

Ref: FIN/AMC/2019/1069

July 02, 2019

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

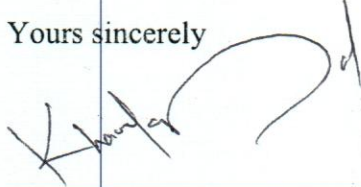
JS Investments Limited
The Centre, 19th Floor,
Plot No. 28 SB-5,
Abdullah Haroon Road,
Saddar Karachi-74400,
Pakistan.
www.jsil.com
UAN: (+92 21) 111-222-626
Fax: (+92 21) 3516 5540

Subject: Notice of Extra Ordinary General Meeting Published in The News and JANG

Dear Sir

Please find enclosed the Notice of the Extra Ordinary General Meeting of JS Investments Limited to be held on Wednesday, 24 July, 2019 at 10:30 AM, at Ramada Creek Hotel, DHA, Phase VIII, Karachi, as published in daily news papers "The News" and "JANG".

Yours sincerely



Muhammad Khawar Iqbal
Company Secretary

CC:

Director/HOD Monitoring & Inspection (M&I) Specialized Companies Division Securities & Exchange Commission of Pakistan NIC Building 63, Jinnah Avenue, Blue Area Islamabad	Director/HOD Surveillance, Supervision and Enforcement Department, Securities Market Division Securities and Exchange Commission of Pakistan NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad
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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EOGM") of the members of JS Investments Limited (hereinafter the "Company") will be held on Wednesday, 24 July, 2019 at 10:30 A.M. at Ramada Creek Hotel, DHA Phase VIII, Karachi to transact the following business:

Special Business:

- To consider and, if thought fit to pass with or without modification, addition(s) or deletion(s), the following resolution as special resolution under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 for the purchase/buy-back by the Company of up to a maximum of 27,934,840 issued ordinary shares of the Company of the face value of Rs. 10/- (Rupees Ten) each at a purchase price of Rs. 18 per share as recommended by the Board of Directors of the Company.

Resolved that, subject to compliance with the provisions of all applicable laws, regulations and permission required, if any, the approval of the members of JS Investments Limited (hereinafter the "Company") be and is hereby accorded under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase / buy-back up to a maximum of 27,934,840 issued ordinary shares of the face value of Rs. 10/- (Rupees Ten) each of the Company (34.8%) at a purchase price of Rs. 18 per share.

Resolved Further that the ordinary shares purchased pursuant to this special resolution shall be cancelled and issued and paid up share capital shall accordingly be reduced by the aggregate face value of the cancelled shares.

Resolved Further that the purchase / buy-back by the Company of its issued ordinary shares shall be made through a tender offer by utilizing Rs. 502,827,120 out of the distributable profits of the Company and the purchase period shall be for 30 days commencing from 2 August, 2019 to 31 August, 2019 (both days inclusive).

Resolved Further that the Chief Executive Officer or the Company Secretary (hereinafter the "Authorized Persons") be and are hereby singly authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required for the purpose of giving effect to this special resolution and for the purpose of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares.

Resolved Further that the Authorized Persons be and are hereby further singly authorized and empowered, to take or cause to be taken all actions including but not limited to obtaining any requisite regulatory permissions, if required, preparation the tender notice and other requisite documents, engaging legal counsel and consultants for the purposes of the purchase/buy-back of shares, filing of all the requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instrument including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto.

Resolved Further that all acts, deeds, and actions taken by the Authorized Persons pursuant to this special resolution for and on behalf of and in the name of the JS Investments Limited shall be binding acts, deeds and things done by the Company.

Resolved Further that the aforesaid Special Resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the Commission which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the members to pass a fresh special resolution."

Attached to this Notice is a statement of material facts in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017. This statement has been dispatched to the shareholders by post. The notice of meeting as well as statement has also been placed on company's website: (www.jsil.com)

By Order of the Board
Muhammad Khawar Iqbal
Company Secretary

Karachi,
Dated: 1 July, 2019

Notes

- The share transfer books of the Company will remain closed from 18 July, 2019 to 24 July, 2019 (both days inclusive). Physical transfers and deposit requests under Central Depository System received at the close of business on 17 July, 2019 by the 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 determining the entitlement of the members for attending the Extraordinary General Meeting and for determining the names of members for dispatch of offer letters.
- 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 scheduled 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.
- 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:
 - For Attending the Meeting**
 - 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.
 - 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.
 - For Appointing Proxies**
 - 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.
 - The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his original CNIC or original passport at the time of the meeting.
 - 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.
- Shareholders are requested to immediately notify the Share Registrar of the change in their addresses, if any.
- Pursuant to the provisions of the Companies Act, 2017, the members can avail video conference/link facility for this Extra Ordinary General Meeting, provided the Company receives consent from member(s) holding 10% or more total paid up capital in the company, residing in any other city, at least 10 days prior to the date of meeting. In order to avail video conference/link facility, interested members may send to the Company consent as mentioned above being enclosed in standard format with the notice of meeting and also placed on the website of the company within the stipulated time frame.

JS Investments Limited
19th Floor, The Centre, Plot No. 28, 5B-5, Abdullah Haroon Road, Saddar, Karachi - 74400.
Toll-free: 0800-00887 | Email: ir@jsil.com | Website: www.jsil.com

