

### 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: March 11, 2024

THE DIRECTOR

Corporate Supervision Department Company Law Division Securities & Exchange Commission of Pakistan NIC Building, Jinnah Avenue, Blue Area, Islamabad **CHIEF LISTING OFFICER** Pakistan Stock Exchange Limited Stock Exchange Building, Stock Exchange Road, Karachi

Dear Concerns,

#### SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING

Please find enclosed herewith the notice of an Extraordinary General Meeting of Pakistan Stock Exchange Limited (the Exchange), to conduct the Election of Shareholder directors, to be held on April 03, 2024, at 02:00 p.m. at the Registered Office of the Company, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing.

In this connection, kindly note that the Register of Members of the Exchange will remain closed from March 27, 2024, to April 03, 2024 (both days inclusive).

The above notice will be published in the newspapers (i.e. in all editions of Business Recorder and Nawa-i-Waqt) on Tuesday, March 12, 2024.

Thanking you in anticipation,

Yours truly.

**DR. FAKHARA RIZWAN** Company Secretary



# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of Pakistan Stock Exchange Limited (the Company) will be held on Wednesday, April 03, 2024, at 2:00 p.m., at the Registered Office of the Company, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing to transact the following business:

#### **Ordinary Business**

To elect seven (7) Shareholder Directors of the Company, in terms of Section 159 of the Companies Act, 2017 (the Companies Act), for a term of three (3) years commencing from April 19, 2024.

The following are the retiring Shareholder Directors who are eligible to offer themselves for re-election:

- (i) Mr. Ahmed Chinoy
- (ii) Mr. You Hang
- (iii) Dr. FU Hao
- (iv) Ms. Yu Huali
- (v) Mr. Jiang Ketao
- (vi) Mr. Nadeem Naqvi
- (vii) Mr. Zubair Razzak Palwala

In addition to above, the following are the retiring Independent Directors:

- (i) Dr. Shamshad Akhtar
- (ii) Mr. Javed Kureishi
- (iii) Mr. Mohammad Salahuddin Manzoor

The Board of Directors of the Company, at its meeting held on February 24, 2024, has fixed the number of Shareholder Directors to be elected at seven (7) i.e. one (1) seat for 'female director' category and six (6) seats for 'other directors' category, with a total Board size comprising of ten (10) directors, excluding the Chief Executive Officer.

#### By Order of the Board

### DR. FAKHARA RIZWAN

Company Secretary

Karachi Dated: March 11, 2024

Note:

- 1. The guidelines for the Election of Shareholder Directors are annexed to this notice and also available on the Company's website.
- 2. The manner of appointment of Independent Directors of the Company are laid under the Securities Exchanges (Licensing & Operations) Regulations, 2016.
- 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 March 27, 2024, to April 03, 2024 (both days inclusive). The Members whose names appear on the Register of Members as of March 26, 2024, shall be entitled to attend and vote at the EGM.
- 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 (POA) under which it is signed or a notarised certified copy of that POA at least 48 hours before the meeting. A proxy need not be a member of the Company. The Form of Proxy is enclosed with this notice and is also available on the Company's website.



- 3. Any legal person which is a member of the Company may authorise any person to act as its representative at the meeting by providing a resolution of its board of directors, or a proxy duly signed by the authorised person. The person so authorised shall be entitled to exercise the powers of an individual member of the Company.
- 4. Since all shares issued to members are in a 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. In the case of corporate members, the resolution of board of directors/POA with specimen signature of the nominee may preferably be provided to the Company well in advance or otherwise produced at the time of the meeting.
- 5. Participation in EGM through Video-Conferencing Facility

Pursuant to 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 EGM via video-link, in addition to physical arrangements for the meeting. Therefore, the shareholders are encouraged to participate in the EGM through a video-conferencing facility. Accordingly, they are requested to register themselves with the Company Secretariat by providing the requisite details at their earliest but not later than 48 hours before the time of meeting.

The shareholders can register themselves via e-mail (<u>shareholders.affairs@psx.com.pk</u>), by providing the following particulars, along with the scanned copy of their CNIC/Passport and that of their proxies, if so appointed. Moreover, in case of a corporate member, the scanned copy of the resolution of the board of directors / POA with a specimen signature of the nominee must also be provided.

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

Upon receipt of the above information from the interested shareholders, the Company will send the relevant videolink and the login credentials to their e-mail addresses, to enable the shareholders participate in the proceedings of the EGM through their smartphones or computer devices. The shareholders can also provide their comments or suggestions in connection with the agenda of the meeting by using the same email.

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



# **GUIDELINES FOR ELECTION OF DIRECTORS**

For the Election of Shareholder Directors for a term of three years commencing from April 19, 2024, to be conducted at the Extraordinary General Meeting on April 03, 2024, the following points must be noted:

#### A. CATEGORIES OF SHAREHOLDER DIRECTORS

In terms of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Shareholder Directors of the Company will be held for the following categories:

- 1. Female Director
- 2. Other Directors

One (1) seat is fixed for 'female' and six (6) seats are fixed for 'other' shareholder directors. There will be no restriction on the total number of female directors that can be elected to the Board of the Company in all categories combined. A person can only contest the election in any one category. Therefore, any notice(s) received indicating selection of multiple categories will be considered as invalid.

#### **B.** GUIDELINES FOR CANDIDATES

1. A member (natural person) must hold qualification shares of the nominal value of Rs. 1,000/- in the Company, in his/her name, at least fourteen (14) days prior to the date of the election in order to become a director of the Company. However, if a member is a legal person, its representatives/nominees are not required to hold qualification shares.

