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Form-4

March 19, 2018

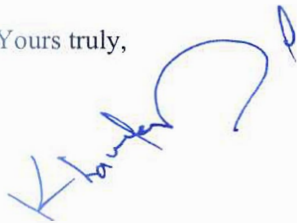
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

SUBJECT: Notice of the Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Annual General Meeting of JS Investments Limited to be held on April 10, 2018 at 10:30 A.M for circulation amongst the TRE Certificate Holders of the Exchange.

Yours truly,



Muhammad Khawar Iqbal
CFO & Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty third (23rd) Annual General Meeting of the members of JS Investments Limited, (the "Company") will be held at 10:30 a.m. on Tuesday, April 10, 2018 at Defence Authority Creek Club, Phase VIII, DHA, Karachi, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2017, together with the Directors' and Auditors' reports thereon and Chairman's Review Report.
2. To appoint Auditors of the Company and fix their remuneration. The Audit Committee and the Board of Directors have recommended the re-appointment of retiring auditors, Messrs EY Ford Rhodes, Chartered Accountants, who being eligible, offer themselves for re-appointment.

Special Business:

3. To ratify and approve transactions carried out with Related Parties during the financial year ended December 31, 2017 and for the month ended January 31, 2018.
4. To authorize the Chief Executive of the Company to approve transactions with Related Parties to be carried in normal course of business till next Annual General Meeting.

The statement under section 134 (3) of the Companies Act, 2017 pertaining to the special business is annexed with the notice of meeting sent to the members.

By order of the Board

Muhammad Khawar Iqbal
Company Secretary

Karachi: March 19, 2018

Notes:

1. The Company, in accordance with Section 223(7) of the Companies Act 2017, has placed the Audited Financial Statements for the year ended 31 December 2017 along with Auditors and Directors Reports thereon and Chairman's Review Report on its website: www.jsil.com
2. The share transfer books of the Company will remain closed from Tuesday, April 04, 2018 to Tuesday, April 10, 2018 (both days inclusive) for attending the Annual General Meeting. Physical transfers and deposit requests under Central Depository System received at the close of business on April 3, 2018 by the Independent Share Registrar of the Company, M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block B, S.M.C.H.S, Main Shahra-e-Faisal, Karachi, will be treated as being in time for entitlement to attend the meeting.
3. A member entitled to attend and vote at the meeting may appoint another person as proxy to attend, speak and vote for him/ her. An instrument of proxy or power of attorney or other authority (if any) under which it is signed or a notarial 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. The proxy form in English and Urdu Languages is attached with this notice and has also been placed on the Company's website of the company.
4. 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 in Circular No. 1 of 2000:

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.
5. Shareholders are requested to immediately notify the Share Registrar of the change in their addresses, if any.
6. **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, M/s. Central Depository Company of Pakistan 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 CNIC@jsil.com along with folio number and updated address for correspondence.
7. **Payment of cash dividend through electronic mode**. The provisions of Section 242 of the Companies Act, 2017 provides that any cash dividend declared by a listed company must be paid through electronic mode directly into the bank account designated by the entitled shareholder. Accordingly, the shareholders of the Company are requested to provide electronic dividend mandate on E-Dividend Form available on the Company's website (www.jsil.com) enabling the Company to credit their future cash dividends directly to their designated bank accounts.
8. **Electronic Transmission of Annual Financial Statement and Notices (Optional)** In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) under S.R.O 787 (I)/2014, the SECP has allowed companies to circulate annual Audited Financial Statements, along with the notice of annual general meeting (Notice) to its members through e-mail subject to compliance with the conditions outlined in the referred SRO of SECP.

The transmission of annual Audited Financial Statements with Notice to members through e-mail shall be considered 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 members, the Company has placed a Standard Request Form on the Company's website (www.jsil.com), so that the members may use it to communicate their e-mail address and consent for electronic transmission of annual Audited Financial Statement and Notice thereon.

9. Deduction of withholding tax on the amount of Dividend u/s 150 of the Income Tax Ordinance, 2001 (Mandatory)

Pursuant to the provisions of Finance Act, 2017 effective 01 July 2017, deduction of income tax from dividend payments shall be made on the basis of filers and non-filers as follows:

S.No	Nature of Shareholders	Rate of deduction
1	Filers of Income Tax Return	15%
2	Non-Filers of Income Tax Return	20%

Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website.

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.

The shareholders who has joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the AGM date.

Folio/CDC Account No.	Name of Shareholder	CNIC	Shareholding	Total Shares	Prindpal/Joint Shareholder
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10. Unclaimed Dividend and Bonus Shares
Shareholders, who by 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 Central Depository Company of Pakistan Limited, to collect/enquire about their unclaimed dividend or pending shares, if any.

11. Video Conference Facility
Pursuant to the provisions of the Companies Act, 2017, the members can avail video conference/link facility for this Annual General Meeting, provided the company receives consent from member(s) holding 10% or more total paid up capital in the company, residing at above location, at least 10 days prior to the date of meeting.

12. E-Voting
Pursuant to issuance by SECP of Companies (E-Voting) Regulation 2016 and its subsequent adoption in Articles of Association of the Company via Special Resolution passed by the members of the company on December 26, 2016, the members of the company may exercise their right to vote through E-Voting by giving their consent in writing, at least 10 days before the date of the meeting, to the company on the appointment of the Execution Officer by the intermediary as a proxy. Standard Format of such consent is enclosed and has also been placed on the website of the company.
If the requests for E-Voting received by the company from the member or members represents 10% or more voting power of the company in aggregate, then the company shall communicate the name and contact details of intermediary to the members opted for E-Voting, otherwise company will inform the members accordingly that E-Voting will not be conducted due to non fulfillment of the criteria.

