JS Investments Limited
JSIL/PSX/2023/1703
March 20, 2023

## The General Manager

Pakistan Stock Exchange Limited The Centre, 19th Floor,

Plot No. 28 SB-5, Abdullah Haroon Road, Saddar Karachi-74400,

Pakistan.
Stock Exchange Building,
UAN: (+92 21) 111-222-626
Stock Exchange Road,
Karachi

## Subject: Notice of Annual General Meeting

## Dear Sir,

Please find enclosed herewith the Notice of Annual General Meeting (AGM) of JS Investments Limited, to be held on April 12, 2023 at Karachi, that will be published in "The News"(in English) and "Daily Jung" (in Urdu) newspapers (Karachi, Lahore and Islamabad editions) on Tuesday, March 21, 2023.

You may please inform the TRE Certificate Holders of the Exchange accordingly.


Muhammad Khawar Iqbal
COO \& Company Secretary

Encl: As above

Notice is hereby given that the Twenty-Eighth (28th) Annual General Meeting of the members of JS Investments Limited, (the "Company")
will be held at $10: 30$ a.m. on Wednesday, April 12,2023 , at 15 th Floor, The Centre, Saddar. Karachi, by physical presence, as well as via Zoom will be held at $10: 30$ a.m. on Wednesday, April 12,2023 ,
video-conerencing, to transact the following business:
ORDINARY BUSINESS:
To receive, consider and adoptthe audited financial statements of the $C$
Directors' and Auditors' reports thereon and Chairman's Review Report.
To appoint Auditors of the Company and fix their remuneration. The members are hereby notified that the Audit Committee and the Board of Directors have recommended the re-appointment of retiring maditiors, Messrs KPMG Taseer Hadi \& Co., Chartered Accountants, Special Businesses:
. To ratify and approve balances and the transactions carried out by the Company and the Collective Investment Schemes (Funds) under its
 11, 2022.
To authorize the Chief Executive of the Company to approve all transactions ca.
course of business on an arm's length basis till the next Annual General Meeting.
Attached to this Notice is astatement of material facts in relation to the aforesaid special business, as required under Section 134 3 ) of
the Companies Act, 2017 The said statement also contains the text of the special resolutions to be passed in this regard. The notice of the Companies Act, 2017 . The said statement also contains the text of the special resolutions to be
the meeting as well as the statement has also been placed on the Company's website www.jsil.com
By order of the Board

Notes:
The Company, in accordance with Section 223(7) of the Companies Act 2017, has slaced the Audited Financial Statements for the yeer www.jisi.com

The Share Transfer Books of the Company shall remain closed from April 6,2023 , to April 12,2023 (both days inclusive) for
determining of shareholders for attending and voting at the General Meeting.


A A member of the Company entitled to attend and vote may appoint another member as his her proxy to attend and vote instead of
him/her. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan Limited (CDC)
will have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan
PARTICIPATIONINTHE 28TH ANNUAL GENERAL MEETING (AGM) PROCEEDINGS VIA VIDEO LINK
a) In the light of the clarification issued by the Securities and Exchange Commission of Pakistan for ensuring the participation of
members in a general meeting through electronic means as a regular feature the Company has also provided the facility for attending the meeting via video link to its shareholders
b) In this regard, the shareholders who are interested to participate in the meeting through the video link are requested to email the following information with the subject"Registration for the $A G M$ of $J$ SIL" "a the email address "shareholders@jisil. com". Zoom link
will be shared with only those shareholders from whom all required particulars are received at the given email address not tess


| S.No | Name | Folio/CDS <br> Account Number | CNIC No. | MobileNumber | Email Address |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |

The members who intend to atrend and participate physically in the AGM of the Company will be allowed to participate keeping
in view of the CoVID-19-related SOPS issued by the Provincial and/or Federal Governyent. The Company will follow the best
practices and comply with the instructions of the Govermment and SECP to ensure protective measures are in place for the practices and comply with
well-being of its members.
d) In the case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC
e) In the case of a corporate entity, the Board's resolution/power of attorne

