

**JOHNSON & PHILLIPS (PAKISTAN) LTD.**

C-10, South, Avenue, S.I.T.E, Karachi-75700, Pakistan.

Phone: 0333-0181204-05

Email: [johnsonphillips@cyber.net.pk](mailto:johnsonphillips@cyber.net.pk)

Website: [www.johnsonphillips.pk](http://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](http://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 19<sup>th</sup> 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 24<sup>th</sup> May, 2023, 10:00 a.m. and shall close on 28<sup>th</sup> 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 ELECTIONS OF DIRECTORS**

Ballot for Voting through post for the Election of Directors at the Extraordinary General Meeting to be held on Monday, May 29, 2023 at 11:30 am at the Registered Office C-10, South Avenue, S.I.T.E, Karachi-75700, Pakistan of **Johnson & Phillips (Pakistan) Limited** (the "Company"), Phone: 0333-0181204-05., Website: [www.johnsonphillips.pk](http://www.johnsonphillips.pk)

Folio / CDS Account Number

Name of Shareholder / Proxy Holder

Registered Address

Number of shares held

CNIC Number (copy to be attached)

Additional information and enclosures (in case of representative of body corporate, corporation and Federal Government.)

**Agenda Item:** To elect Seven (07) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing May29, 2023

I/we hereby exercise my/our vote in respect of the Election of Directors through postal ballot as follows: -

Sr. No.	Name of Directors	Category of Directors	No. of Ordinary shares, used for voting in favour of the director	Number of votes (number of voting shares X number of director to be elected i.e.7)
1.	Mr. Mohammad Anis Mianoor	Executive Director		
2.	Mrs. Zainab Anis Mianoor	Executive Director		
3.	Mr. Mohammad Umair Mianoor	Non-Executive Director		
4.	Mr. Uroosa Anis Mianoor	Non-Executive Director		
5.	Mr. Mohammad Usman Mianoor	Non-Executive Director		
6.	Mr Mohammad Hanif Chamdia	Independent		
7.	Ms. Amin Khanani	Independent		
8.	Mr. Sheikh Aftab Ahmad	Independent		

**NOTES:**

1. Duly filled ballot paper should be sent to the Mrs. Zainab Anis Mianoor at C-10, South Avenue, S.I.T.E, Karachi-75700, Pakistan or email at [johnsonphillips@cyber.net.pk](mailto:johnsonphillips@cyber.net.pk)
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before 28<sup>th</sup> May 2023 05:00 Pm. Any postal ballot received after this date and time, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at: [www.johnsonphillips.pk](http://www.johnsonphillips.pk) Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder Signature/Authorized Signatory  
(In case of corporate entity, please affix company stamp)

Date: \_\_\_\_\_

**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 29<sup>th</sup> 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)