



JAHANGIR SIDDIQUI & CO. LTD.

**Notice of Extraordinary
General Meeting
to be held on November 25, 2013**

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Jahangir Siddiqui & Co. Ltd. (the "Company" or "JSCL") will be held at Carlton Hotel, Karachi on Monday, November 25, 2013 at 08:30 a.m., to transact the following business:

Ordinary Business

1. To elect seven (7) directors as fixed by the Board of Directors of the Company under Section 178(1) of the Companies Ordinance, 1984 for a term of three years. The names of retiring Directors, who are eligible to offer themselves for re-election, are as follows:

1. Mr. Mazharul Haq Siddiqui
2. Chief Justice (R) Mahboob Ahmed
3. Mr. Ali Jehangir Siddiqui
4. Mr. Ali Hussain
5. Mr. Munawar Alam Siddiqui
6. Mr. Munaf Ibrahim
7. Mr. Stephen Christopher Smith

Special Business

2. To consider and if deem fit, approve investment in un-listed, non-voting, convertible, irredeemable, perpetual, non-cumulative Preference Shares of JS Bank Ltd. by way of subscription of right issue and its' underwriting by JSCL and pass the following Special Resolution under section 208 of the Companies Ordinance, 1984 subject to any amendment as may be approved by the shareholders:

"RESOLVED by way of Special Resolution that consent and approval be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 for long term investment of up to PKR 1,500 million in 150,000,000 Un-listed, non-voting, convertible, irredeemable, perpetual, non-cumulative preference shares of par value of PKR 10/- each of JS Bank Ltd. ("JSBL") offered as right shares and otherwise by way of underwriting the Preference Shares as may be offered by JSBL on the following terms and conditions:

- **Tenor:** Four years from the date of issuance of Preference Shares
- **Entitlement:** 13.98% i.e. Preference Shares will be offered to the existing shareholders of the JSBL in the ratio of 13.98 Preference Shares for every 100 Ordinary Shares held.
- **Issue Price:** Shall be issued at par value i.e. PKR 10 per share.
- **Dividend:** 12% p.a. fix. No compensation should be available to the Preference Shareholders other than the agreed return i.e. 12% p.a. which will be paid in the form of cash dividend. The distribution of dividend should not be obligatory and it should be non-cumulative and will be allowed only if the Bank:
 - has earned sufficient profit in the current year to pay dividend; and
 - is in compliance with all the regulatory capital (MCR and CAR) and provisioning requirements.

- **Conversion ratio:** The conversion ratio has been fixed at for every one preference share of JSBL, 1.50 ordinary share of the face value of PKR 10 will be issued i.e. 1:1.50
- **Underwriting:** The preference shares issue will be underwritten.
- **Security in CDC Blocked Accounts:** Any shareholder subscribing 5% or more of total paid-up share capital (ordinary and preference) shall retain these shares in CDC blocked account.
- **SBP Fit & Proper Test Criteria:** Any shareholder holding 5% or more of total paid-up share capital (ordinary and preference) shall satisfy the Fit & Proper Test criteria of the SBP.
- **Authorized Capital:** The JSBL will obtain prior approval to have sufficient room in the authorized capital for the issuance and conversion of issued preference shares into ordinary shares.

FURTHER RESOLVED by way of special resolution that if any of the aforesaid terms and conditions of the Right Issue are modified by the Securities and Exchange Commission of Pakistan or the State Bank of Pakistan, such modified terms and conditions shall be deemed to be part of the terms and conditions for investments and these resolutions and approved by the members accordingly.

FURTHER RESOLVED by way of special resolution that in terms of Regulation 6(4) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulation 2012 ("2012 Regulations"), the company be and is hereby authorized to deposit subscription of up to PKR 1,500 million as against 150,000,000 Preference Shares offered by JSBL to the Company and in case preference shares are not issued to JSCL within ninety (90) days of the deposit of subscription, the said amount shall be treated as loan in terms of Regulation 6 (4) of 2012 Regulations for the period from deposit of money till the Preference Shares are issued by JSBL and mark up shall be charged at borrowing cost of the Company.

