

NOTICE OF EXTRAORDINARY GENERAL MEETING

Members of LSE Capital Limited (the “Company”) are hereby notified that upon approval from the Board of Directors, an Extraordinary General Meeting (“EOGM”) of the Company will be held on Monday, April 6th, 2026, at 09:00 a.m. at the registered office of the Company (and via video conferencing), to transact the following business:

ORDINARY BUSINESS

1. Confirmation of the minutes of the Annual General Meeting held on November 27, 2025.
2. Election of six (6) Directors out of the seven (7) Directors fixed by the Board of Directors of the Company, for a period of three (3) years (2026-2029) in accordance with the provisions of Section 159 and 161 of the Companies Act, 2017.

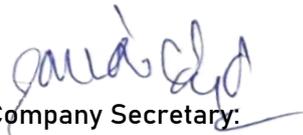
The following retiring directors are also eligible for re-election:

- | | | |
|--------------------------|-----------------------|----------------------|
| 1) Mr. Shoaib Mir | 2) Mr. Aftab Ahmad | 3) Ms. Aasiya Riaz |
| 4) Hafiz Muddassir Alam | 5) Mr. Muhammad Iqbal | 6) Mr. Rehman Ul Haq |
| 7) Ms. Shumaila Siddiqui | | |

SPECIAL BUSINESS

3. Consideration and adoption of the proposed Special Resolutions and approval thereof, with or without any modification(s), dealing with the following matters:
 - (1) Alterations/amendments in the Memorandum and Articles of Association (MoA & AoA) and adoption of the revised MoA & AoA of the Company, as provided in Table A-1 & A-2 annexed to this Notice, particularly for the following changes:
 - (a) Changes in the object clause of Memorandum & Articles of Association
 - (b) Increase in the authorized capital of the Company
 - (c) Permissibility for Employees Stock Option Scheme
 - (d) Issuance of Partially Redeemable Shares amounting to PKR 100 million
 - (2) Approval/Ratification of the Special Resolutions for an investment of PKR 100 million in LSE SPAC-I Limited, under Section 199 of the Companies Act, 2017, and for investment/financing in associates not exceeding PKR 600 million, as per the detail annexed to this Notice.
 - (3) Approval for an investment up to PKR 110 million in LSE SPAC-II Limited, under Section 199 of the Companies Act, 2017.
 - (4) Approval of Enabling/Implementing Resolutions.

This agenda, along with the notes on ordinary and special business, is also being placed on the Company's website (<http://www.lse.com.pk>) for the information of the members.


Company Secretary:

Muhammad Sajjad Hyder | Email: sajjad@lse.com.pk | Cell No: +92 321 4693229 |
Dated: Mar 16, 2026

**NOTES ON THE ORDINARY & SPECIAL BUSINESS
& STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT**

The accompanying notes and the statements, besides setting out the general attendance and the conduct of meeting requirements, also provide relevant material facts for the special business to be transacted at the meeting.

GENERAL NOTES

1. Book Closure

The Share Transfer books of the Company will remain closed, and no transfer of shares will be accepted for registration from March 31, 2026 to April 6, 2026 (both days inclusive). Any transfer request received by the office of the share registrar of the Company (i.e., M/s. F.D Registrar Services (Pvt.) Limited, 17th Floor, Saima Trade Tower - A, I.I. Chundrigar Road, Karachi) by the close of business on March 30th, 2026, will be treated in time for the purpose of attendance in the EOGM.

2. Declaration of Interest

The present Directors are interested in the Ordinary Business to the extent that they are eligible for re-election as the directors of the Company.

3. Attendance at the Meeting

(1) In the case of individuals, the account holder concerned or the sub-account holder along with the CDC statement of his/her holding, shall be able to attend the meeting by showing original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

(2) In the case of a corporate entity, the authorization letters including the resolution/ power of attorney from the Board of Directors along with the specimen signatures of the nominee shall be required for attendance.

4. Proxies/Authorizations

(1) A member entitled to attend and vote at the EOGM is entitled to appoint another member as his/her proxy to attend and vote instead of him/her.

(2) The specimen of the proxy and the authorization forms for the EOGM have been placed on the Company's website (<http://www.lse.com.pk>) and also attached to the notice of the meeting.

(3) The 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 SECP.

(4) The proxy form shall be witnessed by two people whose names, addresses and CNIC numbers shall be mentioned on the form as per the requirements mentioned in the attached form. Moreover, the attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.

(5) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.

(6) In case of corporate entities, the concerned member may instead submit authorization letter(s) accompanied by a resolution/ power of attorney from the respective board of directors, along with the specimen signature of the nominee.

5. E-Voting & Voting through Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations, 2018 (the "Regulations"), amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), the Company shall provide the right to vote through electronic voting facility and voting by post to its members for the purpose of election of Directors and for any other

agenda item in accordance with the requirements and procedure contained in the aforesaid Regulations subject to the requirement of Section 143 and 144 of the Companies Act, 2017.

6. Online Meeting Link

Online meeting link and login credentials will be shared with only those members/proxies whose emails, containing all the required particulars, are received at the given email address (sajjad@lse.com.pk) by 05:00 p.m. on Friday, April 3, 2026.

ORDINARY BUSINESS

Agenda 2: Election of Directors

1. Composition of Board & Election of Directors

(1) In terms of section 159(1) of the Companies Act – 2017 (Act) and Article 53 of the Articles of Association of the Company, the Board in its meeting held on February 27th, 2026, has fixed the number of Directors at Seven (7) and has approved the following composition for the next term of three years (2026-2029) of the Board:

- Three (3) Shareholder/Non-Executive Directors, including at least one female director.
- Three (3) Independent Directors, including at least one female director.
- The Chief Executive Officer shall be appointed by the elected Board after the election for a term of three years under a contract.

(2) A natural person consenting to the election must be a member of the Company at the time of filing of his/her consent except a person representing a member, which is not a natural person.

(3) In accordance with Section 159(3) of the Act, any member who seeks to contest an election to the office of director, whether he is a retiring director or otherwise, is required to file with the Company Secretary, not later than fourteen (14) days before the date of the meeting at which elections are to be held, a notice of his/her intention to offer him/herself for election as a director together with the following documents at the Registered Office of the Company located at The Exchange Hub, LSE Plaza, 19-Kashmir Egerton Road, Lahore, on or before March 23, 2026:

- (a) Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of Section 159(3) of the Companies Act, 2017.
- (b) Consent to act as a director on Appendix to Form-9 of the Companies Regulations 2024, as required under Section 167(1) of the Companies Act, 2017.
- (c) A detailed profile along with his/her office address, for placement on the Company's website, in terms of SRO 1196(I)/2019 dated October 3, 2019, issued by Securities and Exchange Commission of Pakistan (SECP).
- (d) A declaration confirming compliance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (Code) and the eligibility criteria, as set out under Section 153 of the Companies Act, 2017, any other provision of the Act and applicable laws and regulations to act as director or an independent director of a listed company.
- (e) Attested copy of valid CNIC and NTN.
- (f) For independent directors, any person who is eligible under Section 153 and also meets the criteria under Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018 (Independent Directors Regulations), may submit a nomination to be elected as an independent director. The

following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

- i. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - ii. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
2. The Independent directors will also be elected in accordance with Section 159 of the Companies Act, 2017, subject to meeting the criteria laid down under Section 166 of the Companies Act, 2017, and Companies (Manner and Selection of Independent Directors) Regulations, 2018.

However, in accordance with the requirement of the exercise of responsibility for due diligence before selecting a person for the appointment of independent directors under the law as required by Section 166(1) of the Companies Act, 2017, the Board, through resolution by circular dated March 11, 2026, has selected the following persons, from the PICG data bank containing names, addresses and qualifications of these persons who are eligible and willing to act as independent directors. The justification for choosing each of the following appointees for appointment as independent director is that each has high repute and duly possesses sufficient experience of being independent directors in the listed companies:

(1) Mr. Shoaib Mir

Mr. Shoaib Mir is a retired Pakistani civil servant from the Pakistan Administrative Service and was promoted to the position of Federal Secretary in December 2017. His distinguished career includes key roles such as Chief Secretary Balochistan, Education Secretary of Pakistan, and Chairman, State Life Insurance Corporation of Pakistan, along with appointments as Additional Secretary, Establishment Division, and Principal Secretary to the Governor of Balochistan. He holds an MBBS degree, a diploma from Harvard Kennedy School, Boston, and is director-certified by the Pakistan Institute of Corporate Governance.

(2) Mr. Rehman ul Haq

Mr. Rehman, being Associated with eminent business family of Gujranwala region having background in Stainless steel industry for more than 3 decades. After having Bachelors in Business Administration, He joint his family business and formed Rehman Enterprises which is now exposed to stainless steel industry on national as well as international level. More than 10 years of leadership accomplishment through working as board member in various public-oriented and philanthropic institutions. He is the Chairman of All Pakistan Stainless Steel Importers and Traders Association, Ibrahim Trust Eye Hospital, Gujranwala. He has been the Vice President of Gujranwala Chamber of Commerce & Industry and also appointed as the member of Board of Governors of PHA Govt. of the Punjab.

(3) Ms. Iram Aamir

Ms. Aamir is a CSS Officer passed civil services examination for Customs Group in 1996. She has served as a senior Government executive with 27 years of distinguished experience across Customs administration, corporate affairs, Government relations, regulatory compliance, intelligence and enforcement departments. She is recognized for leading complex national initiatives, combating financial and trade-based crimes, and building effective partnerships with domestic and international stakeholders. Currently, she is serving as Director General Intellectual Property Rights Enforcement in Pakistan

Customs. She has also been appointed as the director, Intelligence and Investigation, Pakistan Customs and FBR and director of Pakistan Academy of Customs.

3. **Final List of Candidates & Election:** In compliance with Section 159(4) of the Act, the final list of the contesting candidates will be published in the newspapers on March 30, 2026, which is not later than seven (7) days before the date of the above meeting. If the number of candidates is equal to the number of directorships to be filled, then no election shall take place. In case the number of contesting candidates in either of the categories (Shareholder/Non-Executive, Independent and Female Categories) is more than the number of directorships to be filled, then the election only for that category shall be held.
4. **Appointment of Scrutinizer:** In accordance with Regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (Regulations), the Board of the Company has appointed M/s. Ilyas Saeed and Co., Chartered Accountants, a QCR rated audit firm, to act as the scrutinizer of the Company for the election of directors and other special business in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

SPECIAL BUSINESS:

Agenda Item No. 3: Consideration and adoption of the proposed Special Resolutions and approval thereof, with or without any modification(s), dealing with the following matters:

- (1) Alterations/amendments in the Memorandum and Articles of Association (MoA & AoA) and adoption of the revised MoA & AoA of the Company, as provided in Table A-1 & A-2 annexed to this Notice, particularly for the following changes:
 - (a) Changes in the object clause of Memorandum & Articles of Association
 - (b) Increase in the authorized capital of the Company
 - (c) Permissibility for Employees Stock Option Scheme
 - (d) Issuance of Partially Redeemable Shares amounting to PKR 100 million
- (2) Approval/Ratification of the Special Resolutions for an investment of PKR 100 million in LSE SPAC-I Limited, under Section 199 of the Companies Act, 2017, and for investment/financing in associates not exceeding PKR 600 million, as per the detail annexed to this Notice.
- (3) Approval for an investment up to PKR 110 million in LSE SPAC-II Limited, under Section 199 of the Companies Act, 2017.
- (4) Approval of Enabling/Implementing Resolutions.

NOTES FOR RESOLUTION 3(1)

1. In view of various challenges to launch new Modarabas as well as the cessation of the Modaraba management activities, the Board of the Company vide resolution by circular dated December 22, 2025, had decided to voluntary surrender/de-registration of its license to function as a Modaraba Management Company (MMC), issued by the Securities and Exchange Commission of Pakistan (SECP). The SECP's Registrar of Modaraba Companies vide its letter No. SECP/M/RS/LSE/05/264 dated March 4, 2026, has acceded to the application of LSE Capital Limited for voluntary de-registration of the Modaraba Management Company with immediate effect under the provisions of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980. In order to give effect to the approval of the Commission, certain changes in the object clause of the Memorandum of Association of the Company are required to be made as given in the proposed resolutions attached with this agenda. Furthermore, the

existing references to the repealed Companies Ordinance, 1984 are also required to be replaced in line with the applicable Companies Act, 2017. Accordingly, all references with respect to "Modaraba Management" or related certificate-holder rights are required to be deleted to ensure the Company's constitutional documents remain coherent and professionally formatted.

2. Additionally, certain other changes are also required to be made in the Memorandum & Articles of Association of the Company, which are given in the attached Table A-1 & A-2, for the consideration and approval of the shareholders of the Company.

3. Proposed Resolutions:

- "RESOLVED THAT pursuant to the directions of the Securities and Exchange Commission of Pakistan's (SECP) Registrar Modaraba vide letter No. SECP/M/RS/LSE/05/264 dated March 4, 2026, and in accordance with the provisions of the Companies Act, 2017, the amendments, alterations, additions, and deletions in the Object Clause of the Memorandum of Association of LSE Capital Limited and the authorized capital of the Company, as comprehensively detailed in Table A-1 attached with this resolution, be and are hereby approved.

- FURTHER RESOLVED THAT as part of the approval of the attached Table A-1 & A-2, all existing references to the repealed Companies Ordinance, 1984, be and are hereby replaced with the Companies Act, 2017, and all references to "Modaraba Management" or related certificate-holder rights be deleted or substituted as proposed to make the Company's constitutional documents fully coherent and compliant.

- FURTHER RESOLVED THAT the approval be and is hereby accorded specifically and individually to amend and alter each of the relevant Articles of Association of the Company as provided in Table A-2 attached herewith, to bring the same into full compliance with the requirements of the Companies Act, 2017, the Companies (Further Issue of Shares) Regulations, 2020, and the Issuance of Convertible Debt Securities through Right Offer Regulations, 2022, while also empowering the Board of Directors to take all required corporate actions to give effect to:

3(1)(a) Changes in the object clause of Memorandum & Articles of Association

3(1)(b) Increase in the authorized capital of the Company

3(1)(c) Permissibility for Employees Stock Option Scheme

3(1)(d) Issuance of Partially Redeemable Shares amounting to PKR 100 million

- RESOLVED FURTHER THAT the approval be and is hereby accorded to replace the existing Object Clause 1 of the Memorandum of the Company with the following:

"To carry out functions as a manufacturing or marketing, distribution, servicing, advisory and investment entity."

- RESOLVED FURTHER THAT the approval be and is hereby accorded for the changes in Clause V of the Memorandum of Association and Clause 6 of the Articles of Association of the Company as follows:

CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

"V: The Authorized Capital of the Company is Rs. 2,600,000,000 (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into 400,000,000 (Four

Hundred Million) Ordinary Shares of Rs. 5/- each, 20,000,000 (Twenty Million) Preference Shares of Rs. 5/- each, and 5,000,000 (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.

CLAUSE 6 OF THE ARTICLES OF ASSOCIATION:

“Share Capital:

3. The Authorized Capital of the Company is Rs. 2,600,000,000 (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each, 20,000,000 (Twenty Million) Preference Shares of Rs. 5/- each, and 5,000,000 (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.

- “FURTHER RESOLVED THAT the approval be and is hereby accorded for the inclusion of the following enabling clause in the Memorandum & Articles of Association of the Company:

“To establish, subject to applicable law and the Articles of Association of the Company, and implement employee stock option schemes or other equity-based incentive arrangements for the benefit of employees, directors, officers, consultants, or advisors of the Company or its subsidiaries, and to, subject to the terms and conditions, issue, allot or grant shares, securities convertible into shares, or options to subscribe for or acquire shares of the Company, as may be determined and approved by the Board of Directors.”

- “FURTHER RESOLVED THAT consequent to the change in the Authorized Capital of the Company, the approval be and is hereby accorded to the Board of Directors for raising / issuance of PKR 100 million in the form of Partially Redeemable Shares of Rs. 100/- each, on the following terms & conditions:

Name of the Security: LSE Capital Limited – Partially Redeemable Shares

1	Security Type and Relevant Regulatory Provisions	Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.
2	Participation in Surplus Assets in Case of Liquidation	No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank <u>pari passu</u> with the already existing ordinary shares.
3	Dividend Rate (PKR/share)	Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.
4	Redemption	Partially redeemable up to the Redeemable Portion of PKR 50 per share.
5	Redemption Rate (PKR/share)	Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion.

