



**First
Capital
Securities
Corporation Ltd**

REGISTERED OFFICE:
FIRST CAPITAL HOUSE
96-B/1, Lower Ground Floor,
M.M. Alam Road, Gulberg-III, Lahore.
Tel: +92-42-35778217-8

FIRST CAPITAL SECURITIES CORPORATION LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Shareholders of First Capital Securities Corporation Limited ("the Company" or "FCSC") will be held on Tuesday, 28 October 2025 at 11:45 a.m. at Company's Registered Office, First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of Extra Ordinary General Meeting held on 24 September 2025;
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2025 together with the Chairman's Review, Directors' Report and Auditors' reports thereon;
3. To appoint the Auditors of the Company for the year ending 30 June 2026 and to fix their remuneration;
4. To elect 07 (seven) Directors as fixed by the Board of Directors in pursuant to section 159 (1) of the Companies Act, 2017, for the term of next three years commencing from 28 October 2025. Following are the retiring Directors:

- | | |
|------------------------|---------------------------|
| 1. Aamna Taseer | 2. Shahbaz Ali Taseer |
| 3. Shehryar Ali Taseer | 4. Shehribano Taseer |
| 5. Umair Fakhar Alam | 6. Mustfa Mujeeb Chaudhry |
| 7. Naeem Akhtar | |

It may be noted that no gift will be distributed in the general meeting. Shareholders are advised to take note of meeting etiquettes as prescribed in the Guidelines for professional conduct in General Meetings issued by SECP.

By order of the Board


Sajjad Ahmad
Company Secretary

Lahore:
07 October 2025

Notes:-

- 1) In accordance with Section 223 of the Companies Act, 2017 and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the annual report including the financial statements of

the Company for the year ended June 30, 2025 can be viewed using the following link and QR enabled code:

a) Weblink: http://pacepakistan.com/Pacepakistan/finance_fcsc.html

b) QR Enabled Code:



c) The annual report for the year ended June 30, 2025 is also available on website of the Company i.e www.pacepakistan.com

- 2) The Members Register will remain closed from 21 October 2025 to 28 October 2025 (both days inclusive). Transfers received at Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, the Registrar and Shares Transfer Office of the Company, by the close of business on 20 October 2025 will be treated in time for the purpose of Annual General Meeting;

A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.

An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account, and Participant's I.D. numbers to prove his/her identity. A representative of corporate members from CDC, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.

Election of Directors

Any member who seeks to contest the election to the office of Directors shall, whether he is retiring Director or otherwise, file with the Company's Registered Office, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam Road, Gulberg-III, Lahore, not later than 14 days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a Director. Declaration in accordance with the Listing Regulations, detailed profile, attested copy of CNIC and NTN certificate, consent on Appendix to Form-9 to act as Director under section 167 of the Companies Act, 2017 is also to be filed. Undertaking by Independent Director on non-Judicial stamp paper that he/she meet the requirement of sub-regulation (1) of Regulation 04 of the Companies (Manner & Selection of Independent Directors) Regulations, 2018.

In terms of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the election will be held in the separate categories for number of seats specified on aforesaid Regulations.

All notices of contesting election in each category received by the company shall be transmitted to all members not later than seven days before the meeting in the same manner in which notice of meeting is circulated under the act and such notice shall be published at least in one issue each of daily newspaper having nationwide circulation in English and Urdu languages.

Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of

directors subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by Post or E-Voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.

Online participation in the Annual General Meeting (AGM)

For online participation in the AGM, the shareholders whose names appears in the books of the Company by the close of 20 October 2025 are requested to get themselves registered by 27 October 2025 till 11:45 a.m. on sajjadahmad@pacepakistan.com; jawahar@pacepakistan.com by providing the following details:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	* Mobile Phone No.
	First Capital Securities Corporation Limited				

**Shareholders/proxyholders are requested to provide active email addresses and mobile phone number. The notice will be issued to all the members through email as well in terms of requirements of SRO.452(I)2025.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- Shareholders may send their comments and suggestions relating to the agenda items of the AGM to sajjadahmad@pacepakistan.com; jawahar@pacepakistan.com latest by 27 October 2025 till 11:45 a.m , at above-given address or WhatsApp, # 0303-4444800, 0302-8440935. Shareholders are required to mention their full name, CNIC No and Folio No. for this purpose.
- Shareholders will be encouraged to participate in the AGM to consolidate their attendance and participation through proxies.

E-Voting / Postal ballot

All the members have to exercise their right through poll/postal ballot in terms of SRO.451(I)2025 dated March 13, 2025. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website <https://pacepakistan.com/> to download.