FURTHER RESOLVED that this resolution for investment in terms of Section 208 of the Companies Ordinance, 1984 shall be valid for a period of 2 years from the date of passing of the resolution thereof.

FURTHER RESOLVED that the Chief Executive Officer, the Company Secretary and/or the Chief Financial Officer of Jahangir Siddiqui & Co. Ltd. be and are hereby jointly and severally authorised to take and do and/or cause to be taken or done any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds and things which are necessary, incidental and/or consequential to the investment of the Company's fund as above."

By Order of the Board

Naveed Khimani
Company Secretary

Karachi: November 04, 2013

NOTES

- (i) Share Transfer Books of the Company shall remain closed from November 18, 2013 to November 25, 2013 (both days inclusive) to determine the names of members entitled to attend the meeting and vote.
- (ii) Physical transfers and deposit requests under Central Depository System received at the close of business on November 17, 2013 by the Company's Registrar i.e. Technology Trade (Pvt.) Ltd., Dagia House, 241- C, Block-2, P.E.C.H.S., Karachi will be treated in time for the purpose of attending the meeting and vote.
- (iii) 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.
- (iv) Proxies must be received at the Head Office of the Company not less than 48 hours before the time of the meeting.
- (v) 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 below 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.

- (vi) Any member of the Company seeking to contest the election of directors, whether he/she is a retiring Director or otherwise, must file with the Company at its Registered Office the following documents not later than 14 days before the date of the aforesaid meeting as required under Section 178(3) of the Companies Ordinance, 1984
- a. The notice of intention to offer himself/herself for the election of directors in terms of section 178(3) of the Companies Ordinance, 1984 (the Ordinance) along with completed Form 28 - Consent to act as a Director along with declaration therein duly signed in terms of section 184 of the Ordinance;
 - b. A detailed profile including directorship in other companies along with his/her office address under SECP SRO 25(1)/2012 dated January 16, 2012.
 - c. A declaration that they are aware of their duties and powers under the relevant law(s) and the Company's Memorandum & Articles of Association and listing Regulations of the Stock Exchanges, that he / she is not ineligible to become a director under any applicable laws and regulations (including listing regulation of Stock Exchanges), he / she is not serving more than seven (7) listed companies simultaneously by excluding the listed subsidiaries of listed holding companies wherever applicable, he/she, if Pakistani resident, is registered as tax payer and has not defaulted in payment of any loan to a banking company, a DFI or an NBFIs or being a member of a stock exchange, has been declared as a defaulter by that stock exchange, that neither he/she nor his/ her spouse engages in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
- (vii) Shareholders are requested to notify immediately of any change in their address to the Company's share registrar.

E-DIVIDEND MANDATE FOR SHAREHOLDERS

In order to make the process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of the dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. 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. In view of the above, you are hereby encouraged to provide a dividend mandate in favor of e-dividend by providing dividend mandate form duly filled in and signed. The dividend mandate form is available at our website. www.js.com

Statement under Section 160(1)(b) of the Companies Ordinance, 1984 – Investment in JS Bank Ltd.