Moreover, the person shall be compliant with the requirements of the Companies Act, 2017, Securities Act, 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Securities Exchanges (Licensing & Operations) Regulations, 2016 (the Licensing Regulations), and other legal and regulatory requirements which apply to the Shareholder Directors of the Company.

- 2. Any person who seeks to contest an election to the office of director, whether he/she is a retiring director or otherwise, shall file with the Company the following documents (formats enclosed and also available on the Company's website, where specified), not later than fourteen (14) days before the EGM, i.e. by March 20, 2024 within business hours, and the Company shall not accept any contestations received after such date:
  - (i) Notice of Intention to contest the Election\* [Annexure A];
  - (ii) Consent to act as Director [Annexure B];
  - (iii) Brief Profile of the Candidate, along with a recent passport size Photograph;
  - (iv) Personal Information Form, as per Annexure I of the Licensing Regulations [Annexure C];
  - (v) Fit & Proper Criteria Checklist, as per Annexure I of the Licensing Regulations [Annexure D];
  - (vi) Affidavit, as per Annexure I of the Licensing Regulations [Annexure E];
  - (vii) Affidavit, as a declaration for compliance with other applicable requirements [Annexure F];
  - (viii) Copies of valid CNIC or Passport (in case of foreigner) & NTN, if applicable;
  - (ix) Copies of Educational documents and Professional Experience certificates;
  - (x) Disclosure of Shareholding in the Company [Annexure G], together with CDC Statement of the Candidate, as proof of holding qualification shares in the Company; and
  - (xi) Undertaking before MOI (in case of foreigners only) [Annexure H].

\*Female candidates must specifically mention the directors' category in their notice of intention. At any time before the election of directors is held, the notice of intention may be withdrawn by any candidate.

#### C. GUIDELINES FOR VOTING

1. Where the number of candidates is equal to or less than the number of shareholder directors to be elected under any category, it will not be necessary to hold an election for such category as per the terms of applicable requirements and as laid down in the Articles of Association of the Company, and the candidate(s) in such category shall be deemed to have been elected under the Articles. Nevertheless, voting will be conducted for the purpose of election of directors if the number of persons who offer themselves to be elected under any category is more than the number fixed by the Board under either of the category, in terms of Section 159 of the Companies Act.



- 2. In case no nomination is received under the 'female director' category, and the other directors are elected unopposed without election, which also includes a female director, then voting for female director category shall not be mandatory. Moreover, if the nomination is received from only one (1) female candidate in the 'other directors' category without any nomination received in the 'female director' category, such candidate shall be elected unopposed in the 'female director' category, and the election of other directors will be conducted in 'other directors' category.
- 3. The directors shall be elected to office by the members in the following manner:
  - (i) a member shall have such number of votes under each category as is equal to the product of voting shares held by him/her, and the number of Directors to be elected in that particular category;

#### **Illustration**

Total shares held (for example)	А
Number of persons to be elected	В
Total number of votes held by a member	A x B

- (ii) under each category, a member may give all votes to a single candidate, or divide them between more than one of the candidates in such category, in the manner as he/she may choose;
- (iii) since there is only one (1) seat in 'female director' category, the candidate who gets the highest number of votes shall be declared as elected; and
- (iv) in 'other directors' category, along with the candidate who gets the highest number of votes, the one who receives the next highest number of votes shall also be declared as elected, and so on, until the total number of other directors to be elected, has been so elected.
- 4. It must be noted that votes of one category shall not be available in the other category, irrespective of whether there was any election in the category or not.
- 5. It is hereby further notified that pursuant to the requirements of Companies (Postal Ballot) Regulations, 2018 (the Postal Ballot Regulations), where voting will be required for election of directors in any category, 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) <u>Electronic Voting</u>: The Company's e-voting service provider, M/s. FAMCO Share Registration Services (Private) Limited (FAMCO), 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 a 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 casting votes shall open for the members from March 30, 2024, at 9:00 a.m. and remain available until April 02, 2024 at 5:00 p.m.
  - (ii) <u>Voting through Postal Ballot:</u> The members shall ensure that duly-filled and signed ballot paper, which will be published by the Company & placed on Company's website at-least seven (7) days before the election, along with requisite documents, should reach the Chairperson through post at PSX Head Office, Admin Block, 6<sup>th</sup> Floor, Legal & Corporate Affairs Department, Stock Exchange Building, Stock Exchange Road, Karachi, or by e-mail at <u>general.meeting@psx.com.pk</u> until 4:00 p.m. on April 02, 2024.



ANNEXURE A

Date: \_\_\_\_\_

### THE COMPANY SECRETARY

Pakistan Stock Exchange Limited Stock Exchange Building Stock Exchange Road Karachi

Dear Madam,

#### Subject: Notice of Intention to Contest the Election of Shareholder Directors of PSX

Ι	_, son/daughter/wife of	
holding CNIC / Passport No	, and resident of	, do
hereby intent to contest the forthcoming Election of	of Shareholder Directors of Pakistan Stock Excha	ange Limited to be
held on Wednesday, April 03, 2024, or at any adjou	urnment thereof, for following category of Shareh	older Directors:

Female Director	Other Directors	
( <i>Please tick the appropriate box</i> )		

In compliance with applicable requirements, I am enclosing herewith the complete set of documents to contest the Election as aforesaid, duly filled and signed by me.