Procedure for e-Voting

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on 20 October 2025.
- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of Corplink (Pvt.) Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through E-Voting shall be

authenticated through electronic signature or authentication for login.

- d) In case of consents for election of Directors are received in excess of number of Directors fixed, Members shall cast vote online at any time from 24 October 2025, 9:00 a.m. to 27 October 2025. Voting shall close on 27 October 2025, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for voting through postal ballot paper

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's address at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore. or email at sajjadahmad@pacepakistan.com or ; jawahar@pacepakistan.com one day before the day of poll, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Appointment of Scrutinizer

M/s. Malik Haroon Ahmad & Co. Chartered Accountants, 25 G, Gulberg 2, Lahore has been appointed as scrutinizer in terms of Regulation 11 of the Postal Ballot Regulations

Conversion of physical shares into the Book-Entry Form

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e., May 30, 2017.

The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

Change of Address

1. Members having physical shareholding are requested to notify changes in address immediately, if any, in their registered addresses to our Share Registrar, Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore.
2. In case shares are held in CDC then the request notifying the change in address must be submitted directly to broker/participant/CDC Investor Account Services.

Submission of Copy of CNIC

1. Individual members having physical shareholding and who have not yet submitted photocopy of their valid CNIC are requested to send notarized copy of their valid CNIC immediately to our Share Registrar, Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore.
2. In case shares are held in CDC then the request to update CNIC must be submitted directly to broker/participant/CDC Investor Account Services.

Proxy

1. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a attested copy of power of attorney must be deposited at the Registered Office of the Company situated at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore at least 48 hours before the time of the meeting.
2. For appointing proxies, the shareholders will further have to follow the under

mentioned guidelines:

- a. In case of individuals having physical shareholding or the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form accordingly.
- b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- c. Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

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

Pursuant to Section 166 (3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. Independent Directors shall meet the criteria laid down under Section 166 (2) of the said Act.

The following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:

- (1) Declaration under regulation 6(3) of the Listed Companies Code of Corporate Governance Regulations, 2019;
- (2) Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of the Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018;
- (3) No Directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they are eligible to contest the election for directorship.

The status of the decision of Shareholders to make equity investment in Pace Super Mall (Pvt.) Limited and Pace Barka Properties Limited under section 199 of the Companies Act, 2017 is as under:

Company Name	Pace Super Mall (Pvt.) Limited	Pace Barka Properties Limited
(a) total investment approved;	RS. 460.00 Million	RS. 1,500.00 Million
(b) amount of investment made to date;	Nil	
(c) reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Not Applicable	

(d) material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment

Company Name	Pace Super Mall (Pvt.) Limited (Rs. In Mn.)		Pace Barka Properties Limited (Rs. In Mn.)	
	Year 2025	Year 2024	Year 2025	Year 2024
Share Capital & Reserves	160.606	160.606	8,391.93	6,227.014
Non-Current Liabilities	Nil	Nil	874.39	808.127

Current Liabilities	23.429	23.429	1,979.396	1.221.318
Non-Current Assets	Nil	Nil	8,412.993	5,495.684
Current Assets	184.035	184.035	2,832.73	2,488.285
Operating Profit / (Loss)	Nil	Nil	(342.837)	(737.325)
Net Loss for Year	Nil	Nil	(621.118)	(600.305)

**FORM OF PROXY**

The Company Secretary
First Capital Securities Corporation Limited
First Capital House
96-B/1, M.M. Alam Road
Gulberg-III
Lahore

Folio No./CDC A/c No.: _____
Shares Held: _____

I/We _____ S/o _____ D/o _____ W/o _____
_____ CNIC _____ being the member(s) of First Capital Securities
Corporation Limited hereby appoint Mr./Mrs./Ms./ _____ S/o _____ D/o _____ W/o _____
_____ CNIC _____ or failing him / her Mr. / Mrs. Miss _____
S/o. D/o. W/o. _____ CNIC _____ as my/our proxy to vote for me/us and
on my/our behalf at the Annual General meeting of the Company to be held on 28 October 2025 at 11:45 a.m. and at any
adjournment thereof.

Signed under my/our hands on this _____ day of _____, 2025

Affix Revenue Stamp of
Rupees Fifty

Signature of member
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1

Signature of Witness 2

Notes

1. A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
2. In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Registered Office of the Company, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam Road, Gulberg-III, Lahore, not less than 48 hours before the time of the meeting.
 - a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen of nominees shall be produced (unless provided earlier) at the time of meeting.
 - b) b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.