		<p>For redemption, the Company shall transfer an amount equal to the nominal value to be redeemed to a Capital Redemption Reserve (CRR) or other non-distributable reserve. The CRR shall not be available for dividends and shall be preserved with the same restrictions as applicable on the paid-up share capital under the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p>
6	Conversion into Ordinary shares	<p>Conversion into ordinary shares of the Company upon the occurrence of specified Triggering Events.</p>
7	Conversion Rate	<p>Upon the occurrence of a specified Triggering Event, each PRS shall convert into ten (10) fully paid ordinary shares of the Company, automatically and without any further act or into such higher number of ordinary shares as may be determined by the Board of Directors in its discretion.</p> <p>If, at the time of such conversion, the outstanding nominal value of any PRS is less than the aggregate nominal value of the ordinary shares to be issued, such shortfall shall be met by capitalization of the available reserves, including any Capital Redemption Reserve, share premium, or other permitted reserves, in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>The conversion ratio and adjustment mechanism shall apply uniformly to all holders of PRS without any discrimination.</p> <p>Any decision of the Board of Directors to enhance the conversion ratio beyond the above given minimum number shall be final and binding, subject only to ratification/approval from the shareholders in a general meeting, and compliance with other applicable law and the availability of sufficient reserves.</p>
8	Call Option Cash	Not applicable.
9	Put Option (Cash)	Not applicable.
10	Par/Nominal Value (PKR/share)	PKR 100, divided into: Redeemable Portion of PKR 50 per share and Irredeemable Portion of PKR 50 per share.
11	Par/Nominal Value for Subsequent Issues (PKR/share)	<p>All subsequent issues shall be made on a uniform and non-discriminatory basis among shareholders of the same class, as required by law.</p> <p>Any subsequent issue of PRS shall be made at a par/nominal value equal to the outstanding nominal value per share of previously issued PRS (i.e., the original par value of PKR 100 less any amount already redeemed).</p> <p>If the Company resolves to issue PRS at a price higher than such outstanding nominal value, the excess shall be credited into the Share Premium Account, to be maintained in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p>

12	Issuance By Way Of	The offer of right issue to all existing shareholders. If expressly provided and approved by the shareholders, it may also be issued by otherwise than rights, subject to requisite approvals.
13	Tenor	Perpetual unless redeemed (with respect to the Redeemable Portion) and/or converted into ordinary shares upon a triggering event.
14	Instrument Rating	Optional, if determined by the Board of Directors.
15	Cumulative / Non-Cumulative	Dividends on Partially Redeemable Shares shall be non-cumulative, and any dividend not declared in a given year shall lapse with no right of carry-forward.
16	Voting Rights	Each PRS shall carry voting rights equivalent to one ordinary share, irrespective of the paid-up or outstanding value. Rights, privileges and obligations shall otherwise be the same as those applicable to ordinary shareholders.
17	Subsequent Issuance	By way of Right Issue, other than by Right (against cash or in-kind), or through Bonus Issue to the shareholders (both Ordinary and PRS holders).
18	Subsequent Issuance Price (PKR/share)	A share premium may be charged in addition to the outstanding par/nominal value, as determined by the Board of Directors.
19	Any Other Rights	The holders of PRS shall be entitled to the following rights in addition to those expressly provided herein: 1. The right to participate in rights issues declared by the Company, whether in the form of shares or other securities. 2. The right to receive specie dividends, in whatever form the same is declared. 3. No entitlement to any cash dividend to be declared and paid exclusively to ordinary Shareholders.
20	Listing at PSX	PRS shall be listed on the main board of Pakistan Stock Exchange.
21	Shari'ah Compliance	Optional, if determined by the Board of Directors.
22	Issue Size (PKR)	PKR 100 million Any further issuance may be up to the authorized share capital of the Company in number multiplied by the issue price (including any share premium), as decided by the Board of Directors. No further shareholder approval is required if the issuance is made by way of a Right, Bonus, or otherwise.
23	Issue Size (Nos.)	Up to the authorized share capital of the Company, as decided by the Board of Directors.
24	Ranking / Priority	Ranks in priority over all other classes of shares, but subordinate to any secured loan (including loans secured by way of floating charge).
25	Triggering Events	1. Winding up of the Company (compulsory or voluntary). 2. Appointment of a receiver, administrator, or equivalent over any part of the Company's assets. 3. The Company's inability to pay its indebtedness as it falls due. 4. Reduction of par/nominal value per share to the irredeemable portion (PKR 10). 5. Approval by way of special resolution by the shareholders of the Company (including PRS holders) in a general meeting called to convert

		approve PRS into ordinary shares at the given conversion rate of 10 ordinary shares.
26	Meetings and Resolutions	Since voting rights are also vested in the PRS holders, they shall also be entitled to attend the general meetings without the need for the calling of separate meetings or resolutions to be passed by them. However, the PRS holders may also convene their general meetings and pass resolutions in accordance with the Companies Act, 2017.
27	Other Issuance	PRS may also be issued the ordinary shares of the Company by way of Bonus, if the same is declared by the Board of Directors.
28	Issuance Power	PRS shall be under the control of the Board of Directors, who may issue, allot, forfeit, surrender, rectify, or otherwise dispose of them to such persons, firms, or corporations on such terms and conditions and at such times as may be deemed fit, subject to the Companies Act, 2017, the Securities Act, 2015, and the Companies (Further Issue of Shares) Regulations, 2020.
29	Authorized Capital (PRS)	Redemption and/or Conversion will not affect overall authorized capital of the Company.

NOTES FOR RESOLUTION 3(2)/3(3)

1. This agenda relates to the transactions with associated companies/related parties [under Section 199 of the Companies Act, 2017 as well as Regulation 5(5) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017] for the ratification of the Special Resolutions for an investment of PKR 100 million in LSE SPAC-I Limited, under Section 199 of the Companies Act, 2017, and for investment/financing in associates not exceeding PKR 600 million, as included in the below given table of disclosures for all types of investments. It may be noted that these resolutions had earlier been passed by the members of the Company but are once again referred to the shareholders for ratification.
2. In pursuance to Regulation No. 3 (3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 under SRO 1240(1)/2017 dated 6 December 2017, the directors of the Company have carried out due diligence for the proposed investments in its associated company/associated undertakings before sending this recommendation for the member's approval.
3. The following table forms an integral part of the above resolutions proposed in agenda items 3.2 and 3.3. It may be mentioned that none of the Directors of the Company have any direct or indirect interest in this special business except to the extent of their shareholding/management control of the Company.
4. DISCLOSURES FOR ALL TYPES OF INVESTMENTS:

(A) Regarding associated company or associated undertaking

Sr. No.	Requirement	Information			
(i)	Name of Associated Company or associated undertaking	LSE Ventures Limited	LSE Financial Services Limited	LSE SPAC-I Limited	LSE SPAC-II Limited

(ii)	Basis of relationship	Associated Company with 26.82% of LSECL. LSEVL has 12% shareholding in LSECL. Common directorship	Associated Company with 28% shareholding of LSEVL. LSEFSL has 5.5% shareholding in LSECL. Common directorship	Wholly owned company of LSECL. Common directorship	Wholly owned company of LSECL. Common directorship
(iii)	Earnings per share for the last three years	Year 2025: Rs. 1.16 Year 2024: Rs. 1.04 Year 2023: Rs. 1.24	Year 2025: Rs. 0.51 Year 2024: Rs. 1.72 Year 2023: Rs. 0.07	Formed in 2025 Year 2025: Rs. (1.43)	Formed in Feb 2026
(iv)	Break-up value per share, based on latest audited financial statements	Rs. 14.79 as on June 30, 2025.	Rs. 12.81 as on June 30, 2025.	Rs. 9.55 as on June 30, 2025.	Newly formed company
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Audited Financial Statements of LSEVL for the year ended June 30, 2025 available at: http://www.lse.com.pk	Audited Financial Statements of LSEFSL for the year ended June 30, 2025 available at: http://www.lse.com.pk	Audited Financial Statements of LSE-SPAC for the year ended June 30, 2025 available at: http://www.lse.com.pk	Newly formed company
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations,	Not applicable	Not applicable	Not applicable	Not applicable

(B) General Disclosures:

(i)	Maximum aggregate amount of investment to be made	Up to Rs. 600 million as equity investments for the purchase of shares, disposal of shares and short-term loans/advances for any one or more associated companies in aggregate.			
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such	To meet the working capital requirement of the Company.	To meet the working capital requirement of the Company.	To complete initial investment and pre-IPO	To complete initial investment and pre-IPO investment

	investment and period of investment.			investment in the Company.	in the Company.
(iii)	Source of funds to be utilized for investment and where the investment is intended to be made using borrowed funds; (I) Justification for investment through borrowing; (II) Details of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis;	Through internal sources.	Through internal sources.	Through internal sources.	Through internal sources.
(iv)	Salient features of the agreement (if any) with associated company or associated undertaking with regards to proposed investment.	The format of LSE's standard financial facilitation agreements with the relevant Associated company shall be followed.			
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associates' company or associated undertaking or the transaction under consideration:	Following Directors only have indirect interest in the associated companies due to common directorship/s hareholding but have no direct interest in the transactions: Mr. Aftab Ahmad Ms. Aasiya Riaz Muhammad Iqbal	Following Directors only have indirect interest in the associated companies due to common directorship/s hareholding but have no direct interest in the transactions Mr. Aftab Ahmad Ms. Aasiya Riaz	Following Directors only have indirect interest in the associated companies due to common directorship/sh areholding but have no direct interest in the transactions Mr. Aftab Ahmad Ms. Aasiya Riaz	

(vi)	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.	There has not been any impairment or write off in any investment. All investments in the associated entities have been made on an arm's length basis. It is also confirmed that all past transactions have been made at the required returns.
(vii)	Any other important details necessary for the members to understand the transaction	Not Applicable

(b) In case of equity investment, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made:-

(i)	Maximum price at which securities will be acquired	Market price or face value. The transaction shall be disclosed to the market as and when executed
(ii)	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	Transactions only at market price/face value
(iii)	Maximum number of securities to be acquired	Depends on the market conditions
(iv)	Number of securities and percentage thereof held before and after the proposed investment	If subscription is to be made against right shares, then this information shall be provided accordingly.
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not Applicable
(vi)	Fair value determined in terms and sub-regulation (1) of regulation 5 for investments in unlisted securities	Not Applicable

(c) In case of Investments in the form of Loan and Advances and guarantees:

(i)	Category wise number of investments	Investment by way of subscription through right offer or as short-term loan / advance not exceeding Rs. 600 million in any one or more associated companies in aggregate.
(ii)	Average borrowing cost of the investing Company	No borrowing obtained by LSEVL
(iii)	Rate of interest, markup profit, fees or commission etc. to be charged by investing company	6M KIBOR+1%

(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	No collateral in case subscription through the right shares. Assignment of receivables of the borrowing company
(v)	If the investment carry conversion features:	No Conversion option
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking	As and when the advance/loan shall be extended, customary repayment schedule shall be agreed

5. Proposed Resolutions:

- **“RESOLVED THAT** the approval granted in the last annual general meeting for the Company’s investments/financing with associated companies/related parties with the condition that any investment (against equity on market price/right shares subscription/initial capital, as the case may be) shall not exceed PKR 600 Mn, and any advance/financing/loan shall not be below the rate of six (6) months KIBOR+1%. Similarly, any disposal of the already held equity or divestment from any associated company shall not be less than the market price or the value certified by a firm of Chartered Accountants be and is hereby ratified.
- **FURTHER RESOLVED THAT,** in accordance with the requirements of section 199 of the Companies Act, 2017, the Board of the company (LSECL/the Company) be and is hereby authorized to make investments up to PKR 100 million (Rupees One hundred million only) in its 100% owned subsidiary LSE SPAC-I Limited, by way of pre-IPO investment for listing of LSE SPAC-I Limited at PSX.

NOTES FOR RESOLUTION 3(3)

1. This agenda item is also in continuation to the above agenda regarding approval under Section 199 of the Companies Act, 2017. The Board of Directors of LSE Capital Limited in their meeting held on February 27, 2026, has proposed an investment of Rs. 110 million in its newly incorporated 100% owned subsidiary, LSE SPAC-II Limited. The purpose of this investment is to generate launch an IPO of LSE SPAC-II in the near future.

2. Proposed Resolution:

- **“RESOLVED THAT,** in accordance with the requirements of section 199 of the Companies Act, 2017, the Board of the Company (LSECL/the Company) be and is hereby authorized to make investments up to PKR 110 million (Rupees One hundred ten million only) in its 100% owned subsidiary LSE SPAC-II Limited, through initial investment and pre-IPO investment for listing at PSX.

NOTES FOR RESOLUTION 3(4)

1. This resolution is being proposed to authorize the management to implement all proposed special resolutions after their adoption/approval by the shareholders.

2. Proposed Resolution:

- **RESOLVED THAT** pursuant to the approval of the Special Resolution by the members of the Company in the EOGM held on Apr 6th, 2026, the Chief Executive Officer and/or Company Secretary of the Company singly or jointly authorized to take all necessary, incidental, and ancillary steps and actions, including executing any documents and agreements that may be necessary in this regard, and to perform all acts, matters, deeds, and things as may be necessary or expedient for implementing the resolutions mentioned above.”

TABLE A-1

LSE Capital Limited
Comparison of Existing and Proposed Alteration/Amendments/Additions/Deletions
in the Memorandum of Association

Clause No.	Existing	Proposed	Rationale for Amendment/Addition/Deletion
III (1)	To initiate, sponsor, promote, float, organize, manage, administer and operate modaraba companies, modaraba funds and modarabas of all type and descriptions, mutual funds, unit trust and other similar concerns either in syndicates or otherwise.	To carry out functions as a manufacturing or marketing, distribution, servicing, advisory and investment entity.	The amendment aligns the company's Memorandum of Association with its new corporate status following SECP's approval of its de-registration as a Modaraba Company, transitioning its core business focus toward manufacturing, investment, and advisory services.
III (2)	To invest or participant in and to collaborate or cooperates with any modaraba company, modaraba fund, modaraba, mutual fund, unit trust, and other similar concerns either in syndicates or otherwise.	To invest or participant in and to collaborate or cooperates with any modaraba company, modaraba fund, modaraba, mutual fund, unit trust, and other similar concerns either in syndicates or otherwise.	Deleted being irrelevant to the new scope of business
III (3)	To arrange, procure and raise finance through modaraba companies, modaraba funds and modarabas of all type and descriptions, mutual funds, unit trust and other similar concerns.	To arrange, procure and raise finance through modaraba companies, modaraba funds and modarabas of all type and descriptions, mutual funds, unit trust and other similar concerns.	Deleted being irrelevant to the new scope of business
III (4)	To amalgamate or merge with or to absorb, take over manage any other company having any of the objects primary similar to those of this Company.	To amalgamate or merge with or to absorb, take over manage any other company having any of the objects primary similar to those of this Company.	Deleted being irrelevant to the new scope of business
III (60)	To devise and implement any arrangement for allowing participatory management rights to the certificate-holders of all Modarabas to be managed by the Company, through nomination & election of not more than one independent director for each modaraba fund.	To establish, subject to applicable law and the Articles of Association of the Company, and implement employee stock option schemes or other equity-based incentive arrangements for the benefit of employees, directors, officers, consultants, or advisors of the Company or its subsidiaries, and to, subject to the terms and conditions, issue, allot or grant shares,	The amendment is required to align the company's objects with its de-registration as a Modaraba Company by the SECP , replacing obsolete provisions regarding participatory management for modaraba certificate-holders with modern corporate authorities to implement employee stock option schemes (ESOS) and equity-

TABLE A-1

<p>The objects set forth in any sub-clauses of this clause shall not, be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavor to achieve all or any of the objects conferred by and provided by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.</p> <p>Provided that nothing herein contained shall authorize the Company to engage in any business or enterprise or enter into any transaction or invest in any venture the activities of which are contrary to the Injunctions of Islam or which involves the elements of riba in any form whatsoever or doing any business of banking in any form whatsoever.</p>	<p>securities convertible into shares, or options to subscribe for or acquire shares of the Company, as may be determined and approved by the Board of Directors.</p> <p>The objects set forth in any sub-clauses of this clause shall not, be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavor to achieve all or any of the objects conferred by and provided by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.</p>	<p>based incentive arrangements.</p>
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TABLE A-1

V	<p>The Authorized Capital of the Company is Rs. 2,500,000,000 (Rupees Two Thousand Five Hundred Million Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each and 100,000,000 (Hundred Million) Preference Shares of Rs. 5/- each having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Companies Act, 2017.</p>	<p>The Authorized Capital of the Company is Rs. 2,600,000,000 (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each, 20,000,000 (Twenty Million) Preference Shares of Rs. 5/- each, and 5,000,000 (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.</p>	<p>The amendment is intended to increase the Authorized Share Capital from Rs. 2,500,000,000 to Rs. 2,600,000,000 and restructure the share classes to include Partially Redeemable Shares of Rs. 100/- each, providing the Company with greater flexibility for future capital raising and diverse financing arrangements following its de-registration as a Modaraba Company.</p>

Note on Structural Adjustments to the MOA:

Following the de-registration of the Company as a Modaraba Company, the proposed deletions and substitutions within the Memorandum of Association necessitate a structural update to the document, all serial numbers and clause references within the Memorandum of Association shall be adjusted and re-sequenced to ensure numerical continuity. Any internal cross-references to the amended or deleted clauses, specifically those previously relating to Modaraba management or certificate-holder rights will be updated to reflect the new positioning of the clauses. This administrative adjustment is intended to ensure the constitutional documents remain coherent and professionally formatted following the mandatory removal of "Modaraba Management" from the Company's scope and name.

TABLE A-2

LSE Capital Limited
Comparison of Existing and with Proposed Alteration/Amendments/Additions/Deletions
in the Articles of Association

Article No.	Existing	Proposed	Rationale for Amendment/Addition/Deletion
1	<p>The regulations contained in Table 'A' of the First Schedule to the Companies Ordinance 1984 shall not apply to the Company except so far as the same are reproduced, contained or deemed to be contained in or expressly made applicable by these Articles.</p> <p>The regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by the said Ordinance, be such as are contained in these Articles.</p>	<p>The regulations contained in Table 'A' of the First Schedule to the Companies Act, 2017 shall not apply to the Company except so far as the same are reproduced, contained or deemed to be contained in or expressly made applicable by these Articles.</p> <p>The regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by the said Act, be such as are contained in these Articles.</p> <p>Note: <u>Similarly, the words 'The Companies Ordinance, 1984' or 'Ordinance' shall be updated to 'The Companies Act, 2017' or 'Act' throughout the document for legal consistency.</u></p>	<p>The proposed amendment aims to update the Company's Articles of Association by replacing all references to the repealed Companies Ordinance, 1984 with the Companies Act, 2017, thereby ensuring full compliance with the current legislative framework in Pakistan.</p>
2	<p>INTERPRETATION</p> <p>"The Ordinance" means the Companies Ordinance 1984 or any statutory modification or re-enactment thereof for the time being in force in Pakistan.</p> <p>"Modaraba" and have the meanings assigned thereto respectively by the "Modaraba Modaraba Companies and Modaraba (Floatation and Certificate) Control Ordinance 1980.</p>	<p>INTERPRETATION</p> <p>"The Act" means the Companies Act 2017 or any statutory modification or re-enactment thereof for the time being in force in Pakistan.</p> <p>"Modaraba" and have the meanings assigned thereto respectively by the "Modaraba Modaraba Companies and Modaraba (Floatation and Certificate) Control Ordinance 1980.</p>	<p>To align with the existing law.</p> <p>Modaraba related clause deleted being irrelevant to the proposed business.</p>
3	<p>SHARE CAPITAL</p> <p>The Authorized Capital of the Company is Rs. 2,500,000,000 (Rupees Two Thousand Five Hundred Million Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each and 100,000,000 (Hundred Million) Preference Shares of Rs. 5/- each.</p>	<p>SHARE CAPITAL</p> <p>The Authorized Capital of the Company is Rs. 2,600,000,000 (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each, 20,000,000 (Twenty Million) Preference Shares of Rs. 5/- each, and 5,000,000 (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.</p>	<p>The amendment is intended to increase the Authorized Share Capital from Rs. 2,500,000,000 to Rs. 2,600,000,000 and restructure the share classes to include Partially Redeemable Shares of Rs. 100/- each, providing the Company with greater flexibility for future capital raising and diverse financing arrangements following its de-registration as a Modaraba Company.</p>