Yours truly,

Signature of Candidate



#### ANNEXURE B

**Appendix to Form-9** 

#### THE COMPANIES ACT, 2017 THE COMPANIES REGULATIONS, 2024 [Section 167]

#### (Applicable in case of appointment or election of director(s) or Chief Executive)

#### CONSENT TO ACT AS DIRECTOR / CHIEF EXECUTIVE

1. Name of the Company

### PAKISTAN STOCK EXCHANGE LIMITED

2. I/We, the undersigned, have consented to act as Director(s) / Chief Executive of the above-named company pursuant to section 167 of the Companies Act, 2017, and certify that I / We am / are not ineligible to become Director(s) / Chief Executive under section 153 or 177 of the Companies Act, 2017.

Name in full	Designation	Address	Occupation	CNIC No. or Passport No. in case of Foreign National	Signature



#### ANNEXURE C

## Information to be provided by persons desiring prospective Directorship on the Board of Pakistan Stock Exchange Limited

1.	Curriculum Vitae/Resume containing:					
(a)	Name:					
(b)	Father's or Husband's Name:					
(c)	CNIC/Passport # (please attach copy):					
(d)	Latest photograph (please paste here):					
(e)	Nationality:					
(f)	Age:					
(g)	Contact details:					
	i) Residential address:					
	ii) Business address:					
	iii) Tel:					
	iv) Mobile:					
	v) Fax:					
	vi) E-mail:					
(h)	National Tax Number:					
(i)	Present occupation:					
(j)	Qualification(s):					
U)	i) Academic:					
	,					
(k)	ii) Professional:	vears along with name and	address of com	any/ institution)		
(k)	ii) Professional: Experience: (Positions held during the last 10 y		address of comp	pany/ institution)		
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	ii) Professional:         Experience: (Positions held during the last 10 y         Information to be provided on the following samp         Sr.       Name of Organization         No.       1.         1.       2.         3.       4.         *       1.         1.       1.         2.       1.         3.       1.         4.       1.         *       1.         1.       1.         2.       1.         3.       1.         4.       1.         *       1.         1.       1.         2.       1.         3.       1.         4.       1.         *       1.         1.       1.         1.       1.         2.       1.         2.       1.         3.       1.         4.       1.         *       1.         1.       1.         1.       1.         2.       1.         3.       1.         3.       1.         3.       1. </th <th>ple format*: Designation Mon-Exe nt director</th> <th>Per From</th> <th>iod</th>	ple format*: Designation Mon-Exe nt director	Per From	iod		
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4.	In the case of nomination of director by a shareholder, the date of board of directors' meeting in which the nomination of proposed director was approved. (Please attach copy of the minutes of the meeting of the board of directors)
5.	Names of persons on the board of Pakistan Stock Exchange Limited who are related to the applicant.

Signature \_\_\_\_\_\_\_\_\_ \*use additional sheets if required

Note: Please enclose copies of relevant documents with regard to information provided in S. No. 1(c), 1(d), 1(h), 1(j), 1(k) and 4 above.



#### ANNEXURE D

#### PAKISTAN STOCK EXCHANGE LIMITED FIT & PROPER CRITERIA CHECKLIST FOR PERSONS SEEKING PROSPECTIVE DIRECTORSHIP ON BOARD OF DIRECTORS

Name of Person: \_\_\_\_\_

S#	Regulatory Requirement		Compliant (Please tick appropriate box)	
		Yes	No	N/A
(a) ]	Financial Soundness and Integrity			
1	(i) I have not been adjudged as an insolvent or I have not suspended payment of debts or compounded liabilities with my creditors.			
2	(ii) I have not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a financial institution including banking company, a Development Financial Institution or Non- Banking Financial Company.			
3	(iii) I and the companies, firms, sole preprietorship etc. where I am a chief executive, director (other than nominee director), owner or partner etc., have no overdue payment to any Investor, financial institution, securities exchange, commodity exchange, clearing company, central depository and/or defaulted in payment of any taxes in the individual capacity or as a proprietary concern or any partnership firm or as director in any unlisted and listed company.			
4	(iv) I have not been a director and/or chief executive of any company or body corporate which has defaulted in payment of Government duties/taxes/cess or have misused customer/investor securities.			
5	(v) I am a tax payer and my name is borne on the Active Tax Payers List regularly published by FBR. ( <i>Note: this requirement is not applicable in the case of non-resident foreign nationals</i> )			
<b>(b)</b>	Educational Qualification and Experience			
1	(a) I am a member of a recognized body of professional accountants or possess a graduate degree in finance, accountancy, law, business management, commerce, economics, capital market, information technology and financial services or related disciplines from a university recognized by the Higher Education Commission of Pakistan, or equivalent; and			
2	<ul> <li>(b) I have management or business experience including directorships, of at least seven years at a senior level (preferably in the regulated financial services sector) and other fields such as law, information technology etc.</li> <li>(Note: Where a person possesses more than 15 years of experience and knowledge of the capital markets, clearing houses, central depositories, commodities market, or in the areas relating to finance, corporate governance, audit, information technology etc. the minimum qualification requirement may be relaxed on case to case basis by PSX, with prior approval of the Commission.)</li> </ul>			
	Competency			
1	(i) My membership or registration or any company in which I was a director during the last five years, has not been suspended/ cancelled on disciplinary ground(s) by the Commission, any other regulatory authority, any professional body, association or relevant entity: ( <i>Note: The eligibility of a person may be considered on the basis of prior clearance obtained from any such organization that suspended/ cancelled the membership or registration</i> )			
2 3	<ul><li>(ii) No proceedings are pending with respect to my insolvency or analogous relief.</li><li>(iii) I have not been disqualified/ removed from the post of a key executive position of a company by the Commission or any other regulatory authority.</li></ul>			

