

Registered Office: 5th Floor, Bahria Complex-4, Extension Block, Gizri, Karachi-75600, Pakistan. Phone# (+92 21) 111 467 000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the Members of Intermarket Securities Limited (the "**Company**") will be held on Thursday, April 09, 2026 at 3:30 PM at ICAP Auditorium, Clifton, Karachi and through video link arrangement, to transact the following businesses:

Special Business:

1. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to authorize the Company to make equity investment(s) in its associated company M/s InterPay (Pvt) Ltd up to PKR 300 million.

"RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, and subject to the fulfillment of all applicable legal and regulatory requirements, the approval of the shareholders be and is hereby accorded to the Company to make equity investment(s) of the amount up to PKR 300,000,000/- (Pak Rupees Three Hundred Million only), in one or more tranches as may be determined by the Company from time to time, in its associated company, M/s InterPay (Private) Limited (IPPL), for the purpose of undertaking and developing FinTech-related project(s) aimed at enhancing its operational capacity and strengthening its market position."

"FURTHER RESOLVED THAT the Chief Executive Officer, the Company Secretary, and/or the Chief Financial Officer of the Company be and are hereby jointly and/or severally authorized to finalize, execute, sign, and deliver all agreements, instruments, deeds, applications, declarations, undertakings, and other documents, and to take all such actions, steps, and decisions as may be necessary, desirable, or incidental for the purpose of giving effect to the foregoing resolutions, including but not limited to determining the timing, amount, and number of tranches of the investments, and to comply with all applicable requirements of the Companies Act, 2017, the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, and any directives or requirements of the SECP, PSX, or any other regulatory authority, as applicable."

2. To transact any other business with the permission of the Chair.

A statement under section 134 (3) of the Companies Act, 2017, setting out all material facts concerning the special business described in the Agenda and information as required under Regulation 3 (1) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, are annexed to this notice.

By order of the Board

SHAHID KAMAL
Company Secretary

Karachi: March 18, 2026

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NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from April 02, 2026 to April 09, 2026 (both days inclusive) and no transfer of shares will be accepted for registration during this period. Transfers received in order at the Office of Company's Share Registrar M/s. F.D. Registrar Services (Private) Ltd, Office#1705, 17th Floor, Saima Trade Tower A, I.I. Chundrigar Road Karachi, Pakistan (the "**Registrar**") at the close of business on April 01, 2026 the last working day before the start of the book closure date will be considered in time to attend and vote at the Meeting.
2. Entitlement to attend, participate and vote at the Extraordinary General Meeting will be according to the Register of Members as at April 01, 2026.
3. Any member who wants to attend the meeting via video link must send their particulars (Name, copy of CNIC, Folio number / CDC IAS Account number, cell number through email at company.secretary@imsecurities.com.pk at least 48 hours before the time of the meeting. Members will be registered after due verification of the said particulars, and a video link / login detail will be sent through email to connect to the meeting. Only those members will be accepted at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned above). The login facility will remain open till the end of the EOGM.
4. A member of the Company entitled to attend and vote at this meeting, may appoint another person as his / her proxy to attend and vote instead of him / her. An instrument of the proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of such power or authority, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
5. CDC shareholders entitled to attend and vote at the meeting must bring his / her Participant ID and Account / Sub-Account number along with original CNIC or original passport to authenticate his / her identity. In case of a corporate entity, resolution of the Board of Directors / Power of Attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.
6. For appointing the proxy; CDC shareholders shall submit the proxy form as per above requirements together with attested copy of CNIC or Passport of the beneficial owner and proxy. In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be submitted along with the proxy form to the Company.
 - The proxy form shall be witnessed by two witnesses with their names, addresses, and CNIC numbers. The proxy shall produce his / her original CNIC or original Passport at the time of meeting.
7. Members are requested to notify / submit the following information / documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above-mentioned address, if not earlier notified / submitted:
 - Change in their addresses, if any.
 - Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar M/s. F.D. Registrar Services (Pvt) Ltd.
8. In accordance with regulation 4 (7) of the Companies (Distribution of Dividends) Regulations, 2017, shareholders are requested to provide required dividend mandate information (IBAN) to their respective CDS accounts through their participants or to the Share Registrar (if shares are in physical form) for direct credit of cash dividends into their designated bank accounts through electronic modes.
9. The shareholders of the Company are hereby informed that as per provisions of Section 72 of the Companies Act, 2017 (the "**Act**"), the companies are required to replace their physical shares with book-