FOR APPOINTING PROXIES
a) Int the case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC
b) The proxy form shall be witnessed by two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form. c) Attested copies of the Computerized National Identity Card (CNIC) or the passport of bene-ficial owners and the proxy shall be
funished with the proxy form d) The proxy shall produce his original CNIC or original passport at the time of the meeting
e) In the case of a corporate entity, the Board's resolution/poower of attorney with specimen signature shall be furnished (unless it
has been provided earier) al ong with proxy form to the Company has been provided earier) along with proxy form to th
APPLCABILTY OF POSTAL BALLOT REGULATIONS
Procedure for E-Votin
In accordance with the Companies (Postal Ballot) Regulations 2018 , for the purpose of approval of any special agendaitem at the
AGM, members will be allowed to exercisis their vote through postal ballot ie, by post or e-voting, in the manner and subject to Details of the e-voting faciily will be shared through an e-mail with those members of the Bank who have their valid CNIC
numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business on April 5 , 2023.

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 CDC Share Registrar Services Limited (beeing 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

Members shall cast vote online at any time from April $10,2023,9: 00$ am to April 11, 2023. Voting shall close on April 112023 at $5: 00$
pm. Once the vote on the resolution is cast by a Member, helshe shall not be allowed to changeit subsequently. Procedure for Voting Through Postal Ballot
Pursuant to Companies (Postal Ballot) Regulations 2018 "Requlations, 2018 "), for the purpose of election of directors and for any
other agenda item subject to the requirements of section 143 and 144 of the Companies Act, 2017 , members will be llowed to exercise their right of vote through $p$,
contained in the aforesaid Regulations.
The members shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity
Card (CNIC) should reach the Chairman of the meeting through the poost at the Company's segistered address, 19 tht flor, TTe Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Karachi, or email at chairman@jili.com one day before the AGM on April 11,2023 , 23

- Shareholders are requested to notify immediately of any change in their address to the Company's share registrar

Computerized National Identity Card "("CNIC") Sharenolders are requested to provide immediately if not already provided, a
copy of their valid CNIC to the Company's Independent Share Registrar, $M$ s. CDC Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahra-e--Faisal, Karachi. A legible scanned copy of the same can also be forwarded at

Payment of cash dividend through electronic mode: The provisions of Section 242 of the Companies Act, 2017 provide that any
cashdividend declared bya listed company must be epaid throughelectronic mode directy into the bank account designated by cash envided seecared by A disted company must be paid through electronic mode directiy nto the bank account designated by on E-Dividend form available on the Company's websitit (www.jsil.com) enabling the Company to credit their future cash
dividends, if any, directly to their designated bank accounts.

Unclaimed Dividend and Bonus Shares: Shareholders, who for any reason, could not claim their dividend or bonus shares or did
not collect their physical share, if any, are advised to contact our Share Registrar M/s CDC Share Registrar Services Limited, to not collect thieir physial share if inys, are advised to tontact ours Share
collectenuquire about their unclaimed dividend or pend In compliance with Section 244 of the Companies Act, 2017 , after having completed the stipulated procedure, all such dividends
and shares outstanding for a period of 3 years or more from the date due and paybble shall be deposited to
Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.
9. Electronic Transmission of Annual Financial Statements and Notices (Optional): In pursuance of the directions given by the
Securities and Exchange Commission of Pakistan (SECP) under S.R.O 787 (1)/2014, the SECP has allowed companies to circulate Securities and Exchange Commission of Pakistan (SECP) under S.R.O 78 (1)/2014, the SECP has allowed companies to circulate
annual Audited Financial Statements. along with the notice of Anuual Gereal
subiect to compliance with the conditions outlined in the eferered SRO of SECP.