Signature:



#### PAKISTAN STOCK EXCHANGE LIMITED FIT & PROPER CRITERIA CHECKLIST FOR PERSONS SEEKING PROSPECTIVE DIRECTORSHIP ON BOARD OF DIRECTORS

Name of Person: \_\_\_\_\_

S#	Regulatory Requirement		Compliant (Please tick appropriate box)		
		Yes	No	N/A	
(d)	Integrity, Honesty and Reputation				
1	(i) I have not been convicted in any criminal offence or directly involved in any settlement in civil/ criminal proceedings in a court of law, particularly with regard to moral turpitude, investments, financial/business misconduct, fraud/ forgery, breach of trust, financial crime etc. and/ or it has not been concluded by any regulatory authority that I have been associated with any unauthorized financial activity including illegal brokerage business.				
2	(ii) I am not a party in litigation against the Commission in respect of any criminal offence or a matter relating to non-payment of customer claims or in any other manner prejudicial to the interest of customers and general public.				
3	(iii) No investigation/ enquiry, conducted under Section 139 of the Securities Act, 2015, Section 29 of the Securities and Exchange Commission of Pakistan Act, 1997, Section 21 of the Securities and Exchange Ordinance, 1969, Section 263 or Section 265 of the Companies Ordinance, 1984 (now Section 256 and 257 of the Companies Act, 2017), has been concluded against me by the Commission with material adverse findings.				
4	(iv) I have not defaulted on settlement of a customer complaint where such complaint has been adjudicated by the Commission or the securities exchange.				
5	(v) An order restraining, prohibiting or debarring me from dealing in securities in the capital market or from accessing the capital market has not been passed; or penalty of rupees five hundred thousand or more has not been imposed on me by the Commission in the last three years, in respect of any laws administered by the Commission: ( <i>Note: A person may be considered eligible in case a period of at least three years from the date of expiry of the period specified in the order for which such person has been restrained/ prohibited/ debarred has elapsed.</i> )				
6	(vi) I have not provided false or misleading information either to the Commission or to any of the regulatory bodies, securities exchange, depository company or a securities exchange.				
7	(vii) I have not been actively involved in the management of a company whose registration or licence has been revoked or cancelled or which has gone into liquidation or other similar proceedings due to financial irregularities or malpractices.				
8	(viii) I am not ineligible, under the Companies Act, 2017 (the Act) or any other legislation from acting as a director, particularly, under Section 153(k) of the Act, which restricts a person who is engaged in the business of brokerage, or is a spouse of such person or is a sponsor, director or officer of a corporate brokerage house, to hold office of directorship in a listed company.				
9 10	<ul><li>(ix) I have not entered into a plea bargain arrangement with the National Accountability Bureau.</li><li>(x) I agree to inform Pakistan Stock Exchange Limited any change in the submitted information that may potentially affect my status of directorship, within 48 hours of knowledge of such change.</li></ul>				

Signature:

Dated:



#### **ANNEXURE E**

#### AFFIDAVIT Before the Securities and Exchange Commission of Pakistan / Pakistan Stock Exchange Limited (on stamp paper of PKR 100)

I,	son/daughter/wife of	
adult, resident of		and holding CNIC/Passport No.
	do bereby state on solemn affirmation as under:	

do hereby state on solemn affirmation as under:-

- 1. That I am eligible for the position of Shareholder Director of Pakistan Stock Exchange Limited (PSX) according to the Fit and Proper Criteria specified for the position of Directors of a Securities Exchange, as per Securities Exchanges (Licensing & Operations) Regulations, 2016 (the Regulations).
- That I and the companies, firms, sole proprietorship etc., where I am a chief executive officer, director (other than 2. nominee director), owner or partner etc., has no overdue payment of any financial institution.
- That I hereby confirm that the statements made and the information given by me are correct and that there are no 3. facts which have been concealed.
- That I have no objection if PSX or the Commission requests or obtains information about me from any third party. 4.
- That I undertake to bring to the attention of PSX any matter which may potentially affect my status for the position 5. of director as per the Fit and Proper Criteria specified in the Regulations.
- 6. That all the documents provided to PSX, are true copies of the originals and I have compared the copies with their respective originals and certify them to be true copies thereof.
- That I will comply with any other condition as may be specified by the Commission. 7.

DEPONENT

The Deponent is identified by me

Signature: \_\_\_\_

ADVOCATE (Name and Seal)

Solemnly affirmed before me on this	day of	at	by the Deponent above-
named who is identified to me by	, Advoca	ate, who is known to me	personally.

Signature: OATH COMMISSIONER FOR TAKING AFFIDAVIT (Name and Seal)



#### ANNEXURE F

#### AFFIDAVIT OF DECLARATION (On Stamp Paper of PKR 100)

I,		son/daughter/wife	of
	adult,	resident	of
		and	holding
CNIC/Passport No and desiring pr	ospective directorship on	the Board of Pakist	an Stock
Exchange Limited (PSX), on solemn affirmation and oath, here	by declare, state, and conf	irm that:	

- 1. I am not ineligible for appointment as Director of PSX in terms of Section 153 of the Companies Act, 2017 (the Companies Act);
- 2. My name is borne on the register of National Tax Payers and my National Tax Number is \_\_\_\_\_; (not applicable for foreigners)
- 3. I am not holding office as Director in more than seven (7) listed companies;
- 4. I am aware of and compliant with requirements of all laws, rules, regulations and any other legislation, including but not limited to the Companies Act, the Securities Act, 2015, the Futures Market Act, 2016, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Securities Exchanges (Licensing and Operations) Regulations, 2016, the Futures Exchanges (Licensing and Operations) Regulations, 2017, and the Articles of Association of PSX, which would be applicable on directors of PSX;
- 5. I will ensure compliance with requirements of such laws, rules, regulations and any other legislation on an on-going basis;
- 6. I will notify PSX with respect to any event or change affecting my status of compliance with the above-referred requirements as soon as the event or change comes to my knowledge; and
- 7. Whatever is stated above is true to the best of my knowledge and belief.

