANGE LIMITED

Stock Exchange Building, Stock Exchange Road, Karachi - 74000, Pakistan.

UAN: 111-001-122 Fax: 32410825

Website: www.psx.com.pk Email: info@psx.com.pk

Ref. No. PSX/ _____

Date: October 05, 2022

THE DIRECTOR

Corporate Supervision Department

Company law Division

Securities & Exchange Commission of Pakistan

NIC Building, Jinnah Avenue,

Blue Area, Islamabad

MS. ASMAA SALEEM MALIK

General Manager, Listing Department

Pakistan Stock Exchange Limited

Stock Exchange Building,

Stock Exchange Road, Karachi

Dear Concerns,

SUBJECT: NOTICE OF 75th ANNUAL GENERAL MEETING

Please find enclosed the notice of the 75th Annual General Meeting of Pakistan Stock Exchange Limited (the Exchange) to be held on October 28, 2022, at 4:00 p.m., at the Registered Office of the Exchange and through video-conferencing facility.

The above-referred notice will be advertised in all editions of Business Recorder and Nawa-i-Waqt on Thursday, October 06, 2022.

Thanking you in anticipation,

Yours truly,

DR. FAKHARA RIZWAN

Company Secretary

Encl: As above

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:

1. 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.
2. 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

Karachi
Dated: October 05, 2022

Dr. Fakhara Rizwan
Company Secretary

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 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.
2. The Annual Report containing the Annual Audited Financial Statements for the year ended June 30, 2022, is also available on the Company's website.

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

NOTES

1. 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.
5. 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 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 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	119,424,000	39.81%
MCB Bank Limited	45,000,000	15.00%
Habib Bank Limited	34,038,001	11.35%
LSE Financial Services Limited	30,000,000	10.00%
National Investment Trust Limited	19,038,000	6.35%
Industrial Development Bank Limited	15,000,000	5.00%
Pak China Investment Company Limited	15,000,000	5.00%
Crescent Steel and Allied Products Limited	8,250,000	2.75%
ISE Towers REIT Management Company Limited	7,500,000	2.50%
Allied Bank Limited	3,000,000	1.00%
IGI Investments (Private) Limited	1,949,995	0.65%
Innovative Investment Bank Limited	1,500,000	0.50%
Crescent Standard Business Management (Private) Limited	300,000	0.10%
Others	4	-
	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.
- (i) The information required under Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, is provided in the enclosed 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 as 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.		
v.	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	Not applicable.		
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 subsidiary 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.		
x.	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	<p>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.</p> <p>Performance of investment in CDC over the past three years:</p> <table><tr><th></th><th>Investment*</th><th>Share of Profit</th><th>Return</th></tr><tr><th></th><th>PKR in '000'</th><th>%</th><th></th></tr><tr><td>2022</td><td>2,217,063</td><td>322,858</td><td>14.6</td></tr><tr><td>2021</td><td>2,083,183</td><td>303,642</td><td>14.6</td></tr><tr><td>2020</td><td>1,915,520</td><td>265,044</td><td>13.8</td></tr></table> <p>*Computed using the equity method of accounting.</p>		Investment*	Share of Profit	Return		PKR in '000'	%		2022	2,217,063	322,858	14.6	2021	2,083,183	303,642	14.6	2020	1,915,520	265,044	13.8
	Investment*	Share of Profit	Return																			
	PKR in '000'	%																				
2022	2,217,063	322,858	14.6																			
2021	2,083,183	303,642	14.6																			
2020	1,915,520	265,044	13.8																			
xiii.	Any other important details necessary for the members to understand the transaction	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	<table><tr><th></th><th>Number of securities held</th><th>Percentage</th></tr><tr><td>Before</td><td>119,424,000</td><td>39.81%</td></tr><tr><td>After</td><td>124,373,995</td><td>41.46%</td></tr></table>		Number of securities held	Percentage	Before	119,424,000	39.81%	After	124,373,995	41.46%											
	Number of securities held	Percentage																				
Before	119,424,000	39.81%																				
After	124,373,995	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	<u>4,000,000,000</u>	<u>4,000,000,000</u>
Issued 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
	<u>3,275,087,874</u>	<u>3,006,609,744</u>
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
Current liabilities		
Trade and other payables	733,777,899	665,966,407
Unearned fee	74,104,102	74,018,822
Total current liabilities	807,882,001	739,985,229
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		
Fixed assets	1,839,196,142	1,354,557,777
Investment accounted for using the equity method	72,457,285	-
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
Current 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
 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

