

JOHNSON & PHILLIPS (PAKISTAN) LIMITED

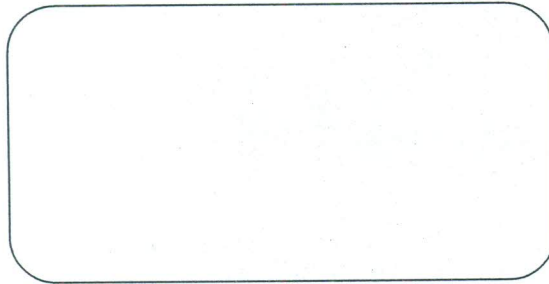
NOTICE

OF

EXTRAORDINARY GRNERAL MEETTING

Under Postal Certificate

PRINTED MATTER



If undelivered please return to:
Company Secretary,
Johnson & Phillips (Pakistan) Limited,
C-10, South Avenue, S.I.T.E.,
KARACHI



JOHNSON & PHILLIPS (PAKISTAN) LTD.

C-10, South Avenue, S.I.T.E
Tel: 32560030-37, Fax: (9221) 32564603
Email: johnsonphillips@cyber.net.pk
Web: www.johnsonphillips.pk
ISO 9001 : 2000 Company

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY given that an Extra Ordinary General Meeting of the Shareholders of JOHNSON & PHILLIPS (PAKISTAN) LIMITED will be held on July 05th 2021 at 03:00 p.m. at C-10, SOUTH AVENUE, S.I.T.E., KARACHI, to transact the following businesses:

Ordinary Business:

1. To confirm the minutes of last Annual General Meeting held on 17th, November, 2020.
2. Any other business with the permission of chair.

Special Business:

3. To consider and if deemed fit approve, with or without modification, the amendment in Memorandum of Association by passing the following special resolution

RESOLVED THAT the Memorandum of Association of the Company be and is hereby amended by adding the following object clause as principal line of business, before existing Clause 3(a), which shall be re-numbered:

- (a) *"To engage in the business of textile manufacturing / Weaving / Knitting / Spinning / stitching garments / made-ups / clothing / knit-wears / bleaching / printing / dyeing / finishing / calendaring / processing / weaving of apparels / hosiery silk / artificial / polyester yarn silk / synthetic fiber / Chemicals related textile and other allied commodities of all kinds and buying, selling, importing, exporting, and dealing in the textile products and/or machinery in or outside Pakistan and to do other business connected, linked or associated therewith; and to carry on the business of manufacturing and stitching of garments & made ups on job order or contract basis and to purchase and import raw material and allied items required for manufacturing & stitching of garments, made ups in any manner which the company may think fit; and to sell or dispose of leftover garments, made ups, garment waste, accessories and other surplus commodities that can be produced, compounded or made available by the company in any form as a result of any of its processes"*

FURTHER RESOLVED THAT Chief Executive Officer and / or Company Secretary be and hereby authorized to do all acts, deeds and thing, take any or all necessary actions to complete all legal formalities, make amendments, modification, addition or deletion, and file all requisites documents with the competent authorities to give effect to and implement the aforesaid.

(Attached to this Notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 134(3) of the Companies Act, 2017)

By Order of the Board

(Muhammad Hanif)

Company Secretary

Karachi: 14th June, 2021.

Notes:

1. The Share Transfer Books of the Company will remain closed from 28th June, 2021 to 05th July, 2021 (both days inclusive).
2. A member entitled to attend and vote at this meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf. Proxies must be deposited at the registered office of the Company not less than 48 hours before the time of meeting.
3. The shareholders through CDC are requested to bring original NIC, Account Number and Participant ID to facilitate identification and in case of proxy, must enclose an attested copy of NIC. Representative of Corporate Members should bring the usual documents, required for such purpose.
4. Shareholders who have not yet submitted copy of their valid NIC are once again requested to send the same to our Share Registrar.
5. Members desirous of getting financial statements through email are requested to send their email address with their consent at Company's registered office.
6. Change of address, if any, may please be notified immediately.
7. Shareholders may participate in the meeting via video-link facility. If the Company 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 Company's website and send a duly signed copy to the Registered Address of the Company.
8. Members can also exercise their right of E-Voting subject to the requirement of Sections 143-145 of the Companies Act, 2017 and the applicable clauses of the Companies (Postal Ballot) Regulations 2018.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 OF THE COMPANIES ACT, 2017

ITEM NO. 3 OF THE NOTICE

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION.