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entry form within a period not exceeding four years from the date of the commencement of the Act. The Securities and Exchange Commission of Pakistan (“SECP”), vide their letter File No. CSD/ED/Misc./2016-639-640 dated 26th March, 2021, has advised all listed companies to pursue their such shareholders who still hold their shares in physical form for converting the same into CDC. Therefore, as advised by SECP, the shareholders who hold physical shares are requested to convert the same into book-entry-form as soon as possible.

10. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the “Regulations”) the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Act in the manner and subject to conditions contained in the Regulations. Detail of E-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company on April 01, 2026 by the e-voting service provider.
11. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login. Members shall cast vote online from April 05, 2026 at 9:00 A.M. till April 08, 2026 5:00 P.M. Voting shall close on April 08, 2026 at 5:00 P.M. Once the vote on the resolution has been casted by a Member, he / she shall not be allowed to change it subsequently.
12. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will be available on the Company's website <https://www.imsecurities.com.pk> The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address as above or email at chairman@imsecurities.com.pk one day before the EOGM, i.e., on April 08, 2026 before 5:00 P.M. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.
13. All corporate members are requested to provide list of ultimate beneficial shareholding having 10% and above controls in their organization.
14. The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. In adherence to the regulatory requirements set forth by the SECP, it is hereby stated that no gifts will be distributed at the meeting.
15. For any query/information, members may contact the Company at email address: company.secretary@imsecurities.com.pk and/or the Share Registrar of the Company at above mentioned address. Members may also visit website of the Company <https://www.imsecurities.com.pk/ms-eogm-9th-april-2026/> for notices/information.

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

This statement sets out the material facts pertaining to the Special Business to be transacted at the Extraordinary General Meeting of Intermarket Securities Limited (the “**Company**”) to be held on April 09, 2026.

The Board of Directors of the Company proposed equity investments in an its associated company, M/s InterPay (Pvt.) Limited up to PKR 300,000,000 (Pak Rupees Three Hundred Million) to be made in one or more tranches from time to time. Such investments are intended to strengthen the associated company’s capital bases, support growth and expansion plans, and generate long-term value for the Company and its shareholders, and will be subject to applicable statutory and regulatory approvals.

All required disclosures under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 and Sections 199 and 134 of the Companies Act, 2017 will be provided to members and relevant documents made available for inspection at the EOGM. None of the Company’s directors has any interest in these proposed investments other than any existing shareholding, directorship or management roles, if applicable.

For the purposes of compliance with Section 199 of the Companies Act, 2017 read with Regulation 3(3) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, the Board of Directors of the Company have conducted the necessary due diligence for the proposed investment and have recommended to the shareholders for their approval.

Serial No.	Description	Information Required
1	Name of the associated company or associated undertaking	INTERPAY (PRIVATE) LIMITED ('IPPL')
2	Basis of relationship	Shehzad Hussain is common director in IMS and IPPL. Further, Muhammad Uraib Azneem Bilwani holds 33.33% shareholding in IPPL and 41.38% shareholding in IMS
3	Earnings per share for the last three years	Company incorporated on 18/07/2025, therefore, this is not applicable at present on the company
4	Break-up value per share, based on the latest audited financial statements	Company incorporated on 18/07/2025, therefore, this is not applicable at present on the company. Moreover, shares are being subscribed at par value.
5	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Company incorporated on 18/07/2025, therefore, this is not applicable at present on the company
6	In case of investment in relation to a project of the associated company that has not commenced operations – (I) Description of the project and its history since conceptualization; (II) Starting 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;	Not Applicable