75th 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 75th Annual General Meeting of the Company, to be held on the 28th day of October 2022 and at any adjournment thereof.

As witness my/our hand/seal this _____ day of _____, 2022.

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.

میں / ہم _____ ساکن _____ حامل کمپیوٹرائزڈ شناختی کارڈ (CNIC) / پاسپورٹ نمبر _____ اور بطور کن پاکستان اسٹاک ایکسچینج لمیٹڈ (کپنی) _____ حامل CNIC / پاسپورٹ نمبر _____ یا اس کی عدم موجودگی میں _____ حامل CNIC / پاسپورٹ نمبر _____ کو مؤرخہ 28 اکتوبر 2022 کو کپنی کے منعقد ہونے والے 75 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 / مہر بروز _____ 2022 کو ثبت کیے گئے / کی گئی۔

گواہان:

1- _____ دستخط

نام _____

پتہ _____

کمپیوٹرائزڈ شناختی کارڈ / پاسپورٹ نمبر _____

2- _____ دستخط

نام _____

پتہ _____

کمپیوٹرائزڈ شناختی کارڈ / پاسپورٹ نمبر _____

سی ڈی سی اکاؤنٹ

پانچ روپے کارپوریٹ اسٹیمپ

حصص یافتہ کے دستخط

نوٹس:

- 1- یہ پراکسی فارم مکمل اور دستخط شدہ، کپنی کے رجسٹرڈ دفتر میں اجلاس کے انعقاد سے کم از کم 48 گھنٹے پہلے موصول ہونا ضروری ہے۔ پراکسی کا مہر ہونا لازمی نہیں۔
- 2- پراکسی فارم پر دو گواہان کے نام، پتے اور سی ڈی سی نمبر درج ہونے چاہیے۔
- 3- پراکسی فارم کے ساتھ تقرر کرنے والے اور پراکسی کے حامل فرد کے سی ڈی سی 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 / پاور آف اٹھرنی بشمول نمونہ دستخط پراکسی فارم کے ساتھ جمع ہوگی۔



PAKISTAN STOCK EXCHANGE LIMITED

Stock Exchange Building, Stock Exchange Road, Karachi-74000, Pakistan
Phone: 111-001-122 Website: www.psx.com.pk

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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:

- 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 (the Companies Act), 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, have been dispatched to the shareholders and 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 on the Register of Members as on October 21, 2022, shall be entitled to attend and vote at the AGM.
- The members 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 available on Company's website.
- 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.
- 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 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.
- 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 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 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, about providing a video link facility to the members holding 10% or more shareholding (in aggregate) in the Company, residing at a geographical location.

پاکستان اسٹاک ایکسچینج لمیٹڈ

اسٹاک ایکسچینج بلڈنگ، اسٹاک ایکسچینج روڈ، کراچی۔ 74000 پاکستان

فون: 111-001-122، ویب سائٹ: www.psx.com.pk

اطلاع برائے سالانہ اجلاس عام

مطلع کیا جاتا ہے کہ پاکستان اسٹاک ایکسچینج لمیٹڈ (کمپنی) کا پچھتر واں (75 واں) سالانہ اجلاس عام (AGM) بروز جمعہ 28 اکتوبر 2022ء کو شام 4:00 بجے کمپنی کے رجسٹرڈ آفس بمقام اسٹاک ایکسچینج بلڈنگ، اسٹاک ایکسچینج روڈ، کراچی اور بذریعہ ویڈیو کانفرنس مندرجہ ذیل امور کی انجام دہی کیلئے منعقد کیا جائیگا:

