

FIN-JSIL-AMC/2016/279

JS Investments Limited

December 2, 2016

7th Floor, The Forum,
Block 9, Clifton,
Karachi, Pakistan.
www.jsil.com

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Form-17

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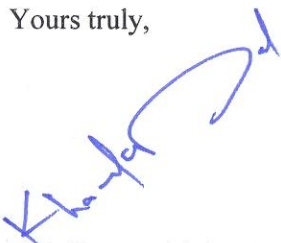
Subject: Notice of Extraordinary General Meeting of JS Investments Limited

Dear Sir,

This is to inform you that an Extraordinary General Meeting of JS Investments Limited, 'the Company', will be held at 10:00 A.M. on Monday, December 26, 2016 at Defence Authority Creek Club, Phase VIII, D.H.A, Karachi.

Enclosed please a copy of the Notice of the aforesaid Extraordinary General Meeting of the Company for circulation amongst the TRE Certificate Holders of the Exchange.

Yours truly,



Muhammad Khawar Iqbal
CFO & Company Secretary

CC: Policy, Regulation and Development Department
Specialized Companies Division
Securities & Exchange Commission of Pakistan,
Islamabad.

Encl:

JS Investments Ltd.

Notice of Extraordinary General Meeting to be held on December 26, 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of JS Investments Limited, (the Company) will be held at 10:00 a.m. on Monday, December 26, 2016 at Defence Authority Creek Club, Phase VIII, DHA, Karachi, to transact the following special business:

1. To elect seven directors, as fixed by the Board of Directors, pursuant to section 178(1) of the Companies Ordinance, 1984 (now Section 159 (1) of the Companies Ordinance, 2016), for the period of three years commencing from December 27, 2016.

The following retiring directors shall be eligible to offer themselves for re-election:

- o Mr. Basir Shamsie
- o Mr. Suleman Lalani
- o Mr. Muhammad Yousuf Amanullah
- o Mr. Muhammad Raza Dyer
- o Mr. Kamran Jafar
- o Mr. Ahsen Ahmed
- o Mr. Asif Reza Sana

2. To consider, approve and adopt the addition of new Article 45A in the Articles of Association and, if thought fit, for this purpose to pass the following resolution as a special resolution, with or without modification:

RESOLVED that in accordance with the provisions of Section 38 and other applicable provisions of the Companies Ordinance, 2016 and subject to requisite permission and clearance, the following new Article 45A be and is hereby inserted after the existing Article 45 in the Articles of Association of the Company:

45A. Electronic Voting:

1. This article shall only be applicable for the purpose of electronic voting;
2. The provision and requirements for e-voting as prescribed by the Securities & Exchange Commission of Pakistan (SECP) from time to time shall be deemed to be incorporated in these Articles, irrespective of other provisions of these Articles of Association and notwithstanding anything contradictory therein.
3. The Company shall comply with the mandatory requirements of the law regarding the use of electronic voting by its members at General Meetings.

RESOLVED FURTHER that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement this resolution.

3. To consider and approve the transmission of annual audited accounts of the Company through CD/DVD/USB instead of transmitting the said accounts in hard copy pursuant to the requirement of SRO 470(1)/2016 of Securities & Exchange Commission of Pakistan (SECP) and if deemed appropriate pass the following resolution as an ordinary resolution, with or without modifications:

"Resolved that transmission of annual audited financial statements, auditors' report and directors' report etc. ("annual audited accounts") to the members of the Company at their registered addresses in soft form i.e. through CD/DVD/USB instead of transmitting the same in hard copies from the year ending December 31, 2016 in terms of SRO No. 470 (1)/2016 dated May 31, 2016 be and is hereby approved.

Further Resolved that the Chief Executive Officer and the Company Secretary of the Company be and are hereby severally authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time, as and when necessary for the purposes of implementing this resolution."

By order of the Board

Muhammad Khawar Iqbal
Company Secretary

Karachi: December 02, 2016

Notes:

1. The share transfer books of the Company will remain closed from Monday, December 19, 2016 to Monday, December 26, 2016 (both days inclusive) for determining the entitlement of shareholders for attending the Extra Ordinary General Meeting. Transfer requests received at the Share Registrar of the Company, M/s. Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block 2, P.E.C.H.S, Off. Sharah-e-Quaideen, Karachi, at the close of business on or before Friday, December 16, 2016 will be considered in time to attend and vote at the meeting.
2. Members may participate in the meeting either personally, or through video-link or by proxy. A member or members holding 10% of the total paid up share capital residing in a city may demand to provide the facility of vide-link for attending the meeting. The demand for video link shall be made at least seven days prior to the date of the meeting.
3. All the members are entitled to attend and vote at the meeting. A member entitled to attend and vote at the meeting is entitled to appoint another member as proxy to attend, speak and vote for him/ her. An instrument of proxy applicable for the meeting is attached with the notice sent to members. Further copies of the instruments of proxy may be obtained from the Share Registrar of the Company during normal office hours.
4. An instrument of proxy or power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or such authority to be valid, be deposited with the registered Office of the Company not later than 48 hours before the schedule time of the meeting excluding non-working days.





5. Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan Limited (CDC) and/or their proxies will have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan:

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - 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 CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. The proxy shall produce his original CNIC or original passport at the time of the meeting.
 - e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
6. Shareholders are requested to immediately notify the Share Registrar of the change in their addresses, if any.
7. The Statement under Section 134(3) of the Companies Ordinance, 2016 containing material facts concerning the business to be transacted at the Extra Ordinary General is being sent along with copy of this notice.
8. **Computerized National Identity Card ("CNIC") of Shareholders ("Mandatory")**. CNIC number of the shareholder is, mandatory for the issuance of dividend warrants and in the absence of this information, payment of dividend shall be withheld. Shareholders are requested to provide immediately if not already provided, copy of their valid CNIC to the Company's Independent Share Registrar, Technology Trade (Pvt) Limited, Dagia House, 241-C, Block 2, PECHS. A legible scanned copy of the same can also be forwarded at CNIC@jsil.com along with folio number and updated address for correspondence.

9. **Mandate for e-Dividend.** Under Section 242, the dividend can only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Earlier, The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated April 05, 2013 has advised all listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. You are advised to provide a dividend mandate in favor of e-dividend by providing duly filled in and signed dividend mandate form available at company's website www.jsil.com

Statement under Section 134 (3) of the Companies Ordinance, 2016.

This explanatory statement sets out the material facts pertaining to the businesses to be transacted at the Extraordinary General Meeting of the Company to be held on December 26, 2016.

Election of Directors:

The term of office of the present Directors of the Company will expire on December 26, 2016. In terms of Section 178 (1) of the Companies Ordinance, 1984 (now Section 159 (1) of the Companies Ordinance, 2016), the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for the next term of three years.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company

Any person who seeks to contest the election to the office of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting;

- a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
- b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Ordinance, 2016;
- c) Consent to act as director on Form 28 under section 167 of the Companies Ordinance, 2016.
- d) A detailed profile along with his/her office address as required under SECP's SRO 634(1)/2014 dated July 10, 2014.
- e) An attested copy of Computerized National Identity Card (CNIC) and National Tax No. (NTN)
- f) A declaration that:
 - He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulations of Stock Exchange).
 - He/she is not serving as a director of more than seven listed companies. Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
 - 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.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange;
- g) Annexure A to NBFC & NE Regulations, 2008 duly filled in and the candidate must meet the fit and proper test prescribed by the Securities & Exchange Commission of Pakistan (SECP) in Schedule IX of the NBFC & NE Regulations, 2008. Annexure A of Schedule IX is being sent to the members along with notice of meeting.

Election of any person as a director shall be subject to approval of the SECP. Election of a foreign director shall be further subject to security clearance by the Ministry of Interior and the SECP for which a draft undertaking would be required which could be collected from the registered office of the company during business hours.

Alteration of Articles of Association

Securities & Exchange Commission of Pakistan has issued Companies (E-voting) Regulations, 2016 vide S.R.O 43(1)/2016, which provides the members of the company an option to vote electronically and a member may in this regard, appoint another member or non-member as their proxy to vote on their behalf through electronic voting. The directors have recommended alteration in the Article of Association by inserting new Article 45A therein which will give the members an option to be the part of decision making in the general meeting of the Company through electronic means.

The resolution required for the above purpose is set forth in the notice convening the Extra Ordinary General Meeting and that resolution will be proposed and passed as Special Resolution.

The directors and their relatives are not interested, directly or indirectly, in the above business except to the extent of their shareholdings.

Transmission of Annual Audited Accounts of the Company through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated May 31, 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

Accordingly, the directors have placed the matter before the shareholders for their approval and to pass the ordinary resolution as proposed in the notice of meeting.

The directors and their relatives are not interested, directly or indirectly, in the above business except to the extent of their shareholdings.



FORM OF PROXY
EXTRAORDINARY GENERAL MEETING

**The Company Secretary,
JS Investments Limited**
7th Floor, The Forum, G-20,
Khayaban-e-Jami, Clifton,
Karachi- 75600.

I/We _____ of _____ being member(s) of JS Investments Limited, holding _____ ordinary shares as per Registered Folio No./ CDC A/c No. (for members who have shares in CDS) _____ hereby appoint Mr. / Mrs. / Miss _____ of _____ (Folio No./ CDC A/c No.) _____ or failing him/her Mr. / Mrs. / Miss _____ of _____ (Folio no. CDC A/c No.) _____ being member of the company, as my / our proxy to attend, act and vote for me / us and my / our behalf at the Extra Ordinary General Meeting of the Company to be held on December 26, 2016 and / or any adjournment thereof.