The transmission of Annual Audited Financial Statements with Notice to members through e-mail shall be considered in
compliance with the relevant requirements of Sections 223 and 233 of the Companies Act 2017 , subject to certain conditions, prescribed in the said notification

For the convenience of its Shareholders, the Company has placed a Standard Request Form on the Company's website
(www. jili.com) so that the members may use it to communicate their e-mail address and consent for electronic transmission of (www.jsil.com), so that the members may use it to communicate their e-mail address and consent for electronit transmission of
Annual Audited Financial Statement and Notice thereon. Please ensure that your email account has sufficient rights and space available to receive such an email that may be
10. SECP through its SRO 407(1)/2016, dated May 31, 2016 ,and Section 223 (6) has allowed companies to circulate the annual balance
sheet proft. and loss account Auditors'Report, and Directors' Report, etc. ('Annual Audited Accounts') oi ts members through
 Annual Report, 2022 to its shareholders in the form of CD (Digital Disc). Any member requiri,
Report, 2022 may send a request using a Standard Request Form placed on Company's website.
Statement of material facts concerning special business pursuant to section 134(3) of the companies act, 2017 This statement sets out the material facts concerring the Special Business proposed to be transacted at the annual general meeting. Agenda lem No. 3 of the Notice - Ratification/Approval of Transactions carried out with related parties during the year ended Agenda Item No. 3 of
December $31,2022$.
The Company and Funds under its management carried out transactions as detailed in the below resolution with JS Bank Limited in the ordinary course of business on an arm's length basis and under the authority of the special resolution of the members as
approved by them during the lastannual general meeting held on April 11 , 2022. Alls sch hransactions and balances appearing in the approved by them during the lastannual general meeting held on April 11, 2022 . Allsuchtransactions and balances appearing in the
balance sheet are presented before the Board of Directors for their review and consideration on the recommendation of the Audit Committee on a quarterly basis pursuant to Clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019 and

However, since the majority of the Company's Directors were considered interested in the transactions carried out with $J S$ Bank $L$ Limited as
mentioned in the below resolution, therefore, these transactions conducted by the Company and Funds under its management with is
 approval. These transactions with the related
duly cleared by the Audit Committee of SILL.

| The following resolution is proposed to be passed as Special Resolution with or without any modifcation <br> "Resolved that following transactions carried out by the Company and Funds under its management in the ordinary course of business with JS Bank Limited during the $\urcorner$ financial year ended December 31, 2022, be and are hereby ratified, approved and confirmed. |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Entity | Rent paid | $\begin{gathered} \text { Rent } \\ \text { receivable } \end{gathered}$ | $\begin{gathered} \text { Bank } \\ \text { balances } \end{gathered}$ | Return of bank deposits |  | unt paid under cing Scheme for \& Wages, markup bank charges | Other receivables |
| $\begin{array}{\|l} \hline \text { Js Investments } \\ \text { Limited } \end{array}$ | 2,853,114 | 2,409,149 | 14,737,077 | 1,890,784 |  | 0,657,337 | 1,465,064 |
| Fund |  |  |  | Bank Balance/TDR |  | Mark up income | Mark up receivable |
| UNITTRUST OF PAKIITAN |  |  |  | 206,795,087 |  | 2,630,709 | 975,817 |
| JS ILLAMIC FUND |  |  |  | 2,718,683 |  |  |  |
| JSINCOME FUND |  |  |  | 7,391,515 |  | 1,544,206 |  |
| JS LARGE CAP. FUND |  |  |  | 39,888,336 |  | 2,116,020 |  |
| JS FUND OF FUNDS |  |  |  | 2,815,813 |  | 662,782 | 31,297 |
| JS GROWTH FUND |  |  |  | 171,672,720 |  | 10,140,662 | 1,607,678 |
| JS-PENSION SAVINGS FUND-EQUITY SUB-FUND |  |  |  | 77,856 |  | 68,893 | - |
| JS--PENSION SAVIIGS FUND-MONEY MARKET SUB-FUND |  |  |  | 61 |  | 61 |  |
| JS CASH FUND |  |  |  | 6,200,000 |  | 633,655 | 174,515 |
| JS ISLAMIC INCOME FUND |  |  |  | 2,248,604 |  |  |  |
| JS ISLAMIC HYBRRID FUND OF FUNDS-MUTANASIB |  |  |  | 10,000 |  | - |  |
| JS MOMENTUM FACTOR-EXCHANGE TRADED FUND |  |  |  | 1,654,245 |  | 149,074 | 31,046 |
| JSMICROFINANCE SECTOR FUND |  |  |  | 2,657,759 |  | 616,773 | 70,448 |
| JS Rental REIT |  |  |  | 24,162,013 |  | 21,257 |  |
| Total: |  |  |  | 468,292,692 |  | 18,584,092 | 2,890,801 |