عمومی امور:

- 30 جون 2022ء کو ختم شدہ مالیاتی سال کیلئے کمپنی کے آڈٹ شدہ مالی گواشاہوں بشمول ڈائریکٹرز اور آڈیٹرز کی رپورٹس کی وصولی، غور و خوض اور منظوری۔
- 30 جون 2023ء کو ختم ہونے والے سال کیلئے آئندہ سالانہ اجلاس عام کے اختتام تک کمپنی کے آڈیٹرز کا انتخاب اور ان کے مشاورے کا تعین۔ سیکڈوش شدہ آڈیٹر میسرز گرانٹ تھارنٹن انچارجڈ، چارٹرڈ اکاؤنٹنٹس نے اہلیت کی بناء پر خود کو دوبارہ منتخب ہونے کیلئے پیش کیا ہے۔

خصوصی امور:

- پاکستان اسٹاک ایکسچینج کی ایک منسلک کمپنی سینٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ (CDC) میں اضافی ایکویٹی سرمایہ کاری کی تجویز کی منظوری کیلئے بحوالہ رقم مبلغ 48,749,875/- روپے تقسیم شدہ 1,949,995 عموئی حصص بحساب 10/- روپے فی حصص اور رقم مبلغ 75,000,000/- روپے تقسیم شدہ 3,000,000 عموئی حصص بحساب 10/- روپے فی حصص کی CDC کے حصص یافتگان بالترتیب IGI انویسٹمنٹ (پرائیویٹ) لمیٹڈ اور الائنڈ بینک لمیٹڈ (ABL) سے 25/- روپے فی حصص کی قیمت پر، بشمول 15/- روپے فی حصص کا پریمیم، اور اس مقصد کے لیے، ترمیم یا بازنائیم، مندرجہ ذیل قرارداد کی بطور خصوصی قرارداد کی منظوری:

قرارداد پاپا کیپیٹل ایکٹ جزیہ 2017 کے سیکشن 199 کے تحت پاکستان اسٹاک ایکسچینج CDC میں، بالترتیب IGI اور ABL سے مبلغ 48,749,875/- (صرف چار کروڑ ستاسی لاکھ اچاس ہزار آٹھ سو پچھتر روپے) اور 75,000,000/- (صرف سات کروڑ پچاس لاکھ روپے) 1,949,995 عموئی حصص اور 3,000,000 عموئی حصص کی حصول کیلئے بحساب 10/- روپے فی حصص، یعنی 1.65 فیصد ایکویٹی حصص کے لیے، 25/- روپے فی حصص (ٹرانزیکشن) کی قیمت پر اضافی ایکویٹی سرمایہ کاری کی بذریعہ منظور دی جاتی ہے، تمام قانونی اور باضابطہ منظور یوں سے مشروط، جہاں قابل اطلاق ہوں۔

مزید قرارداد پاک پاکستان اسٹاک ایکسچینج کے چیف ایگزیکٹو آفیسر اور کمپنی سیکرٹری مشترکہ طور پر اور انفرادی طور پر ایسے تمام امور، کارروائی، اقدامات وغیرہ، جو لین دین کی کامیاب تکمیل اور مذکورہ قراردادوں کے نفاذ کے لیے ضروری ہیں، کا بذریعہ ہذا اختیار دیا جاتا ہے۔

دیگر امور:

- 4- جزیہ من کی اجازت سے دیگر امور کی انجام دہی۔

بحکم بورڈ آف ڈائریکٹرز

ڈاکٹر فخرہ رضوان

کمپنی سیکرٹری

کراچی

تاریخ: 05 اکتوبر 2022ء

نوٹس:

