



FIRST CAPITAL EQUITIES LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of First Capital Equities Limited ("the Company") will be held on Friday, 30 December 2022 at 11:30 a.m. at the Registered Office of the Company, First Capital House, 96-B/1, Lower Ground Floor, M.M.Alam Road, Gulberg-III, Lahore, to transact the following business:

1. To approve the minutes of Annual General Meeting held on 28 October 2022;
2. To elect 07 (seven) Directors as fixed by the Board of Directors in pursuant to section 159 of the Companies Act, 2017, for the term of next three years commencing from 31 December 2022. Following are the retiring Directors:

- | | |
|-------------------------------|--------------------------|
| 1. Mian Ehsan UI Haq | 2. Mr. Waseen UI Hassan |
| 3. Mr. Asad Yar Khan | 4. Malik Safer Raza Awan |
| 5. Mr. Muhammad Ahmaad Saroya | 6. Mr. Azhar Ahmad Batla |
| 7. Ms. Shabana Atta | |

By order of the Board

Shahzad Jawahar
Company Secretary

Lahore
09 December 2022

Notes:-

- 1) The Members Register will remain closed from 23 December 2022 to 30 December 2022 (both days inclusive). Transfers received at Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, the Registrar and Shares Transfer Office of the Company, by the close of business on 22 December, 2022 will be treated in time for the purpose of Extraordinary General Meeting.
- 2) Any member who seeks to contest the election to the office of Directors shall, whether he is retiring Director or otherwise, file with the Company, not later than 14 days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a Director. Declaration in accordance with the Listing Regulations along with consent to act as Director under section 167 of the Companies Act, 2017 is also to be filed.
- 3) A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company not later than 48 hours before the time for holding the meeting.
- 4) In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Company's Registered Office, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam Road, Gulberg-III, Lahore, not less than 48 hours before the time of the meeting.
- 5) Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- 6) Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting.

The demand for video-link facility shall be received by the Share Registrar of the Company or directly to the Company at the email address given herein below at least 7 (seven) days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: www.pacepakistan.com

Further, Securities & Exchange Commission of Pakistan vide its Circular No.5 dated March 17, 2020, has directed the listed companies to modify their usual planning for Annual General Meetings for the wellbeing of shareholders in light of the threat posed by the evolving COVID -19 situation.

Accordingly, the shareholders of the Company can opt to attend the meeting through Video/Webex/Zoom. The shareholders whose names appear in the Books of the Company by the close of business on 22 December 2022 and who are interested to attend EOGM through online platform are hereby requested to get themselves, registered with the Company Secretary Office by providing the following details at least 7 (seven) days prior before the meeting;

Email: jawahar@pacepakistan.com, asattar@pacepakistan.com,
WhatsApp Number 0302-8440935, 0301-8449940

Please mention your Name, CNIC No, Folio / CDC A/C No & Number of shares for your identification.

Upon receipt of the above information from interested shareholders, the Company will send the login details / password at their email addresses. On the EOGM day, shareholders will be able to login and participate in the EOGM proceedings through their smartphones or computer devices from any convenient location.

The members can also send their comments/suggestions related to the agenda items of the meeting on the above mentioned email and Whats App number .The login facility will be opened 10 minutes before the meeting time to enable the participants to join the meeting.

- 7) Address of Independent Share Registrar of the Company: Name : **Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, (042) 35839182**
- 8) The Notice of Extraordinary General Meeting has been placed on the Company's website: www.pacepakistan.com
- 9)
 - a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen signatures of nominees shall be produced (unless provided earlier) at the time of meeting.
 - b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. 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 Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Director/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.
- 10) Members are requested to notify any change in their registered address immediately;

STATEMENT OF MATERIAL FACTS U/S 166(3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017, and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

FIRST CAPITAL EQUITIES LIMITED

FORM OF PROXY

The Company Secretary
First Capital Equities Limited
First Capital House, 96-B/1
Lower Ground Floor, M.M. Alam Road
Gulberg-III, Lahore

Folio No. _____

Share Held: _____

I / We _____ of _____
(Name) (Address)

being the member (s) of **First Capital Equities Limited** (FCEL) hereby appoint

Mr. / Mrs./ Miss _____ of _____
(Name) (Address)

or failing him / her / Mr. / Mrs. / Miss. / _____ of _____
(Name) (Address)

[who is also member of the Company vide Registered Folio No. _____ (being the member of the Company)] as my / our proxy to attend at and vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on 30 December 2022 at 11:30 a.m. at the Registered Office of the Company, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam, Road, Gulberg-III, Lahore, and at any adjournment thereof.

Signature this _____ Day of _____ 2022

**Affix Revenue Stamp
of Rupees Five**

(Witness)

Signature _____
(signature appended should agree with the specimen signature registered with the Company.)

(Witness)

Notes:

1. A member entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend and vote instead of him. No person shall act as a proxy, who is not a member of the Company except that a corporation may appoint a person who is not a member.
2. The instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing. If the member is a corporation its common seal should be affixed to the instrument.
3. The instrument appointing a proxy, together with Power of Attorney, if any, under which it is signed or a notarially certified copy thereof, should be deposited at the Registered Office not less than 48 hours before the time of holding the meeting.