Agenda Item No. 4 of the Notice- Authorization to the Chief Executive Officer for the app.
be carried out with J S Bank Limited (related party) till the next Annual General Meeting.
The Company and funds under its management shall continue to carry out transactions with JS Bank Limited in the ordinary course of
business on an arm's length basis till the next Annual General Meeting. Such transactions shall be'routinéin nature and shall not involve business on an ars's length basis till the next
any material or special deals or arrangements.
As our majority of the Directors of JIIL are considered interested in these transactions, therefore, these transactions with JS Bank Limited (as (Code of Corporate Governance) Regulations, 2019 and Regulation 5 of Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018.
In order toensure smooth business operations, the shareholders may authorize the Chief Executive Officer to approve routine transactions to be carried out in the ordinary course of business on arm's length basis with related parties as mentioned in the following special
resolutions (with or without modifications) till next Annual General Meeting. However, these transactions shall he placed hefore t 1 . resolutions (with or we without modidifacations) till nexts Annual General Meeting. However, these transactions shall be placed before the
shareolders in the next AGM for their apporav/ratifcation Such "Resolved that the Chief Executive Officer of the Company be and is hereby authorized to approve transactions to be carried out with Js Bank Limited in the ordinary course of business on arm's length basis till the next Annual General Meeting.
Resolved further that these transactions shall be placed before the shareholders in the next Annual General Meeting for
ratification/approval.:
The terest of

BALLOT PAPER FOR VOTING THROUGH POST

The Centre, Plot No. 28. SB. 5 Abdullah Haroon Road Saddar, Karachi
IDesignated email address of the Chairman at which the duly filled in ballot pape

| Name of shareholder/joint shareholders |  |
| :--- | :--- |
| Registered Address |  |
| Number of shares held and folio number |  |
| CNic Number (copy to be a attached) |  |
| Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.) |  |
| Name of Authorized Signatory: |  |
| CNI/PPassport No.(in case offoreigner) <br> of authorized signatory - (copy to be attached) |  |

1/we hereby exercise my/ourvote in respect of the following resolutions through postal ballot by conveying my/ our assent or dissent to the
following resolutions by placing tick (v) mark in the appropriate box below;

