

## MODARABA AL-MALI (managed by LSE CAPITAL LIMIED)

### NOTICE OF EXTRAORDINARY GENERAL MEETING FOR APPROVAL OF SCHEME OF COMPROMISES, ARRANGEMENTS AND RECONSTRUCTION

**PART-1 Complete Transfer of Assets and Undertakings**  
MODARABA AL-MALI (AND ITS MEMBERS) AND LSE PROPTech LIMITED (AND ITS MEMBERS) WITH AND INTO LSE CAPITAL LIMITED (AND ITS MEMBERS)

**PART-2 Partial Transfer of Designated Assets**  
LSE CAPITAL LIMITED (AND ITS MEMBERS) WITH AND INTO LSE FINANCIAL SERVICES LIMITED (AND ITS MEMBERS)  
In compliance with the order dated November 28, 2023 passed by the Honorable Lahore High Court, Lahore in Civil Original No. 78278/2023, notice is hereby given that the Extra-ordinary General Meeting (EOGM) of the certificate-holders of **Modaraba Al-Mali (MODAM)** will be held on **Tuesday, December 26, 2023 at 11:30 A.M.** at the registered office of the **Modaraba Al-Mali (through LSE Capital Limited)** i.e. LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore to consider and if deemed fit, adopt, agree and approve the Scheme of Compromises, Arrangements and Reconstruction ('the Scheme') of:

**PART-1 Complete Transfer of Assets and Undertakings**  
MODARABA AL-MALI (AND ITS MEMBERS) AND LSE PROPTech LIMITED (AND ITS MEMBERS) WITH AND INTO LSE CAPITAL LIMITED (AND ITS MEMBERS)

**PART-2 Partial Transfer of Designated Assets**  
LSE CAPITAL LIMITED (AND ITS MEMBERS) WITH AND INTO LSE FINANCIAL SERVICES LIMITED (AND ITS MEMBERS)  
and to pass the special resolution, with or without any modification, subject to the terms and conditions entailed in the Scheme.

The Board of Directors in its meeting held on **November 15, 2023** has approved the Scheme and has recommended the resolutions as outlined in the Statement of Information accompanying the Notice to the Members under Section 281(1)(A) / 134(3) of the Companies Act, 2017 to the Shareholders for their approval with or without amendment/alteration. The Board of Directors of the Company has passed the following resolution:

**RESOLVED THAT** the draft scheme of merger (as Part-1) of **LSE Proptech Limited** (& its Members) with and into the LSE Capital Limited in terms of the provisions of Sections 279 to 283 and all other enabling provisions of the Companies Act, 2017 be and is hereby approved

**RESOLVED FURTHER THAT** the draft scheme of merger (as Part-1) of **Modaraba Al-Mali** (& its Members) with and into the **LSE Capital Limited** in terms of the provisions of Sections 279 to 283 and all other enabling provisions of the Companies Act, 2017 be and is hereby approved.

**RESOLVED FURTHER THAT** the draft scheme of merger (partially as Part-2) of **LSE Capital Limited** (& its Members) with and into the **LSE Financial Services Limited** in terms of the provisions of Sections 279 to 283 and all other enabling provisions of the Companies Act, 2017 be and is hereby approved.

**RESOLVED FURTHER THAT** the approval of draft scheme of merger (Part 1 and Part 2) is subject to the approval of Registrar Modaraba.

In compliance to the above order of the Honorable High Court, Notice is hereby given of an EOGM of the Company to be held at the date, time and place mentioned above.

**Mr. Hfeez Saeed Akhtar**

Advocate Supreme Court

Sayed, Hfeez & Mirza

Advocate & Legal Advisors

19-Sir Ganga Ram Mansions

The Mall, Lahore

**Date: December 2nd, 2023**

**Syed Ali Rizvi**

Advocate High Court

Khosa & Rizvi

Advocates and Legal Consultants

Office 140-A, Ahmad Block

New Garden Town, Lahore



**Notes:**

1. The detailed explanatory statement accompanying the notice to the members is being sent along with the Notice of the Extra Ordinary General Meeting of the Company.
2. Copies of the Scheme, statement u/s 281 of the Companies Act, 2017 recent annual/quarterly accounts along with all published or otherwise required accounts of all previous periods of the above referred companies along with financial details on swap ratio, Memorandum and Articles of Association, requisite approvals and any other related information/ documents may also be inspected/ procured during the business hours on any working day at Registered Office of the Company from the date of publication of this Notice till the conclusion of the Extra-Ordinary General Meeting.

**Closure of Share Transfer Books**

The share transfer Books of the Company shall remain closed from **December 19, 2023 to December 26, 2023** (both days inclusive) for the purpose of attending Extraordinary General Meeting. Transfers received in order at the office of our **Company Secretary, LSE Plaza, 19-Khayaban-e-Aiwan-Iqbal, Lahore** at the close of business on December 18, 2023 will be considered in time to attend the EOGM.

**Participation in the Extraordinary General Meeting (EOGM)**

In the light of COVID-19 situation in the Country, the Company has made the arrangement for the safety of the members attending the meeting physically. The relevant SOPs should be followed strictly. All members entitled to attend and vote at this Meeting may appoint another person as his/her proxy to attend, speak and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. The CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan. Proxy form is available at the Company's website i.e., [www.lse.com.pk](http://www.lse.com.pk).

**For Attending the Meeting**

- a. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/ her original National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- b. In case of corporate entity, Board of Directors' resolution/ power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.

**For Appointing Proxies**

- a) In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- e) In case of corporate entities, board of directors' resolution/ power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

**Consent For Video Conference**

Pursuant to SECP's Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following and submit to registered address of the Company at least 10 days before the date of EOGM.

I/We \_\_\_\_\_ of \_\_\_\_\_, being member(s) of **Modaraba Ali-Mali** holder \_\_\_\_\_ Ordinary share(s) as per Register Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_