- (a) The Board of Directors of Jahangir Siddiqui & Co. Ltd. (JSCL) in their meeting held on October 29, 2013 approved investment in and/or underwriting of un-listed, non-voting, convertible, irredeemable, perpetual, non-cumulative preference shares of JS Bank Limited (JSBL) subject to the consent and approval of members under Section 208 of the Companies Ordinance, 1984.
- (b) JSBL is a subsidiary of the Company with an existing investment of 755,245,007 ordinary shares representing 70.42% of the total paid-up capital of the JSBL.
- (c) In pursuance of the instructions of State Bank of Pakistan (SBP) vide BSD Circular No. 07 of 2009 dated April 15, 2009, JSBL has to raise paid up capital (net of losses) to PKR 10 billion by the end of year 2013. JSBL has obtained in principal approval from the State Bank of Pakistan (SBP) to issue un-listed, non-voting, convertible, irredeemable, perpetual, non-cumulative preference shares by way of rights to its members to meet the minimum capital requirement. The Company intends to subscribe for such preference shares right issue as may be offered by JSBL at par value and, to ensure 100% subscription of such right issue, intends to also underwrite the preference shares issue subject to approval of members by way of special resolution. The Company's Share in the said right issue would be 105,632,192 preference right shares amounting to Rs 1,056,321,920 as may be offered by JSBL. Hence, shareholders' approval is required for making such investments in JSBL by way of subscription of preference shares offered by JSBL at par value of Rs. 10 each and preference shares to be offered in terms of underwriting commitment to the extent of Rs 1,500 million. The maximum amount of investment in Preference shares shall not exceed PKR 1,500 million for 150,000,000 preference shares.
- (d) The Directors, sponsors, majority shareholders of JSCL and their relatives have no vested interest in JSBL and the proposed investment except to the extent of their/ Spouses' shareholdings and directorship in the investee company.

Undertaking pursuant to Regulation 3(3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

The directors submit that they have carried out necessary due diligence for the proposed investment in JSBL.

Interest of Associated Company and its Sponsors and Directors in the Investing Company pursuant to Regulation 4(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

JSBL and its sponsors/directors have no vested interest in JSCL except that JSCL is its holding company. The sponsors and directors of JSBL have no vested interest in JSCL except for their respective shareholdings in JSCL. Further, Mr. Mazharul Haq Siddiqui and Mr. Jahangir Siddiqui who are directors of JSBL are also director and sponsor of JSCL respectively.

Information Required under Regulation 3 of the Companies (Associated Companies or Associated Undertakings) Regulations, 2012

S. No	Description	Information Required
1	Name of associated company	JS Bank Ltd.
2	Criteria for Associated relationship	Subsidiary Company
3	Purpose, benefit and period of Investment	Long-term investment by way of subscription of right preference shares and by way of underwriting commitment to meet minimum capital requirement of JSBL, for the benefit of the Company and to earn better returns in the long run on strategic investment.
4	Maximum amount of Investment	Up to PKR 1,500 million
5	Maximum price at which securities to be acquired	Par value of PKR 10 per share.
6	Maximum number of securities to be acquired	Up to 150,000,000 preference shares
7	Maximum number of securities and percentage held before and after the proposed investment	<p>Present shareholding Ordinary Shares: 755,245,007 (70.42%) Preference Shares: Nil (0%)</p> <p>After the proposed investment Ordinary Shares: 755,245,007 (70.42%) Preference Shares: up to 150,000,000(100%)</p>
8	Average of the preceding 12 weekly average price of the security intended to be acquired	Not Applicable
9	Fair Market value of securities determined in terms of regulation 6(1) of the 2012 Regulations	The fair value of a preference share has been determined by a Chartered Accountant Firm having satisfactory rating under Quality Control Review Program of Institute of Chartered Accountants of Pakistan as required under regulation 6(1) of the 2012 Regulation in the range of PKR 11.15 to PKR 11.70 per preference share. Preference Shares will be acquired at issue price of PKR. 10 each which is less than the aforesaid fair value. The reason for paying less than the aforesaid fair value of preference is due to the fact that it is unlisted and thus involves capital premium risk. Beside this these shares have non-cumulative dividend, non tradable in open market for 4 years i.e until its conversion and it is also non-voting.

Statement under Regulation 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulation, 2012

The members in the Extraordinary General Meeting of the Company held on June 27, 2012 had approved the following investments under Section 208 of the Companies Ordinance, 1984. However, to-date no investment has been made against the said approvals.

S. No	Name of Company	Amount of Investments approved "in millions"	Amount of Investment made to date
1	JS Bank Limited	2,000	Nil
2	Lucky Cement Limited	1,950	Nil

The aforesaid resolutions are now lapsed in accordance with Regulation 8(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012.