As witness my / our hand / seal this _____ day of December, 2016.

Signed by _____

In the presence of _____

Witnesses:

1. Name _____
Signature _____
Address _____
CNIC / Passport No. _____

2. Name _____
Signature _____
Address _____
CNIC / Passport No. _____

Signature on Rs. 5/-
Revenue Stamp

The Signature should
agree with the specimen
registered with the Company

Important:

1. All the members are entitled to attend and vote at the meeting. A member entitled to attend and vote at the meeting is entitled to appoint another member or non-member as proxy to attend, speak and vote for him/ her.
2. Members may participate in the meeting by personally, through video-link or by proxy. A member or members holding 10% of the total paid up share capital residing in a city may demand to provide the facility of video-link for attending the meeting. The demand for video link shall be made at least seven days prior to the date of the meeting.
3. This proxy form, duly completed and signed, must be received at the office of Company situated at 7th Floor, The Forum, G-20, Khayaban-e-Jami, Clifton, Karachi, not later than 48 hours before the scheduled time of the meeting.
4. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
5. Beneficial Owner of physical shares and the shares registered in the name of Central Depository Company of Pakistan limited (CDC) and/or their proxy are required to produce their original CNIC or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of CNIC or the passport of the beneficial owner and the proxy. In case of corporate entity, the Board of Directors' Resolution / power of attorney with specimen signature shall be submitted along with proxy form.

AFFIX
CORRECT
POSTAGE

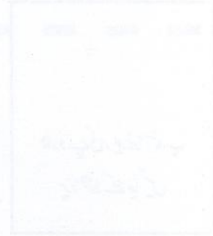
The Company Secretary
JS Investments Limited
7th Floor, The Forum, G-20,
Khayaban-e-Jami, Block-9, Clifton

درست ٹکٹ چکائیں

کمپنی سیکریٹری
جے ایس انویسٹمنٹس لمیٹڈ
۷ فلور، دی فورم، G-20،
خیابان جامی، بلاک ۹، کلفٹن

The Company Secretary
JS Investments Limited
7th Floor, The Forum, G-20,
Khayaban-e-Jami Block-9, Clifton

(X)



1.	Curriculum Vitae/Resume containing:
A	Name: (former name if any):
B	Father's or Husband Name:
C	C.N.I.C # / Passport # (In case of foreign nationals) --(attach copy)
D	Latest photograph
E	Nationality:
F	Age:
G	Contact details:
	i) Residential address:
	ii) Business address:
	iii) Tel:
	iv) Mobile:
	v) Fax:
	vi) E-mail:
G	National Tax Number:
H	Present occupation:
I	Qualification(s):
	i) Academic: (Attach copy)
	ii) Professional: (Attach copy)
J	Trainings
K	Experience: Position held during the last ten years (along with name and address of company/institution/ body where appointment held, nature of the company/institution/body and dates of appointment).
2.	Status of directorship Shareholder <input type="checkbox"/> Nominee <input type="checkbox"/> Name of the shareholders/ Group of shareholders he is representing Nature of directorship Executive <input type="checkbox"/> Non-executive <input type="checkbox"/> Independent <input type="checkbox"/> Non-independent <input type="checkbox"/> Number of shares subscribed or held _____ Personal net worth (copy of wealth statement) _____
3.	Names of companies, firms, sole proprietorships and other organizations of which the proposed person is a chief executive, director, partner, owner, office holder or major shareholder.
4.	(1) CIB report issued by SBP for the companies, firms, sole proprietorships, etc. where the applicant is interested as director (sponsor or major shareholder), chief executive, partner or owner (attach original CIB reports)
	(2) An undertaking providing details of the following: I. Any write off availed from any financial institution during the last five years II. Any default of Finance obtained from any financial institution during the last five years. III. Placement on ECL during the last five years IV. Any conviction from any Court of Law or any plea bargain with NAB during the last ten years V. Any write off or default by any related or affiliated person or by any company on whom the applicant or anyone closely related to him had an interest as sponsor, major shareholder, director, chief executive, key executives, etc. during the last five years VI. The person and the companies, firms, sole proprietorship etc. where the person is a chief executive, director (other than nominee director), owner or partner etc. has no overdue payment of any financial institution. ¹⁴⁹
5.	In the case of appointment of directors the date of board of directors' meeting in which the appointment of proposed director was approved. (Attach copy of the minutes of the meeting of the board of directors. If the director is elected, then attach a copy of the minutes of the general meeting of the company.)
6.	Names of persons on the board of the NBFC who are related to the applicant.

Signature _____

REGISTERED
POST

If undelivered, kindly return to:

Share Registrar



TECHNOLOGY TRADE (PVT.) LTD.

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Off Shahrah-e-Quaideen, Karachi, Pakistan.

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