

JSB-031-20  
March 5, 2020

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find the notice of 14<sup>th</sup> Annual General Meeting (AGM) of JS Bank Limited to be held on Friday, March 27, 2020 at Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Further, the attached notice of AGM will be published in "The NEWS" (in English) and "JANG" (in Urdu) newspapers (Karachi, Lahore and Islamabad editions) on March 06, 2020.

Please communicate the information to TRE Certificate Holders of the Exchange accordingly.

Thank You,

Yours truly,



Shahenshah Hadi  
Senior Assistant Manager



Ashraf Shahzad  
Company Secretary

Encl: As Above

**JS BANK LIMITED**  
**NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Fourteenth Annual General Meeting of the shareholders of JS Bank Limited (the "Bank") will be held on Friday, March 27, 2020 at 9:30 a.m. Sapphire Hall, Ramada Karachi Creek, Zulfiqar Street1, D.H.A. Phase VIII, Karachi, to transact the following business:

**ORDINARY BUSINESS:**

- i. To receive, consider and adopt the Annual Audited Standalone and Consolidated Financial Statements of the Bank for the year ended December 31, 2019 together with the Directors' and Auditors' Reports thereon.
- ii. To appoint Bank's Auditors for the year ended December 31, 2020 and fix their remuneration. Audit Committee and the Board of Directors have recommended the appointment of the retiring auditors, Messrs. EY Ford Rhodes, Chartered Accountants, (a member firm of Ernst & Young Global Limited) who being eligible have offered themselves for re-appointment.

**SPECIAL BUSINESS:**

**iii. Investment in EFU Life Assurance Limited**

To consider and if thought fit, to pass the following resolutions as Special Resolutions with or without any modifications, addition or deletion:

"RESOLVED that, the shareholders' resolution dated March 29, 2017 authorising long term equity investment by JS Bank Limited ("Bank") in EFU Life Assurance Limited of up to a limit of PKR 675,000,000 that was partly utilized by purchasing 1,189,600 shares of the total amount of PKR 250,734,849, be and is hereby renewed to authorize the Bank under Section 199 of the Companies Act, 2017 (as may be revised or restated) to make a total long term equity investment in EFU Life Assurance Limited of up to PKR 675,000,000 (inclusive of investment of PKR 250,734,849 already made by the Bank) by way of purchase of Ordinary Shares of EFU Life Assurance Limited from time to time from the secondary market at the prevailing market price, of the total purchase price equivalent of PKR 424,265,151, so as to make the total equity investment in EFU Life upto PKR 675,000,000, subject to compliance with all legal requirements.

"FURTHER RESOLVED that the above resolution shall be valid for a period of three years from the date of passing of the said Special Resolution"

FURTHER RESOLVED that all other resolutions passed in relation to the long-term equity investment by the Bank in EFU Life Assurance Limited vide shareholders' resolution dated March 29, 2017 be and are hereby renewed, confirmed and ratified without any amendments."

Karachi: March 6, 2020

By Order of the Board  
Ashraf Shahzad  
Company Secretary





**Notes:**

- a) Share transfer books of the Bank will remain closed from March 20, 2020 to March 26, 2020 (both days inclusive). Transfers received in order at Bank's Independent Share Registrar, CDC Share Registrar Services Limited, CDC House, Shahra-e-Faisal, Karachi at the close of business on March 19, 2020 will be treated in time for purpose of attending and vote at the Meeting.
- b) A member of the Bank entitled to attend, and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
- c) Proxies must be received at the Registered Office of the Bank not later than 48 hours before the time of the Meeting.
- d) Beneficial owners of the shares registered in the name of CDC Share Registrar Services Limited (CDCSRSL) and/or their proxies will have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan:

**For Attending the Meeting**

- In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.
- In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

**For Appointing Proxies**

- In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Bank.
- Shareholders are requested to notify immediately for any change in their address to the Bank Registrar.

