

April 07th, 2021

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

Subject: Newspaper Advertisement of Notice of Annual General Meeting (AGM) of JS Global Capital Limited for FY2020

Dear Sir,

Please find enclosed a copy of the Notice of Annual General Meeting of JS Global Capital Limited to be held on April 28th, 2021 published in "The Jung" and "The News" Newspapers today on Wednesday, April 07th, 2021 in Karachi, Lahore and Islamabad/Rawalpindi Edition.

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

Thanking You,

Yours Sincerely,



Syed Sufyan Ahmed
Company Secretary

JS GLOBAL CAPITAL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the members of JS Global Capital Limited (the "Company" or "JSGCL") will be held on Wednesday, April 28, 2021 at 10:30 a.m. PST via Zoom Video Conference Call to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2020, together with the Directors' Report and Auditors' Report thereon and Chairman's Review Report.
- To appoint auditors of the Company and fix their remuneration for the year ending December, 2021. The Audit Committee and the Board of Directors have recommended the appointment of new auditors M/s KPMG Taseer Hadi & Co. Chartered Accountants, as auditors of the Company, who being eligible have offered themselves for appointment as auditors of the Company; the previous auditors M/s. EY Ford Rhodes, Chartered Accountants have completed five years.

SPECIAL BUSINESS:

- To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the purchase / buy-back of its own shares by the Company 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 as recommended by the Board of Directors of the Company.

Resolved that:

"Subject to compliance with the provisions of applicable laws, regulations and permission required, if any, approval of the members of JS Global Capital Limited (the "Company") be and is hereby accorded to purchase / buyback of its own shares by the Company 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 of the Company (13.06% of the total outstanding shares of the Company) be purchased by way of buy-back under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, at a purchase price of PKR 80/- per share in cash from the available distributable profits of the Company through tender offer."

Further resolved that:

"The ordinary shares purchased pursuant to these special resolution(s) via buyback shall be cancelled and issued share capital shall accordingly be reduced by the aggregate paid-up / face value of the cancelled shares."

Further resolved that:

"Purchase / buy-back shall be made through the mode of tender offer, and the purchase period shall be for thirty days starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive)."

Further resolved that:

The purchase / buy-back by the Company of its own shares shall be made by utilizing PKR 319,321,963 (distributable profits of the Company as on December 31, 2020).

Further resolved that:

"the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary (hereinafter the 'Authorized Persons') be and are hereby appointed as Authorized Persons and are 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 buyback of shares and for the purpose of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares."

Further resolved that:

"the aforementioned 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 of 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."

Further resolved that:

"Mr. Fahad Muslim, the CFO of the Company, be and is hereby appointed as the Manager to the Offer, and shall be authorized to receive tendered shares from the shareholders and make payment against such tendered shares, and do all other acts, things and deeds in this regard".

Further resolved that:

"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 Global Capital Limited shall be binding acts, deeds and things done by the Company.

Further resolved that:

"JS Bank Limited be and is hereby appointed as authorized bank for opening of escrow account and opening of designated CDC Account / opening of Investor Account Service at CDC is hereby approved for the purpose of buy-back of shares of the Company under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, and the Authorized Persons be and are hereby singly authorized and empowered to negotiate the terms and conditions of appointment and to sign and execute all the documents/agreements in this regard and to do all necessary acts and deeds and things necessary to implement this resolution."

ANY OTHER BUSINESS:

- To consider any other business with the permission of the Chair.

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.