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<p>8A</p>	<p>POWER TO ISSUE SHARES WITH DIFFERENT RIGHTS AND PRIVILEGES.</p> <p>Subject to the Applicable Law and, in particular, Section 58 of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020, any Share in the Company may be issued with different rights, restrictions and privileges, including but not limited to, the following as may be approved by the Company by the Special Resolution;</p> <p>(a) different voting rights; voting rights disproportionate to the paid-up value of Shares held; voting rights for specific purpose only; or no voting rights at all;</p> <p>(b) different rights for entitlement of Dividend, right Shares or bonus Shares or entitlement to receive the notices and to attend the General Meetings;</p> <p>(c) different rights for participation in surplus assets in case of liquidation; or no participation at all;</p> <p>(d) rights and privileges for an indefinite period, for a limited specific period or for such period or periods as may from time to time be determined by the Company;</p> <p>(e) different manner and mode of redemption, including redemption in accordance with the provisions of these Articles including but not limited to, by way of conversion into Shares with such rights and privileges as determined by the Company;</p> <p>(f) Shares with various rights be issued on terms and conditions that may be determined by the Board of Directors subject to the approval of shareholders in the General Meeting through Special Resolution and other necessary statutory approvals, if required. Rights, privileges, terms and conditions regarding dividend, zero dividend, tracking or non-tracking, stepped or otherwise, voting rights, cumulative, non-cumulative, participation, non-participation, conversion, non-conversion, redemption, non-redemption etc. will be defined in offering documents and will be</p>	<p>POWER TO ISSUE SHARES WITH DIFFERENT RIGHTS AND PRIVILEGES.</p> <p>(a) Subject to applicable law and, in particular, Section 58 of the Companies Act, 2017, and the Companies (Further Issue of Shares) Regulations, 2020, the Board of Directors of the Company may issue any Shares in the Company, with different rights, restrictions and privileges, and on such terms and conditions, to be determined by them and included in the relevant offering document.</p> <p>(b) subject to any applicable law, the authority, power and control over the issuance of Shares with different rights and privileges of the Company shall vest with its Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of any such Shares to any such persons (including existing shareholders), firms, corporation or corporations and on such terms and conditions at any such time as thought fit by them.</p>	<p>The proposed amendment aims to streamline the issuance of shares with different rights by vesting the primary authority and operational control in the Board of Directors, allowing for greater administrative flexibility and faster decision-making in capital structuring and share disposal without the repetitive requirement of a Special Resolution for every specific class iteration, while remaining strictly subject to the Companies Act, 2017 and relevant SECP Regulations.</p>
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	<p>considered as integral part of this Article-11A (as a sub-article);</p> <p>(g) Issuance of variant classes will be identified through distinctive class names;</p> <p>(h) Rights, privileges and obligations defined in article nos. 30 to 63, will only be applicable to the existing ordinary shareholders and variant rights, privileges and obligations of the shareholders of other classes will be construed according to their offering documents;</p> <p>(i) In the event of any conflict or inconsistency between the provisions of this Article 11A and any other Articles, the Article 11A shall prevail.</p>																										
<p>8B</p>	<p>Issuance of LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares').</p> <ol style="list-style-type: none"> Name of the Security : LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020. Par/ Nominal Value : Rs. 5.00 per Preference Share Authorized Capital : Rs. 200,000,000 divided into 40,000,000 Preference Shares of Rs. 5.00 each Issue Price : Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of Issuance in tranches or in full. Issuance by Way of : Issuance to the existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. No further approval from the Ordinary Shareholders of the Company is required, if issuance is made by way of right or through bonus. Issue Size : up to authorized capital of "Preference Share" that can be issued in tranches or in full as to be decided by the Board of Directors of the Company. 	<p>Issuance of LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares')</p> <p>LSE Capital Limited – Tracking Preference Share (Class A)</p> <table border="1"> <tr> <td data-bbox="656 898 711 1115">1</td> <td data-bbox="711 898 850 1115">Name of the Security</td> <td data-bbox="850 898 1230 1115">LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</td> </tr> <tr> <td data-bbox="656 1115 711 1209">2</td> <td data-bbox="711 1115 850 1209">Par/ Nominal Value</td> <td data-bbox="850 1115 1230 1209">Rs. 5.00 per Preference Share (Class A).</td> </tr> <tr> <td data-bbox="656 1209 711 1304">3</td> <td data-bbox="711 1209 850 1304">Authorized Capital</td> <td data-bbox="850 1209 1230 1304">Rs. 100,000,000 divided into 20,000,000 Preference Shares of Rs. 5.00 each.</td> </tr> <tr> <td data-bbox="656 1304 711 1430">4</td> <td data-bbox="711 1304 850 1430">Issue Price</td> <td data-bbox="850 1304 1230 1430">Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of issuance.</td> </tr> <tr> <td data-bbox="656 1430 711 1713">5</td> <td data-bbox="711 1430 850 1713">Issuance by Way of</td> <td data-bbox="850 1430 1230 1713">Issuance to existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. When the issuance is made by way of right or through bonus, then no further approval from the ordinary shareholders of the Company shall be required.</td> </tr> <tr> <td data-bbox="656 1713 711 1801">6</td> <td data-bbox="711 1713 850 1801">Issue Size</td> <td data-bbox="850 1713 1230 1801">PKR 100 million or up to the authorized capital of the "Preference Share" (Class A).</td> </tr> <tr> <td data-bbox="656 1801 711 1835">7</td> <td data-bbox="711 1801 850 1835">Tenor</td> <td data-bbox="850 1801 1230 1835">Perpetual unless redeemed.</td> </tr> <tr> <td data-bbox="656 1835 711 1894">8</td> <td data-bbox="711 1835 850 1894">Redemption</td> <td data-bbox="850 1835 1230 1894">At par/nominal value in full on specified triggering events.</td> </tr> </table>	1	Name of the Security	LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.	2	Par/ Nominal Value	Rs. 5.00 per Preference Share (Class A).	3	Authorized Capital	Rs. 100,000,000 divided into 20,000,000 Preference Shares of Rs. 5.00 each.	4	Issue Price	Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of issuance.	5	Issuance by Way of	Issuance to existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. When the issuance is made by way of right or through bonus, then no further approval from the ordinary shareholders of the Company shall be required.	6	Issue Size	PKR 100 million or up to the authorized capital of the "Preference Share" (Class A).	7	Tenor	Perpetual unless redeemed.	8	Redemption	At par/nominal value in full on specified triggering events.	<p>To enable the issuance of Class A Tracking Preference Shares, allowing the company to raise capital through a perpetual, cumulative, and listed instrument linked to the performance of a designated "Investee Company.</p>
1	Name of the Security	LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.																									
2	Par/ Nominal Value	Rs. 5.00 per Preference Share (Class A).																									
3	Authorized Capital	Rs. 100,000,000 divided into 20,000,000 Preference Shares of Rs. 5.00 each.																									
4	Issue Price	Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of issuance.																									
5	Issuance by Way of	Issuance to existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. When the issuance is made by way of right or through bonus, then no further approval from the ordinary shareholders of the Company shall be required.																									
6	Issue Size	PKR 100 million or up to the authorized capital of the "Preference Share" (Class A).																									
7	Tenor	Perpetual unless redeemed.																									
8	Redemption	At par/nominal value in full on specified triggering events.																									

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<p>7. Tenor : Perpetual unless redeemed</p> <p>8. Redemption : at par/nominal value in full on triggering events as described below</p> <p>9. Authority to Issue : Preference Shares shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017. No further approval is required from the shareholders to issue these preference shares by way of right or through bonus issue to the existing ordinary shareholders.</p> <p>10. Listing and Other Matters : The Preference Shares shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on the Pakistan Stock Exchange Limited;</p> <p>11. Dividend : The Preference Shares shall be cumulative and shall carry entitlement of a variable annual dividend (“VAD”) per Preference Share to be paid out of the normal profits of the Company in each financial year. The VAD for each financial year shall be calculated as follows:</p> <p>VAD = ‘X’ + ‘Y’ Where: X = the higher of ‘A’ and ‘B’ and</p> <p>A = 80 % (eighty percent) of amount of dividend (net of taxes) paid to the Company by the Designated Subsidiary or Associated Undertaking of the Company (‘Investee Company’) in respect of the Company’s shareholding in the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares.</p>	9	Authority to Issue	Preference Shares (Class A) shall be under the control of the Board of Directors of the Company who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations, on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017.
	10	Listing and other Matters	Preference Shares (Class A) shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on Pakistan Stock Exchange (PSX) Limited.
	11	Dividend	<p>1. Preference Shares (Class A) shall be cumulative and shall carry entitlement to a variable annual dividend (“VAD”) per Preference Share (Class A) to be paid out of the normal profits of the Company in each financial year. The VAD for each financial year shall be calculated as follows:</p> <p>VAD = ‘X’ + ‘Y’ Where: X = the higher of ‘A’ and ‘B’ and</p> <p>A = 80 % (eighty percent) of amount of dividend (net of taxes) paid to the Company by the Designated Subsidiary or Associated Undertaking of the Company (‘Investee Company’) in respect of the Company’s shareholding in the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares.</p> <p>B= 10 % of the Net Profits after Tax of the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of the Issued Preference Shares (Class A).</p> <p>“Designated Subsidiary or Associated Undertaking” means the nominated subsidiary company of the</p>

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	<p>B= 10 % of the Net Profits after Tax of the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares;</p> <p>“Designated Subsidiary or Associated Undertaking” means the nominated subsidiary company of the Company or associated undertaking of the Company (‘Investee Company’), as decided/ nominated by the Board of Directors any time prior to the first issuance of the Preference Shares, which decision/nomination may not subsequently be changed;</p> <p>“Net Profit after Tax” means the net profit after tax calculated as per applicable accounting conventions and accounting standards prevailing in Pakistan; and</p> <p>“Issued Preference Shares” means on any date the actual number of preference shares issued in terms of this clause 4A up till such date without taking into account any redemption of Preference Shares up till such date;</p> <p>Y = the aggregate of VADs per Preference Share accumulated and unpaid for the financial years preceding the financial year for which VAD is being calculated</p> <p>12. Any portion of the VAD not declared and paid in any financial year shall cumulate towards entitlement of VAD in future years. The Company shall only be able to declare and pay dividends to ordinary shareholders out of its normal profits if:</p> <ol style="list-style-type: none"> a. prior to declaration and payment of dividend to such ordinary shareholders, all amounts of VAD (including previously accrued VAD), if any, have already been declared out of its normal profits, and 		<p>Company or associated undertaking of the Company (‘Investee Company’), as decided/ nominated by the Board of Directors of the Company any time prior to the first issuance of the Preference Shares (Class A), which decision/nomination shall not be changed subsequently.</p> <p>“Net Profit after Tax” means the net profit after tax calculated as per the applicable accounting conventions and the accounting standards prevailing in Pakistan.</p> <p>“Issued Preference Shares” (Class A) means on any date the actual number of the Preference Shares (Class A) issued in terms of their offering document till such date without taking into account any redemption of the Preference Shares (Class A) up till such date.</p> <p>Y = the aggregate of VADs per Preference Shares (Class A) accumulated and unpaid for the financial years preceding the financial year for which VAD is being calculated.</p> <p>2. Any portion of VAD not declared and paid in any financial year shall cumulate towards entitlement of VAD in the future years. The Company shall only be able to declare and pay dividends to ordinary shareholders out of its normal profits if:</p> <ol style="list-style-type: none"> a. prior to declaration and payment of dividend to such ordinary shareholders, all amounts of VAD (including previously accrued VAD), if any, have already been declared out of its normal profits, and b. VAD (if any) is paid prior to or simultaneously with the 	
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	<p>b. the VAD (if any) is paid prior to or simultaneous with the payment of dividends to ordinary shareholders.</p> <p>13. The Preference Shares (Class A) shall not carry any entitlement of ordinary dividend, rights shares or bonus shares, or have any right to participate in the profits of the Company, save as specified in Clauses 11 and 12 above or as otherwise provided in the Companies Act, 2017;</p> <p>14. The Preference Shareholders (Class A) shall not be entitled to receive notice of or attend General Meetings or vote at such General Meetings of the Company, except as provided in this term sheet or as otherwise provided in the Companies Act, 2017 whereby holders of such shares would be entitled to vote separately as a class, i.e. with respect to voting entitlement of Preference Shareholders on matters/ issue affecting substantive rights or liabilities of Preference Shareholders;</p> <p>15. The following decisions shall not be taken either by the Company or the Investee Company except with the approval of the Preference Shareholders (Class A) by means of an ordinary resolution passed at a general meeting of the Preference Shareholders (Class A):</p> <p>a. Any sale, transfer, encumbrance or alienation of shares of the Investee Company owned by the Company or dilution of Company's shareholding in the Investee Company through any other means;</p> <p>b. Nomination/selection of not less than two of the proposed directors to be elected by the Company on the Board of Directors of the Investee Company;</p> <p>c. Any sale, transfer, lease, encumbrance or alienation of the business, assets, undertaking etc. of the Investee Company or any portion thereof;</p>			<p>payment of dividends to the ordinary shareholders.</p> <p>3. Preference Shares (Class A) shall not carry any entitlement to ordinary dividends, rights shares or bonus shares, and shall not have any right to participate in any other profits of the Company, save as expressly specified or as otherwise provided in the Companies Act, 2017.</p>	
		12	Other Terms & Conditions	<p>1. Preference Shareholders (Class A) shall not be entitled to receive any notice of or to attend or vote at any General Meetings of the Company, except as otherwise provided in the Companies Act, 2017, where the holders of any specific class of shares are entitled to vote separately as a class. Accordingly, with respect to the voting entitlement of the Preference Shareholders (Class A), the same shall be applicable to the matters/issues affecting the substantive rights or the liabilities of the Preference Shareholders (Class A).</p> <p>2. The following decisions shall not be taken by the Company or the Investee Company except with the approval of the Preference Shareholders (Class A) by means of an ordinary resolution passed at a general meeting of the Preference Shareholders (Class A):</p> <p>a. Any sale, transfer, encumbrance or alienation of shares of the Investee Company owned by the Company or dilution of Company's shareholding in the Investee Company through any other means.</p> <p>b. Nomination/selection of not less than two of the proposed directors to be elected by the Company on the Board of Directors of the Investee Company.</p> <p>c. Any sale, transfer, lease, encumbrance or alienation of the business, assets, undertaking etc. of the</p>	

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	<p>d. Any resolution for the winding-up of the Investee Company;</p> <p>16. The Company shall use its shareholding in the Investee Company to give effect to the foregoing requirement.</p> <p>17. in the event of winding up of the Company or repayment of the capital of the Company, the Preference Shares will carry a preferential right over Ordinary Shares only to the extent of proceeds arising from sales of shares of the Investee Company and/or assets of the Investee Company;</p> <p>18. the Preference Shares (Class A) shall, subject to Clause 19 below, be redeemable at par value at the option of the preference shareholder at any time after expiry of four years of date of first issue of the Preference Shares;</p> <p>19. the Preference Shares shall automatically stand redeemed in the following circumstances:</p> <p>a. in case any resolution for voluntary winding-up of the Investee Company is passed or a winding-up order for the Investee Company is passed by the competent court;</p> <p>b. in case the aggregate shareholding of the Company in the Investee Company becomes equal to or less than 10% of the voting shares of the Investee Company;</p> <p>c. in case a breach by the Company of the terms and conditions of the Preference Shares is not remedied within 90 days of receipt of a written notice from Preference Shareholders holding not less than 25% in value of the outstanding Preference Shares to the Company specifying such breach.</p> <p>20. The redemption in terms of Clause 18 and/or 19 shall be in cash at par value. Furthermore, the Board of Director Company may, from time to time, prescribe modalities, procedure and steps to be taken in case redemption</p>		<p>Investee Company or any portion thereof.</p> <p>d. Any resolution for the winding-up of the Investee Company.</p> <p>3. The Company shall use its shareholding in the Investee Company to give effect to the foregoing requirements.</p> <p>4. In the event of winding up of the Company or repayment of the capital of the Company, the Preference Shares (Class A) will carry a preferential right over its ordinary shares only to the extent of proceeds arising from the sale of shares of the Investee Company and/or the assets of the Investee Company.</p> <p>5. Subject to the following, the Preference Shares (Class A) shall be redeemable at par value at the option of the Preference shareholder (Class A) at any time after the expiry of four (4) years of the date of issue of the Preference Shares:</p> <p>a. in case any resolution for the voluntary winding-up of the Investee Company is passed or when a winding-up order for the Investee Company is passed by any competent court.</p> <p>b. in case the aggregate shareholding of the Company in the Investee Company becomes equal to or less than 10% of the voting shares of the Investee Company.</p> <p>c. in case when a breach by the Company of the terms and conditions of the Preference Shares is not remedied within 90 days of receipt of a written notice from the Preference Shareholders (Class A), holding not less than 25% in value of the outstanding Preference Shares (Class A) to the Company specifying such breach.</p> <p>6. The redemption in terms of the above clauses shall be in cash at the par value. Furthermore, the Board of Directors of the</p>	
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	<p>under Clause 18 and 19 is triggered.</p> <p>21. the Preference Shares (Class A) shall rank pari-passu inter se each other notwithstanding different dates of issue; and</p> <p>22. the Preference Shares (Class A) shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act 2017 and the Securities Act, 2015 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>23. Preference shares (Class A) can be merged/amalgamated with and into another Company if the Scheme of Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/ Merger in terms of Sections 279 to 283 of the companies Act, 2107 (with all relevant and applicable laws and regulations) are approved (if a majority in number representing three-fourths of members, present and voting either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement) by the preference shareholders in their meeting. In such case, Preference Shares shall cease to exist and no redemption is required. Listing status of the Preference Shares shall be transferred to the entity (Transferee) of the Scheme.</p>		<p>Company may, from time to time, specify any other modalities, procedures and steps to be taken in cases when the redemption can be triggered under the above clauses.</p> <p>7. The Preference Shares (Class A) shall rank pari-passu inter-se each other notwithstanding the different dates of issue.</p> <p>8. The Preference shares (Class A) can be merged/amalgamated with and into the Investee Company upon the approval/sanction of a Scheme of Compromises, Arrangement and Reconstruction (“Scheme”) for their amalgamation/merger by a court of competent jurisdiction or the Commission in accordance with Sections 279 to 283 of the Companies Act, 2107 (with all relevant and applicable laws and regulations) and when a majority representing not less than three-fourths (3/4th) of the total in number of members, present and voting either in person or by a proxy at the meeting, agree to any such compromise or arrangement) by the Preference Shareholders (Class A) in their meeting. In such cases, the Preference Shares (Class A) shall cease to exist, and no redemption shall be required. The listing status of Preference Shares (Class A) shall be transferred to the Investee Company, being the transferee under the Scheme.</p>	
8C	<p>Issuance of LSE Capital Limited – Tracking Preference Share (Class B) (“Preference Shares”)</p> <p>1. Name of the Security : LSE Capital Limited – Tracking Preference Share (Class B) (“Preference Shares”) under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p>	<p>Employee Stock Option Scheme (ESOS)</p> <p>To establish, subject to applicable law and the Articles of Association of the Company, and implement employee stock option schemes or other equity-based incentive arrangements for the benefit of employees, directors, officers, consultants, or advisors of the Company or its subsidiaries, and to, subject to the terms and conditions, issue, allot or grant shares, securities convertible into shares, or options to subscribe for or acquire shares of the Company, as</p>	<p>To allow the company to establish and administer equity-based incentive plans to attract and retain talent among employees, directors, and consultants.</p>	