- e) Shareholders are requested to notify immediately for any change in their address.

**Notice to Shareholders who have not provided CNIC:**

The Companies (Distribution of Dividends) Regulations, 2017 requires that the dividend warrants should bear the Identification Number which includes: (i) in the case of a registered shareholder or an authorized person, the Computerized National Identity Card Numbers (CNIC); (ii) in the case of a minor, child registration number or juvenile card number; and (iii) in the case of corporate shareholders registration number or national tax number. The Identification Number of the shareholders is, therefore, mandatory for the issuance of dividend warrants and in the absence of such information, payment of dividend may be withheld in terms of the Companies (Distribution of Dividends) Regulations, 2017. Therefore, the shareholders who have not yet provided their Identification Numbers advised to provide their Identification Numbers (if not already provided) directly to our Independent Share Registrar at the address given herein above without any further delay.





### Placement of Financial Statements

The Bank has placed the annual Audited Financial Statements for the year ended December 31 2019, along with the Auditors and Directors Reports on its website: [www.jsbl.com](http://www.jsbl.com).

### Mandate for E-DIVIDENDS for shareholders

Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited, CDC House, Shahra-e-Faisal, Karachi in case of physical shares. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.

### Deduction of Income Tax from Dividend at Revised Rates

Pursuant to the provisions of the Finance Act deduction of income tax from dividend payments shall be made on the basis of filers and non-filers as follows:

S.No	Nature of Shareholders	Rate of deduction
1	Filers of Income Tax Return	15%
2	Non-Filers of Income Tax Return	30%

Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website.

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.

### E-Voting

Pursuant to SECP S.R.O. No. 43(I)/2016 dated January 22, 2016, members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of meeting to the Bank on the appointment by the Intermediary as a Proxy.

### Provision of Video Link Facility

Shareholders may participate in the meeting via video-link facility. If the Bank receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in 'Video Link Facility Form' available at Bank's website and send a duly signed copy to the Registered Address of the Company.

### Distribution of Annual Report

The audited financial statements of the Bank for the year ended December 31, 2019 have been made available on the Company's website (<http://www.jsbl.com/>) in addition to annual and quarterly financial statements for the prior years.

Further, Annual Report of the Bank for the year ended December 31, 2019 is dispatched to the shareholders through CD. However, if a shareholder, in addition, requests for hard copy of Annual





Audited Financial Statements, the same shall be provided free of cost within seven days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Accounts" has also been made available on the Bank's website (<http://www.jsbl.com/>).