Karachi
April 07, 2021

By the Order of the Board

Syed Sufyan Ahmed
Company Secretary

Notes:

- The Share Transfer Books of the Company shall remain closed from April 21, 2021 to April 28, 2021 (both days inclusive) for determining shareholders for attending and voting at the Annual General Meeting.
- Physical transfers and deposit requests under Central Depository System received at the close of business on April 20, 2021 by the Company's Share Registrar i.e. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal Karachi will be treated in time for the purpose of attending and voting at the meeting.
- 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:

A. For Attending the Meeting

- In view of the threats posed by and precautions to be taken against spread of the evolving COVID-19 pandemic, the Securities & Exchange Commission of Pakistan (SECP) through its Circular No. 5 of 2020 dated March 17, 2020, Circular No. 25 of 2020 dated August 31, 2020 and Circular No.33 of 2020 dated November 05, 2020 have advised the Companies to modify their planning for conducting annual general meetings with a view to protect the well-being of their shareholders. Further, SECP vide its Circular No.6 of 2021 dated March 3, 2021 has clarified that the listed companies which are facing difficulties in holding general meeting physically, may opt to hold such meeting through electronic mode. Considering the above referred regulatory permissibility, the Company intends to convene this AGM electronically through Webinar only to ensure maximum participation by member(s) in view of the COVID-19 situation.
- The Members are requested to attend and participate in the 20th AGM of Company through video link arrangement for which purpose, they are requested to complete identification and verification formalities i.e. provide their names, CNICs scanned (both sides), folio numbers, cell phone numbers and email addresses on or before April 26, 2021 by 5:00 p.m. at the following email jsgcl.cs@js.com. The video link of meeting will be sent to the members on their email addresses.
- The members can also provide their comments / suggestions for discussion on the agenda items of the AGM through following means:

| WhatsApp | SMS | Email |
|--------------|--------------|-----------------|
| 0301-8486279 | 0301-8486279 | jsgcl.cs@js.com |

- The Company will ensure that comments / suggestions of the members will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting. Any and all suggestions and comments received from shareholders shall be duly discussed in the meeting and be recorded appropriately in the minutes. The minutes of the meeting will be recorded and kept as per requirements.
- The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for well-being of its Members.

B. 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. Proxy form must be received at the Registered Office of the Company located at 17th/18th Floor, The Centre Building, Abdullah Haroon Road, Saddar, Karachi, duly stamped and signed not less than 48 hours before the time of the meeting.
 - In case of corporate entity, scanned copies of 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 notify immediately of any change in their addresses to the Company's Share Registrar.
 - In terms of the directives of the Securities and Exchange Commission of Pakistan (SECP), the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders are required to be mentioned on the dividend warrants and the annual return required to be filed by the Company with the SECP. Therefore, the shareholders who have not yet provided copies of their CNICs are advised to provide at earliest the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address mentioned above.
 - In terms of Section 242 of the Companies Act, 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address mentioned above, electronic dividend mandate on E-Dividend Form which is available on website of the Company i.e. www.jsgcl.com. In the case of shares held in CDC, the same information should be provided to the CDS Participants for updating and forwarding to the Company in order to make process of payment of cash dividend more efficient.
 - Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.
 - The Government of Pakistan through Finance, Act 2020 has made certain amendments in Section 150 of the Income Tax Ordinance, 2021, whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:
For filer of income tax rates: 15%
For non-filers of income tax returns: 30%

To enable the Company to make tax deductions of the amount of cash dividend @15% instead of 30%, all shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into the ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @30% instead of 15%.

For any query/problem, the investor may contact the Company and/or the Share Registrar at the following numbers and email addresses. The contact of Company Secretary is +92 21 111 574 11 and email address is jsgcl.cs@js.com and the contract number of the Share Registrar is +92 21 111 111 500 and email address is nadeem_ashraf@cdcsrsl.com.

