

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting (EOGM) of the **Trust Securities & Brokerage Limited** will be held on Wednesday, April 1, 2020 at 03:30 p.m. at the Registered Office situated at 401, 4<sup>th</sup> Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi to transact the following business:

### **Ordinary Business:**

1. To confirm minutes of the 26<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company held on Friday, October 25, 2019 at Karachi.
2. To elect seven (07) Directors of the Company for a period of three years commencing from April 1, 2020 in accordance with the provisions of the Companies Act 2017. The Board has fixed the number of Directors to be elected in their meeting at seven (07) in terms of Section 159(1) of the Companies Act 2017. The names of the retiring directors are given below:

- |                               |                             |
|-------------------------------|-----------------------------|
| 1. Ms. Zenobia Wasif          | 5. Mr. Junaid Shehzad Ahmad |
| 2. Mr. Abdul Basit            | 6. Mr. Zulfikar Ali Anjum   |
| 3. Mr. Muhammad Khurram Faraz | 7. Mr. Talha Muhammad Razi  |
| 4. Mr. Khizer Hayat Farooq    |                             |

The retiring directors are eligible to offer themselves for re-election.

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

***By order of the Board of Directors***

Sd/-  
**SYED MAQSOOD AHMAD**  
*Company Secretary*

Karachi: March 06, 2020

### **Notes:**

1. Any member who seeks to contest an election to the office of director shall, whether he/she is a retiring director or otherwise, file with the Company at its **Registered Office located at 401, 4<sup>th</sup> Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi** not later than 14 days before the date of Extraordinary General Meeting, a notice of his/her intention to offer himself/herself for election as a director in accordance with provisions of the Companies Act. 2017 alongwith the following documents and information:
  - a. His/her Folio No./CDC Investor Account No. / CDC Participant No./Sub-Account No.
  - b. Consent to act as director on Form 28 under Section 167 of the Companies Act. 2017.
  - c. A detailed profile alongwith his/her office address for placement on website of the Company.
  - d. An attested copy of valid Computerized National Identity Card.
  - e. A declaration stating the qualifications to become director of the Company under applicable laws and regulations.
  - f. A declaration under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (Applicable in case of consent to act as Independent director only).
  - g. Detail of other directorship and offices held, if any.
2. The register of members and share transfer books of the Company will remain closed from March 25, 2020 to April 1, 2020 (both days inclusive) Transfers received at the office of **Share Registrar of the Company. M/s. Hameed Majeed Associates (Pvt.) Limited, H.M. House, 7-Bank Square, Lahore.** upto the close of business on March 24, 2020 will be treated in time for entitlement to attend and vote at the Extraordinary General Meeting.
3. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote on his/her behalf. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority shall be deposited at Registered office of the Company duly stamped & signed not less than 48 hours before the time of meeting.
5. **Consent for Video Conference Facility:**  
Pursuant to the provisions of the Companies Act 2017, members can avail video conference facility to participate in this Extraordinary General Meeting provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing in a city, at least seven (7) days prior to the date of meeting. Subject to the fulfillment of the above conditions, members shall be informed of the venue along with complete information necessary to access the facility. Format of request form has been placed on the Company's website.

I/We, \_\_\_\_\_ being a member of Trust Securities & Brokerage Limited, Holder of \_\_\_\_\_ Ordinary Shares as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_

***Signature of Member***

6. **Voting through Postal Ballot:**  
Pursuant to "Companies (Postal Ballot) Regulations, 2018" issued vide SECP SRO.254(I)/2018 dated February 22, 2018 members may exercise their right to vote through Postal Ballot.
7. Members are requested to promptly communicate change in their addresses, if any.

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS**

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Independent Directors will be elected through the process of election of directors in terms of section of 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166 (2) of the Companies Act, 2017.

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

# **FORM OF PROXY**

## ***Extraordinary General Meeting***

I/We \_\_\_\_\_ of \_\_\_\_\_  
being member of **TRUST SECURITIES & BROKERAGE LIMITED**, holder of \_\_\_\_\_  
Ordinary Shares as per Registered Folio/CDC Participant I.D. No. \_\_\_\_\_ holding  
Computerized National Identity Card (CNIC)/Passport No. \_\_\_\_\_ hereby appoint  
Mr./Mrs./Miss. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her  
hereby appoint Mr./Mrs./Miss. \_\_\_\_\_ of \_\_\_\_\_ who  
is also a member of the **TRUST SECURITIES & BROKERAGE LIMITED** vide Registered Folio/CDC  
Participant I.D. No. \_\_\_\_\_ as my proxy to vote for me and on my behalf at the Extraordinary General  
Meeting of the Shareholders of **TRUST SECURITIES & BROKERAGE LIMITED** to be held on **April 1,  
2020 at 03:30 P.M.** at the Registered Office of the Company situated at 401, 4<sup>th</sup> Floor, Business &  
Finance Centre, I.I. Chundrigar Road, Karachi and any adjournment thereof or any ballot to be taken in  
consequence thereof.

**CDC Account No.**

Revene Stamp  
of Rs. 5/-

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

\_\_\_\_\_  
**SIGNATURE**  
*(As registered with the Company)*

**WITNESSES**

1. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
CNIC No. \_\_\_\_\_

2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
CNIC No. \_\_\_\_\_

**Notes:**

1. This Proxy Form, duly completed and signed, must be received of the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The Proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporation entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.