DEPONENT

Place:	

Date: \_\_\_\_



ANNEXURE G

#### PAKISTAN STOCK EXCHANGE LIMITED

#### INFORMATION OF PERSON SEEKING PROSPECTIVE DIRECTORSHIP IN THE EXCHANGE IN COMPLIANCE WITH PSX'S NOTICES DATED JULY 31, 2018, AUGUST 31, 2018 & OCTOBER 01, 2018

Name of Person	CNIC/NICOP/Passport Number*	<b>No. of shares held in PSX</b> ( <i>if any, otherwise NIL</i> )

Name of Person's Spouse	CNIC/NICOP/Passport Number*	<b>No. of shares held in PSX</b> ( <i>if any, otherwise NIL</i> )

S. No.	Name of Person's Minor(s) family members, maintaining account under Central Depository System in Pakistan	<b>No. of shares held in PSX</b> ( <i>if any, otherwise NIL</i> )

\* in case of foreigner

**Signature of Person** 



#### ANNEXURE H

# UNDERTAKING

(On Stamp Paper of PKR 100)

I,	son/daughter/wife of	having
Passport No.	_, director of <b>PAKISTAN STOC</b>	<b>K EXCHANGE LIMITED</b> do hereby
solemnly declare that I have been subscribed	l as a shareholder director of the C	Company and have submitted necessary
documents with Company Registration Offic	e (CRO) <u>KARACHI</u> for its regis	tration. In case my name is not security
cleared by the Ministry of Interior (MOI), I s	hall take immediate steps for repla	cement as director and /or shall transfer
my shares to other person(s) and shall file rev	vised documents accordingly with	the CRO, forthwith.

WI	TNESSES:	Deponent: Name :	 
	Signature: Name:	 -	
2.	Signature: Name:	 -	



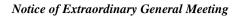
# FORM OF PROXY

**Extraordinary General Meeting** 

I/We,		of	, holding
Computerized National Identity Card	d (CNIC)/Passport No.		and being a member of
Pakistan Stock Exchange Limit	ed, hereby appoint		of
, holding C			
hereby appoint		_of	, holding CNIC/Passport
No	, as my/our proxy	to vote for me/u	s and on my/our behalf at the
Extraordinary General Meeting of the	Company, to be held on the	3 <sup>rd</sup> day of April 202	4 and at any adjournment thereof.
As witness my/our hand/seal this	day of		_, 2024
Witnesses:			
1. Signature			
Name			
Address			
CNIC/Passport No.			
2. Signature			
Address			
CNIC/Passport No.			
CDC Account No.			
		S	tamp of Rs.5/-
		ah anah al dan	y the above named

#### 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 holding 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/Passport numbers shall be mentioned on the form.
- 3. Attested copies of CNIC/Passport(s) 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.





یں اہم_	_ ساكن	حامل کمپیوٹرائز ڈ شناختی کارڈ (CNIC)/پاسپ	رىپى تمپىر
ور بطور رک	ن پاکستان اسٹاک ایکیچینج کمیٹڈ (کمپنی)	حامل CNIC/ پاسپورٹ نمبر	یا اس کی عدم موجودگی میں
	طال CNIC/ پاسپورٹ نمبر	كومۇرنە 3	اپریل 2024 کو کمپنی کے منعقد ہونے والے غیر معمولی
عمومى	ہلاس اوراس کے کسی ملتو می شدہ اجلاس کے لیے میری اہما	رکی جانب سے ووٹ ڈالنے کے لیے بطور نمائن	ہ (پراکسی) تقرر کرتا ہوں اکرتی ہوں ا کرتے ہیں۔
ئواہان کی	موجودگی میں میرےاہمارے دستخطامہر بروز		2024 كوشبت كيه گئے / كى گئى۔
گوامان:			
	دىنىخ <u>ط</u>		
	نام		
	CNIC/ پاسپورٹ تمبر		
-4	د شخط		
	ئام		
	CNIC/ پاسپورٹ نمبر		
	ى ڈى بى ا كا ۋنٹ نمبر		b +
			پانچ روپےکاریو نیواسٹمپ
			حصص یا فتہ کے دستخط

- 3۔ پراکسی فارم کے ساتھ تقرر کرنے والے اور پراکسی کے حال فرد کے شاختی کارڈ کی تصدیق شدہ نقول جمع کی جائیں گی۔
  - 4۔ پراکسی کا حامل شخص اجلاس کے وقت اپنااصل کم پیوٹر ائز ڈقومی شاختی کارڈپیش کرےگا۔
- 5- کارپوریٹ ادار کی صورت میں ،ادارے کے بورڈ آف ڈائر کیٹرز کی منظور شدہ قرار داد/پاور آف اٹرنی بشمول نمونہ دستخط پراکسی فارم کے ساتھ جمع ہوگگی۔



# PAKISTAN STOCK EXCHANGE LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of Pakistan Stock Exchange Limited (the Company) will be held on Wednesday, April 03, 2024, at 2:00 p.m., at the Registered Office of the Company, Stock Exchange Building, Stock Exchange Road, Karachi and through video-conferencing to transact the following business:

#### Ordinary Business

To elect seven (7) Shareholder Directors of the Company, in terms of Section 159 of the Companies Act, 2017 (the Companies Act), for a term of three (3) years commencing from April 19, 2024.