- The Shareholders who have joint shareholdings held by filers and non-filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and will be deducted according to his shareholding. If the share is not ascertainable, then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company.

| Folio /CDC Account No | Total Shares | Principal Shareholder | | Joint Shareholder | |
|-----------------------|--------------|-----------------------|-------------------------|-------------------|-------------------------|
| | | Name & CNIC | Shareholding proportion | Name & CNIC | Shareholding proportion |
| | | | | | |

- Shareholders who by any reason could not receive their dividends are advised to contact our Share Registrar to inquire about their unclaimed dividends, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends outstanding for a period of 3 years or more from the date due shall be deposited to the credit of Federal Government.
- Under Section 223(6) of the Companies Act, 2017, listed companies are allowed to send the Audited Financial Statements etc., through electronic mail system (e-mail). The members are hereby requested to convey their consent via email on a standard request form which is available at the Company's website i.e. www.jsgcl.com. 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. Members can request a hard copy of Audited Financial Statements which shall be provided free of cost within seven days from the date of requisition. 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 above.
- The Company has placed the Audited Financial Statements for the year ended December 31, 2020 along with Auditors and Directors Reports thereon and Chairman's Review Report on its website: www.jsgcl.com.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO SPECIAL BUSINESS

This explanatory statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of JS Global Capital Limited (hereinafter the 'Company') to be held on Wednesday, April 28, 2021 at 10:30 a.m. PST via Zoom Video Conference Call.

Purchase/buy-back by the Company of its own shares

The Board of Directors of the Company in its meeting held on April 06, 2021 has approved the buy back by the Company (without delisting) of up-to a maximum of 3,991,525 issued ordinary shares of the nominal/face value of Rs.10 /-(Rupees Ten) 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 (the "Buy-Back Regulations") subject to the approval of members of the Company through a special resolution.

The shares will be purchased through tender offer within the purchase period starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive) i.e, a period of thirty (30) days.

The Board of Directors of the Company has recommended that the special resolution as set out in the notice be passed at the Annual General Meeting, with or without any modification(s), addition(s) or deletion(s).

| Particulars | Description |
|---|--|
| Purchase of a specified number of shares | 3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/-(Pak Rupees Ten Only) each |
| Purpose of purchase | Recapitalize and restructure the balance sheet through cancellation of shares |
| Purchase price | PKR 80/- per share |
| Period within which the purchase shall be made | Thirty (30) days starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive) |
| 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. |
| Mode of purchase | The purchase shall be made through tender offer mechanism. |
| 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 position of the company | 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. |
| Allocation of Funds | PKR 319,321,963/- |
| Authorize an officer of the company to act as manager to the offer for ensuring legal compliance relating to buy-back of shares | The Board of Directors has authorized Mr. Fahad Muslim as an authorized officer of the company to act as manager to the offer for ensuring legal compliance with the requirements relating to buy-back of shares. |
| Indicative (Maximum) Percentage of shares to be purchased / buy-back | The Company will Purchase/buy-back 13.06% of the total outstanding shares of the Company. |
| Directors Interest | The Directors and the Chief Executive have no personal interest, directly or indirectly, in the proposed business for the buy-back of issued ordinary share of the Company except to the extent of their respective directorships and shareholdings held by them/their Companies and like other members, they would also be entitled to participate in proposed buy-back of Company's issued shares. |

PROCEDURE FOR BUY-BACK OF SHARES

As required under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, the following procedure shall be followed for purchase/buy-back of shares of the Company:

- The Public Announcement for the tender offer shall appear within two working days of the passing of the special resolution in two daily newspapers, at least 7 days before commencement of the purchase period.;
- The offer letters and Shares Tender Forms will be sent by the Company to the all members whose names will appear on the Members Register on the book closure date i.e., April 20, 2021 along with copies of Public Announcement within 5 days of Public Announcement.
- The shares shall be tendered during purchase period through share tender form to the Manager to the Offer, in terms of regulation 4(3) of the Buy-Back Regulations. Necessary, information and instruction regarding procedure to sell the shares shall also be communicated to the members through the Offer Letter, public announcement and shares Tender Form, which in addition to being dispatched shall also be made available on Company's website: www.jsgcl.com
- If the shares tendered by the members exceed the number of shares announced to be purchased, the procedure as laid down in regulation 5 (h) of the Buy-Back Regulations shall be followed by the Company.
- If the share tendered are less than the minimum marketable lot, five hundred shares or marketable lot, whichever is lower shall be accepted.
- The shares tendered in physical form shall not be accepted for purchase.
- The payment for the accepted shares shall be made by the Manager to the Officer through bank draft or pay order not later than seven days of the closing of the purchase period.
- The unaccepted shares, if any, shall be returned within seven days of the closing of the purchased period.