To revive the Company operation, the Company will be engaging in a new line of business which is related to the textile sector, the same will be the principal line of business moving forward. As such, the Board of Directors have recommended to the members of the Company to approve amendments to Memorandum of Association of the Company as mentioned below.

Requirements under S.R.O. 423(I)/2018

a) Comparative analysis and other.

- 1) Current clause 3(a) shall be re-numbered to clause 3 (ff).
- 2) Clause 3(a) shall be read as follows:

"To engage in the business of textile manufacturing / Weaving / Knitting / Spinning / stitching garments / made-ups / clothing / knit-wears / bleaching / printing / dyeing / finishing / calendaring / processing / weaving of apparels / hosieries silk / artificial / polyester yarn silk / synthetic fiber / Chemicals related textile and other allied commodities of all kinds and buying, selling, importing, exporting, and dealing in the products of the company in or outside Pakistan and to do other business connected, linked or associated therewith; and to carry on the business of manufacturing and stitching of garments & made ups on job order or contract basis and to purchase and import raw material and allied items required for manufacturing & stitching of garments, made ups in any manner which the company may think fit; and to sell or

dispose of leftover garments, made ups, garment waste, accessories and other surplus commodities that can be produced, compounded or made available by the company in any form as a result of any of its processes"

The reason for the change is in alignment with the revival of the Company with the implantation phase to continue over the course of few months. The benefits to the members and the company will come in the form of revenue generation from the new business which will add value to the company.

The estimated project cost will be approx. PKR 15 to 20 million which will be funded by the Sponsors. The financial projections in this regard for the purpose of inspection will be available upon request at the registered office of the Company from 10.00 a.m. to 5.00 p.m. on any working day.

The existing line of business will continue to be monitored and efforts will be underway to re-engage the previous customers.

b) Reason(s) of change.

Please see above

c) A statement by the board that the proposed alterations are in line with the applicable provisions of the law and regulatory framework and will not be detrimental to the interest of the company or its members as a whole.

The Board of Directors confirms that the proposed alterations are in line with the applicable provisions of the law and regulatory framework and will not be detrimental to the interest of the company or its members as a whole.

Interest of Directors:

The directors of the Company have no direct or indirect interest in the above-mentioned Special Business except to the extent that they are the members of the Company.

A draft of the amended Memorandum of Association and identifying the changes proposed in these documents, bearing the initials of the Company Secretary for the purpose of identification is available for inspection at the registered office of the Company from 10.00 a.m. to 5.00 p.m. on any working day.

JOHNSON & PHILLIPS (PAKISTAN) LIMITED

PROXY FORM

The Company Secretary,
Johnson & Phillips (Pakistan) Limited,
10-C, South Avenue, S.I.T.E.,
KARACHI

I/We, _____
in the district of _____ being a member of **JOHNSON & PHILLIPS (PAKISTAN) LIMITED** and
holder of _____ Ordinary Shares as per Share Register **Folio No.** _____ and/or **CDC Participant I.D. No.**
_____ and Sub Account No. _____ hereby appoint _____ of _____
or failing him _____
of _____ also a member; as my/our Proxy in my/our absence to attend and vote
for me/us at the Extra Ordinary General Meeting of the Company to be held on the 05th day of July 2021, at
03:00 p.m. at Company's Registered Office C-10, South Avenue, S.I.T.E., Karachi and at any adjournment
thereof:

Signed _____ day of _____ 2021

WITNESSES:

1. Signature _____
Name: _____
Address: _____

CNIC or Passport No. _____

2. Signature _____
Name: _____
Address: _____

CNIC or Passport No. _____

Rupees five
Revenue
Stamp

Signature of Member(s)

Note:

1. This Proxy Form, duly completed and signed, must be received at the office of our Shares Registrar not less than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxies are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. For CDC Account Holders/Corporate Entities
In addition to the above the following requirements have to be met.
 - (i) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
 - (ii) The proxy shall produce his original CNIC or original passport at the time of the meeting.
 - (iii) 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 alongwith proxy form to the Company)

(پراکسی فارم)

گواہان:

برائے کرم پانچ روپے
مالیت کے ریونیو ٹکٹ
چسپاں کریں

(دستخط کبھی میں درج نمونے کے دستخط کے مطابق ہونے چاہئے)

سکمپنی میں یرا کسی فارم کے ساتھ جمع کرانی ہوگی۔