- 1- کیپیٹل ایکٹ جزیہ 2017 (کیپیٹل ایکٹ) کے سیکشن 134(3) کے تحت مذکورہ ایجنڈے میں بیان کردہ خصوصی کارروایوں سے متعلق تمام ٹھوس شواہد اور کیپیٹل (انویسٹمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انٹرپرائز) ریکارڈز 2017 کے تحت مطلوبہ بیان کردہ معلومات شیڈولڈ ریکارڈز کو ارسال کر دی گئی ہیں اور کمپنی کی ویب سائٹ پر بھی دستیاب ہے۔
- 2- 30 جون 2022ء کو ختم شدہ مالیاتی سال کیلئے سالانہ آڈٹ شدہ مالیاتی گواشاہ پر مشتمل سالانہ رپورٹ کمپنی کی ویب سائٹ پر بھی دستیاب ہے۔
- 3- کمپنی کے ممبران رجسٹرڈ آفس میں درخواست جمع کرا کے گزشتہ منعقدہ اجلاس عام کی کارروائی کی تصدیق شدہ کاپی حاصل کر سکتے ہیں۔

نوٹس:

- 1- ممبران کا رجسٹر 22 اکتوبر 2022 تا 28 اکتوبر 2022ء (بشمول دونوں ایام) بند رہے گا۔ جن ممبران کے نام 21 اکتوبر 2022ء کو ممبران کے رجسٹر میں درج ہوں گے سالانہ اجلاس عام میں شرکت کرنے اور رائے دہی اختیار کرنے کے اہل ہوں گے۔
- 2- اجلاس میں شرکت، اظہار خیال اور ووٹ دینے والا اہل ممبر اپنی جگہ شرکت، ووٹ ڈالنے اور رائے دہی اختیار کرنے کیلئے دوسرے ممبر کو اپنا پراسی مقرر کرنے کا بھی اہل ہے اور منتخب کئے جانے والے پراسی کو اجلاس میں شرکت، ووٹ اور رائے دہی اختیار کرنے کے سلسلے میں وہی حقوق حاصل ہوں گے جو کہ پراسی نامزد کرنے والے ممبر کو حاصل ہیں۔ پراسی کی تقرری کے دستاویزات اور پاور آف اٹارنی یا دیگر تھارٹی (کوئی بھی) جس کے تحت اسے دستخط کیا گیا ہو، یا ایسی پاور آف اٹارنی کی فوری پبلک سے تصدیق شدہ کاپی اجلاس ہذا کے انعقاد سے کم از کم اڑتالیس (48) گھنٹے قبل کمپنی کو موصول ہو جانی چاہیے۔ پراسی کا ممبر ہونا لازمی نہیں۔ پراسی فارم کمپنی کی ویب سائٹ پر دستیاب ہے۔
- 3- کوئی بھی کمپنی یا دیگر کارپوریٹ باڈی جو کمپنی کی رکن ہے اپنے مجاز افسر کے دستخط شدہ پراسی یا اپنے ڈائریکٹرز کی قرارداد، اپنے کسی بھی حکام یا کسی دوسرے فرد کو اجلاس پر اپنی ذمہ داریاں انجام دینے کے لئے اختیار دے سکتا ہے اور مجاز شدہ فرد کمپنی کے انفرادی ممبر ہونے کی حیثیت سے اپنے اختیارات کو بروئے کار لانے کا اہل ہے۔
- 4- چونکہ ممبران کو جاری کردہ تمام حصص ان کے متعلقہ سینٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ (CDC) اکاؤنٹس میں ڈی ممبر یا انڈر وٹل میں ہیں، لہذا انفرادی ممبران جو ذاتی طور پر اجلاس میں شرکت کے خواہشمند ہیں، ان سے درخواست ہے کہ وہ اپنا اصل کیپیٹل رازڈ قومی شناختی کارڈز (CNICs) بشمول سرمایہ کار اکاؤنٹ یا شریک کار ID اور ہاؤس اکاؤنٹ/ذیلی اکاؤنٹ نمبر شناخت کے مقصد کیلئے ہمراہ لائیں، تاہم کارپوریٹ ممبر کی صورت میں، بورڈ آف ڈائریکٹرز یا پاور آف اٹارنی کی قرارداد جس میں نامزد شخص کے دستخط کے نمونے ہوں، ترجیحی طور پر کمپنی کو پیشگی فراہم کیے جائیں یا بصورت دیگر اجلاس میں پیش کیے جائیں۔
- 5- ممبران سے گزارش ہے کہ اپنے رجسٹرڈ ایڈریس کی تجدیلی، اگر کوئی ہو تو، فوری طور پر اپنے سینٹرل ڈیپازٹری کمپنی آف پاکستان (سی ڈی سی) شریکاء/سی ڈی سی انویسٹرا اکاؤنٹ سروسز کو مطلع کریں جو ان کے سی ڈی سی اکاؤنٹ کو برقرار رکھتی ہیں۔