Justification for Buyback

The Board of Directors has considered the fact that the Company has excess capitalization which distorts the earnings per share and other ratios of the Company including return on equity. The capitalization after the proposed buy-back (and consequent cancellation of the shares purchased via this buy-back) will be rationalized and would be sufficient for the Company's requirement. The proposed buy back is expected to improve the earning per share of the Company and will also result in improved dividends.

Basis of Price

The suggested price for buyback is approximately at the breakup value of the shares of the Company, 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 its market price.

Benefits of the Buyback

The proposed buyback will help the Company in improving its EPS and other financial ratios and does not affect the existing business needs whatsoever. The proposed buy back is also expected to result in better future payout. The breakup value per share of the Company will also increase as a consequence of buyback and recapitalization of the balance sheet. Moreover, the buyback provides an opportunity to shareholders to liquidate their investment in the Company at a rate which is higher than the market price of the share and close to the break-up value of the shares.

Source of Funding

The shares will be purchased in cash using the distributable profits of the Company as required under Section 88 of the Companies Act, 2017. The Company has sufficient cash resources available with it for the proposed buy-back of its shares. The Board has provided an undertaking that they have carried out the necessary funds available to undertake the proposed buyback.

Effect on Financial Position

The proposed buy-back (and consequent cancellation) of shares of the Company will not have any adverse impact on the financial position of the Company as the reduced capital would consolidate its equity resulting in increased earnings per share and improved dividend in future.

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.

Further, as required under Regulations, the directors of the Company have provided an undertaking to the effect that they have made enquiry into the affairs of the Company and that after having done so they have formed an opinion that the Company shall be capable of meeting its obligations in time during the period up to 12 months after the proposed buyback.

JS GLOBAL CAPITAL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the members of JS Global Capital Limited (the "Company" or "JSGCL") will be held on Wednesday, April 28, 2021 at 10:30 a.m. PST via Zoom Video Conference Call to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2020, together with the Directors' Report and Auditors' Report thereon and Chairman's Review Report.
- To appoint auditors of the Company and fix their remuneration for the year ending December, 2021. The Audit Committee and the Board of Directors have recommended the appointment of new auditors M/s KPMG Taseer Hadi & Co. Chartered Accountants, as auditors of the Company, who being eligible have offered themselves for appointment as auditors of the Company; the previous auditors M/s. EY Ford Rhodes, Chartered Accountants have completed five years.

SPECIAL BUSINESS:

- To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the purchase / buy-back of its own shares by the Company 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 as recommended by the Board of Directors of the Company.

Resolved that:

"Subject to compliance with the provisions of applicable laws, regulations and permission required, if any, approval of the members of JS Global Capital Limited (the "Company") be and is hereby accorded to purchase / buyback of its own shares by the Company 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 of the Company (13.06% of the total outstanding shares of the Company) be purchased by way of buy-back under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, at a purchase price of PKR 80/- per share in cash from the available distributable profits of the Company through tender offer."

Further resolved that:

"The ordinary shares purchased pursuant to these special resolution(s) via buyback shall be cancelled and issued share capital shall accordingly be reduced by the aggregate paid-up / face value of the cancelled shares."

Further resolved that:

"Purchase / buy-back shall be made through the mode of tender offer, and the purchase period shall be for thirty days starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive)."

Further resolved that:

The purchase / buy-back by the Company of its own shares shall be made by utilizing PKR 319,321,963 (distributable profits of the Company as on December 31, 2020).

