



Jahangir Siddiqui & Co. Ltd.

Notice of Extraordinary General Meeting
to be held on November 25, 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Jahangir Siddiqui & Co. Ltd. (the "Company" or "JSCL") will be held at Ramada Hotel, Zulfiqar Street No. 1, Phase VIII, Defence Housing Authority, Karachi on Monday, November 25, 2019 at 10:30 a.m., to transact the following business:

Ordinary Business

1. To elect seven (7) directors of the Company as fixed by the Directors for a period of three years commencing from November 25, 2019 in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of retiring Directors, who are eligible to offer themselves for re-election, are as follows:

1. Chief Justice (R) Mahboob Ahmed
2. Mr. Ali Raza Siddiqui
3. Mr. Khalid Imran
4. Mr. Muhammad Ali
5. Mr. Shahid Hussain Jatoi
6. Mr. Saud Ahmed Mirza
7. Mr. Suleman Lalani

Attached to this notice being sent to the members is a Statement under Section 166 (3) of the Companies Act, 2017

By Order of the Board

Syed Ali Hasham
Company Secretary

Karachi: November 04, 2019

NOTES

1. The term of office of the present Directors of the Company will expire on November 24, 2019. In terms of Section 159 (1) of the Companies Act, 2017, 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.
2. Any person who seeks to contest the election 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 Act, 2017.
 - c) Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
 - d) A detailed profile along with his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019.
 - e) He/ she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - f) The Selection of Independent Directors will be complied with the requirements of Section 166 of the Companies Act, 2017. Person contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of eligibility and Independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
 - g) An attested copy of Computerized National Identity Card (CNIC);
 - h) 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;
3. The Company has placed the Notice of General Meeting along with form of proxy on its website: www.js.com.
4. The Share Transfer Books of the Company shall remain closed from November 18, 2019 to November 25, 2019 (both days inclusive) for determining of shareholders for attending and voting at the General Meeting.
5. Physical transfers and deposit requests under Central Depository System received at the close of business on November 15, 2019 by the Company's Registrar i.e. CDC Share Registrar Services Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi, will be treated in time for the purpose of attending and voting at the meeting.

6. A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company.
7. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
8. 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.
9. Shareholders are requested to notify immediately of any change in their address to the Company's share registrar.
 10. Members, in accordance with the proviso to Section 132(2) of the Companies Act 2017, can also avail video conference facility. In this regard, members are requested to fill out the following form and submit the same to the registered address of the Company 10 days before holding of the Extraordinary General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Jahangir Siddiqui & Co. Ltd., holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."

IMPORTANT NOTICES TO SHAREHOLDERS

Computerized National Identity Card ("CNIC") of Shareholders ("Mandatory")

Shareholders are requested to provide if not already provided, copy of their valid CNIC to the Company's Independent Share Registrar at the address given herein below. A legible scanned copy of the same can also be forwarded at cnic@js.com along with folio number and updated address for correspondence.

Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.

Mandate for e-Dividend

Section 242 of the Act requires that the listed companies shall pay cash dividend only through electronic mode directly into the bank account designated by the shareholders. SECP vide its notification S.R.O.1145 (I)/2017 has also issued the Companies (Distribution of Dividends) Regulations, 2017 whereby every shareholder shall be responsible to provide valid information pertaining to its designated bank account to disburse any dividend payable in cash only through electronic mode directly into the bank account designated by the entitled shareholders.

The members are requested to provide duly filled in and signed e-dividend form available at the following link:

<http://www.js.com/index.php/investors/shareholders-information>

In case of shares held as book-entry securities, the said information would be required to be provided to Central Depository System ("CDS"), through CDS Participants.

Electronic Transmission of Financial Statements and Notices

Pursuant to Section 223(7) of the Companies Act, 2017 the Company is allowed to send financial statements and reports to its members electronically. In this regard, members are hereby requested to convey their respective information on the Form which is available at the Company website i.e. at the following link to ensure compliance with the above referred provision:

<http://www.js.com/index.php/investors/shareholders-information>

Please ensure that your email account has sufficient rights and space available to receive such email which may be greater than 1 MB in size. Further, it is the responsibility of the member(s) to timely update the Share Registrar of any change in his (her/its/their) registered email address at the address of Company's Share Registrar mentioned at the end of the notice.

Unclaimed Dividend/Shares

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

Deposit of Physical Shares into CDC Account

The shareholders having physical shareholding may open CDC sub-account with any of the brokers or investor account directly with CDC to place their physical shares into script-less form. This will facilitate them in many ways including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange. Further, Section 72 of the Act states that after the commencement of the Act from a date notified by SECP, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act i.e., 31 May, 2017.

Address of Share Registrar of the Company:

CDC Share Registrar Services Limited

CDC House, 99 - B, Block 'B',
S.M.C.H.S., Main Shahra-e-Faisal
Karachi-74400

Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275)

Fax: (92-21) 34326053

Email: info@cdcsrsl.com

Website: www.cdcsrsl.com

STATEMENT UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. The Company is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under

Section 166 of the Companies Act, 2017 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

STATEMENT UNDER REGULATION 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017

The Company in their Annual General Meeting held on April 17, 2018 at Karachi by way of special resolution under section 199 of the Companies Act, 2017 and subject to requisite regulatory permission(s) approved the long-term equity investment of up to PKR 1,000 million from time to time by purchase of up to 6,000,000 ordinary shares of EFU General Insurance Limited (“EFUG”), an associated company. The special resolution is valid for a period of three years from the date of approval.