ویڈیو کانفرنسنگ کی سہولت کے ذریعے AGM میں شرکت

سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کی جانب سے جاری کردہ وضاحت بحوالہ نمبر SMD/SE/2(20)/2021/117 بتاریخ 15 دسمبر 2021ء کے مطابق، کمپنی اجلاس میں شرکت کیلئے جسمانی انتظامات کے علاوہ حصص یافتگان کو ویڈیو لنک کے ذریعے AGM میں شرکت کی سہولت فراہم کر رہی ہے۔ لہذا حصص یافتگان کو ویڈیو کانفرنسنگ کی سہولت کے ذریعے سالانہ اجلاس عام میں شرکت کرنے کی ترغیب دی جاتی ہے اور اس کے مطابق وہ اجلاس سے کم از کم 48 گھنٹے قبل (یعنی 26 اکتوبر 2022ء بوقت شام 04:00 بجے تک) ای میل کے ذریعے shareholders.affairs@psx.com.pk پر جلد از جلد ضروری تفصیلات فراہم کرتے ہوئے کمپنی کی بکریٹ میں اپنا اندراج کروائیں۔

اس مقصد کے لئے، حصص یافتگان کو مشورہ دیا جاتا ہے کہ وہ اپنی حسب ذیل تفصیلات کے ساتھ اپنے اور اپنی پراسی، اگر مقرر کیے گئے ہوں، کے کیپیٹل رازڈ قومی شناختی کارڈ کی اسکن شدہ کاپیاں فراہم کریں۔ مزید برآں، کاروباری ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی یا معتمد فرد کے دستخط کا نمونہ بھی فراہم کریں۔

حصص دار کا نام *	NTN / CNIC نمبر	سی ڈی سی اکاؤنٹ نمبر	موبائل نمبر	ای میل ایڈرس
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* جہاں قابل اطلاق ہو، تو براہ کرم پراسی ہولڈر یا حصص یافتگان کے نامزد کنندہ کی مذکورہ بالا تفصیلات بھی فراہم کریں۔

دلچسپی رکھنے والے حصص یافتگان سے مذکورہ بالا معلومات کی وصولی کے بعد کمپنی متعلقہ ویڈیو لنک اور لاگ ان معلومات اپنے ای میل پتے سے فراہم کرے گی۔ جس کے تحت حصص یافتگان بذریعہ اسارت فونز یا کمپیوٹر آلات سالانہ اجلاس عام کی کارروائی میں حصہ لے سکیں گے۔ اس کے علاوہ، حصص یافتگان مذکورہ بالا ذرائع کا استعمال کر کے سالانہ اجلاس عام کے ایجنڈہ آئٹموں کے سلسلے میں اپنے تاثرات اور بات چیت بھی پیش کر سکتے ہیں۔

مذکورہ بالا انتظام بذریعہ انسانی مقام پر قائم کمپنی کی مجموعی طور پر 10 فیصد یا اس سے زیادہ حصص یافتگی (مجموعی طور پر) رکھنے والے ممبروں کو ویڈیو لنک کی سہولت فراہم کرنے کے سلسلے میں کیپیٹل ایکٹ کی دفعہ 134(1)(b) کے تقاضوں کو بھی پورا کرتا ہے۔