Further resolved that:

"the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary (hereinafter the 'Authorized Persons') be and are hereby appointed as Authorized Persons and are 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 buyback of shares and for the purpose of implementing, procuring and completing the purchase/buy-back by the Company of its issued ordinary shares."

Further resolved that:

"the aforementioned 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 of 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."

Further resolved that:

"Mr. Fahad Muslim, the CFO of the Company, be and is hereby appointed as the Manager to the Offer, and shall be authorized to receive tendered shares from the shareholders and make payment against such tendered shares, and do all other acts, things and deeds in this regard".

Further resolved that:

"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 Global Capital Limited shall be binding acts, deeds and things done by the Company.

Further resolved that:

"JS Bank Limited be and is hereby appointed as authorized bank for opening of escrow account and opening of designated CDC Account / opening of Investor Account Service at CDC is hereby approved for the purpose of buy-back of shares of the Company under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, and the Authorized Persons be and are hereby singly authorized and empowered to negotiate the terms and conditions of appointment and to sign and execute all the documents/agreements in this regard and to do all necessary acts and deeds and things necessary to implement this resolution."

ANY OTHER BUSINESS:

- To consider any other business with the permission of the Chair.

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.

Karachi
April 07, 2021

By the Order of the Board

Syed Sufyan Ahmed
Company Secretary

Notes:

- The Share Transfer Books of the Company shall remain closed from April 21, 2021 to April 28, 2021 (both days inclusive) for determining shareholders for attending and voting at the Annual General Meeting.
- Physical transfers and deposit requests under Central Depository System received at the close of business on April 20, 2021 by the Company's Share Registrar i.e. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal Karachi will be treated in time for the purpose of attending and voting at the meeting.
- 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:

A. For Attending the Meeting

- In view of the threats posed by and precautions to be taken against spread of the evolving COVID-19 pandemic, the Securities & Exchange Commission of Pakistan (SECP) through its Circular No. 5 of 2020 dated March 17, 2020, Circular No. 25 of 2020 dated August 31, 2020 and Circular No.33 of 2020 dated November 05, 2020 have advised the Companies to modify their planning for conducting annual general meetings with a view to protect the well-being of their shareholders. Further, SECP vide its Circular No.6 of 2021 dated March 3, 2021 has clarified that the listed companies which are facing difficulties in holding general meeting physically, may opt to hold such meeting through electronic mode. Considering the above referred regulatory permissibility, the Company intends to convene this AGM electronically through Webinar only to ensure maximum participation by member(s) in view of the COVID-19 situation.
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- The Company will ensure that comments / suggestions of the members will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting. Any and all suggestions and comments received from shareholders shall be duly discussed in the meeting and be recorded appropriately in the minutes. The minutes of the meeting will be recorded and kept as per requirements.

- The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for well-being of its Members.

B. 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. Proxy form must be received at the Registered Office of the Company located at 17th/18th Floor, The Centre Building, Abdullah Haroon Road, Saddar, Karachi, duly stamped and signed not less than 48 hours before the time of the meeting.
 - In case of corporate entity, scanned copies of 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 notify immediately of any change in their addresses to the Company's Share Registrar.
 - In terms of the directives of the Securities and Exchange Commission of Pakistan (SECP), the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders are required to be mentioned on the dividend warrants and the annual return required to be filed by the Company with the SECP. Therefore, the shareholders who have not yet provided copies of their CNICs are advised to provide at earliest the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address mentioned above.
 - In terms of Section 242 of the Companies Act, 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address mentioned above, electronic dividend mandate on E-Dividend Form which is available on website of the Company i.e. www.jsgcl.com. In the case of shares held in CDC, the same information should be provided to the CDS Participants for updating and forwarding to the Company in order to make process of payment of cash dividend more efficient.
 - Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.
 - The Government of Pakistan through Finance, Act 2020 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001, whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:
For filer of income tax rates: 15%
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To enable the Company to make tax deductions of the amount of cash dividend @15% instead of 30%, all shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into the ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @30% instead of 15%.

