



JOHNSON & PHILLIPS (PAKISTAN) LTD.

C-10, South Avenue, S.I.T.E.,
P.O. Box-3603, Karachi-75700, Pakistan.
Tel: 32560030-37, Fax: (9221) 32564603
Email: johnsonphillips@cyber.net.pk
Web: www.johnsonphillips.pk
ISO 9001 : 2000 Company

**The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi – 74000, Pakistan
UAN: 111-001-122, FAX:32410825.**

Dated : 09/10/2017

Subject: Notice of Annual General Meeting.

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on October 31st, 2017 at 10:00 at C-10, South Avenue, SITE, Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

**Tariq Ahmed
Company Secretary**

Encl: As above.



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting of Johnson & Phillips (Pakistan) Limited will be held on Tuesday, October 31, 2017 at the registered office of the company at C-10, South Avenue, SITE, Karachi at 10.00 am to transact the following businesses:-

ORDINARY BUSINESS:

- 1- To confirm the minutes of the 55th Annual General Meeting held on October 29, 2016.
- 2- To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Directors' and Auditors' reports thereon for the year ended June 30, 2017 together with the Audited Consolidated Financial Statements of the Company and the Auditors' Report thereon for the year ended June 30, 2017.
- 3- To appoint Auditors' of the Company for the financial year ending June 30, 2018 and to fix their remuneration. The Board of Directors, on the recommendation of the Audit Committee of the Company, has proposed the name of retiring auditors M/s Nazir Chaudhri & Company, Chartered Accountants, for their appointment as external auditors for the year ending June 30, 2018.

SPECIAL BUSINESS:

- 4- . To consider and, if deem fit, to pass with or without any amendment/ modification following resolution as ordinary resolution:

RESOLVED THAT dissemination of Annual Audited Accounts to the shareholders in soft form i.e. through CD/DVD/USB as notified by Securities Exchange Commission of Pakistan vide its SRO No. 470(I)/2016 dated May 31, 2016, be and is hereby approved.

5. To consider, and if thought fit, to pass the following Resolution as Special Resolution to amend the Articles of Association of the Company by inserting a new clause numbering 45A to introduce E-Voting as prescribed by Securities & Exchange Commission of Pakistan:

"RESOLVED THAT the Articles of Association of Johnson & Phillips (Pakistan) Limited be and is hereby amended as under:-

To insert the following new clause No. 45A:

45A) Any member desiring to appoint an intermediary, as defined in "Companies (E-Voting) Regulations, 2016," as may be amended from time to time, shall inform Company Secretary at least 10 days before the holding of Annual General Meeting or Extraordinary General Meeting of Shareholders of the Company intimating about his decision to appoint an intermediary to vote at a poll."

ANY OTHER BUSINESS:

- 6- To transact any other business with the permission of the chair.

Statements under Section 134(3) of the Companies Act 2017 in respect of the special business of the Agenda at item numbers 4 & 5 to be considered at the meeting is being sent to the Members alongwith a copy of this notice.

Date: October 06, 2017
Place: Karachi

By Order of the Board

Tariq Ahmed
Company Secretary



Notes:

1. The Share Transfer Books of the Company will remain closed from October 24, 2017 to October 31, 2017 (both days inclusive). Transfer received at the registered office of the company / by our Share Registrar, C & K Management Associates (Pvt) Limited, 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi -75530 by the close of business on October 23, 2017 will be treated in time for this purpose.

2. Appointment of Proxies and Attending AGM:

i) A member eligible to attend and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.

ii) A blank instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours.

iii) A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the registered office not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.

iv) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted with proxy form.

v) The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.

3. Members are requested to notify any changes in their addresses immediately to the Share Registrar M/s C & K Management Associates (Pvt) Limited.

4. Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

5. The Annual Report of the Company for the year ended June 30, 2017 has been placed on the Company's website at the link: http://www.johnsonphillips.pk/Annual_Financial_Reports.html

6. who desire to receive annual financial statements and notice of meeting for the financial year ending June 30, 2017 or onward through e-mail, instead of registered post/courier, are requested to submit their consent on the FORM available for the purpose on Company's website.

STATEMENT OF MATERIAL FACTS U/S 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the special Business, given in Agenda Item No.4 and 5 of the Notice, to be transacted at the Fifty Sixth (56th) Annual General Meeting of the Johnson & Phillips (Pakistan) Limited to be held on October 31, 2017.

Agenda Item 4:

Dissemination of Annual Audited Accounts through CD/DVD/USB

The Securities and Exchange Commission of Pakistan (SECP) has issued SRO No. 470(I)/2016 dated May 31, 2016 which has allowed companies to circulate its Annual Audited Accounts (i.e. the annual balance sheet and profit and loss account, auditor's report and director's report) to its members through CD/DVD/USB at their registered addresses instead of transmitting them in hard copies, subject to approval obtained from shareholders in General Meeting. Accordingly, approval is hereby sought from shareholders to comply with the requirements of said SRO vide an ordinary resolution. Subject to the approval of resolution in the AGM, the company will circulate its annual accounts in future through CD/DVD/USB. However, the shareholders will have the right to request hard copies free of cost at their registered addresses after submitting the Standard Request Form which shall be made available on Company website. While shareholders who wish to receive hard copies for all future annual audited accounts shall also require to give their preference in writing. Furthermore, in terms of SRO 787(I)/2014 dated September 08, 2014, the company will continue to provide Annual Audited Accounts through email to those shareholders who shall opt this mode. Any changes to such arrangements should be communicated to the company on standard request form.

The directors have no direct or indirect interest in this agenda.

Agenda Item 5:

E-voting:

To give effect to the Companies (E-Voting) Regulation 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting. The directors have no direct or indirect interest in this agenda.



Talib