

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

Election Of Directors

Notice under Section 159 (4) of the Companies Act, 2017

Pursuant to Section 159(4) of the Companies Act, 2017 (the " Act"), shareholders of Johnson & Phillips (Pakistan) Ltd. (the "Company") are hereby notified that the following persons have filed with the Company, notices of their intention to offer themselves for election as Directors for the next term of three years at the forthcoming Extraordinary General Meeting (EOGM) of the Company to be held on Monday, May 29, 2023 at 11:00 AM at C-10, South Avenue, Site, Karachi, the Registered Office of the Company: -

- | | |
|-------------------------------|-------------------------------|
| 1. Mr. Mohammad Anis Mianoor | 2. Mrs. Zainab Anis Mianoor |
| 3. Mr. Mohammad Umair Mianoor | 4. Mr. Mohammad Amin Khanani |
| 5. Mr. Mohammad Usman Mianoor | 6. Mr. Mohammad Hanif Chamdia |
| 7. Ms. Uroosa Mianoor | 8. Sheikh Aftab Ahmad |

Since the number of persons who have offered themselves for election is more than the number of Directors fixed by the Board under Section 159(I) of the Act, therefore, the election of Directors will be held to declare Eight (08) elected Directors under Section 159(5) of the Act, and the aforementioned persons would contest election as Directors of the Company for the next term of three years commencing Monday, May 29, 2023

Contestant Profile for Independent Director:

Sheikh Aftab Ahmad holds degrees in Mechanical Engineering and Business Administration from prestigious institutions. Besides being a Britannia Chevening Scholar, he also holds Diploma in Banking. He is PICG certified director and his name is available on the list of independent directors of PICG. His distinguished banking career includes serving on senior positions in a Development Finance Institution, an Islamic Commercial Bank and a Joint Venture Finance Company. During last over twenty years, he has served on the Boards of several listed companies and a real estate company.

By order of the Board

(Muhammad Hanif)
Company Secretary

Karachi:

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**PROCEDURE OF ELECTRONIC VOTING FACILITY AND VOTING FACILITY AND VOTING
THROUGH POSTAL BALLOT ON ELECTION OF DIRECTORS**

The members of Johnson & Phillips (Pakistan) LTD. (the "Company") are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022_, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for Election of directors in its Extra Ordinary General Meeting to be held on May 29, 2023 at 11 :00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.johnsonphillips.pk for download.

By order of the Board

(Muhammad Hanif)
Company Secretary

Karachi

Procedure for E - Voting:

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of 19th May, 2023.
- b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will be open from 24th May, 2023, 10:00 a.m. and shall close on 28th May, 2023 at 05:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.



Ballot paper for voting through post for poll to be held on Monday May 29, 2023, 11:00 am,

at

Johnson & Phillips (Pakistan) Limited
C-10, South Avenue, S.I.T.E., Karachi-75700, Pakistan.

Website: www.johnsonphillips.pk

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)

In case of election of directors

S.No.	Name of directors	No. of ordinary shares, used for voting in favor of the director	Number of votes (number of voting shares X number of directors to be elected)

Signature of shareholder(s)

Place:

Date:

NOTES:

1. Dully filled postal ballot should be sent to Mrs. Zainab Anis Mianoor, C-10, South Avenue, S.T.T.E., Karachi-75700, Pakistan. Email : johnsonphillips@cyber.net.pk
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should be reach chairman of the meeting on or before 28th May, 2023 at 05:00 p.m.. Any postal ballot received after this date, will not be consider for voting
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

JOHNSON & PHILLIPS (PAKISTAN) LIMITED

PROXY FORM

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

I/We, _____ S/o. _____, holder of CNIC

No. _____, Resident of _____

_____, being a member of

JOHNSON & PHILLIPS (PAKISTAN) LIMITED, and holder of _____ Ordinary Shares as per Share

Register **Folio No. / CDC Participant I.D. No. / or Sub Account No.** _____ hereby appoint

_____ resident of _____ or failing him / her Mr./Mrs.

_____ 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 (EOGM) of the

Company to be held on the 29th day of May 2023, at 11:00 a.m. at Company's Registered Office C-10, South

Avenue, S.I.T.E., Karachi and at any adjournment thereof:

Signed _____ day of _____ 2023

WITNESSES:

1. Name Signature _____ 2. Name Signature _____

Address: : _____ Address: _____

CNIC or Passport No. _____ CNIC or Passport No. _____

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)