For any query/problem, the investor may contact the Company and/or the Share Registrar at the following numbers and email addresses. The contact of Company Secretary is +92 21 111 574 11 and email address is jsgcl.cs@js.com and the contract number of the Share Registrar is +92 21 111 111 500 and email address is nadeem_ashraf@cdcsrsl.com.

- The Shareholders who have joint shareholdings held by filers and non-filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable, then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company.

| Folio /CDC Account No | Total Shares | Principal Shareholder | | Joint Shareholder | |
|-----------------------|--------------|-----------------------|-------------------------|-------------------|-------------------------|
| | | Name & CNIC | Shareholding proportion | Name & CNIC | Shareholding proportion |
| | | | | | |

- Shareholders who by any reason could not receive their dividends are advised to contact our Share Registrar to inquire about their unclaimed dividends, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends outstanding for a period of 3 years or more from the date due shall be deposited to the credit of Federal Government.

- Under Section 223(6) of the Companies Act, 2017, listed companies are allowed to send the Audited Financial Statements etc., through electronic mail system (e-mail). The members are hereby requested to convey their consent via email on a standard request form which is available at the Company's website i.e. www.jsgcl.com. 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. Members can request a hard copy of Audited Financial Statements which shall be provided free of cost within seven days from the date of requisition. 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 above.

- The Company has placed the Audited Financial Statements for the year ended December 31, 2020 along with Auditors and Directors Reports thereon and Chairman's Review Report on its website: www.jsgcl.com.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO SPECIAL BUSINESS

This explanatory statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of JS Global Capital Limited (hereinafter the 'Company') to be held on Wednesday, April 28, 2021 at 10:30 a.m. PST via Zoom Video Conference Call.

Purchase/buy-back by the Company of its own shares

The Board of Directors of the Company in its meeting held on April 06, 2021 has approved the buy back by the Company (without delisting) of up-to a maximum of 3,991,525 issued ordinary shares of the nominal/face value of Rs.10 /-(Rupees Ten) 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 (the "Buy-Back Regulations") subject to the approval of members of the Company through a special resolution.

The shares will be purchased through tender offer within the purchase period starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive) i.e. a period of thirty (30) days.

The Board of Directors of the Company has recommended that the special resolution as set out in the notice be passed at the Annual General Meeting, with or without any modification(s), addition(s) or deletion(s).

| Particulars | Description |
|---|--|
| Purchase of a specified number of shares | 3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/-(Pak Rupees Ten Only) each |
| Purpose of purchase | Recapitalize and restructure the balance sheet through cancellation of shares |
| Purchase price | PKR 80/- per share |
| Period within which the purchase shall be made | Thirty (30) days starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive) |
| 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. |
| Mode of purchase | The purchase shall be made through tender offer mechanism. |
| 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 position of the company | 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. |
| Allocation of Funds | PKR 319,321,963/- |
| Authorize an officer of the company to act as manager to the offer for ensuring legal compliance relating to buy-back of shares | The Board of Directors has authorized Mr. Fahad Muslim as an authorized officer of the company to act as manager to the offer for ensuring legal compliance with the requirements relating to buy-back of shares. |
| Indicative (Maximum) Percentage of shares to be purchased / buy-back | The Company will Purchase/buy-back 13.06% of the total outstanding shares of the Company. |
| Directors Interest | The Directors and the Chief Executive have no personal interest, directly or indirectly, in the proposed business for the buy-back of issued ordinary share of the Company except to the extent of their respective directorships and shareholdings held by them/their Companies and like other members, they would also be entitled to participate in proposed buy-back of Company's issued shares. |

PROCEDURE FOR BUY-BACK OF SHARES

As required under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, the following procedure shall be followed for purchase/buy-back of shares of the Company:

- The Public Announcement for the tender offer shall appear within two working days of the passing of the special resolution in two daily newspapers, at least 7 days before commencement of the purchase period;
- The offer letters and Shares Tender Forms will be sent by the Company to the all members whose names will appear on the Members Register on the book closure date i.e., April 20, 2021 along with copies of Public Announcement within 5 days of Public Announcement.
- The shares shall be tendered during purchase period through share tender form to the Manager to the Offer, in terms of regulation 4(3) of the Buy-Back Regulations. Necessary, information and instruction regarding procedure to sell the shares shall also be communicated to the members through the Offer Letter, public announcement and shares Tender Form, which in addition to being dispatched shall also be made available on Company's website: www.jsgcl.com
- If the shares tendered by the members exceed the number of shares announced to be purchased, the procedure as laid down in regulation 5 (h) of the Buy-Back Regulations shall be followed by the Company.
- If the share tendered are less than the minimum marketable lot, five hundred shares or marketable lot, whichever is lower shall be accepted.
- The shares tendered in physical form shall not be accepted for purchase.
- The payment for the accepted shares shall be made by the Manager to the Officer through bank draft or pay order not later than seven days of the closing of the purchase period.
- The unaccepted shares, if any, shall be returned within seven days of the closing of the purchased period.

Justification for Buyback

The Board of Directors has considered the fact that the Company has excess capitalization which distorts the earnings per share and other ratios of the Company including return on equity. The capitalization after the proposed buy-back (and consequent cancellation of the shares purchased via this buy-back) will be rationalized and would be sufficient for the Company's requirement. The proposed buy back is expected to improve the earning per share of the Company and will also result in improved dividends.

Basis of Price

The suggested price for buyback is approximately at the breakup value of the shares of the Company, 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 its market price.

Benefits of the Buyback

The proposed buyback will help the Company in improving its EPS and other financial ratios and does not affect the existing business needs whatsoever. The proposed buy back is also expected to result in better future payout. The breakup value per share of the Company will also increase as a consequence of buyback and recapitalization of the balance sheet. Moreover, the buyback provides an opportunity to shareholders to liquidate their investment in the Company at a rate which is higher than the market price of the share and close to the break-up value of the shares.

Source of Funding

The shares will be purchased in cash using the distributable profits of the Company as required under Section 88 of the Companies Act, 2017. The Company has sufficient cash resources available with it for the proposed buy-back of its shares. The Board has provided an undertaking that they have carried out the necessary funds available to undertake the proposed buyback.

Effect on Financial Position

The proposed buy-back (and consequent cancellation) of shares of the Company will not have any adverse impact on the financial position of the Company as the reduced capital would consolidate its equity resulting in increased earnings per share and improved dividend in future.

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.

Further, as required under Regulations, the directors of the Company have provided an undertaking to the effect that they have made enquiry into the affairs of the Company and that after having done so they have formed an opinion that the Company shall be capable of meeting its obligations in time during the period up to 12 months after the proposed buyback.

Lavrov in Pakistan after...

Continued from Page 1

Following a 10-year occupation and thousands of soldiers who died in Afghanistan, the Soviets negotiated their exit from Afghanistan in February, 1989. The exit came after so-called proximity talks between Afghanistan's communist government and the

US-backed mujahideen, many of whom are now in the Taliban, while others are warlords linked to the Kabul government.

Three years later the pro-Moscow government led by President Najibullah fell to the mujahideen.

Lavrov's visit to Pakistan is the first by a Russian foreign minister in nine years.

Foreign Minister Shah Mahmood Qureshi said in a video statement Tuesday that the visit is indicative of a closer relationship between the two countries.

The Russian ministry statement said the visit will also focus on bilateral trade, which last year reached \$800 million, a lot of that in Russian wheat.

Conflicts should be resolved...