**Statement Under Section 134 (3) of the Companies Act, 2017**

**Investment in EFU Life Assurance Limited**

- The shareholders of the Bank in their meeting held on March 29, 2017 authorized the Bank, under Section 199 of the Companies Act, 2017, to make long term equity investment in the associated company, EFU Life Assurance Limited, up to a maximum amount of PKR 675 million.
- Out of the approved limit of PKR 675 million, the Bank made an investment of PKR 250,734,849 by purchasing 1,189,600 Ordinary Shares of EFU Life Assurance Limited (EFUL), leaving an unutilized limit of PKR 424,265,151.
- The Board of Directors of the Bank in their meeting held on February 27, 2020 resolved to renew maximum limit of long term equity investment in the associated company, EFUL upto PKR 675 million by way of purchase of Ordinary Shares of EFUL from time to time from the secondary market at the prevailing market price, aggregating to the purchase price equivalent of PKR 424,265,151 subject to the consent and approval of members under Section 199 of the Companies Act, 2017 and fulfillment of other legal requirements.
- EFUL is currently an associated company of the Bank by virtue of 20.05% shareholding of Jahangir Siddiqui & Co. Limited ("JSCL") the holding company of the Bank and 0.09% shareholding of Energy Infrastructure Holding (Private) Limited ("EIHPL"), a wholly owned subsidiary of the JSCL. At the time of the shareholders' resolution dated March 29, 2017, the Bank was an associated company of EFUL by virtue of common directorship and 20.60% shareholding of JSCL and 1.72% of EIHPL.
- The Bank seeks the approval of the shareholders for renewal of investment limits approved vide shareholders' resolution dated March 29, 2017 to enable the Bank to make a total long term equity investment of up to PKR 675 million as earlier approved in EFUL by way of purchase of Ordinary Shares of EFUL at the prevailing market price. All other terms and conditions of the proposed long-term equity investment as approved by the shareholders vide shareholders' resolution dated March 29, 2017 shall remain unaltered.
- Except for the 20.05% shareholding of JSCL and 0.09% shareholding of EIHPL, the directors, sponsors, majority shareholders of the Bank and their relatives have no vested interest, directly or indirectly, in EFUL and the proposed investment therein, except to the extent of their/spouses' shareholdings in the investee company.
- The directors submit that they have carried out the necessary due diligence for the proposed investment in EFUL. The duly signed recommendation of the due diligence report and latest audited and reviewed financial statements of EFUL will be available to the members for inspection in the Annual General Meeting to be held on March 27, 2020.
- EFUL has no interest in the Bank, except that it is an associate company of the Bank. The directors, sponsors and majority shareholders of EFUL have no interest except to the extent of their/spouses' shareholdings, if any in the Bank.





Information Required under Regulation 3 (1) (a) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012.

S. No	Description	Information Required
1	Name of associated company	EFU Life Assurance Limited ("EFUL")
2	Criteria for Associated relationship	EFUL is an associated company of the Bank by virtue of 20.05% shareholding of JSCL (the holding company of the Bank) and 0.09% shareholding of EIHPL (wholly owned subsidiary JSCL).
3	Purpose, benefit and period of Investment	Long-term investment for the benefit of the Bank and to earn dividend and capital appreciation in the long run
4	Maximum amount of Investment	Upto PKR 675 million (same as earlier approved)
5	Maximum price at which securities to be acquired.	Not more than the price quoted on Pakistan Stock Exchange on the date of each purchase
6	Maximum number of securities to be Acquired.	Such number of shares, the purchase price of which is equivalent the amount of PKR 675 million (less PKR 250,734,849 already utilized) i.e. equivalent of the balance amount of PKR 424,265,151
7	Number of securities and percentage thereof held before and after the proposed investment	Present shareholding: 1,189,600 shares, representing 1.19% of the issued capital of the investee company. Number of shares and the percentage after the proposed investment will depend upon the prevailing market price at the time of acquisition of shares
8	Average of the preceding 12 weekly average price of the security intended to be acquired.	PKR 199.94 per share (from Nov. 15, 2019 to Feb.15, 2020)
9	Break-up value of securities intended to be acquired on basis of the latest audited financial statements	PKR 60.28 per share as per audited financial statements as on Dec. 31, 2019. Which are the last audited financial statement available on the date of issuance of this notice.
10	Earnings per share of the associated company for the last 3 years	Dec 31, 2019 PKR 15.49 Dec 31, 2018 PKR 15.81 Dec 31, 2017 PKR 19.10
11	Sources of funds from which securities will be acquired: <ul style="list-style-type: none"> <li>Justification for investment through borrowings</li> <li>Details of guarantees &amp; assets pledged for obtaining such funds</li> </ul>	Own funds and borrowings.  The gains/returns/dividend are expected to be higher than the cost of funds.  Not Applicable
12	Salient features of all agreements entered into with the associated company or	Purchase of shares is from the secondary market. Therefore, this is not applicable.



	associated undertaking or with the financial institution (s) with regards to proposed transfer of liabilities	
13	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives in the associated company and the proposed transaction	Except being associated company of JSCL and EIHPL, the Directors, sponsors, majority shareholders of the Bank and their relatives have no vested interest in the associated company or the proposed investment except to the extent of their and their spouses' shareholdings in the associated company, if any.