PKR in Million

Total Investment Upto	Amount of Investment till September 30, 2019	Reasons for not making complete investment in the specified time
1,000	132	The time period for investment has not yet elapsed. Balance investment will be made at appropriate time.

Material change in financial statements since date of resolution passed	September 30, 2019 (Nine Month Ended)	December 31, 2018 (Year Ended)
a) Breakup value per share (PKR)	89.02	96.49
b) Earnings per share (PKR)	6.46	10.86
c) Net assets (PKR in Million)	17,804	19,298

Form of Proxy

Extraordinary General Meeting

The Company Secretary

Jahangir Siddiqui & Co. Ltd.

20th Floor, The Centre, Plot No. 28,
SB-5, Abdullah Haroon Road,
Saddar, Karachi- 74400, Pakistan

I/We _____ of _____ being member(s) of Jahangir Siddiqui & Co. Ltd. holding _____ ordinary shares as per Registered Folio No /CDC A/c. No. (for members who have shares in CDS) _____ hereby appoint Mr. / Mrs. / Ms. _____ of _____ (Folio. No./ CDC A/c No.) _____ or failing him/her Mr. / Mrs. / Ms. _____ 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 on my /our behalf at the Extraordinary General Meeting of the Company to be held on Monday, November 25, 2019 and /or any adjournment thereof.

As witness my / our hand / seal this _____ day of November, 2019.

Signed by _____

In the presence of

Witness:

1. Name: _____
Signature: _____
Address: _____

CNIC or Passport No.: _____
2. Name: _____
Signature: _____
Address: _____

CNIC or Passport No.: _____

Signature

The Signature should agree with the specimen registered with Company.

Important:

1. A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
2. This proxy form, duly completed and signed, must be received at the Office of the Company situated at 20th Floor, The Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Saddar, Karachi, not less than 48 hours before the time of holding meeting.
3. No Person shall act as proxy unless he / she himself / herself is a member of the Company, except that a corporation may appoint a person who is not a member.
4. If 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 Computerized National Identity Card or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company 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
Jahangir Siddiqui & Co. Ltd.
20th Floor, The Centre
Plot No. 28, SB-5
Abdullah Haroon Road
Saddar, Karachi- 74400
Pakistan.

اہم نوٹ:

- 1- کمپنی کا کوئی ممبر کسی دوسرے ممبر کو اپنی جگہ اجلاس میں حاضر ہونے، حصہ لینے اور ووٹ دینے کیلئے عوضی مقرر کر سکتا ہے۔
- 2- باقاعدہ مکمل اور دستخط شدہ پراکسی فارم اجلاس عام کے انعقاد سے کم از کم 48 گھنٹے قبل کمپنی کے دفتر بمقام جہانگیر صدیقی اینڈ کمپنی لمیٹڈ، 20th فلور، دی سینٹر، پلاٹ نمبر 28، SB-5، عبداللہ ہارون روڈ، صدر، کراچی-74400، پاکستان موصول ہو جانا چاہئیں۔
- 3- ایسا کوئی شخص بطور عوضی اجلاس میں شریک نہیں ہو سکتا جو کمپنی کا ممبر نہ ہو، ماسوائے کوئی کارپوریشن کسی غیر ممبر کو اپنا عوضی مقرر کر سکتی ہے۔
- 4- اگر کوئی ممبر ایک سے زائد عوضی مقرر کرتا ہے اور ایک سے زائد عوضی فارم کمپنی کو موصول ہوتے ہیں تو ایسے تمام فارم منسوخ تصور کئے جائیں گے۔
- 5- فزیکل حصص کے مالکان اور سی ڈی سی میں رجسٹرڈ حصص کے مالکان اور/یا ان کے عوضی کو اجلاس میں شرکت کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا پاسپورٹ شناختی مقاصد کیلئے پیش کرنا ہوگا۔ باقاعدہ مکمل اور دستخط شدہ پراکسی فارم کمپنی میں مقررہ وقت پر جمع کروا دیا جائے، جس پر دو گواہوں کے دستخط، نام، پتہ، کمپیوٹرائزڈ قومی شناختی کارڈ نمبر یا پاسپورٹ نمبر درج ہو۔ اس کے ہمراہ بینیفیشل مالک اور پراکسی کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقل بھی منسلک ہونا ضروری ہے۔ کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی بمعہ نمونے کے دستخط جمع کروائی جائے (اگر پہلے سے پراکسی فارم کے ہمراہ جمع نہیں کروائی گئی)۔

درست ٹکٹ چیکائیں

کمپنی سیکریٹری
جہانگیر صدیقی اینڈ کمپنی لمیٹڈ
20th فلور، دی سینٹر، پلاٹ نمبر 28، SB-5،
عبداللہ ہارون روڈ، صدر، کراچی-74400، پاکستان

**BOOK
POST**

If undelivered please return to:

Registrar

CDC Share Registrar Services Limited
CDC House, 99 - B, Block 'B',
S.M.C.H.S., Main Shahra-e-Faisal
Karachi-74400

Tel: Customer Support Services
(Toll Free) 0800-CDCPL (23275)

Fax: (92-21) 34326053
Email: info@cdcsrsl.com
Website: www.cdcsrsl.com