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<p>2. Par/ Nominal Value : Rs. 5.00 per Preference Share</p> <p>3. Authorized Capital : Rs. 300,000,000 divided into 60,000,000 Preference Shares of Rs. 5.00 each</p> <p>4. Issue Price : Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of Issuance in tranches or in full.</p> <p>5. Issuance by Way of : Issuance to the existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. No further approval from the Ordinary Shareholders of the Company is required, if issuance is made by way of right or through bonus.</p> <p>6. Issue Size : up to authorized capital of “Preference Share” that can be issued in tranches or in full as to be decided by the Board of Directors of the Company.</p> <p>7. Tenor : Perpetual unless redeemed</p> <p>8. Redemption : at par/nominal value in full on triggering events as described below</p> <p>9. Authority to Issue : Preference Shares shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017. No further approval is required from the shareholders to issue these preference shares by way of right or through bonus issue to the existing ordinary shareholders.</p> <p>10. Listing and Other Matters : The Preference Shares shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on the Pakistan Stock Exchange Limited;</p> <p>11. Dividend : The Preference</p>	<p>may be determined and approved by the Board of Directors.</p>	
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<p>Shares shall be cumulative and shall carry entitlement of a variable annual dividend (“VAD”) per Preference Share to be paid out of the normal profits of the Company in each financial year. The VAD for each financial year shall be calculated as follows:</p> <p>VAD = ‘X’ + ‘Y’</p> <p>Where: X = the higher of ‘A’ and ‘B’ and A = 80 % (eighty percent) of amount of dividend (net of taxes) paid to the Company by the Designated Subsidiary or Associated Undertaking of the Company (‘Investee Company’) in respect of the Company’s shareholding in the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares.</p> <p>B= 10 % of the Net Profits after Tax of the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares;</p> <p>“Designated Subsidiary or Associated Undertaking” means the nominated subsidiary company of the Company or associated undertaking of the Company (‘Investee Company’), as decided/ nominated by the Board of Directors any time prior to the first issuance of the Preference Shares, which decision/nomination may not subsequently be changed;</p> <p>“Net Profit after Tax” means the net profit after tax calculated as per applicable accounting conventions and accounting standards prevailing in Pakistan; and</p> <p>“Issued Preference Shares” means on any date the actual number of preference shares issued in terms of this clause 4A up till such date without taking into account any redemption of Preference Shares up till such date;</p> <p>Y = the aggregate of VADs per Preference Share accumulated and unpaid for the financial years preceding the financial year for which VAD is being calculated</p> <p>12. Any portion of the VAD not declared and paid in any financial year shall cumulate towards entitlement of VAD in future years. The Company shall only be able to</p>		
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<p>declare and pay dividends to ordinary shareholders out of its normal profits if:</p> <ul style="list-style-type: none"> a. prior to declaration and payment of dividend to such ordinary shareholders, all amounts of VAD (including previously accrued VAD), if any, have already been declared out of its normal profits, and b. the VAD (if any) is paid prior to or simultaneous with the payment of dividends to ordinary shareholders. <p>13. The Preference Shares (Class B) shall not carry any entitlement of ordinary dividend, rights shares or bonus shares, or have any right to participate in the profits of the Company, save as specified in Clauses 11 and 12 above or as otherwise provided in the Companies Act, 2017;</p> <p>14. The Preference Shareholders (Class B) shall not be entitled to receive notice of or attend General Meetings or vote at such General Meetings of the Company, except as provided in this term sheet or as otherwise provided in the Companies Act, 2017 whereby holders of such shares would be entitled to vote separately as a class, i.e. with respect to voting entitlement of Preference Shareholders on matters/ issue affecting substantive rights or liabilities of Preference Shareholders;</p> <p>15. The following decisions shall not be taken either by the Company or the Investee Company except with the approval of the Preference Shareholders (Class B) by means of an ordinary resolution passed at a general meeting of the Preference Shareholders (Class B):</p> <ul style="list-style-type: none"> a. Any sale, transfer, encumbrance or alienation of shares of the Investee Company owned by the Company or dilution of Company's shareholding in the Investee Company through any other means; b. Nomination/selection of not less than two of the proposed directors to be elected by the Company on the Board of Directors of the Investee Company; 		
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	<p>c. Any sale, transfer, lease, encumbrance or alienation of the business, assets, undertaking etc. of the Investee Company or any portion thereof;</p> <p>d. Any resolution for the winding-up of the Investee Company;</p> <p>16. The Company shall use its shareholding in the Investee Company to give effect to the foregoing requirement.</p> <p>17. in the event of winding up of the Company or repayment of the capital of the Company, the Preference Shares will carry a preferential right over Ordinary Shares only to the extent of proceeds arising from sales of shares of the Investee Company and/or assets of the Investee Company;</p> <p>18. the Preference Shares (Class B) shall, subject to Clause 19 below, be redeemable at par value at the option of the preference shareholder at any time after expiry of four years of date of first issue of the Preference Shares;</p> <p>19. the Preference Shares shall automatically stand redeemed in the following circumstances:</p> <p>d.in case any resolution for voluntary winding-up of the Investee Company is passed or a winding-up order for the Investee Company is passed by the competent court;</p> <p>e.in case the aggregate shareholding of the Company in the Investee Company becomes equal to or less than 10% of the voting shares of the Investee Company;</p> <p>f. in case a breach by the Company of the terms and conditions of the Preference Shares is not remedied within 90 days of receipt of a written notice from Preference Shareholders holding not less than 25% in value of the outstanding Preference Shares to the Company specifying such breach.</p> <p>20. The redemption in terms of Clause 18 and/or 19 shall be in cash at par value. Furthermore, the Board of Director Company may, from time to time, prescribe modalities, procedure and steps to</p>		
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	<p>be taken in case redemption under Clause 18 and 19 is triggered.</p> <p>21. the Preference Shares (Class B) shall rank pari-passu inter se each other notwithstanding different dates of issue; and</p> <p>22. the Preference Shares (Class B) shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act 2017 and the Securities Act, 2015 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>23. Preference shares (Class B) can be merged/amalgamated with and into another Company if the Scheme of Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/ Merger in terms of Sections 279 to 283 of the companies Act, 2107 (with all relevant and applicable laws and regulations) are approved (if a majority in number representing three-fourths of members, present and voting either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement) by the preference shareholders in their meeting. In such case, Preference Shares shall cease to exist and no redemption is required. Listing status of the Preference Shares shall be transferred to the entity (Transferee) of the Scheme.</p>		
8D		<p>Power to Issue Redeemable Capital</p> <p>The Board of Directors of the Company is authorized to raise/ issue redeemable capital of any amount as they deem fit in terms of Section 66 of the Companies Act, 2017 including but not limited to the Issuance of Convertible Debt Securities through Right Offer Regulations, 2022 and the Structuring of Debt Securities Regulations, 2020 and/or Section 87(4)(d)(i) of the Securities Act, 2015 and/or Section 83(1)(b) of the Companies Act, 2017 and all other enabling provisions under the Securities Act - 2015, the Companies Act - 2017 and any other laws, rules, and regulations.</p> <p>The Board of Directors of the Company shall be authorized and empowered to determine the terms and</p>	<p>To empower the Board to raise redeemable capital under Section 66 of the Act, providing the Company with diverse financing options through debt or convertible securities.</p>

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		<p>conditions for the issuance of partially redeemable shares with any varying rights and privileges.</p> <p>Subject to applicable law, the partially redeemable capital shall always remain under the control of the Board of Directors, who may allocate, issue, forfeit, surrender, rectify, or otherwise dispose of the same to any such persons, firms, or corporations on such terms and conditions and at any time as may be deemed appropriate by them.</p>																
8E		<p>Terms and Conditions for the Issuance of Partially Redeemable Shares (PRS)</p> <p>Name of the Security: LSE Capital Limited – Partially Redeemable Shares</p> <table border="1"> <tr> <td>1</td> <td>Security Type and Relevant Regulatory Provisions</td> <td>Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.</td> </tr> <tr> <td>2</td> <td>Participation in Surplus Assets in Case of Liquidation</td> <td>No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares.</td> </tr> <tr> <td>3</td> <td>Dividend Rate (PKR/share)</td> <td>Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.</td> </tr> <tr> <td>4</td> <td>Redemption</td> <td>Partially redeemable up to the Redeemable Portion of PKR 50 per share.</td> </tr> <tr> <td>5</td> <td>Redemption Rate (PKR/share)</td> <td>Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion. For redemption, the Company shall transfer an amount equal to the</td> </tr> </table>	1	Security Type and Relevant Regulatory Provisions	Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.	2	Participation in Surplus Assets in Case of Liquidation	No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares.	3	Dividend Rate (PKR/share)	Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.	4	Redemption	Partially redeemable up to the Redeemable Portion of PKR 50 per share.	5	Redemption Rate (PKR/share)	Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion. For redemption, the Company shall transfer an amount equal to the	<p>To introduce a hybrid security (Partially Redeemable Shares) that offers priority dividends and a structured path to convert into ordinary shares upon specific triggering events, enhancing financial flexibility.</p>
1	Security Type and Relevant Regulatory Provisions	Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.																
2	Participation in Surplus Assets in Case of Liquidation	No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares.																
3	Dividend Rate (PKR/share)	Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.																
4	Redemption	Partially redeemable up to the Redeemable Portion of PKR 50 per share.																
5	Redemption Rate (PKR/share)	Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion. For redemption, the Company shall transfer an amount equal to the																

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			nominal value to be redeemed to a Capital Redemption Reserve (CRR) or other non-distributable reserve. The CRR shall not be available for dividends and shall be preserved with the same restrictions as applicable on the paid-up share capital under the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.
		6	Conversion into ordinary shares of the Company upon the occurrence of specified Triggering Events.
		7	<p>Conversion Rate</p> <p>Upon the occurrence of a specified Triggering Event, each PRS shall convert into ten (10) fully paid ordinary shares of the Company, automatically and without any further act or into such higher number of ordinary shares as may be determined by the Board of Directors in its discretion.</p> <p>If, at the time of such conversion, the outstanding nominal value of any PRS is less than the aggregate nominal value of the ordinary shares to be issued, such shortfall shall be met by capitalization of the available reserves, including any Capital Redemption Reserve, share premium, or other permitted reserves, in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>The conversion ratio and adjustment mechanism shall apply uniformly to all holders of PRS without any discrimination.</p> <p>Any decision of the Board of Directors to enhance the conversion ratio beyond the above given minimum number shall be final and binding, subject only to ratification/approval from the shareholders in a general meeting, and compliance with other applicable law and the availability of sufficient reserves.</p>
		8	Call Option Cash Not applicable.

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		9	Put Option (Cash)	Not applicable.
		10	Par/Nominal Value (PKR/share)	PKR 100, divided into: Redeemable Portion of PKR 50 per share and Irredeemable Portion of PKR 50 per share.
		11	Par/Nominal Value for Subsequent Issues (PKR/share)	<p>All subsequent issues shall be made on a uniform and non-discriminatory basis among shareholders of the same class, as required by law.</p> <p>Any subsequent issue of PRS shall be made at a par/nominal value equal to the outstanding nominal value per share of previously issued PRS (i.e., the original par value of PKR 100 less any amount already redeemed).</p> <p>If the Company resolves to issue PRS at a price higher than such outstanding nominal value, the excess shall be credited into the Share Premium Account, to be maintained in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p>
		12	Issuance By Way Of	The offer of right issue to all existing shareholders. If expressly provided and approved by the shareholders, it may also be issued by otherwise than rights, subject to requisite approvals.
		13	Tenor	Perpetual unless redeemed (with respect to the Redeemable Portion) and/or converted into ordinary shares upon a triggering event.
		14	Instrument Rating	Optional, if determined by the Board of Directors.
		15	Cumulative / Non-Cumulative	Dividends on Partially Redeemable Shares shall be non-cumulative, and any dividend not declared in a given year shall lapse with no right of carry-forward.
		16	Voting Rights	<p>Each PRS shall carry voting rights equivalent to one ordinary share, irrespective of the paid-up or outstanding value.</p> <p>Rights, privileges and obligations shall otherwise be the same as</p>

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			those applicable to ordinary shareholders.
	17	Subsequent Issuance	By way of Right Issue, other than by Right (against cash or in-kind), or through Bonus Issue to the shareholders (both Ordinary and PRS holders).
	18	Subsequent Issuance Price (PKR/share)	A share premium may be charged in addition to the outstanding par/nominal value, as determined by the Board of Directors.
	19	Any Other Rights	The holders of PRS shall be entitled to the following rights in addition to those expressly provided herein: 1. The right to participate in rights issues declared by the Company, whether in the form of shares or other securities. 2. The right to receive specie dividends, in whatever form the same is declared. 3. No entitlement to any cash dividend to be declared and paid exclusively to ordinary Shareholders.
	20	Listing at PSX	PRS shall be listed on the main board of Pakistan Stock Exchange.
	21	Shari'ah Compliance	Optional, if determined by the Board of Directors.
	22	Issue Size (PKR)	PKR 100 million Any further issuance may be up to the authorized share capital of the Company in number multiplied by the issue price (including any share premium), as decided by the Board of Directors. No further shareholder approval is required if the issuance is made by way of a Right, Bonus, or otherwise.
	23	Issue Size (Nos.)	Up to the authorized share capital of the Company, as decided by the Board of Directors.
	24	Ranking / Priority	Ranks in priority over all other classes of shares, but subordinate to any secured loan (including loans secured by way of floating charge).
	25	Triggering Events	1. Winding up of the Company (compulsory or voluntary). 2. Appointment of a receiver, administrator, or equivalent over any part of the Company's assets.

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			<p>3. The Company's inability to pay its indebtedness as it falls due.</p> <p>4. Reduction of par/nominal value per share to the irredeemable portion (PKR 10).</p> <p>5. Approval by way of special resolution by the shareholders of the Company (including PRS holders) in a general meeting called to convert approve PRS into ordinary shares at the given conversion rate of 10 ordinary shares.</p>	
		2 6	Meetings and Resolutions	Since voting rights are also vested in the PRS holders, they shall also be entitled to attend the general meetings without the need for the calling of separate meetings or resolutions to be passed by them. However, the PRS holders may also convene their general meetings and pass resolutions in accordance with the Companies Act, 2017.
		2 7	Other Issuance	PRS may also be issued the ordinary shares of the Company by way of Bonus, if the same is declared by the Board of Directors.
		2 8	Issuance Power	PRS shall be under the control of the Board of Directors, who may issue, allot, forfeit, surrender, rectify, or otherwise dispose of them to such persons, firms, or corporations on such terms and conditions and at such times as may be deemed fit, subject to the Companies Act, 2017, the Securities Act, 2015, and the Companies (Further Issue of Shares) Regulations, 2020.
		2 9	Authorized Capital (PRS)	Redemption and/or Conversion will not affect overall authorized capital of the Company.
9	<p>CERTIFICATES</p> <p>Every Member shall be entitled without payment to one Certificate for all the Shares registered in his name of if the Directors approve (with or without payment of such fee as the Directors may from time to time determine) to several Certificates each for one or more Shares. Every Certificate of Shares shall specify the number and denoting number of the Shares in respect of which it is issued</p>	<p>SHARE CERTIFICATES</p> <p>Every Member shall be entitled without payment to one Certificate for all the Shares registered in his name of if the Directors approve (with or without payment of such fee as the Directors may from time to time determine) to several Certificates each for one or more Shares. Every Certificate of Shares shall specify the number and denoting number of the Shares in respect of which it is issued and the amount paid thereon, shall be in such form as the Directors shall prescribe or approve, and shall be issued to the Member within 90 days after allotment (or within such other period as the</p>		To update the heading.

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	and the amount paid thereon, shall be in such form as the Directors shall prescribe or approve, and shall be issued to the Member within 90 days after allotment (or within such other period as the conditions of issue shall provide) or within 45 days after receipt by the Company for any reasonable cause is entitled to refuse to register the transfer) as the case may be.	conditions of issue shall provide) or within 45 days after receipt by the Company for any reasonable cause is entitled to refuse to register the transfer) as the case may be.	
58	The qualification of a Director shall be his holding shares to the value of Rs. 5,000.00 (Rupees five thousand only) at least in his own name, relaxable in the case of Directors representing interest holding shares of the requisite value.	The qualification of a Director shall be his holding shares to the value of Rs. 10/ (Rupees Ten only) at least in his own name, relaxable in the case of Directors representing interest holding shares of the requisite value.	To significantly lower the director qualification shareholding requirement from Rs. 5,000 to Rs. 10 to reduce barriers for potential directors.
67	Any Director may at any time convene a Meeting of the Directors. Notice of a meeting of the Directors need not be given to a Director who is not in Karachi.	The Chairman, on the advice of the Chief Executive Officer—may at any time convene a Meeting of the Directors.	To formalize the process of convening Board meetings by shifting the authority to the Chairman on the advice of the CEO, while removing the outdated notice exemption for directors not in Karachi.
80	The Company in General Meeting may declare a Dividend to be paid to the Members according to their respective rights and interest in the profits and may fix the time for payment. Provided that a Dividend shall be paid within forty-five days from the date of the Meeting. 80A Subject to the Companies (Further Issue of Shares) Regulations, 2020, the Company shall have the power to issue bonus shares of any class out of any reserve(s) of any kind from time to time, and the decision of the Board to issue bonus shares, once announced, shall not be varied, postponed, withdrawn or cancelled. 80B The Company shall also have the power to implement an optional payout structure whereby a shareholder may be asked to either opt for receiving cash dividend or equity dividend (as fully paid bonus shares). The Board of Directors shall have the power to determine the price/value and procedure for such optional bonus shares.	The Company in General Meeting may declare a Dividend to be paid to the Members according to their respective rights and interest in the profits and may fix the time for payment. Provided that the dividend shall be paid within the period laid down under the Act. 80A Subject to the Companies (Further Issue of Shares) Regulations, 2020 or any other regulations on the matter, the Board of Directors of the Company shall have the power to issue, bonus shares of any class at any time and out of any reserve(s) of any kind and the decision of the Board of Directors of the Company to issue such bonus Shares, once announced, shall not be varied, postponed, withdrawn or cancelled. 80B A shareholder (or shareholders) may forgo his/her/its right to dividends before the declaration of dividends (for one or more years) to the Company, and in such case, the dividend declared by the Company shall be accrued to the rest of the shareholders. For every relevant period, a shareholder intending to forgo his/her/its right to receive the dividend shall be required to give send a notice to this effect in writing to the Company. 80C The Company shall have the power to declare and implement an optional payout structure whereby a shareholder may, subject to applicable law, be given the option to select either bonus or cash or specie dividend, as the case may be. The Board of Directors shall have the power to determine the	To align dividend payment timelines with the Companies Act 2017 and grant the Board broader powers to issue bonus shares, manage optional payout structures, and allow shareholders to forgo dividends for the benefit of other members.

