

JSGCL/FIN/048/2021

April 06, 2021

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

**Subject: Disclosure of Material / Price Sensitive Information**

Dear Sir,

In accordance with the requirements of Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1(a) of the Rule Book of Pakistan Stock Exchange, we hereby convey the following material / price sensitive information.

“The Board of Directors of JS Global Capital Limited (the "**Company**") in its meeting held today on April 06, 2021 has decided as follows;

Subject to the approval of members by way of special majority, the Company may purchase/buy-back up to a maximum of 3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each at a purchase price of PKR 80/- per share under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019.

With respect to this decision, following are the salient features of the proposed purchase / buy-back:

<b>Description</b>	<b>BOD recommendation (subject to shareholders' approval)</b>
Purpose of the purchase / buy-back	Recapitalize and restructure the balance sheet through cancellation of shares purchased by the Company
Mode of the purchase	Through tender offer mechanism.
Indicative (maximum) number of shares proposed to be purchased (buy-back)	3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/-(Pak Rupees Ten Only) each.
Indicative(maximum) percentage of shares to be purchased (buy-back)	13.06% of the total outstanding shares of the Company
Purchase price per share	PKR 80/- per share
Period within which the purchase	Thirty (30) days starting from May 04, 2021 and ending on



shall be made	June 02, 2021 (both days inclusive)
Allocation of Funds	PKR 319,321,963 /-
Source of funds	The purchase shall be made in cash and shall be out of distributable profits of the Company as required under sections 88 (8) of the Companies Act, 2017.
Justification for the Purchase	The current capital is in excess of Company's requirement. The reduced capital will positively impact the financial position. This will also provide an opportunity of exit to those members who wish to liquidate their investment in Company's shares.
Effect on the financial statements of the company	<p>The purchase / buy-back will have positive effect on the financial position of the Company. The reduced capital will improve the earning per share, future dividends and break-up value of the Company's share.</p> <p>Additionally, after the proposed buy-back is concluded, the Company shall continue to be well compliant with the minimum capital requirements prescribed by PSX for a TREC Holder, thereby having no negative impact on the Company's ability to carry on its operations without any hindrance</p>
Basis of buyback price	the suggested price for buyback to be at around the breakup value of the share, which is a very attractive price for shareholders, who are not only going to be offered the intrinsic value of the share, but also likely to benefit from the premium offered via the buyback (when compared to the market price of the shares).

An Annual General Meeting of the Company will be held on Wednesday, April 28, 2021 at 10:30 a.m. at Karachi for consideration and approval of the aforesaid Special Resolution along with other ordinary businesses by the members. Notice of the Annual General Meeting shall be published in due course.

The Share Transfer Books of the Company will be closed from April 21, 2021 to April 28, 2021 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S. M. C. H. S, Main Shahrah-e-Faisal, Karachi at the close of the business on April 20, 2021 will be considered in time for the purpose of attending & voting at the meeting and for determining the name of members for dispatch of offer letters along with requisite documents."

Disclosure form in terms of Section 96 of the Securities Act, 2015 is attached herewith.

You may inform the TREC Holders of the Exchange, accordingly.

Thanking You



Yours Sincerely

A handwritten signature in blue ink, appearing to be 'Syed Sufyan Ahmed'.

Syed Sufyan Ahmed  
Company Secretary



**Cc:**

1. Director/HOD, Surveillance, Supervision and Enforcement, SMD, SECP, Islamabad
2. Executive Director, Corporate Supervision Department, SECP, Islamabad



