JOHNSON & PHILLIPS (PAKISTAN) LTD.
C-10, South Avenue, S.I.T.E.,
P.O. Box-3603, Karachi-75700, Pakistan.
Tel: 32560030-37, Fax: (9221) 32564603
Email: johnsonphillips@cyber.net.pk
Web: www.johnsonphillips.pk
ISO 9001 : 2000 Company

The General Manager
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi – 74000,
Pakistan.

Dated: May 10th, 2019

Subject : Extra Ordinary General Meeting to be held on Monday June 03, 2019 at 12:30 p.m.

Dear Sir,

We wish to inform you that an Extra Ordinary General Meeting of Johnson & Phillips (Pakistan) Limited will be held on Monday June 03, 2019 at 12:30 p.m. at registered address C-10, South Avenue, S.I.T.E, Karachi to transact the following business:

- To confirm the minutes of the 57th Annual General Meeting held on October 25, 2018.

- To elect 07 (seven) Directors of the Company in accordance with the provision of Section 159(1) of the Companies Act, 2017 for a terms of three years commencing from June 06, 2019.

Yours truly,
for Johnson & Phillips (Pakistan) Limited

JOHNSON & PHILLIPS PAKISTAN LTD.

Tariq Ahmed
Company Secretary

Encl. Notice of EOGM

J&P SINCE 1875

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the extra ordinary General Meeting of Johnson & Phillips (Pakistan) Limited will be held on Monday June 03, 2019 at the registered office of the company at C-10, south avenue SITE, Karachi at 12:30 pm to transact the following businesses:-

ORDINARY BUSINESS:

1. To confirm the minutes of the 57th Annual General Meeting held on October 25, 2018.
2. To elect 07 (seven) directors of the Company in accordance with the provisions of Section 159 (1) of the Companies Act, 2017, for a term of next three years commencing from June 06, 2019, in place of the following retiring directors:

i)	Mr.Salman Ganny	ii)	Ms. Mariam Shafi
iii)	Mr. Muhammad Tariq Anjum	iv)	Mr. Mohammad Azhar ul Islam
v)	Mr. Abid Saeed Khan	vi)	Mr. Syed Jamshed Zaidi
vii)	Mr. Shehryar Saeed		

The number of directors to be elected pursuant to Section 159 (1) of the Companies Act, 2017 has been fixed as 07 (seven) by the Board of Directors.
The above retiring directors shall be eligible to offer themselves for re-election.

ANY OTHER BUSINESS:

3- To transact any other business with the permission of the chair.

Statement under Section 166(3) of the Companies Act 2017 in respect of appointment of Independent Directors is being sent to the Members along with a copy of this notice.

Date: May 10, 2019
Place: Karachi

By Order of the Board

Tariq Ahmed
Company Secretary

Notes:
1. The Share Transfer Books of the Company will remain closed from May 27, 2019 to June 03, 2019 (both days inclusive). Transfer received at the registered ` of the company / by our Share Registrar, C & K Management Associates (Pvt) Limited, 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi -75530 by the close of business on May 24, 2019 will be treated in time for this purpose.
2. Appointment of Proxies and Attending EOGM:
i) A member eligible to attend and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.
ii) A blank instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours.
iii) A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the registered office not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.
iv) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted with proxy form.
v) The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.
3. Any member who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company, 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 himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017 along with the following documents:
i) Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.
ii) A detailed profile along with his/her office address as required under SRO 634(I)2014 dated 10 July 2014 issued by the Securities and Exchange Commission of Pakistan for placement on the Company's website.

iii) Declarations confirming that

a) He/She is aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.

b) He/She is compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017.

c) He/She is not serving as director in more than five (5) listed companies simultaneously, provided that this limit shall not include directorship in the listed subsidiaries of a listed holding company.

4. Members may exercise the option of e-voting or right to vote through Postal Ballot as per the provisions of the Companies (Postal Ballot) Regulations, 2018.

5. Members are requested to notify any changes in their addresses immediately to the Share Registrar M/s C & K Management Associates (Pvt) Limited.

6. Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS

Any person who is eligible under Section 153 and meet the criteria under Section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017. Final list of contesting directors will be circulated not later than seven days before the date of the said meeting in terms of Section 159(4). Further, website of the Company will also be updated with the required information for each contesting director.

No directors have direct or indirect interest in the above said business except that they may consent for election of directors accordingly.