TABLE A-2

	<p>80C A shareholder choosing optional bonus will forgo his/her/their right to cash dividend whereafter the Company shall issue and credit such number of bonus shares which equals the value of cash payout (dividend) for the relevant period.</p> <p>80D No Dividend shall be paid otherwise than out of profits of the year or un-distributable profits. However, bonus shares shall be paid from any reserves including capital reserves.</p>	<p>bonus share price, dividend rate and to determine the procedures for the execution of the optional payout mechanism.</p> <p>80D No dividend shall be paid otherwise than out of profits of the year or un-distributable profits. Bonus can only be paid from any reserve(s), including capital reserves. The reserves (including capital reserves) can also be used for the conversion of redeemable capital or into any other class of Shares of the Company.</p>	
103	<p>MODARABA</p> <p>Every person participating in or dealing with Modaraba, Modaraba fund, mutual fund, unit trust or other financial schemes undertaken by the Company shall be deemed to have notice of and be bound by the applicable regulations made by the Directors from time to time unless he has been adversely affected by any amendment or alteration made subsequent to his participating or dealing with the Company. Decision of the Directors on any matter not provided for in these presents or in the regulations made hereunder or in the law relating to Modaraba shall be final and be binding on all certificate holders and other persons dealing with the Company.</p>	Deleted	<p>Articles 103 to 113 (Deletions):</p> <p>To delete all articles related to Modaraba operations as they are no longer relevant to the company's proposed business following its de-registration as a Modaraba Company.</p>
104	<p>TRANSFER AND TRANSMISSION OF MODARABA CERTIFICATES</p> <p>The Company shall maintain a register of Modaraba Certificate Holders in the manner laid down in Section 147 of the Ordinance.</p>	–	
105	<p>Save as herein or in any regulations otherwise provided the Company shall be entitled to treat the registered holder of any Modaraba Certificates as the absolute owner thereof and accordingly shall not except as ordered by a court of competent jurisdiction or as by statute required be bound to recognize any equitable or other claim to or interest in such certificates on the part of any other person.</p>	–	
106	<p>The Company may on giving seven days previous notice by advertisement in some newspaper circulating in the neighborhood of the office close the transfer book and register of Modaraba Certificate Holders during such time as the</p>	–	

TABLE A-2

	Directors think fit not exceeding in the whole forty five days in each year and not exceeding fifteen days at any one time.		
107	No transfer shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company alongwith the relative Modaraba Certificate.	-	
108	Every instrument of transfer shall be let at the office for registration accompanied by the Modaraba Certificate to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the Modaraba Certificates. A fee not exceeding Rs. 1/- may be charged for each transfer and shall if required by the Director be paid before the registration thereof.	-	
109	If the Directors refuse to register the transfer of any Modaraba Certificates they shall within two months from the date of which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of the refusal indicating the reason for such refusal.		
110	The legal heirs of a deceased Modaraba Certificate Holders according to the Sharia, (not being one of several joint-holders) shall be the only persons recognized by the Company, as having title to the Modaraba Certificates registered in the name of such certificate-holder and in the case of death of one or more of the joint holders of any registered Modaraba Certificates, the survivors shall be the only persons recognized by the Company as having any title to or interest in such Modaraba Certificates.	-	
111	Any person become entitled to Modaraba Certificate in consequence of the death or bankruptcy of any Modaraba Certificate Holder upon producing such evidence that he sustain the character in respect of which he proposes to act under this clause and of his title thereto as the Directors think sufficient may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as Modaraba Certificate-Holder in respect of such Modaraba Certificates or may subject	-	

TABLE A-2

	to the regulations as to transfer hereinbefore contained transfer such Modaraba Certificates.		
112	The Directors shall have the same right to refuse to register a person entitled by transmission to any Modaraba Certificates or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.	-	
113	<p style="text-align: center;">NOTICES</p> The provisions relating to notice herein-contained shall apply mutates mutinies to Modaraba Certificate Holders.	-	

غیر معمولی جنرل میٹنگ کا نوٹس

ایل ایس ای کیپیٹل لیمنڈ ("کمپنی") کے ممبران کو مطلع کیا جاتا ہے کہ اس کی منظوری پر بورڈ آف ڈائریکٹرز، ایک غیر معمولی جنرل میٹنگ ("ای او جی ایم") (کمپنی کا انعقاد کیا جائے گا۔ پھر، اپریل 6، 2026ء، صبح 09:00 بجے کمپنی کے رجسٹرڈ آفس میں (اور ویڈیو کانفرنسنگ کے ذریعے) درج ذیل کاروبار کو لین دین کرنے کے لیے:

عام کاروبار

- 1 - 27 نومبر 2025 کو منعقدہ سالانہ جنرل میٹنگ کے منٹس کی تصدیق۔
 - 2 - کمپنیز ایکٹ 2017 کے سیکشن 159 اور 161 کی دفعات کے مطابق تین (3) سال (2026-2029) کی مدت کے لیے کمپنی کے بورڈ آف ڈائریکٹرز کے ذریعے مقرر کردہ سات (7) ڈائریکٹرز میں سے چھ (6) ڈائریکٹرز کا انتخاب۔
مندرجہ ذیل ریٹائر ہونے والے ڈائریکٹرز بھی دوبارہ انتخاب کے اہل ہیں:
- 1) جناب شعیب میر (2) جناب آفتاب احمد (3) محترمہ آسیہ ریاض
4) حافظ مدثر عالم (5) جناب محمد اقبال (6) جناب رحمان الحق (7) محترمہ شائلہ صدیقی

خصوصی کاروبار

3. مجوزہ خصوصی قراردادوں پر غور اور اپنانا اور ان کی منظوری، کسی ترمیم کے ساتھ یا اس کے بغیر، درج ذیل امور سے نمٹنے کے لیے:
- (1) میورنڈم اینڈ آرٹیکلز آف ایسوسی ایشن (ایم او اے - اے او اے) میں تبدیلیاں / ترمیم اور کمپنی کے نظر ثانی شدہ ایم او اے - اے او اے کو اپنانا، جیسا کہ اس نوٹس کے ساتھ منسلک جدول اے 1 اور اے 2 میں فراہم کیا گیا ہے، خاص طور پر درج ذیل تبدیلیوں کے لیے:

- ا. میورنڈم اور آرٹیکلز آف ایسوسی ایشن کے مقصد کی شق میں تبدیلیاں
- ب. کمپنی کے مجاز سرمائے میں اضافہ
- ت. ایسوسی ایشن آف سکیم کی اجازت
- ث. PKR 100 ملین کے جزوی طور پر قابل تلافی حصص کا اجراء

- (2) کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت LSE SPAC-I لمیٹڈ میں PKR 100 ملین کی سرمایہ کاری کے لیے خصوصی قراردادوں کی منظوری / توثیق، اور اس نوٹس کے ساتھ منسلک تفصیل کے مطابق، PKR 600 ملین سے زیادہ نہ ہونے والے ایسوسی ایشن میں سرمایہ کاری / فنانسنگ کے لیے۔
- (3) کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت LSE SPAC-II لمیٹڈ میں PKR 110 ملین تک کی سرمایہ کاری کی منظوری۔
- (4) قراردادوں کو فعال کرنے / نافذ کرنے کی منظوری۔

یہ ایجنڈا، عام اور خاص کاروبار کے نوٹس کے ساتھ، کمپنی کی ویب سائٹ پر بھی رکھا جا رہا ہے (<http://www.lse.com.pk>) ممبران کی معلومات کے لیے۔

کمپنی سیکرٹری

محمد سجاد حیدر | ای میل | sajjad@lse.com.pk : سیل نمبر: +92 321 4693229

تاریخ: 16 مارچ 2026

عام اور خصوصی کاروبار پر نوٹس
اور کمپنیز ایکٹ کے سیکشن 134(3) کے تحت مادی حقائق کا بیان

اس کے ساتھ دیے گئے نوٹس اور بیانات، عام حاضری اور میٹنگ کے تقاضوں کے انعقاد کے علاوہ، میٹنگ میں خصوصی کاروبار کے لیے متعلقہ مادی حقائق بھی فراہم کرتے ہیں۔

عمومی نوٹس

1- کتاب کی بندش

کمپنی کی حصص کی منتقلی کی کتابیں بند رہیں گی، اور رجسٹریشن کے لیے حصص کی کوئی منتقلی قبول نہیں کی جائے گی۔ 31 مارچ 2026 سے 6 اپریل 2026 تک (دونوں دن شامل ہیں)۔ کمپنی کے شیئرز رجسٹرار کے دفتر سے موصول ہونے والی کوئی بھی منتقلی کی درخواست (یعنی، M/s. F.D رجسٹرار سروسز/پرائیویٹ) لمیٹڈ، 17 ویں منزل، صائمہ ٹریڈ ٹاور A, I.I. - چندریگر روڈ، کراچی (کاروبار کے اختتام پر 30 مارچ 2026 EOGM میں حاضری کے مقصد سے بروقت علاج کیا جائے گا۔

2. دلچسپی کا اعلان

موجودہ ڈائریکٹرز عام کاروبار میں اس حد تک دلچسپی رکھتے ہیں کہ وہ کمپنی کے ڈائریکٹرز کے طور پر دوبارہ انتخاب کے اہل ہیں۔

3. اجلاس میں شرکت

(1) افراد کے معاملے میں، متعلقہ اکاؤنٹ ہولڈر یا ذیلی اکاؤنٹ ہولڈر اپنے ہولڈنگ کے CDC اسٹیٹمنٹ کے ساتھ، اصل کمپیوٹرائزڈ قومی شناختی کارڈ دکھا کر میٹنگ میں شرکت کر سکتے گا (CNIC) یا میٹنگ میں شرکت کے وقت اصل پاسپورٹ۔
(2) ایک کارپوریٹ ادارے کی صورت میں، حاضری کے لیے بورڈ آف ڈائریکٹرز کی جانب سے ریزولوشن/پاور آف اٹارنی سمیت اجازت نامے کے ساتھ نامزد کے نمونے کے دستخطوں کی ضرورت ہوگی۔

4. پراسی/اختیارات

(1) ای او جی ایم میں شرکت کرنے اور ووٹ دینے کا حقدار رکن کو اس کی بجائے کسی دوسرے رکن کو شرکت کرنے اور ووٹ دینے کے لیے اپنا پراسی مقرر کرنے کا حق ہے۔
(2) پراسی کا نمونہ اور ای او جی ایم کے لیے اجازت کے فارم کمپنی کی ویب سائٹ پر رکھ دیے گئے ہیں (<http://www.lse.com.pk>) اور میٹنگ کے نوٹس کے ساتھ بھی منسلک ہے۔
(3) پراسی، مؤثر ہونے کے لیے، میٹنگ کے انعقاد کے وقت سے کم از کم 48 گھنٹے پہلے کمپنی کے رجسٹرار آفس میں موصول ہونا ضروری ہے۔ سی ڈی سی اکاؤنٹس ہولڈرز کو مزید ہدایات پر عمل کرنا ہوگا جیسا کہ 26 جنوری 2000 کو ایس ای سی پی کے جاری کردہ سرکلر 1 میں بیان کیا گیا ہے۔
(4) پراسی فارم کی گواہی دو افراد دیں گے جن کے نام، پتے اور CNIC نمبر منسلک فارم میں درج ضروریات کے مطابق فارم پر درج ہوں گے۔ مزید برآں، فائدہ اٹھانے والے مالکان اور پراسی کے CNIC یا پاسپورٹ کی تصدیق شدہ کاپیاں پراسی فارم کے ساتھ پیش کی جائیں گی۔
(5) پراسی میٹنگ کے وقت اپنا اصل CNIC یا اصل پاسپورٹ پیش کرے گا۔
(6) کارپوریٹ اداروں کے معاملے میں، متعلقہ ممبر اس کے بجائے متعلقہ بورڈ آف ڈائریکٹرز سے ایک قرارداد/پاور آف اٹارنی کے ساتھ، نامزد شخص کے نمونے کے دستخط کے ساتھ اجازت نامہ جمع کر سکتا ہے۔

5- ای ووٹنگ اور پوسٹل بیلت کے ذریعے ووٹنگ

کمپنیز (پوسٹل بیلت) ریگولیشنز، 2018 ("ضابطے") کے مطابق، جس میں 05 ستمبر 2022 کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") کے ذریعے جاری کردہ نوٹیفیکیشن کے ذریعے ترمیم کی گئی ہے، کمپنی الیکٹرانک ووٹنگ کی سہولت کے ذریعے ووٹ ڈالنے کا حق فراہم کرے گی۔ مذکورہ ضوابط میں شامل تقاضے اور طریقہ کار کمپنیز ایکٹ 2017 کے سیکشن 143 اور 144 کے تقاضوں سے مشروط ہے۔

6- آن لائن میٹنگ کانک

آن لائن میٹنگ کانک اور لاگ ان کی اسناد صرف ان ممبران/پراسی کے ساتھ شیئرز کی جائیں گی جن کی ای میل، تمام مطلوبہ تفصیلات پر مشتمل، دیے گئے ای میل ایڈریس (sajjad@lse.com.pk) پر شام 05:00 بجے تک موصول ہو جاتی ہیں۔ جمعہ، 3 اپریل، 2026 کو۔

عام کاروبار

ایجنڈا: ڈائریکٹرز کا انتخاب

1- بورڈ کی تشکیل اور ڈائریکٹرز کا انتخاب

(1) کمپنیز ایکٹ-2017 (ایکٹ) کے سیکشن 159(1) اور کمپنی کے آرٹیکلز آف ایسوسی ایشن کے آرٹیکل 53 کے لحاظ سے، بورڈ نے 27 فروری کو منعقدہ اپنے اجلاس میں 2026ء، نے ڈائریکٹرز کی تعداد سات (7) پر مقرر کی ہے اور بورڈ کی اگلی مدت (2026-2029) کے لیے مندرجہ ذیل تشکیل کی منظوری دی ہے:-

- تین (3) شیئر ہولڈر/نان ایگزیکٹو ڈائریکٹرز، بشمول کم از کم ایک خاتون ڈائریکٹر۔
- تین (3) آزاد ڈائریکٹرز، بشمول کم از کم ایک خاتون ڈائریکٹر۔

• چیف ایگزیکٹو آفیسر ایک معاہدے کے تحت تین سال کی مدت کے لیے انتخاب کے بعد منتخب بورڈ کے ذریعے مقرر کیا جائے گا۔

(2) انتخاب کے لیے رضامندی دینے والے فطری فرد کو اپنی رضامندی جمع کروانے کے وقت کمپنی کارکن ہونا چاہیے، سوائے اس شخص کے جو کسی رکن کی نمائندگی کرتا ہو، جو کہ فطری فرد نہیں ہے۔

(3) ایکٹ کے سیکشن 159(3) کے مطابق، کوئی بھی ممبر جو ڈائریکٹر کے دفتر کے لیے الیکشن لڑنا چاہتا ہے، چاہے وہ ریٹائر ہونے والا ڈائریکٹر ہو یا بصورت دیگر، کمپنی سیکرٹری کے پاس فائل کرنا ضروری ہے، میٹنگ کی تاریخ سے چودہ (14) دن پہلے جس میں انتخابات ہونے ہیں، اس کے/اس کے ارادے کا ایک نوٹس اس کے بعد الیکشن کمیشن کے دفتر میں بطور ڈائریکٹر الیکشن کے لیے ایک ساتھ جمع کرایا جائے گا۔ 23 مارچ 2026 کو یا اس سے پہلے دی ایکٹیوٹیج حب، ایل ایس ای پلانز، 19- کشمیر ایجر ٹن روڈ، لاہور میں واقع کمپنی:

- ا. کمپنیز ایکٹ 2017 کے سیکشن 159(3) کے مطابق دفتر آف ڈائریکٹرز کے انتخاب کے لیے خود کو پیش کرنے کے اس کے ارادے کا نوٹس۔
- ب. کمپنیز ریگولیشنز 2024 کے فارم-9 کے ضمیمہ پر بطور ڈائریکٹر کام کرنے کی رضامندی، جیسا کہ کمپنیز ایکٹ، 2017 کی دفعہ 167(1) کے تحت ضروری ہے۔
- ت. سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کی طرف سے جاری کردہ SRO 1196(I)/2019 مورخہ 3 اکتوبر 2019 کے مطابق کمپنی کی ویب سائٹ پر تعیناتی کے لیے اس کے دفتر کے پتے کے ساتھ ایک تفصیلی پرو فائل۔
- ث. فہرست کمپنیوں (کوڈ آف کارپوریٹ گورننس) کے ضوابط، 2019 (کوڈ) اور اہلیت کے معیار کی تعمیل کی تصدیق کرنے والا اعلامیہ، جیسا کہ کمپنیز ایکٹ، 2017 کی دفعہ 153 کے تحت مقرر کیا گیا ہے، ایکٹ کی کوئی دوسری شق اور قابل اطلاق قوانین اور کمپنی کے ڈائریکٹرز کے بطور ڈائریکٹرز یا ضوابط فہرست میں شامل ہیں۔
- ج. CNIC اور NTN کی تصدیق شدہ کاپی۔
- ح. آزاد ڈائریکٹرز کے لیے، کوئی بھی شخص جو سیکشن 153 کے تحت اہل ہے اور ایکٹ کی دفعہ 166 کے تحت معیارات پر بھی پورا کرتا ہے، اور کمپنیز (آزاد ڈائریکٹرز کا انتخاب اور انتخاب) ریگولیشنز 2018 (انڈیپینڈنٹ ڈائریکٹرز ریگولیشنز)، ایک آزاد ڈائریکٹر کے طور پر منتخب ہونے کے لیے نامزدگی جمع کرا سکتا ہے۔ ایک آزاد ڈائریکٹر کے طور پر الیکشن لڑنے کا ارادہ رکھنے والے امیدواروں کو درج ذیل اضافی دستاویزات جمع کرانے کی ضرورت ہے:

- i. لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کے ضابطہ 6(3) کے تحت آزادی کا اعلان۔
- ii. غیر عدالتی اسٹامپ پیپر پر وعدہ کرنا کہ وہ کمپنیز (آزاد ڈائریکٹرز کا طریقہ اور انتخاب) ریگولیشنز، 2018 کے ضابطہ 1(4) کے تقاضوں کو پورا کرتا ہے۔

2. کمپنیز ایکٹ، 2017 کے سیکشن 159 کے مطابق آزاد ڈائریکٹرز کا انتخاب بھی کیا جائے گا، جو کمپنیز ایکٹ، 2017 کے سیکشن 166، اور کمپنیز (آزاد ڈائریکٹرز کا انتخاب اور طریقہ کار) ریگولیشنز، 2018 کے تحت مقرر کردہ معیار پر پورا اترتے ہیں۔

تاہم، کمپنیز ایکٹ، 2017 کے سیکشن 166(1) کے تحت قانون کے تحت آزاد ڈائریکٹرز کی تقرری کے لیے کسی شخص کو منتخب کرنے سے پہلے مناسب مستعدی کے لیے ذمہ داری کے استعمال کی ضرورت کے مطابق، بورڈ، تاریخ کے سرکلر کے ذریعے قرارداد کے ذریعے 11 مارچ 2026 نے PICG ڈیٹا بینک سے درج ذیل افراد کا انتخاب کیا ہے جس میں ان افراد کے نام، پتے اور اہلیت شامل ہیں جو اہل اور آزاد ڈائریکٹر کے طور پر کام کرنے کے خواہشمند ہیں۔ خود مختار ڈائریکٹرز کے طور پر تقرری کے لیے درج ذیل تقرریوں میں سے ہر ایک کو منتخب کرنے کا جواز یہ ہے کہ ہر ایک کے پاس اعلیٰ ساکھ ہے اور اس کے پاس لسٹڈ کمپنیوں میں خود مختار ڈائریکٹر ہونے کا مناسب تجربہ ہے:

(1) جناب شعیب میر

جناب شعیب میر پاکستان ایڈمنسٹریٹو سروس سے ایک ریٹائرڈ پاکستانی سرکاری ملازم ہیں اور انہیں دسمبر 2017 میں وفاقی سیکرٹری کے عہدے پر ترقی دی گئی تھی۔ ان کے ممتاز کیریئر میں چیف سیکرٹری بلوچستان، سیکرٹری تعلیم پاکستان، اور چیئرمین سٹیٹ لائف انشورنس کارپوریشن آف پاکستان کے ساتھ ساتھ ایڈیشنل سیکرٹری، اسٹیبلشمنٹ ڈویژن اور بلوچستان کے پرنسپل سیکرٹری کے طور پر تقرریاں شامل ہیں۔

انہوں نے ایم بی بی ایس کی ڈگری حاصل کی، ہارورڈ کینیڈی اسکول، بوسٹن سے ڈپلومہ، اور پاکستان انسٹی ٹیوٹ آف کارپوریٹ گورننس سے ڈائریکٹرز سند یافتہ ہیں۔

(2) جناب رحمن الحق

جناب رحمان، گوجرانوالہ کے علاقے کے نامور کاروباری خاندان سے وابستہ ہیں جو کہ 3 دہائیوں سے زائد عرصے سے سٹینٹلس سٹیل کی صنعت میں پس منظر رکھتے ہیں۔ برنس ایڈمنسٹریشن میں بچکر کرنے کے بعد، اس نے اپنے خاندانی کاروبار کو جوائنٹ کیا اور رحمن انٹرنیشنل کی بنیاد رکھی جو اب قومی اور بین الاقوامی سطح پر سٹینٹلس سٹیل کی صنعت کے سامنے ہے۔ مختلف عوامی اور فلاحی اداروں میں بورڈ ممبر کے طور پر کام کرنے کے ذریعے 10 سال سے زیادہ کی قیادت کی کامیابی۔ وہ آل پاکستان سٹینٹلس سٹیل امپورٹرز اینڈ ٹریڈرز ایسوسی ایشن، ابراہیم ٹرسٹ آئی ہسپتال، گوجرانوالہ کے چیئرمین ہیں۔ وہ گوجرانوالہ جیمبر آف کامرس اینڈ انڈسٹری کے نائب صدر رہ چکے ہیں اور پی ایچ اے گورنمنٹ کے بورڈ آف گورنرز کے ممبر بھی مقرر ہوئے۔ پنجاب کے

(3) محترمہ عامر عامر

محترمہ عامر ایک سی ایس ایس آفیسر ہیں جنہوں نے 1996 میں کسٹمز گروپ کے لیے سول سروسز کا امتحان پاس کیا۔ انہوں نے کسٹمز انتظامیہ، کارپوریٹ امور، حکومتی تعلقات، ریگولیٹری تعمیل، انٹیلی جنس اور نفاذ کے محکموں میں 27 سال کے ممتاز تجربے کے ساتھ ایک سینئر گورنمنٹ ایگزیکٹو کے طور پر خدمات انجام دیں۔ وہ پیچیدہ قومی اقدامات کی قیادت کرنے، مالیاتی اور تجارت پر مبنی جرائم کا مقابلہ کرنے اور ملکی اور بین الاقوامی اسٹیک ہولڈرز کے ساتھ موثر شراکت داری کے لیے پہچانی جاتی ہیں۔ اس وقت وہ پاکستان کسٹمز میں ڈائریکٹر جنرل انٹیکسپوٹل پراپرٹی رائٹس انفورسمنٹ کے طور پر خدمات انجام دے رہی ہیں۔ انہیں ڈائریکٹر، انٹیلی جنس اینڈ انویسٹی گیشن، پاکستان کسٹمز اور ایف بی آئی اور پاکستان ایڈمی آف کسٹمز کی ڈائریکٹر بھی تعینات کیا گیا ہے۔

3. امیدواروں اور انتخابات کی حتمی فہرست: ایکٹ کے سیکشن 159(4) کی تعمیل میں، مقابلہ کرنے والے امیدواروں کی حتمی فہرست 30 مارچ 2026 کو اخبارات میں شائع کی جائے گی، جو کہ مذکورہ میٹنگ کی تاریخ سے سات (7) دن پہلے نہیں ہوگی۔ اگر امیدواروں کی تعداد پُر ہونے والی ڈائریکٹرشپ کی تعداد کے برابر ہے تو کوئی الیکشن نہیں ہوگا۔ اگر کسی بھی زمرے (شیر، ہولڈر/نان ایگزیکٹو، آزاد اور خواتین کیٹیگریز) میں مقابلہ کرنے والے امیدواروں کی تعداد بھری جانے والی ڈائریکٹرشپ کی تعداد سے زیادہ ہے، تو صرف اسی زمرے کے لیے الیکشن کرایا جائے گا۔

4. سکروٹائزر کی تقرری: کمپنی (پوسٹل بیٹ) ریگولیشن، 2018 (ریگولیشنز) کے ضابطہ 11 کے مطابق، کمپنی کے بورڈ نے M/s. الیاس سعید اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس، ایک QCR ریڈیٹڈ آڈٹ فرم، میٹنگ میں ڈائریکٹرز کے انتخاب اور دیگر خصوصی کاروبار کے لیے کمپنی کے سکروٹائزر کے طور پر کام کرنے کی اور ضابطوں کے ضابطہ 11 A میں بیان کردہ دیگر ذمہ داریاں نبھانے کے لیے۔

خصوصی کاروبار:

ایجنڈا نمبر 3: مجوزہ خصوصی قراردادوں پر غور اور اپنانا اور ان کی منظوری، کسی ترمیم کے ساتھ یا اس کے بغیر، درج ذیل امور سے نمٹنے کے لیے:

(1) میمورنڈم اور آرٹیکلز آف ایسوسی ایشن (ایم او اے) - اے او اے (میں تبدیلیاں) ترمیم اور کمپنی کے نظر ثانی شدہ ایم او اے - اے او اے کو اپنانا، جیسا کہ اس نوٹس کے ساتھ منسلک جدول اے

1 - اور اے 2 میں فراہم کیا گیا ہے، خاص طور پر درج ذیل تبدیلیوں کے لیے:

- ایمورنڈم اور آرٹیکلز آف ایسوسی ایشن کے مقصد کی شرح میں تبدیلیاں
- کمپنی کے مجاز سرمائے میں اضافہ
- میلٹریٹسٹاک آپشن سکیم کی اجازت
- PKR 100 ملین کے جزوی طور پر قابل تلافی حصص کا اجراء

(2) کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت LSE SPAC-I لمیٹڈ میں PKR 100 ملین کی سرمایہ کاری کے لیے خصوصی قراردادوں کی منظوری/توثیق، اور اس نوٹس کے ساتھ منسلک

تفصیل کے مطابق، PKR 600 ملین سے زیادہ نہ ہونے والے ایسوسی ایشن میں سرمایہ کاری/فنانسنگ کے لیے۔

(3) کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت LSE SPAC-II لمیٹڈ میں PKR 110 ملین تک کی سرمایہ کاری کی منظوری۔

(4) قراردادوں کو فعال کرنے/نافذ کرنے کی منظوری۔

قرارداد (1) کے لیے نوٹس

1- نئے مضاربہ کو شروع کرنے کے ساتھ ساتھ مضاربہ کی انتظامی سرگرمیوں کے خاتمے کے لیے مختلف چیلنجوں کو پیش نظر، کمپنی کے بورڈ نے 22 دسمبر 2025 کو سرکلر کے ذریعے قرارداد کے ذریعے مضاربہ منجمنٹ کمپنی (MMC) کے طور پر کام کرنے کے لیے اپنے لائسنس کی رضاکارانہ سرنڈر/ڈی-رجسٹریشن کا فیصلہ کیا تھا، جسے سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) نے جاری کیا تھا۔ SECP کے مضاربہ کمپنیوں کے رجسٹر انے اپنے خط نمبر SECP/M/RS/LSE/05/264 مورخہ 4 مارچ 2026 کے ذریعے، مضاربہ منجمنٹ کمپنی کی رضاکارانہ ڈی-رجسٹریشن کے لیے LSE کیپیٹل لمیٹڈ کی درخواست کو قبول کر لیا ہے اور Modaraba companies کی دفعات کے تحت فوری اثر کے ساتھ آرڈیننس، 1980۔ کمپنی کی منظوری کو عملی جامہ پہنانے کے لیے، کمپنی کے میمورنڈم آف ایسوسی ایشن کے اعتراض کی شق میں کچھ تبدیلیاں کرنے کی ضرورت ہے جیسا کہ اس ایجنڈے کے ساتھ منسلک مجوزہ قراردادوں میں دیا گیا ہے۔ مزید برآں، منسوخ شدہ کمپنیز آرڈیننس، 1984 کے موجودہ حوالوں کو بھی قابل اطلاق کمپنیز ایکٹ، 2017 کے مطابق تبدیل کرنے کی ضرورت ہے۔ اس کے مطابق، "مضاربہ منجمنٹ" یا متعلقہ سرٹیفکیٹ ہولڈر کے حقوق کے حوالے سے تمام حوالوں کو حذف کرنے کی ضرورت ہے تاکہ کمپنی کے آئینی دستاویزات کو مربوط اور پیشہ ورانہ طور پر ہم آہنگ رہنے کو یقینی بنایا جاسکے۔

2. مزید برآں، کمپنی کے میمورنڈم آف ایسوسی ایشن میں کچھ دیگر تبدیلیاں بھی کرنے کی ضرورت ہے، جو منسلک میں دی گئی ہیں۔ ٹیکل 1- اور 2، کمپنی کے شیئر ہولڈرز کے غور اور منظوری کے لیے۔

3. مجوزہ قراردادیں:

"اس کو حل کیا۔ سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کے رجسٹرڈ مضاربہ کی ہدایات کے مطابق بذریعہ خط نمبر SECP/M/RS/LSE/05/264 مورخہ 4 مارچ 2026، اور کمپنیز ایکٹ، 2017 کی دفعات کے مطابق، بی میں ترامیم، رد و بدل، اعتراضات اور شقوق میں ترمیم ایل ایس ای کیپیٹل لمیٹڈ کی ایسوسی ایشن اور کمپنی کا مجاز سرمایہ، جیسا کہ اس میں جامع تفصیل ہے ٹیکل A-1 اس قرارداد کے ساتھ منسلک ہے، اور اس کے ذریعے منظور شدہ ہیں۔

مزید یہ کہ حل کیا منسلک جدول 1- اور 2 کی منظوری کے ایک حصے کے طور پر، منسوخ شدہ کمپنیز آرڈیننس، 1984 کے تمام موجودہ حوالہ جات کو کمپنیز ایکٹ، 2017 کے ساتھ تبدیل کیا جائے گا اور اس کے ذریعے "مضاربہ منجمنٹ" یا متعلقہ سرٹیفکیٹ ہولڈر کے حقوق کے تمام حوالوں کو حذف یا متبادل کے طور پر تجویز کیا جائے گا تاکہ کمپنی کی دستاویز کو مکمل طور پر تشکیل دیا جاسکے۔

مزید یہ کہ حل کیا یہ منظوری خاص طور پر اور انفرادی طور پر کمپنی کی ایسوسی ایشن کے متعلقہ آرٹیکلز میں سے ہر ایک میں ترمیم اور تبدیلی کے لیے دی گئی ہے جیسا کہ میں فراہم کیا گیا ہے۔ ٹیکل A-2 اس کے ساتھ منسلک ہے، اسے کمپنیز ایکٹ، 2017، کمپنیز (حصص کے مزید اجراء) کے ضوابط، 2020، اور رائٹ آفر ریگولیشنز، 2022 کے ذریعے کنورٹڈ سیکیورٹیز کے اجراء کے تقاضوں کی مکمل تعمیل میں لانے کے لیے، جبکہ بورڈ آف ڈائریکٹرز کو تمام ضروری کارروائی کرنے کے لیے بالاختیار بناتے ہوئے:

(a) 3(1) میمورنڈم آف ایسوسی ایشن کے مقصد کی شق میں تبدیلیاں

(b) 3(1) کمپنی کے مجاز سرمائے میں اضافہ

(c) 3(1) ملاز میں اسٹاک آپشن اسکیم کے لیے اجازت

(d) 3(1) PKR 100 ملین کے جزوی طور پر قابل تلافی حصص کا اجراء

اس کو مزید حل کیا۔ کمپنی کے میمورنڈم کی موجودہ مقصد کی شق 1 کو درج ذیل کے ساتھ تبدیل کرنے کی منظوری دی جائے گی اور اس کے ذریعے دی گئی ہے:

" ایک مینوفیکچرنگ یا مارکیٹنگ، تقسیم، سروسنگ، مشاورتی اور سرمایہ کاری کے ادارے کے طور پر کام انجام دینا۔ "

اس کو مزید حل کیا۔ میمورنڈم آف ایسوسی ایشن کی شق V اور کمپنی کی ایسوسی ایشن کے آرٹیکلز کی شق 6 میں مندرجہ ذیل تبدیلیوں کے لیے منظوری دی جائے گی:

میمورنڈم آف ایسوسی ایشن کی شق:

V: "کمپنی کا مجاز سرمایہ ہے۔ روپے 2,600,000,000 (صرف دو ہزار پانچ سو ملین روپے)۔ اس کو تقسیم کیا گیا ہے۔ 400,000,000 (چار سو ملین) روپے کے عام حصص 5- ہر ایک، 20,000,000 (20 ملین) روپے کے ترجیحی حصص 5- ہر ایک، اور 5,000,000 (پانچ ملین) روپے کے جزوی طور پر قابل تلافی حصص 100- ہر ایک، ایسی ترجیحی، چھٹکارا، تبدیلی، موخر، اہل یا خصوصی حقوق، مراعات یا شرائط کے ساتھ جو کمپنی کے آرٹیکلز آف ایسوسی ایشن میں فراہم کی گئی ہیں یا ایکٹ کے مطابق۔

ایسوسی ایشن کے آرٹیکلز کی شق 6:

"شیئر کیپیٹل:

3. کمپنی کا مجاز سرمایہ ہے۔ روپے 2,600,000,000 (صرف دو ہزار پانچ سو ملین روپے)۔ اس کو تقسیم کیا گیا ہے۔ 400,000,000 (چار سو ملین) روپے کے عام حصص 5-ہر ایک، 20,000,000 (20 ملین) روپے کے ترجیحی حصص 5-ہر ایک، اور 5,000,000 (پانچ ملین) روپے کے جزوی طور پر قابل تلافی حصص 100-ہر ایک، ایسی ترجیحی، چھٹکارا، تبدیلی، موخر، اہل یا خصوصی حقوق، مراعات یا شرائط کے ساتھ جو کمپنی کے آرٹیکلز آف ایسوسی ایشن میں فراہم کی گئی ہیں یا ایکٹ کے مطابق۔

"مزید یہ کہ حل کیا کمپنی کی ایسوسی ایشن کے میمورنڈم اور آرٹیکلز میں درج ذیل قابل بنانے والی شق کو شامل کرنے کے لیے منظوری دی جاتی ہے اور اس کے ذریعے دی جاتی ہے:

"قابل اطلاق قانون اور کمپنی کے آرٹیکلز آف ایسوسی ایشن کے تابع، اور ملازمین، ڈائریکٹرز، افسران، کنسلٹنٹس، یا کمپنی کی اس کے ذیلی اداروں کے مشیروں کے فائدے کے لیے ملازم اسٹاک آپشن اسکیموں یا دیگر ایکویٹی پر مبنی ترجیحی انتظامات کو نافذ کرنا، اور شرائط و ضوابط کے ساتھ مشروط، حصص کو جاری کرنا، الاٹ کرنا یا گرانٹ کرنا، سیکیورٹیز کو شیئرز یا سبسکرائب کرنے کے اختیارات میں تبدیل کرنا۔ کمپنی، جیسا کہ بورڈ آف ڈائریکٹرز کے ذریعے طے اور منظور کیا جاسکتا ہے۔"

"مزید یہ کہ حل کیا کمپنی کے مجاز کمیٹی میں تبدیلی کے نتیجے میں، بورڈ آف ڈائریکٹرز کو 100 ملین روپے کے جزوی طور پر قابل تلافی حصص کی شکل میں جمع کرنے/جاری کرنے کی منظوری دی جائے گی۔ 100-ہر ایک، درج ذیل شرائط و ضوابط پر:

سیکورٹی کا نام - LSE Capital Limited : جزوی طور پر قابل تلافی حصص

1	سیکورٹی کی قسم اور متعلقہ ریگولیشنری دفعات	کے مطابق جاری کردہ جزوی طور پر قابل تلافی حصص (PRS) کمپنی ایکٹ، 2017 کا سیکشن 58، کمپنیز (حصص کا مزید اجراء) ریگولیشنز، 2020، کمپنیز ایکٹ، 2017، سیکشن 83 اور سیکیورٹیز ایکٹ، 2015 کی دیگر تمام قابل عمل دفعات، اور کوئی بھی دیگر قابل اطلاق قوانین، قواعد و ضوابط۔
2	لیویڈیشن کی صورت میں زائد اثاثوں میں شرکت	کوئی شرکت نہیں کی جائے گی جب تک کہ ایک متحرک واقعہ کے پیش آنے پر کمپنی کے عام حصص میں تبدیل نہ ہو جائے۔ تبادلوں پر، الاٹ شدہ عام حصص (قابل اطلاق تبادلوں کے تناسب کے مطابق جاری کیے گئے) پہلے سے موجود عام حصص کے ساتھ pari passu کی درج بندی کریں گے۔
3	ڈیویڈنڈ ریٹ (PKR) حصص	PRS پر منافع کو کمپنی کے عام حصص پر قابل ادائیگی ڈیویڈنڈز پر ترجیح دی جائے گی۔ بورڈ آف ڈائریکٹرز PRS پر عبوری ڈیویڈنڈ بھی ادا کر سکتا ہے۔
4	چھٹکارا	50 PKR فی شیئر کے ریڈیم اہل حصے تک جزوی طور پر بھنایا جاسکتا ہے۔
5	چھٹکارے کی شرح (PKR) حصص	پنی آرائس کا چھٹکارا صرف قیمت کے لحاظ سے ہوگا، ان کی مساوی / برائے نام قیمت سے، جاری کردہ حصص کی تعداد کو کم کیے بغیر۔ چھٹکارا صرف اس صورت میں کیا جاسکتا ہے جب کافی قابل تقسیم منافع، برقرار رکھی گئی آمدنی یا دیگر اجازت شدہ ذخائر دستیاب ہوں، اور ایسے اوقات میں، اتنی مقدار میں اور ایسی شرائط پر ہوں گے جن کا بورڈ آف ڈائریکٹرز اپنی مکمل صوابدید پر فیصلہ کر سکتا ہے۔
6	چھٹکارے کے لیے، کمپنی کیپٹل ریڈیمپشن ریڈر (CRR) یا دیگر غیر قابل تقسیم ریڈرز میں ریڈیم کی جانے والی برائے نام قدر کے برابر رقم منتقل کرے گی۔ CRR منافع کے لیے دستیاب نہیں ہوگا اور کمپنیز ایکٹ، 2017 اور کمپنیز (حصص کا مزید اجراء) ضوابط، 2020 کے تحت ادا شدہ حصص کیپٹل پر لاگو ہونے والی انہی پابندیوں کے ساتھ محفوظ کیا جائے گا۔	مخصوص متحرک واقعات کے رونما ہونے پر کمپنی کے عام حصص میں تبدیلی۔
7	تبادلوں کی شرح	ایک مخصوص نر گرنگ ایونٹ کے وقوع پزیر ہونے پر، ہر PRS کمپنی کے دس (10) مکمل ادا شدہ عام حصص میں تبدیل ہو جائے گا، خود بخود اور کسی مزید عمل کے بغیر یا اتنی زیادہ تعداد میں عام حصص میں تبدیل ہو جائے گا جس کا تعین بورڈ آف ڈائریکٹرز اپنی صوابدید پر کرے۔
8	کال آپشن کیش	اگر، اس طرح کے تبادلوں کے وقت، کسی بھی PRS کی بقایا برائے نام قدر جاری کیے جانے والے عام حصص کی مجموعی برائے نام قدر سے کم ہے، تو اس طرح کی کسی کو دستیاب ذخائر کے کیپٹل ایشن کے ذریعے پورا کیا جائے گا، بشمول کسی بھی کیپٹل ریڈیمپشن ریڈرز، شیئرز پر بیم، یا دیگر اجازت یافتہ ذخائر، جو ایکٹ 2 کے مطابق، حصص کا اجراء) ضوابط، 2020۔
		تبادلوں کا تناسب اور ایڈجسٹمنٹ کا طریقہ کار بغیر کسی امتیاز کے PRS کے تمام حاملین پر یکساں طور پر لاگو ہوگا۔
		تبادلوں کے تناسب کو اوپر دی گئی کم از کم تعداد سے زیادہ بڑھانے کے لیے بورڈ آف ڈائریکٹرز کا کوئی بھی فیصلہ حتمی اور پابند ہوگا، صرف عام اجلاس میں شیئرز ہولڈرز کی توثیق / منظوری، اور دیگر قابل اطلاق قانون کی تعمیل اور کافی ذخائر کی دستیابی سے مشروط ہوگا۔
		قابل اطلاق نہیں۔

9	پوٹ آپشن (کیش)	قابل اطلاق نہیں۔
10	برابر/برائے نام قدر (PKR/حصص)	PKR 100، تقسیم شدہ PKR 50: فی شیئر قابل تلافی حصہ اور PKR 50 فی شیئر کا قابل تلافی حصہ۔
11	بعد کے مسائل کے لیے برابر/برائے نام قدر (PKR/حصص)	اس کے بعد کے تمام مسائل ایک ہی طبقے کے شیئر ہولڈرز کے درمیان یکساں اور غیر امتیازی بنیادوں پر کیے جائیں گے، جیسا کہ قانون کی ضرورت ہے۔ PRS کا کوئی بھی اگلا ایڈیٹ سے جاری کردہ PRS کی بقا یا برائے نام قیمت فی شیئر کے برابر/برائے نام قدر پر کیا جائے گا (یعنی، PKR 100 کی اصل مساوی قیمت کسی بھی رقم سے کم جو پمپل سے چھڑائی گئی ہے)۔ اگر کمپنی اس بقا یا برائے نام قیمت سے زیادہ قیمت پر PRS جاری کرنے کا فیصلہ کرتی ہے، تو اضافی رقم شیئر پر بیمہ اکاؤنٹ میں جمع کر دی جائے گی، جو کمپنیز ایکٹ، 2017 اور کمپنیز (حصص کا مزید اجراء) ضوابط، 2020 کے مطابق برقرار رکھی جائے گی۔
12	کی طرف سے جاری	تمام موجودہ شیئر ہولڈرز کو رائٹ ایڈیٹ کی پیشکش۔ اگر حصص یافتگان کی طرف سے واضح طور پر فراہم اور منظور دی جاتی ہے، تو اسے حقوق کے علاوہ، مطلوبہ منظور یوں کے ساتھ بھی جاری کیا جاسکتا ہے۔
13	تینور	دائمی اس وقت تک جب تک کہ چھڑائی لیا جائے (ریڈیمپشن پورشن کے حوالے سے) اور/یا ڈیٹنگ ایونٹ پر عام حصص میں تبدیل نہ ہو۔
14	آلے کی درجہ بندی	اختیاری، اگر بورڈ آف ڈائریکٹرز کی طرف سے مقرر کیا جاتا ہے۔
15	مجموعی/غیر جمع	جزوی طور پر قابل تلافی حصص پر منافع ہوگا۔ غیر مجموعی، اور کوئی بھی ڈیویڈنڈ جس کا اعلان کسی مخصوص سال میں نہیں کیا گیا ہو لے جانے کے حق کے بغیر ختم ہو جائے گا۔
16	دوئنگ کے حقوق	ہر PRS ایک عام حصہ کے برابر دوئنگ کے حقوق لے گا، قطع نظر ادا شدہ یا بقا یا قیمت۔ حقوق، مراعات اور ذمہ داریاں دوسری صورت میں وہی ہوں گی جو عام شیئر ہولڈرز پر لاگو ہوتی ہیں۔
17	بعد کا اجراء	رائٹ ایڈیٹ کے ذریعے، رائٹ کے علاوہ (نقد یا ان قسم کے خلاف) یا شیئر ہولڈرز (عام اور پی آر ایس ہولڈرز دونوں) کو بونس ایڈیٹ کے ذریعے۔ حصص پر بیمہ بقا یا برابر/برائے نام قیمت کے علاوہ وصول کیا جاسکتا ہے، جیسا کہ بورڈ آف ڈائریکٹرز کے ذریعے طے کیا جاتا ہے۔
18	اس کے بعد جاری کرنے کی قیمت (PKR/حصص)	PRS کے حاملین یہاں واضح طور پر فراہم کردہ حقوق کے علاوہ درج ذیل حقوق کے حقدار ہوں گے۔ 1۔ کمپنی کی طرف سے اعلان کردہ حقوق کے مسائل میں حصہ لینے کا حق، چاہے وہ حصص کی شکل میں ہو یا دیگر سیکورٹیز۔ 2۔ مخصوص منافع وصول کرنے کا حق، کسی بھی شکل میں اسی کا اعلان کیا جاتا ہے۔ 3۔ کسی بھی نقد ڈیویڈنڈ کا کوئی حق نہیں جس کا اعلان کیا جائے اور صرف عام شیئر ہولڈرز کو ادا کیا جائے۔
19	کوئی اور حقوق	
20	PSX میں لسٹنگ	PRS پاکستان اسٹاک ایکسچینج کے مرکزی بورڈ میں درج ہوگا۔
21	شریعت کی تعمیل	اختیاری، اگر بورڈ آف ڈائریکٹرز کی طرف سے مقرر کیا جاتا ہے۔
22	ایڈیٹ سائز (PKR)	PKR 100 ملین مزید کوئی بھی اجراء کمپنی کے مجاز حصص کیپٹل تک ہو سکتا ہے جو کہ بورڈ آف ڈائریکٹرز کے ذریعے طے شدہ ایڈیٹ کی قیمت (بشمول کسی بھی حصص کے پر بیمہ) سے ضرب کر دی جائے۔ اگر اجراء حق، بونس، یا کسی اور طرح سے کیا گیا ہے تو مزید شیئر ہولڈرز کی منظوری کی ضرورت نہیں ہے۔
23	شارے کا سائز (نمبر)	کمپنی کے مجاز حصص کیپٹل تک، جیسا کہ بورڈ آف ڈائریکٹرز نے فیصلہ کیا ہے۔
24	درجہ بندی/ترتیب	حصص کی دیگر تمام کلاسوں پر ترجیح میں درجہ بندی کرتا ہے، لیکن کسی بھی محفوظ قرض کے ماتحت (بشمول فلوئنگ چارج کے ذریعے حاصل کردہ قرضے)۔
25	متحرک واقعات	1. کمپنی کو ختم کرنا (لازمی یا رضا کارانہ)۔ 2. کمپنی کے اثاثوں کے کسی بھی حصے پر وصول کنندہ، منتظم، یا اس کے مساوی کی تقرری۔

		3. کمپنی کا اپنا مقروض ادا کرنے میں تاخیر کی وجہ سے یہ واجب الادا ہے۔ 4. ناقابل تلافی حصے (PKR 10) میں فی شیئر برابر/برائے نام قدر کی کمی۔ 5. 10 عام حصص کی دی گئی تبدیلی کی شرح پر منظور شدہ PRS کو عام حصص میں تبدیل کرنے کے لیے بلائی گئی ایک عام میٹنگ میں کمپنی کے شیئر ہولڈرز (بشمول PRS ہولڈرز) کی طرف سے خصوصی قرارداد کے ذریعے منظوری۔
26	میٹنگ اور قراردادیں۔	چونکہ ووٹنگ کے حقوق PRS ہولڈرز کو بھی حاصل ہیں، اس لیے وہ عام اجلاسوں میں شرکت کے بھی حقدار ہوں گے بغیر ان کی طرف سے الگ الگ اجلاس بلانے یا قراردادیں منظور کرنے کی ضرورت۔ تاہم، پی آر ایس ہولڈرز کمپنیز ایکٹ 2017 کے مطابق اپنی جزل میٹنگیں بھی بلا سکتے ہیں اور قراردادیں پاس کر سکتے ہیں۔
27	دیگر اجراء	PRS بھی یونٹس کے ذریعے کمپنی کے عام حصص جاری کیے جاسکتے ہیں، اگر اس کا اعلان بورڈ آف ڈائریکٹرز کرتا ہے۔
28	جاری کرنے کی طاقت	پی آر ایس بورڈ آف ڈائریکٹرز کے کنٹرول میں ہوگا، جو کمپنیز ایکٹ، 2017، سیکورٹیز ایکٹ، 2015، کمپنیز ایکٹ، 2015، حصص کی شرائط اور ایسے وقتوں پر جو مناسب سمجھے جائیں، ایسے افراد، فرموں، یا کارپوریٹوں کو جاری، الاٹ، ضبط، حوالے، اصلاح، یا دوسری صورت میں تصرف کر سکتے ہیں۔ 2020
29	مجاز سرمایہ (PRS)	چھکار اور/یا تبدیلی کمپنی کے مجموعی مجاز سرمائے کو متاثر نہیں کرے گی۔

نوٹس برائے قرارداد 3(2)/3(3)

- یہ ایجنڈا متعلقہ کمپنیوں/متعلقہ فریقوں کے ساتھ لین دین سے متعلق ہے [کمپنیز ایکٹ 2017 کے سیکشن 199 کے ساتھ ساتھ کمپنیز کے ریگولیشن 5(5) کے تحت (ایسوسی ایٹڈ کمپنیوں یا ایسوسی ایٹڈ انڈر ٹیکنگز میں سرمایہ کاری) ریگولیشنز، 2017] P0R1 ملین کی سرمایہ کاری کی خصوصی قرارداد کی توثیق کے لیے SPAC-I لمیٹڈ، کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت، اور ایسے ایسوسی ایٹس میں سرمایہ کاری/فنانسنگ کے لیے جو PKR 600 ملین سے زیادہ نہ ہوں، جیسا کہ نوٹس کے ساتھ منسلک ٹیبل B میں شامل ہے۔ واضح رہے کہ یہ قراردادیں اس سے قبل کمپنی کے ممبران کی جانب سے منظور کی گئی تھیں لیکن ایک بار پھر توثیق کے لیے شیئر ہولڈرز کو بھیجا گیا ہے۔
- SRO 1240(1)/2017 مورخہ 6 دسمبر 2017 کے تحت کمپنیوں کے ضابطہ نمبر 3(3) (ایسوسی ایٹڈ کمپنیوں یا ایسوسی ایٹڈ انڈر ٹیکنگز میں سرمایہ کاری) ریگولیشنز، 2017 کی تعمیل کرتے ہوئے، کمپنی کے ڈائریکٹرز نے اس سے متعلقہ کمپنی کی تجویز کردہ سرمایہ کاری کے لیے اس سے متعلقہ کمپنی کو بھیجے کی سفارشات/سرمایہ کاری کے لیے مستعدی سے کام کیا ہے۔ ممبر کی منظوری مندرجہ ذیل جدول ایجنڈے کے آئٹمز 3.2 اور 3.3 میں تجویز کردہ مندرجہ بالا قراردادوں کا ایک لازمی حصہ بناتا ہے۔ واضح رہے کہ کمپنی کے کسی بھی ڈائریکٹر کو اس خصوصی کاروبار میں براہ راست یا بالواسطہ دلچسپی نہیں ہے سوائے اس کے کہ کمپنی کے ان کے شیئر ہولڈنگ/مینجمنٹ کنٹرول کی حد تک۔
- ہر قسم کی سرمایہ کاری کے لیے افکاشات:

(A) متعلقہ کمپنی یا اس سے وابستہ انڈر ٹیکنگ کے بارے میں

نمبر	ضرورت	معلومات
(i)	ایسوسی ایٹڈ کمپنی یا اس سے وابستہ انڈر ٹیکنگ کا نام	ایل ایس ای وی پی آر ایس لمیٹڈ ایل ایس ای سی ایل لمیٹڈ
(ii)	تعلق کی بنیاد	ایل ایس ای سی ایل کے 26.82% کے ساتھ وابستہ کمپنی۔ LSEVL کے 28% شیئر ہولڈنگ کے ساتھ وابستہ کمپنی۔ LSEFSL کی LSECL میں 5.5% شیئر ہولڈنگ ہے۔ مشترکہ ڈائریکٹر شپ مشترکہ ڈائریکٹر شپ
		LSE SPAC-II لمیٹڈ LSE SPAC-I لمیٹڈ LSECL کی مکمل ملکیتی کمپنی۔ مشترکہ ڈائریکٹر شپ LSECL کی مکمل ملکیتی کمپنی۔ مشترکہ ڈائریکٹر شپ LSECL میں 5.5% شیئر ہولڈنگ ہے۔ مشترکہ ڈائریکٹر شپ

			LSEVL کی LSECL میں 12% شیئر ہولڈنگ ہے۔ مشترکہ ڈائریکٹر شپ		
(iii)	پچھلے تین سالوں کی فی شیئر آمدنی	سال 2025: روپے 1.16 سال 2024: روپے 1.04 سال 2023: روپے 1.24	سال 2025: روپے 0.51 سال 2024: روپے 1.72 سال 2023: روپے 0.07	2025 میں تشکیل دیا گیا۔ سال 2025: روپے (1.43)	فروری 2026 میں تشکیل دیا گیا۔
(iv)	تازہ ترین آڈٹ شدہ مالیاتی گوشواروں کی بنیاد پر فی حصص کی بریک اپ ویلیو	روپے 30 جون 2025 تک -14.79	روپے 30 جون 2025 تک -12.81	روپے 30 جون 2025 تک -9.55	نئی تشکیل شدہ کمپنی
(v)	مالیاتی پوزیشن، بشمول مالیاتی پوزیشن کے بیان کی اہم اشیاء اور اس کے تازہ ترین مالی بیانات کی بنیاد پر منافع اور نقصان کے اکاؤنٹ	30 جون 2025 کو ختم ہونے والے سال کے لیے LSEVL کے آڈٹ شدہ مالیاتی گوشوارے دستیاب ہیں: http://www.lse.com.pk	30 جون 2025 کو ختم ہونے والے سال کے لیے LSEFSL کے آڈٹ شدہ مالیاتی بیانات دستیاب ہیں: http://www.lse.com.pk	30 جون 2025 کو ختم ہونے والے سال کے لیے LSE کے آڈٹ شدہ مالی بیانات دستیاب ہیں: http://www.lse.com.pk	نئی تشکیل شدہ کمپنی
(vi)	متعلقہ کمپنی یا اس سے وابستہ انڈر ٹیکنگ کسی پروجیکٹ کے سلسلے میں سرمایہ کاری کی صورت میں جس نے کام شروع نہیں کیا ہے،	قابل اطلاق نہیں۔	قابل اطلاق نہیں۔	قابل اطلاق نہیں۔	قابل اطلاق نہیں۔