JS Bank Limited
Indicative Term Sheet – Preference Shares

S. No		
1.	Instrument	Un-Listed, convertible, irredeemable, perpetual, non-cumulative, non-voting preference shares
2.	Purpose	To meet the Minimum Capital Requirements (MCR) of the State Bank of Pakistan. The funds so raised will be utilized in the Bank's business operations as permitted by the Memorandum & Articles of Association
3.	Tenor	Four years from the date of issuance of Preference Shares
4.	Issue Amount	PKR 1,500 million The paid up amount of the preference shares will not exceed 25% of the total paid-up capital (including ordinary as well as preference shares)
5.	Entitlement	13.98% i.e. Preference Shares will be offered to the existing shareholders of the JS Bank Ltd. (Bank) in the ratio of 13.98 Preference Shares for every 100 Ordinary Shares held
6.	Issue Price	Shall be issued at par value i.e. Rs. 10 per share
7.	Dividend	12% p.a. fix. No compensation should be available to the Preference Shareholders other than the agreed return i.e. 12% p.a. which will be paid in the form of cash dividend. The distribution of dividend should not be obligatory and it should be non-cumulative and will be allowed only if the Bank: <ul style="list-style-type: none"> ● has earned sufficient profit in the current year to pay dividend; and ● is in compliance with all the regulatory capital (MCR and CAR) and provisioning requirements.
8.	Conversion ratio	The conversion ratio has been fixed at for every one preference share of JS Bank Ltd. 1.50 ordinary share of the face value of PKR 10 will be issued i.e. 1:1.50
9.	Underwriting	The preference shares issue will be underwritten.
10.	Underwriting Commission	1.25% of the underwritten amount, payable within 7 days of the execution of underwriting agreement(s) with prospective underwriter(s)
11.	Take-up Commission	0.75% on the actual amount of preference shares taken up by the underwriter(s) as a result of under subscription.

S. No		
12.	Security in CDC Blocked Accounts	Any shareholder subscribing 5% or more of total paid-up share capital (ordinary and preference) shall retain these shares in CDC blocked account.
13.	SBP Fit & Proper Test Criteria	Any shareholder holding 5% or more of total paid-up share capital (ordinary and preference) shall satisfy the Fit & Proper Test criteria of the SBP.
14.	Authorized Capital	The Bank will obtain prior approval to have sufficient room in the authorized capital for the issuance and conversion of issued preference shares into ordinary shares.
15.	Bank's obligations	The Bank will not directly or indirectly fund the purchase of the preference shares. Moreover, the Bank will not allow advances against the security of the preference shares issued.
16.	Applicable Laws	Completion / fulfillment of all the legal and regulatory requirements stipulated by Companies Ordinance, 1984, Banking Companies Ordinance, 1962, SBP Prudential Regulations, SECP guidelines and any other applicable laws.

FORM OF PROXY

Extraordinary General Meeting

The Company Secretary
Jahangir Siddiqui & Co. Ltd.
6th Floor, Faysal House, Shahrah-e- Faisal,
Karachi - 75530

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. / 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 on my /our behalf at the Extraordinary General Meeting of the Company
to be held on November 25, 2013 and /or any adjournment thereof.

As witness my / our hand / seal this _____ day of November, 2013.

Signed by _____

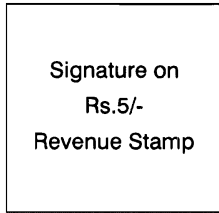
In the presence of

Witness:

- 1. Name _____
Signature _____
Address _____

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

CNIC or _____
Passport No. _____



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 6th Floor, Faysal House, Shahrah-e-Faisal, 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 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.

The Company Secretary
Jahangir Siddiqui & Co. Ltd.
6th Floor, Faysal House,
Shahrah-e- Faisal,
Karachi - 75530

AFFIX
CORRECT
POSTAGE

**REGISTERED
POST**

If undelivered please return to:

Registrar

Technology Trade (Private) Ltd.

Dagia House, 241-C Block-2

P.E.C.H.S., Off: Shahrah-e-Quaideen, Karachi.

Tel: (92-21) 34391316-17 & 19, 34387960-61 Fax: (92-21) 34391318