The following are the retiring Shareholder Directors who are eligible to offer themselves for re-election:

- Mr. Ahmed Chinoy Mr. You Hang Dr. FU Hao (i)
- (ii) (iii)
- (iv)
- Ms. Yu Huali Mr. Jiang Ketao (v)
- (vi)

Mr. Nadeem Naqvi Mr. Zubair Razzak Palwala (vii)

- In addition to above, the following are the retiring Independent Directors:
- Dr. Shamshad Akhtar (i)
- (ii)
- Mr. Javed Kureishi Mr. Mohammad Salahuddin Manzooi (iii)

The Board of Directors of the Company, at its meeting held on February 24, 2024, has fixed the number of Shareholder Directors to be elected at seven (7), i.e. one (1) seat for 'female director' category and six (6) seats for 'other directors' category, with a total Board size comprising of ten (10) directors, excluding the Chief Executive Officer.

#### By Order of the Board

DR. FAKHARA RIZWAN Company Secretary

Karachi Dated: March 11, 2024

Note:

- The guidelines for the election of Shareholder Directors, together with formats of documents required from the contestants, have been sent to the shareholders and are also available on the Company's website. 1. The manner of appointment of Independent Directors of the Company are laid under the Securities Exchanges (Licensing & Operations) Regulations, 2016. 2.
- A member may submit a request at the registered office of the Company for certified copies of the minutes 3. of previously held general meetings.

#### NOTES:

6.

- The Register of Members will remain closed from March 27, 2024, to April 03, 2024 (both days inclusive). The Members whose names appear on the Register of Members as of March 26, 2024, shall 1. be entitled to attend and vote at the EGM.
- A member entitled to attend and vote at the BOM. 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 (POA) under which it is signed or a notarised certified copy of that POA at least 48 hours before the meeting. A proxy need not be a member of the Company. The Form of Proxy has been sent to the shareholders, and is also available on the Company's website. 2. on the Company's website.
- Any legal person which is a member of the Company may authorise any person to act as its representative at the meeting by providing a resolution of its board of directors, or a proxy duly signed by the authorised person. The person so authorised shall be entitled to exercise the powers of an individual member of the Company. 3.
- Since all shares issued to members are in a 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. In the case of corporate members, the resolution of board of directors/POA with specimen signature of the nominee may preferably be provided to the Company well in advance or otherwise produced at the time of the meeting. 4

#### 5. Participation in EGM through Video-Conferencing Facility

Pursuant to 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 EGM via video-link, in addition to physical arrangements for the meeting. Therefore, the shareholders are encouraged to participate in the EGM through a video-conferencing facility. Accordingly, they are requested to register themselves with the Company Secretariat by providing the requisite details at their earliest but not later than 48 hours before the time of meeting.

The shareholders can register themselves via e-mail (<u>shareholders.affairs@psx.com.pk</u>), by providing the following particulars, along with the scanned copy of their CNIC/Passport and that of their proxies, if so appointed. Moreover, in case of a corporate member, the scanned copy of the resolution of the board of directors / POA with a specimen signature of the nominee must also be provided.

	Name of Shareholder*	CNIC/Passport/NTN No.	CDC Account No.	Cell No.	E-mail address	
Where applicable, please also give the above particulars of 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, to enable the shareholders participate in the proceedings of the EGM through their smartphones or computer devices. The shareholders can also provide their comments or suggestions in connection with the agenda of the meeting by using the same email.

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

- It is hereby further notified that pursuant to the requirements of Companies (Postal Ballot) Regulations, 2018 (the Postal Ballot Regulations), where voting will be required for election of directors in any category, 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:
  - Electronic Voting: The Company's e-voting service provider, M/s. FAMCO Share Registration Services (Private) Limited (FAMCO), 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 a 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 casting votes shall open for the members from March 30, 2024, at 9:00 a.m. and remain available until April 02, 2024 at 5:00 p.m. (i)
  - (ii) Voting through Postal Ballot: The members shall ensure that duly-filled and signed ballot pap <u>voing through Postal Bailor</u>: The members shall ensure that duly-thied and signed ballot paper, which will be published by the Company & placed on Company's website at-least seven (7) days before the election, along with requisite documents, should reach the Chairperson through 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 <u>general.meeting@psx.com.pk</u> until 4:00 p.m. on April 02, 2024.