**JS GLOBAL CAPITAL LIMITED**  
**DISCLOSURE FORM**  
*(U/S 96 and 131 of the SECURITIES ACT, 2015)*

Name of Company	JS Global Capital Limited														
Date of Report (Date of earliest event reported if applicable)	N/A														
Name of Company as specified in the Memorandum	JS Global Capital Limited														
Company's Registered Office	17 <sup>th</sup> / 18 <sup>th</sup> Floor, The Centre, Plot No. 28, S.B.5, Abdullah Haroon Road, Saddar, Karachi - 74400, Sindh, Pakistan.														
Disclosure of Inside Information in terms of the Securities Act, 2015 and Rule Book of Pakistan Stock Exchange Limited	<p>“The Board of Directors of JS Global Capital Limited (the "<b>Company</b>") in its meeting held today on April 06, 2021 has decided as follows;</p> <p>Subject to the approval of members by way of special majority, the Company may purchase/buy-back up to a maximum of 3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each at a purchase price of PKR 80/- per share under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019.</p> <p>With respect to this decision, following are the salient features of the proposed purchase / buy-back:</p> <table border="1" data-bbox="619 1175 1450 1864"> <thead> <tr> <th>Description</th> <th>BOD recommendation (subject to shareholders' approval)</th> </tr> </thead> <tbody> <tr> <td>Purpose of the purchase / buy-back</td> <td>Recapitalize and restructure the balance sheet through cancellation of shares purchased by the Company</td> </tr> <tr> <td>Mode of the purchase</td> <td>Through tender offer mechanism.</td> </tr> <tr> <td>Indicative (maximum) number of shares proposed to be purchased (buy-back)</td> <td>3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/-(Pak Rupees Ten Only) each.</td> </tr> <tr> <td>Indicative(maximum) percentage of shares to be purchased (buy-back)</td> <td>13.06% of the total outstanding shares of the Company</td> </tr> <tr> <td>Purchase price per share</td> <td>PKR 80/- per share</td> </tr> <tr> <td>Period within which the</td> <td>Thirty (30) days starting from</td> </tr> </tbody> </table>	Description	BOD recommendation (subject to shareholders' approval)	Purpose of the purchase / buy-back	Recapitalize and restructure the balance sheet through cancellation of shares purchased by the Company	Mode of the purchase	Through tender offer mechanism.	Indicative (maximum) number of shares proposed to be purchased (buy-back)	3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/-(Pak Rupees Ten Only) each.	Indicative(maximum) percentage of shares to be purchased (buy-back)	13.06% of the total outstanding shares of the Company	Purchase price per share	PKR 80/- per share	Period within which the	Thirty (30) days starting from
Description	BOD recommendation (subject to shareholders' approval)														
Purpose of the purchase / buy-back	Recapitalize and restructure the balance sheet through cancellation of shares purchased by the Company														
Mode of the purchase	Through tender offer mechanism.														
Indicative (maximum) number of shares proposed to be purchased (buy-back)	3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/-(Pak Rupees Ten Only) each.														
Indicative(maximum) percentage of shares to be purchased (buy-back)	13.06% of the total outstanding shares of the Company														
Purchase price per share	PKR 80/- per share														
Period within which the	Thirty (30) days starting from														

  


purchase shall be made	May 04, 2021 and ending on June 02, 2021 (both days inclusive)
Allocation of Funds	PKR 319,321,963 /-
Source of funds	The purchase shall be made in cash and shall be out of distributable profits of the Company as required under sections 88 (8) of the Companies Act, 2017.
Justification for the Purchase	The current capital is in excess of Company's requirement. The reduced capital will positively impact the financial position. This will also provide an opportunity of exit to those members who wish to liquidate their investment in Company's shares.
Effect on the financial statements of the company	<p>The purchase / buy-back will have positive effect on the financial position of the Company. The reduced capital will improve the earning per share, future dividends and break-up value of the Company's share.</p> <p>Additionally, after the proposed buy-back is concluded, the Company shall continue to be well compliant with the minimum capital requirements prescribed by PSX for a TREC Holder, thereby having no negative impact on the Company's ability to carry on its operations without any hindrance.</p>
Basis of buyback price	the suggested price for buyback to be at around the breakup value of the share, which is a very attractive price for shareholders, who are not only going to be offered the intrinsic value of the share, but also likely to benefit from the premium offered via the buyback (when compared to the market price of the shares).

An Annual General Meeting of the Company will be held on



	<p>Wednesday, April 28, 2021 at 10:30 a.m. at Karachi for consideration and approval of the aforesaid Special Resolution along with other ordinary businesses by the members. Notice of the Annual General Meeting shall be published in due course.</p> <p>The Share Transfer Books of the Company will be closed from April 21, 2021 to April 28, 2021 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S. M. C. H. S, Main Shahrah-e-Faisal, Karachi at the close of the business on April 20, 2021 will be considered in time for the purpose of attending &amp; voting at the meeting and for determining the name of members for dispatch of offer letters along with requisite documents.”</p>
Contact Information	<p>Mr. Fahad Muslim Chief Financial Officer</p> <p>17/18<sup>th</sup> Floor, The Center, Plot No 28, SB-5, Abdullah Haroon Road, Saddar, Karachi, Pakistan</p> <p>Tel: +92 21 111-574-111 (Ext: 3184) Fax: +92 21 3563 2578</p>

The Company has duly caused this form/ statement to be signed on its behalf by the undersigned.



Syed Sufyan Ahmed  
**Company Secretary**

Date: April 06, 2021