



JOHNSON & PHILLIPS (PAKISTAN) LTD.

C-10, South Avenue, S.I.T.E, Karachi-75700, Pakistan.

Phone: 0333-0181204-05

Email: johnsonphillips@cyber.net.pk

Website: www.johnsonphillips.pk

JOPP/EOGM/2023

Date: 05th May, 2023

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road
KARACHI.

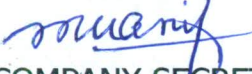
SUBJECT: NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Sir:

We are pleased to enclose a copy of the **Notice of Extra-Ordinary General Meeting** of the shareholders to be held on **Monday, 29th May, 2023 at 11.00 a.m.** at the **Registered Office** of the Company at **C-10, S.I.T.E.** Karachi for election of Directors which may please be circulated amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully,
for JOHNSON & PHILLIPS (PAKISTAN) LIMITED



COMPANY SECRETARY



Encl: As above



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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of shareholders of **JOHNSON & PHILLIPS (PAKISTAN) LIMITED** will be held at the **Registered Office** of the Company at **C-10, South Avenue, S.I.T.E. Karachi** on **Monday, 29th May, 2023** at **11.00 a.m.** to transact the following Business:-

1. To confirm the Minutes of the 61st Annual General Meeting of the Company held on 28th November, 2022.
2. To elect Seven (7) Directors of the Company as fixed by the Board of Directors in their meeting held on 10th February, 2023 under the provisions of Section 159 of the Companies Act, 2017 for a term of three (3) years commencing from 29th May, 2023. The names of the retiring Directors are:
 - a) Mr. Mohammad Anis Mianoor
 - b) Mrs. Zainab Anis Mianoor
 - c) Mr. Mohammad Umair Mianoor
 - d) Mr. Mohammad Amin Khanani
 - e) Mr. Mohammad Usman Mianoor
 - f) Mr. Mohammad Hanif Chamdia
 - g) Ms. Uroosa Mianoor
3. Any other business with permission of the Chair.

By Order of the Board

Karachi: 3rd May, 2023

COMPANY SECRETARY

NOTES:

1. CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books of the Company will remain closed from 22nd May, 2023 to 29th May, 2023 (both days inclusive). Physical transfer/CDS Transaction IDs received at the Company's Share Registrar Office, M/s. C&K Management Associates (Private) Limited, 404-Trade Towers, Abdullah Haroon Road, Near Metropole Hotel, Karachi, at the close of business 27th May, 2023 will be considered in time to determine voting right of the shareholders for attending the meeting.

2. PARTICIPATION IN EXTRA ORDINARY GENERAL MEETING & APPOINTING PROXIES:

A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote on his/her behalf.

✓ **PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

In pursuance of Circular No.1 of SECP dated January 26, 2000 the CDC Account holders/subaccount holders are requested to bring with them their original CNICs or Passports along with Participant(s) ID Number and CDC account numbers at the time of attending the Extra Ordinary General Meeting for identification purpose. If proxies are granted by such shareholders the same must be accompanied with attested copies of the CNICs or the Passports of the beneficial owners. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be submitted along with Proxy form to the Company. The nominee shall produce his original CNIC at the time of attending the meeting for identification.

3. **PARTICIPATION IN THE EXTRA ORDINARY GENERAL MEETING ELECTRONICALLY:**

In pursuance of Circular No. SMD/SL/2(20)/2021/117 dated 15-02-2021 issued by SECP to ensure the participant Members may attend the Meeting Electronically.

To attend the Meeting Electronically a Member is required to send an e-mail to **eogmjopp.2023@johnsonphillips.pk** with e-mail address, name, folio number, CNIC Number, Cell Number and number of shares held in his / her name with subject "Registration for EOGM JOPP". A video link to join the Meeting will be shared with Members whose e-mails, containing all the required particulars, are received not later than 48 (forty-eight) hours before the time of the Meeting.

4. **ELECTION OF DIRECTORS:**

1. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents at its registered office not later than fourteen days before the date of the said meeting;
2. Notice of his / her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017, he/she should also confirm that:
 - i. Consent to act as director on Form-28 duly filled in and signed by the candidate as required under section 167(1) of the Companies Act, 2017.
 - ii. Candidate's detailed profile along with his/her office address for placement on the Company's website as required under SECP'S SRO 1196(1)/2019 dated October 03, 2019.
 - iii. His/her Folio No./CDC Investors Account No./CDC Participant/Sub Account No.
 - iv. An attested copy of valid Computerized National Identity Card (CNIC) / Passport (in case of foreigner) and NTN.
 - v. Declarations confirming that:
 - He/she is not serving as a director of more than Seven listed Companies.

- Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
- Declaration for eligibility to act as director of listed companies and awareness of duties and powers of directors under the Companies Act 2017, Memorandum and Articles of Association of the Company. Rule Book of Pakistan Stock Exchange Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
- Declaration of independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies. (Manner and Selection of independent Directors) Regulations 2018 (applicable only for persons filing consent to act as independent director of the Company).

5. POSTAL BALLOT REGULATIONS, 2018:

Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 to 145 of the Companies Act, 2017. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under section 159(1) of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot / electronic mode in accordance with the requirement and procedures contained in the aforesaid Regulations. The schedule and procedure of postal ballot electronic voting shall be placed on the Company's website i.e. www.johnsonphillips.pk seven (7) days before the meeting.

6. UN-CLAIMED DIVIDEND / SHARES:

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividends and shares, shall be delivered to the SECP.

7. DEPOSIT OF PHYSICAL SHARES INTO CDC ACCOUNTS:

As per Section 72 of the Companies Act, 2017 every existing 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 commencement of the Companies Act, the shareholders having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited.

8. CHANGE OF ADDRESS:

Shareholders are requested to inform the Company's Share Registrar, M/s. C&K Management Associates (Pvt.) Limited, 404-Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi of any change in their addresses.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 REGARDING ELECTION OF INDEPENDENT DIRECTORS

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. The persons to be elected as independent directors shall meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection shall be made due to their respective core competencies, diversity, requisite skill, knowledge and experience and will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017.

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