To be published in Nawa-i-Waqt ياكتان استاك المجتج لمديند اطاك المجيني بلذتك ماسطاك المجيني رواد بكراري -74000 ، باكستان DS) فون 111-001-122 ، ويب سائنك:www.psx.com.pk اطلاع برائح فيرمعمو لى اجلاس عام بذریعه بُذاصلاً کیاجاتا ہے کہ پاکستان اسٹاک بکی کھیٹلہ (کمچنی) کا غیر سعمولی اجلاس عام (EGM) بروز بدہ، مورتہ 03 اپریل، 2024، دو پر 2:00 بج، کچنی کے رجنر ڈ آخس، اسٹاک اکمپکیٹ دلذتك، استاك المجيحة روذ بكراري اور بذراجه ويديو كالفرنستك درجة ذيل اموركي المجامرة مي كيلينة منعقد كمياجات كا عمومي ام لپنیزا یک، 2017( کمپنیزا یک) کا دفعہ 159 کے تحت،19 اپریل 2024 ہے ثروع ہونے والی تین (3) سال کا مدت کے لیے کچنی کے سات (7) شیئر ہولڈرڈائر کیلرز کا انتخاب۔ ورج فالرارية ترجوف والفيسترجولدرة الريكش ترجي، جودوبار والتخاب مح اليفودكونيش كرف محافل جي: (iii)ڈاکٹر فو حاؤ (ii) بناب يوبيك (i) بناب تحرينات (vi)جنابند یم نتوی (v) جِنْابِ جِياً تَفْ كَعِيَادَ (iv) محترّ مديو بوالي (vii) بتابز بررزاق پال دالا مندرجہ بالا کے علاوہ اوریٹائر ہونے والے آزادڈ ائر یکٹر زورت ڈیل میں: (iii) بناب محد صلاح الدين منظور (ii) جناب جاويد قرليثى (i) دُاكتر شمشاداخر کمپنی کے بودؤ آف ڈائز یکٹرز نے 24 فردر 2024 کوہونے دالی میٹنے ہونے دالے شیئر ہولڈرڈ ائز یکٹرز کی تعداد سات (7) مقرر کی ہے،جس مثل سے ایک(1) نشست نالؤن ڈائز یکٹز اور چر (6) تصنین و مگرد از بکفرز کیلے میں مادر بورڈ کاکل قداد دی (10) ڈائر بکفرز ما سوائے چیف مگرز بکافوا فیسر پر مشتل ہے۔ يحكم يورؤ ذاكثر فاخره رضوان كرايجي ى ئىنى ئىكريىرى يارقْ:11،رى2024 نوب ا شیئر ہولڈرڈ از بکٹرز کے انتخابات کی جدایات، اسید داران سے مطلوبہ دستاہ پر ات کے قاد میٹس کے ساتھ شیئر ہولڈرڈ کو تیجی اور کیونی کی و یب سائٹ پر بھی دستایا ہیں۔ -1 تمینی کے آزادڈ از یکٹر در کی آخر روی کاطر بینہ بیکن د ٹیز انتخاب (ایسلنے اینڈ آ پریشنز) ریکولیشنو، 2016 ش درن ہے۔ \_2 تمپنی سے میران رجنر ڈ آف سے بذریعہ درخواست گزشتہ منعظد واجلاس عام کی کارر دائی کی تصدیق شد دکابی حاصل کر سکتے ہیں۔ \_3 1 مجمران کا رجنر 27 مار 🕉 2024 بے 2014 (جمول دونوں ایام) بندر ہےگا۔ وہ مجمران جن کے ثام 26 مار چاکوں کے دجنر شن درج ہوں گے، دواجلاں حام شن شرکت کرنے اور رائدوى الفتياركرف كالل بوت محد 2۔اجلاس شن شرکت،اظهار خیال اور دون دینے دالا الل مجمرا پن جگد شرکت، دون ڈالےاور رائے دعی اعتمار کرنے کیلینے دوم مے مجمر کو اپنا پر اکسی مقرر کرنے کا ادل بے اور شقت کے جاندالے پر اکسی کو اجلاس ش شرَّت ووت اورائے دی اعتبار کرنے کے سلسلے شن وہی حقوق حاصل ہوں گے جو کہ پراکسی نام دکرنے والے میسر ذکوحاصل ہیں۔ پر اکسی کی تقرر ڈی کے دستا و پر اے اور پادرتاف ناتار ٹی یا دیگر الفارثى (كوتى بحن) جس كرقت اب دستخدا كما كن بادراً ف ادارنى كافرش يبلك سانعد وما في اجلان بلذاك العقاد م ادتم از تاليس (48) تحطظ كم يتوكو معول بوجاني جائية -پاک فار مصص یافتظان کوتی دیا گیاہے، جو کہ کوفی کی دیب سائٹ پر بھی دستیاب ہے۔ پر اس کامبر ہونالا زمی نیس ہے۔ 3۔ کوئی بھی اینگل پرس جو کچنی کارکن جا بینہ مجازا المسر کے بیشخدا شدہ پر کسی اینے ڈائر تیکٹرز کی قرار اداد اپنے کسی ایک دوسر نے دکھا جا یا کسی دوسر نے دکھا جا پر شری کا دوسر نے دکھا ایسی شریا پی ذمہ داریاں انجام دینے کے لئے اعتیار دے سک بساور مجازشده فرد تبخى كالفراد تكمبر بون كى ميثيت ساب اعتيادات كوبرو بكارلا فكالل ب-4- بوتكد مجران كوجارى كرديقها صص ان ب متعلقة سينغول فو يازترى كينوكا قف باكستان لمويند (CDC) اكالانش ش فراغ ويطل بلدين بين مابد اافرادى مجران جود الى طور يراجلاس ش شركت ب خوا بشند میں، ان ے درخواست ب کدوہ اینا اصل کمپیڈرائز ڈقو می شناختی کارڈ ز (CNICs) بشمول سر ایرکار کا کا نے یاشر یک کار ID اور ہا کا س) کا کا نے نبی لکا ڈنٹ نبیر شناخت کے مقصد کیلئے مراہ السمي متا امم كار لوريد مم كى صورت يش، بورة آف ة الرُيكَ قراردادا، بادرة ف نارنى جس يش ناحر فخص ك ديتل كنو بول ، ترتيحى طور كم يتوكى كويتكى فرابع كي بالصورت ديكراجلاس ك 5. و في الفرانك في موات عدار ي EGM شركت سکی دیکرایڈ آیکٹی کیٹن آف پاکستان (SECP) کی جانب سے جاری کردہ دخامت بحال ڈیسر SMD/SE/2(20)/2021/117 تاریخ 515 کیر 2021ء کے تحت دکیٹوا جامل شن شرکت ک انطالت کے عادد دعص یا فتکان کودیٹر میلانک کے ذریبے EGM ٹوں کی سیلت فراہم کردی ہے۔ ابنداعص یا فتکان کی حصل افزانی کی جاتی ہے کہ دودیٹر یک کو تونیک کی سیلت کے ذریبے اجلاس عام ش ترکت کریماه دجار اجام اجام کروقت سے کم از کم 48 تلخی این تا ب کواک شل (shareholders affairs@psx.com.pk) کردر این مرد رکافتها ت فراد مرکز محدو کمپنی تیکریٹر بیٹ میں اینااندران<sup>ع</sup> کروا تیں ۔ اس متصر کیلیے صوبی افتکان ایک مسب دیل تصیدات کے ساتھ اسپنداور اپنے پر انک واگر مشکر رکیے گئے ہوں و کے کم پیوٹر انزونو می شافتی کار ڈی اسکین کا پیاں فراہم کریں۔ مزید بران وکار و ارک صورت من يددة آف والريكرز كالراد وادايا ورة ف انار في معدة مردار و كالمتحد كالموند كلى فراجم كري. /NTN/Passport/CNIC شيتر بولاركانام" اى يىل ايدريس موبالكركبر ى دى ي اكا د ن بر مي أى الالدينية الالد في المارية المراجع المالية المراجع د یکی رکٹے والے صحص یافتظان سے ندکور دیا اصلو مات کی جھوٹی کر جات ہوئی این کہ اور اگ ان مطومات ان کے ای کمک جنوب پر قرائم کر گی ۔ جس کے تحت صحص یافتظان ا-ارے فرزیا تبيواراً لات كذر الله غير معمول اجلاس مام كماكار وانى ش عد الحكي الم معاد وجمع الفظان فكوروبالا ذرائع كاستعمل كرت بواغ غير معمول اجلاس مام كالجند ال كسلين ش اين تار ات اوراً با تجاوي بحى ثول كريج مي ي تدكورهالا ارتقام وخرافيا كماما مريقيم تبلنى كالجوى طوري 10 فيصدياس سے زياده تصص ياقلى (مجنوع طور پر)ر تحفه والےمبرول كودية يولنك كاسولت فراہم كرنے سے ملسط من كاينتر المك كار دفعه (b) (1) (1) كَتْقَاضُول كَوْكَلْ بِدِرَاكَرَتَاتٍ . 6۔ م پر مطلع کیا جاتا ہے کہ کمیٹیز (پوشل جلٹ) ریکولیٹو (2018 (پوشل جلٹ ریکولیٹو ) کے تقاضوں کے مطابق ماکر کمی ڈمر کے بھی زم سے شد ڈائر تکیل کو دائل کی خد دور کے مطابق ماکر کمی ذمر سے شدہ اور تک کو خد کورہ خواط ش بیان کردوش اخد بح مطابق و منافق استعمال کرنے کا اجازت بروگ اس کے مطابق کونی استاد المیں کودوشک کے لیے درجا قول اختیار ال فراہم کر سے گیا (i) اليكثراك ودقل: مینی که ای دیک مروس کرا بهم کنده بیسر ز FAMOO شیئر رجز یشن مرومز (پرائیرین) کمینا (FAMOO)، پیش جاید ریکایشو کرملان کو کمل مطومات الحد بشار به ای تیل الدارى بالرا الم كرى محد المردل وب الدائس والحسات ، بالى ووق كوارت ، وكر فرودى تعديد الدوال الم الل كود الي يكور لى كود الم مان ك مدوقت ، الى دوقت ، الدوال عن المراح اللى كود الم مع مان كار منام ال كل ماد وقتل ، الى دوقت ، الى دوقت ، ال ور ايع دون ذال ك خواد شتدم مرى شاشت أنيشر الك وشخط بالأك ان ك وريع ك جائ كى رائبة التمام مجمران مصد خواست ك جاتى ب كدودا بينه مو باكن بجرزاده الأكميل الميدر مرتان ال شركت كتد لمان لوليز الانت مردمز جذكرى فرى الانت كويترادر تحترين، كروالے بياسيند ولادة الأكتب بندش كارن في صححى البداء تمل كيلية دوتك التن 30 مار 2024 كى 2006 بى ساداكين كى ليكول جائى جرك 201 يل 2024 كى شام 5.00 بى كى حتر ب ر بى ك (ii) پیش بیل کے ذریعے دونک ارا کین تیٹنی منا میں کہ بڑھ اعلی جانے ، یوکٹنی کی طرف سے شائع کیا جائے کیا جائے اور اتھا ب سے کم اذکم سامنہ (7) دن تکل کیٹنی کی ویب سامنے پر دکھاجا کے کاہ بتھول مطلوبہ جناویز انت مورند 02 ار بل 202 کا شام 400 بر بجامک شیمز برس کو برقام PSX فرمایش باک بیشی مول اینکل ایند کار بوریت ایمز زور پارشت، استاک آنهی طالب کار بی بر بزدیدواک

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