| S. No. | Nature Resolved that and Description of resolutions |  |  |  |  |  |  | $\begin{aligned} & \text { I/We assent to } \\ & \text { the Resolutions } \\ & \text { (FOR) } \end{aligned}$ | I/We dissent to the Resolutions (AGAINST) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | To consider, and if deemed appropriate, to pass the following resolutions as Special Resolutions, with or without modifications |  |  |  |  |  |  |  |  |
| 01. | Resolved that following transactions carried out by the Company and Funds under its management in the ordinary course of business with JS Bank Limited during the -financial year ended December 31, 2022, be and are hereby ratified, approved and confirmed. |  |  |  |  |  |  |  |  |
|  | Enity |  | $\begin{gathered} \substack{\text { bank } \\ \text { banes }} \end{gathered}$ | Retum of bank deposits | Amount paid under R Salaries \& Wages, mar | xinag Scheme for nd bank haroes | $\begin{aligned} & \text { Othee } \\ & \text { reavieses } \end{aligned}$ |  |  |
|  | $\begin{array}{\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|l\|c\|l\|} \substack{\text { Lisis }} \end{array}$ | $28.8531442009,49$ | 14,737007 | 1,80,784 |  |  | 1,465,64 |  |  |
|  | Fund |  | Bank Balance /TDR |  | Mark up income | Mark up re | eceivable |  |  |
|  | UNITTRUSTOF |  | 206, | 795,087 | 2,630,709 |  | 75,817 |  |  |
|  | PAKITTAN |  |  | 18,683 |  |  |  |  |  |
|  | JSISLAMIC FUND ISINCOME FUND |  |  | 391,515 | 1,544,206 |  |  |  |  |
|  |  |  |  | 退88,366 | 2,116,020 |  |  |  |  |
|  | JS INCOME FUND <br> JSLARGE CAP. FUND |  |  | 285,813 | 662,782 |  | 31,297 |  |  |
|  | JS GROWTH FUND |  | 171,6 | , 72,720 | 10,140,662 |  | , 07, 7 , 78 |  |  |
|  |  |  |  | 77,856 | 68,893 |  | - |  |  |
|  | IS--PENSIONSANIGSOETFUN-MONEFUDMARKET SUB-UUND |  |  | 61 | 61 |  | - |  |  |
|  | 15 CASHFUND |  |  | 200,000 | 633,655 |  | 74,515 |  |  |
|  | JSISLAMIC INCOME FUND |  |  | 2,48,604 |  |  |  |  |  |
|  | JS ISLAMIC HYERIDFUNDOF FUNDSMUTANASIB |  |  | 10,000 |  |  |  |  |  |
|  | $\begin{aligned} & \text { JS MOMENTM } \\ & \text { JSCTOREXCMANGE } \\ & \text { TRADED FUND } \\ & \hline \end{aligned}$ |  |  | 1654,245 | 149,074 |  | 31,046 |  |  |
|  | JS MICROFINANCESECTOR FUND |  |  | 2557,759 | 616,773 |  | 70,448 |  |  |
|  | JS Rental REIT |  |  | ,62,013 | 21,257 |  | - |  |  |
| 02. | "Resolved that the Chief Executive Officer of the Company be and is hereby authorized to approve transactions to be carried out with JS Bank Limited in the ordinary course of business on arm's length basis till the next Annual General Meeting. <br> Resolved further that these transactions shall be placed before the shareholders in the next Annual General Meeting for ratification /approval." |  |  |  |  |  |  |  |  |
|  | NOTES: <br> 1. Dully filled postal ballot should be sent to the Chairman of JSIL at 19th Floor, The Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Karachi (Email: chairman @jil.com). <br> 2. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form. <br> 3. Postal ballot forms should reach the Chairman of JSIL within business hours by or before April 11, 2023. Any postal ballot received after this date, will not be considered for voting. <br> 4. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner). <br> 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected. <br> 6. This postal Poll paper is also available for download from the website of JSIL at www.jsil.com. Shareholder may download the ballot paper from website or use the same ballot paper published in newspapers. |  |  |  |  |  |  | Signature of Signatory <br> (in case of co Place: | s)/Authorized <br> porate entity, mpany stamp) $\qquad$ |

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| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 1，665，064 | 40，657，337 | 1，890，784 | 14，737，077 2,4 | 2，409，149 | 2，853，114 |  |
|  |  | TDR |  | S |  |  |
| 975，817 | 2，630，709 | 206，795，087 |  | 9 |  |  |
|  |  | 2，718，683 |  |  |  |  |
|  | 1，544，206 |  | 7，391，515 | 5 － |  |  |
|  | 2，116，020 |  | 39，888，336 |  |  |  |
| 31，297 | 662，782 |  | 2，815，813 | 3 3 |  |  |
| 1，607，678 | 10，140，662 | 年171，672，720 <br> 77,856 |  | 退 |  |  |
|  | 68，893 |  |  |  |  |  |
|  | 61 | 1 61 |  | 1 | ？ |  |
| 174，515 | 633，655 | 55 6，200，000 |  | 边 |  |  |
|  |  | 2，248，604 |  | 4 |  |  |
|  | 149，074 | 10，000 |  | －ب－ |  |  |
| 31，046 |  | 1，654，245 |  | 20， |  |  |
| 70，448 | 616，773 | 2，657，759 |  |  |  |  |
|  | 21，257 | 24，162，013 |  | 3 － |  |  |
| 2，890，801 | 18，544，092 | 468，292，692 |  | 5 |  |  |

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