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	(V) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	
7	The maximum amount of investment to be made	Up to PKR 300M
8	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The proposed equity investment of up to Rs. 300 million in M/s Interpay (Pvt) Limited (IPPL) is expected to create long-term value for the shareholders of IMS by strengthening its presence in the rapidly growing FinTech sector through an associated company. Out of the total approved amount, approx. Rs. 25 million is proposed to be invested immediately, while the remaining approx. Rs. 275 million will be deployed in tranches subject to future performance, achievement of agreed milestones, and further evaluation by the Board.</p> <p>This phased approach ensures prudent capital allocation and risk management. The investment will enhance IPPL's operational capacity, improve its market positioning, and enable it to capitalize on emerging digital payment and financial technology opportunities. By supporting a scalable and technology-driven business model, IMS stands to benefit from potential dividend streams, capital appreciation, and strategic synergies, thereby diversifying its revenue base and reinforcing sustainable growth prospects for the Company.</p>
9	<p>Sources of funds to be utilised for investment and where the investment is intended to be made using borrowed funds –</p> <p>(I) Justification for investment through borrowings;</p> <p>(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds;</p> <p>(III) Cost-benefit analysis.</p>	The investment shall be made from the IMS's internal cash flows.
10	Salient features of the agreement(s), if any, with the associated company concerning the proposed investment	Equity subscription
11	The direct/indirect interest of directors, sponsors, majority shareholders and their relatives, in the associated company or the transaction under consideration	To the extent of their shareholding
12	In case any investment in 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	Not applicable, as no prior investment has been made by IMS in IPPL.
13	Any other important details necessary for the members to understand the transaction	No
14	Maximum price at which the securities will be acquired	Rs. 10/- per share.

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15	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
16	Maximum number of securities to be acquired	Up to 30,000,000 ordinary shares of Rs.10/- each. Initially, 2.5 million ordinary shares will be acquired. The remaining shares will be acquired in the future based on the prevailing valuation of the company at the time of subsequent investment.
17	Number of securities and percentage hereof held before and after the proposed investment;	Before - None After - up to 2.5 million shares, representing approximately 25% of the paid-up share capital of IPPL.
18	Fair value of the shares [based on existing investment]	PKR 10 per share, being the par value of shares.

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Ballot Paper

Ballot Paper for Voting through Post for the Special Business at the Extraordinary General Meeting of Intermarket Securities Limited to be held on April 09, 2026 at 3:30 pm at ICAP Auditorium, Karachi.

Duly filled/signed ballot paper to be sent to the Chairman, Intermarket Securities Limited, Registered Office: 5th Floor, Bahria Complex IV, Ext. Block, Gizri, Karachi, Pakistan (website www.imsecurities.com.pk) or by email at chairman@imsecurities.com.pk

Name of shareholder/joint shareholders	
Registered Address	
Folio / CDS Account Number	
Number of shares held	
Name of Proxy Holder	
CNIC/Passport Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory	
CNIC/Passport Number (copy to be attached)	

1. Please indicate your Vote by ticking (√) the relevant box.

2. In case both the boxes are marked as (√), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the following Special Resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below:

Description of Special Resolutions	I / We assent to the Resolutions (FOR)	I / We dissent to the Resolutions (AGAINST)
<p><i>"RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, and subject to the fulfillment of all applicable legal and regulatory requirements, the approval of the shareholders be and is hereby accorded to the Company to make equity investment(s) of the amount up to PKR 300,000,000/- (Pak Rupees Three Hundred Million only), in one or more tranches as may be determined by the Company from time to time, in its associated company, M/s InterPay (Private) Limited (IPPL), for the purpose of undertaking and developing FinTech-related project(s) aimed at enhancing its operational capacity and strengthening its market position."</i></p> <p><i>"FURTHER RESOLVED THAT the Chief Executive Officer, the Company Secretary, and/or the Chief Financial Officer of the Company be and are hereby jointly and/or severally authorized to finalize, execute, sign, and deliver all agreements, instruments, deeds, applications, declarations, undertakings, and other documents, and to take all such actions, steps, and decisions as may be necessary, desirable, or incidental for the purpose of giving effect to the foregoing resolutions, including but not limited to determining the timing, amount, and number of tranches of the investments, and to comply with all applicable requirements of the Companies Act, 2017, the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, and any directives or requirements of the SECP, PSX, or any other regulatory authority, as applicable."</i></p>		

Signature of shareholder(s)/ Proxy Holder/Authorized Signatory

Place:

Date:

NOTES / PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

- Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.