(B) عمومی افکاشات:

(i)	سرمایہ کاری کی زیادہ سے زیادہ مجموعی رقم کی جانی ہے۔	روپے تک حصص کی خریداری کے لیے ایکویٹی سرمایہ کاری کے طور پر 600 ملین، حصص کے تصرف اور مجموعی طور پر کسی ایک یا زیادہ متعلقہ کمپنیوں کے لیے قلیل مدتی ترسے / پیش قدمی۔			
(ii)	مقصد، سرمایہ کاری کرنے والی کمپنی اور اس کے اراکین کو اس طرح کی سرمایہ کاری اور سرمایہ کاری کی مدت سے حاصل ہونے والے فوائد۔	کمپنی کی ورکنگ کیسٹبل کی ضرورت کو پورا کرنے کے لیے۔	کمپنی کی ورکنگ کیسٹبل کی ضرورت کو پورا کرنے کے لیے۔	کمپنی میں ابتدائی سرمایہ کاری اور پری IPO سرمایہ کاری کو مکمل کرنا۔	کمپنی میں ابتدائی سرمایہ کاری اور پری IPO سرمایہ کاری کو مکمل کرنا۔
(iii)	سرمایہ کاری کے لیے استعمال کیے جانے والے فنڈز کا ذریعہ اور جہاں قرضے لیے گئے فنڈز کا استعمال کرتے ہوئے سرمایہ کاری کا ارادہ ہے؛ (قرض کے ذریعے سرمایہ کاری کا جواز؛ (II) ضمانت کی تفصیلات، فراہم کردہ ضمانتیں اور ایسے فنڈز حاصل کرنے کے لیے گروئی رکھے گئے اثاثے؛ اور (III) لاگت کے فائدہ کا تجزیہ؛	اندرونی ذرائع سے۔	اندرونی ذرائع سے۔	اندرونی ذرائع سے۔	اندرونی ذرائع سے۔

			<p>(iv) مجوزہ سرمایہ کاری کے حوالے سے متعلقہ کمپنی یا متعلقہ انڈر ٹیکنگ کے ساتھ معاہدے کی نمایاں خصوصیات (اگر کوئی ہو)۔</p>
<p>کامن ڈائریکٹرز / شیئرز ہولڈنگ کی وجہ سے مندرجہ ذیل ڈائریکٹرز صرف متعلقہ کمپنیوں میں بالواسطہ دلچسپی رکھتے ہیں لیکن لین دین میں براہ راست کوئی دلچسپی نہیں رکھتے</p>	<p>کامن ڈائریکٹرز / شیئرز ہولڈنگ کی وجہ سے مندرجہ ذیل ڈائریکٹرز صرف متعلقہ کمپنیوں میں بالواسطہ دلچسپی رکھتے ہیں لیکن لین دین میں براہ راست کوئی دلچسپی نہیں رکھتے</p>	<p>مندرجہ ذیل ڈائریکٹرز صرف مشترکہ ڈائریکٹرز / حصص داری کی وجہ سے متعلقہ کمپنیوں میں بالواسطہ دلچسپی رکھتے ہیں لیکن لین دین میں براہ راست کوئی دلچسپی نہیں رکھتے:</p> <p>جناب آفتاب احمد محترمہ آسیہ ریاض محمد اقبال</p>	<p>(v) ڈائریکٹرز، اسپانسرز، اکثریتی حصص یافتگان اور ان کے رشتہ داروں کا براہ راست یا بالواسطہ مفاد، اگر کوئی ہے، البتہ ایس کی کمپنی یا اس سے منسلک انڈر ٹیکنگ یا زیر غور لین دین:</p>
<p>اس بات کی بھی تصدیق کی جاتی ہے کہ ماضی کے تمام لین دین مطلوبہ ریٹرن پر کیے گئے ہیں۔</p>	<p>اگر متعلقہ کمپنی یا اس سے منسلک انڈر ٹیکنگ میں کوئی سرمایہ کاری پہلے ہی کی جا چکی ہے تو، ایسی سرمایہ کاری کی کارکردگی کا جائزہ بشمول مکمل معلومات / کسی بھی خرابی یا رائٹ آف کا جواز۔</p>	<p>کسی بھی سرمایہ کاری میں کوئی خرابی یا رائٹ آف نہیں ہوا ہے۔ متعلقہ اداروں میں تمام سرمایہ کاری بازو کی لمبائی کی بنیاد پر کی گئی ہے۔ اس بات کی بھی تصدیق کی جاتی ہے کہ ماضی کے تمام لین دین مطلوبہ ریٹرن پر کیے گئے ہیں۔</p>	<p>(vi) اگر متعلقہ کمپنی یا اس سے منسلک انڈر ٹیکنگ میں کوئی سرمایہ کاری پہلے ہی کی جا چکی ہے تو، ایسی سرمایہ کاری کی کارکردگی کا جائزہ بشمول مکمل معلومات / کسی بھی خرابی یا رائٹ آف کا جواز۔</p>
<p>قابل اطلاق نہیں۔</p>	<p>قابل اطلاق نہیں۔</p>	<p>قابل اطلاق نہیں۔</p>	<p>(vii) لین دین کو سمجھنے کے لیے ممبران کے لیے ضروری کوئی اور اہم تفصیلات</p>

(b) ایکویٹی سرمایہ کاری کی صورت میں، ضابطہ 3 کے ذیلی ضابطہ (1) کی شق (a) کے تحت فراہم کردہ افکاشات کے علاوہ درج ذیل افکاشات کیے جائیں گے:-

<p>مارکیٹ کی قیمت یا چہرے کی قیمت۔ لین دین کو مارکیٹ کے سامنے ظاہر کیا جائے گا جب اور اس پر عمل کیا جائے گا۔</p>	<p>زیادہ سے زیادہ قیمت جس پر سیکیورٹیز حاصل کی جائیں گی۔</p>	<p>(i)</p>
<p>لین دین صرف مارکیٹ کی قیمت / فیس ویلیو پر</p>	<p>اگر قیمت خرید لسٹڈ سیکیورٹیز کی مارکیٹ ویلیو سے زیادہ ہے اور غیر لسٹڈ سیکیورٹیز کی صورت میں مناسب قیمت ہے تو اس کا جواز</p>	<p>(ii)</p>
<p>مارکیٹ کے حالات پر منحصر ہے۔</p>	<p>حاصل کی جانے والی سیکیورٹیز کی زیادہ سے زیادہ تعداد</p>	<p>(iii)</p>
<p>اگر حق حصص کے خلاف سبسکریپشن لینا ہے، تو یہ معلومات اسی کے مطابق فراہم کی جائیں گی۔</p>	<p>مجوزہ سرمایہ کاری سے پہلے اور بعد میں موجود سیکیورٹیز کی تعداد اور ان کا فیصد</p>	<p>(iv)</p>
<p>قابل اطلاق نہیں۔</p>	<p>موجودہ اور پچھلے بارہ ہفتوں کی وزنی اوسط مارکیٹ کی قیمت جہاں درج سیکیورٹیز میں سرمایہ کاری کی تجویز ہے؛ اور</p>	<p>(v)</p>
<p>قابل اطلاق نہیں۔</p>	<p>غیر لسٹڈ سیکیورٹیز میں سرمایہ کاری کے لیے ضابطہ 5 کی شرائط اور ذیلی ضابطہ (1) میں طے شدہ مناسب قدر</p>	<p>(vi)</p>

(c) قرض اور ایڈوانسز اور ضمانتوں کی صورت میں سرمایہ کاری کی صورت میں:

<p>صحیح پیشگی کے ذریعے سبسکریپشن کے ذریعے یا گھیل مدتی قرض / پیشگی کے طور پر سرمایہ کاری جو روپے سے زیادہ نہ ہو۔ مجموعی طور پر کسی ایک یا زیادہ متعلقہ کمپنیوں میں 600 ملین۔</p>	<p>(i) زمرہ دار سرمایہ کاری کی تعداد</p>
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(ii)	سرمایہ کاری کرنے والی کمپنی کی قرض لینے کی اوسط لاگت	LSEVL کی طرف سے کوئی قرضہ حاصل نہیں کیا گیا۔
(iii)	سود کی شرح، مارک اپ منافع، فیس یا کمیشن وغیرہ جو سرمایہ کاری کرنے والی کمپنی کے ذریعہ وصول کی جائے گی۔	6M KIBOR+1%
(iv)	مجوزہ سرمایہ کاری کے سلسلے میں کو لیٹرل یا سیکیورٹی کی تفصیلات حاصل کی جائیں۔	صحیح حصص کے ذریعے سبسکریپشن کی صورت میں کوئی ضمانت نہیں۔ قرض لینے والی کمپنی کی وصولیوں کی تفویض
(v)	اگر سرمایہ کاری تبادلوں کی خصوصیات رکھتی ہے:	تبادلوں کا کوئی اختیار نہیں۔
(vi)	قرض کی ادائیگی کا شیڈول اور شرائط و ضوابط یا متعلقہ کمپنی یا اس سے وابستہ انڈر ٹیکنگ کو دیے جانے والے قرضے	جیسا کہ اور جب ایڈوانس / قرض میں توسیع کی جائے گی، حسب روایت ادائیگی کے شیڈول پر اتفاق کیا جائے گا۔

5- مجوزہ قراردادیں:

" اس کو حل کیا۔ متعلقہ کمپنیوں / متعلقہ جماعتوں کے ساتھ کمپنی کی سرمایہ کاری / فنانسنگ کے لیے گزشتہ سالانہ جنرل میٹنگ میں دی گئی منظوری اس شرط کے ساتھ کہ کوئی بھی سرمایہ کاری (مارکیٹ کی قیمت / حق حصص کی رکنیت / ابتدائی سرمایے پر ایکویٹی کے خلاف، جیسا کہ معاملہ ہو) PKR 600 Mn سے زیادہ نہیں ہوگا، اور کوئی بھی ایڈوانس / فنانسنگ / قرض +6 KR ماہ کی شرح سے کم نہیں ہوگا۔ اسی طرح، کسی بھی متعلقہ کمپنی سے پہلے سے رکھی ہوئی ایکویٹی یا نوٹس / سٹاک کا کوئی تصرف مارکیٹ کی قیمت یا چارٹرڈ اکاؤنٹنٹس کی فرم کے ذریعہ تصدیق شدہ قیمت سے کم نہیں ہوگا اور اس کی توثیق کی جائے گی۔

مزید یہ کہ حل کیا کمپنیز ایکٹ، 2017 کے سیکشن 199 کے تقاضوں کے مطابق، کمپنی کا بورڈ / LSECL (کمپنی (اپنی 100% ملکیت والی ذیلی کمپنی LSE SPAC-I لمیٹڈ کی سرمایہ کاری کے لیے LSE SPAC-I لمیٹڈ کے ذریعے PKR 100 ملین (صرف ایک سو ملین روپے) تک کی سرمایہ کاری کرنے کا مجاز ہوگا۔ PSX پر محدود۔

قرارداد 3(3) کے لیے نوٹس

1- یہ ایجنڈا آئٹم کمپنیز ایکٹ، 2017 کے سیکشن 199 کے تحت منظوری کے حوالے سے مندرجہ بالا ایجنڈے کے تسلسل میں بھی ہے۔ اپنی نئی شامل کردہ 100% ملکیت والی ذیلی کمپنی، LSE SPAC-II Limited میں 110 ملین۔ اس سرمایہ کاری کا مقصد مستقبل قریب میں LSE SPAC-II کا آئی پی ایل لانچ کرنا ہے۔

2. مجوزہ قرارداد:

" اس کو حل کیا۔ کمپنیز ایکٹ، 2017 کے سیکشن 199 کے تقاضوں کے مطابق، کمپنی کا بورڈ / LSECL (کمپنی (اپنی 100% ملکیت والی ذیلی کمپنی LSE SPAC-IIX پر سرمایہ کاری کے لیے ابتدائی فہرست کے ذریعے PKR 110 ملین (صرف ایک سو ملین روپے) تک کی سرمایہ کاری کرنے کا مجاز ہے۔

قرارداد 3(4) کے لیے نوٹس

- 1- یہ قرارداد انتظامیہ کو اختیار دینے کے لیے تجویز کی جا رہی ہے کہ وہ تمام مجوزہ خصوصی قراردادوں کو شیئر ہولڈرز کی منظوری / منظوری کے بعد نافذ کرے۔
- 2- مجوزہ قرارداد:

6 اپریل کو منعقدہ EOGM میں کمپنی کے اراکین کی طرف سے خصوصی قرارداد کی منظوری کے بعد حل کیا گیا، 2026ء، کمپنی کے چیف ایگزیکٹو آفسر اور / یا کمپنی سیکرٹری کو اسکیل یا مشترکہ طور پر تمام ضروری، واقعاتی، اور ذیلی اقدامات اور اقدامات کرنے کا اختیار دیا گیا ہے، بشمول کسی بھی دستاویزات اور معاہدوں پر عمل کرنا جو اس سلسلے میں ضروری ہو، اور تمام اعمال، معاملات، اعمال، اور چیزوں کو انجام دینے کے لیے جو کہ اوپر بیان کردہ قراردادوں پر عمل درآمد کے لیے ضروری یا مناسب ہو۔

پراکسی فارم

میں/ہم، _____، زیر دستخطی رکن، ایل ایس ای کیبیسٹل لمیٹڈ کارکن ہونے کے ناطے، 6 اپریل 2026 کو منعقد ہونے والی کینی کی EOGM میں مجھے اور میری طرف سے ووٹ دینے کے لیے _____، زیر دستخطی پراکسی کو مقرر کرتا ہوں۔ اور/یا اس کے کسی بھی اتوا پر۔

پراکسی:	ممبر:
دستخط:	دستخط:
نام:	دستخط ختم
CNIC	50/- روپے کارپوریٹ سٹیپ
نمبر:	کینی کی ممبر سٹیپ
والد کا نام:	مقرر کرنے والے کا نام اور عہدہ:
پتہ:	CNIC نمبر:
تاریخ:	والد کا نام:
	پتہ:
	تاریخ:
	سی ڈی سی شرکت کنندہ ID نمبر:
	سی ڈی سی اکاؤنٹ / ذیلی اکاؤنٹ نمبر:
	رکھے گئے حصص کی تعداد:

گواہ 2: _____
دستخط: _____
نام: _____
CNIC نمبر: _____
پتہ: _____

گواہ 1: _____
دستخط: _____
نام: _____
CNIC نمبر: _____
پتہ: _____

نوٹس:

1. پراکسی، مؤثر ہونے کے لیے، میٹنگ کے انعقاد کے وقت سے 48 گھنٹے پہلے کمپنی کے رجسٹرڈ آفس میں موصول ہونے چاہئیں اور ان پر مستند مہر، دستخط اور گواہ ہونا ضروری ہے۔
2. CDC سینٹیفشل مالکان اور پراکسی ہولڈرز کو اپنی شناخت ثابت کرنے کے لیے اپنے کمپیوٹر ایزڈ قومی شناختی کارڈ (CNIC) / پاسپورٹ کو اصل میں لانا چاہیے اور پراکسی کی صورت میں، CDC سینٹیفشل مالکان اور پراکسی ہولڈرز کو چاہیے کہ وہ اپنے CNIC / پاسپورٹ کی ایک تصدیق شدہ کاپی پراکسی فارم کے ساتھ منسلک کریں۔
3. کارپوریٹ ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی نامزد شخص کے دستخط کے ساتھ (جب تک کہ یہ پہلے فراہم نہ کیا گیا ہو) پراکسی فارم کے ساتھ منسلک کیا جائے۔

Form of Proxy

I/We, _____, the undersigned member, being a member of LSE Capital Limited, hereby appoint _____, the undersigned proxy, as my/our proxy to vote for me/us and on my/our behalf at the EOGM of the Company to be held on April 6, 2026 and/or at any adjournment thereof.

<p><u>The Member:</u> Signature: _____</p> <div style="border: 1px solid black; width: 150px; height: 50px; margin: 10px auto; text-align: center; padding: 5px;"> Signature over Revenue Stamp of Rs. 50/- </div> <p style="text-align: center;">_____ Seal/Stamp of the Company Name and Designation of the Appointer:</p> <p>_____ CNIC No.: _____ Father's name: _____ Address: _____ Date: _____ CDC Participant ID No.: _____ CDC Account/Sub-Account No.: _____ No. of Shares held: _____</p>	<p><u>The Proxy:</u> Signature: _____ Name: _____ CNIC No.: _____ Father's name: _____ Address: _____ _____ Date: _____</p>
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Witness 1: _____
Signature: _____
Name: _____
CNIC No.: _____
Address: _____

Witness 2: _____
Signature: _____
Name: _____
CNIC No.: _____
Address: _____

Notes:

1. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
2. CDC beneficial owners and Proxy Holders must bring with them their Computerize National Identity Cards (CNIC)/Passports in original to prove his/her identity and in case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form.
3. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form.

AUTHORIZATION FOR CORPORATE MEMBER

(ON THE LETTERHEAD OF THE COMPANY)

Date: _____

The Secretary
LSE Capital Limited.
Lahore.

Sub: Authorization to attend the EOGM of LSECL on behalf of Body Corporate Member of LSECL

Dear Sir,

Please be informed that Mr./Mrs./Ms. _____, S/o W/o D/o _____, holder of CNIC No. _____, has been duly authorized by the Board of Directors of our company vide resolution dated _____ to participate and vote on resolutions included in the agenda of the notice of EOGM of LSE Capital Limited scheduled for April 6, 2026 or at any date adjourned/rescheduled thereof. Resolution of the Board dated _____ duly signed and stamped is attached herewith for reference and record.

Yours truly,

Authorized Signatory

Seal of the Company

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SPECIMEN RESOLUTION
(ON THE LETTERHEAD OF THE COMPANY)

The following resolution has been passed by the Board of Directors of (Name of the Company) in its meeting held on _____, at _____.

Resolved that Mr./Mrs./Ms. _____, S/o W/o D/o _____, be and is hereby authorized on behalf of the Company to participate and vote for resolutions included in the agenda of the notice of EOGM of LSE Capital Limited scheduled for April 6, 2026 or at any date adjourned/rescheduled thereof.

Certified True Copy.

Authorized Signatory

Seal of the Company