Continued from Page 1

likely to be followed by a session of talks in Doha. What are the prospects for an intra-Afghan peace? Given that the government of President Ashraf Ghani avoids such negotiations? How will peace and security in South Asia be affected by India's unilateral actions in Kashmir, its active participation in the "Quad" (USA, India-Japan-Australia) and its dispute over the border areas with China?

Answer: We expect that the meeting of the extended "Troika" of March 18, 2021 will give a necessary impetus to the intra-Afghan negotiations. We note the active role of the Pakistani side in the preparation of this event. Moscow also hosted separate meetings between the Afghan delegation headed by the Chairman of the High Council for National Reconciliation Abdullah Abdullah and representatives of the Taliban. We consider it important that both sides speak in favour of intensifying the intra-Afghan negotiation process.

As for New Delhi's participation in the "Quad", we proceed from the fact that India as a responsible world power determines its foreign policy priorities by itself. At the same time, we are convinced that disagreements between states in any region of the world including, of course, South Asia, should be resolved in a peaceful, civilized manner based on international law. Russia, as a permanent member of the UN Security Council is ready to assist this in every possible way.

In principle we do not support the creation of divisive geopolitical structures in the spirit of the cold war. In modern conditions there is demand for such multilateral associations, initiatives and concepts which are based on the principles of inclusiveness, collegiality and equality. It is this philosophy that underlies the activities of the Shanghai Co-operation Organization, of which Moscow, Islamabad and New Delhi are members, he said.

Russia is interested in building up cooperation with the Pakistan, Indian and other partners in Eurasia. We have common interests, above all, ensuring security and peace.

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103 more perish as corona...

Continued from Page 1

outbreak, a total of 696,184 cases have been detected — including the persons who have died, recovered and those under treatment. They include 13,529 in AJK, 19,855 in Balochistan, 5,061 in GB, 62,211 in ICT, 93,033 in KP, 235,569 in Punjab and 266,926 in Sindh.

Around 14,924 deaths have been recorded in the country since the eruption of the contagion.

Around 4,510 have perished in Sindh, 6,675 in Punjab, 2,469 in KP, 584 in ICT, 211 in Balochistan, 103,362 and 372 in AJK.

A total of 10,493,362 corona tests have been conducted so far.

Meanwhile, Minister for Planning, Development and Special Initiatives Asad Umar Tuesday said more than a million people from across the country had so far been vaccinated.

More than 76,000 vaccinations were carried out yesterday, the minister twitted.

He said the total number of people registered so far was now over two million, out of which 600,000 were health care workers and more than 1.4 million people were over 50 years.

He called upon all those above 50 to register for vaccination.

In another tweet, Asad Umar said increased restrictions, broader lockdowns and stronger SOPs

(Standard Operating Procedures) enforcement had started producing effect as the positivity ratio had slowed down.

He said, however, as the country continues to battle the third wave of coronavirus, the federal government Tuesday extended school closures in the infection hotspots, including Islamabad, until April 28 for students learning of students from Grades 1 to 8.

It, however, allowed those in Grade 9 through 12 to return to campuses on April 19.

The government had extended educational institutions in Islamabad and Punjab and Khyber Pakhtunkhwa (KP) districts with high COVID-19 positivity rate on March 25 until April 11 in a bid to stem the spread of the virus.

Meanwhile, the provincial and federal governments have ordered that students of Grade 1 to 8 will not be held in the coronavirus-hit districts and this will go on until April 28. However, classes for Grade 9 through 12 will resume on April 19 with strict enforcement of the SOPs in a staggered way even in the affected districts so that students complete course and prepare for exams," Minister for Federal Education and Professional Training Shafat Mahmood told reporters at the National Command and Operation Centre.

Shafat, accompanied by the provincial and regional education and health minis-

ters and relevant officials, reviewed the coronavirus incidence in the country, especially in hotspots, for resumption of in-person instruction in educational institutions. He announced that the universities in coronavirus-hit districts would stay closed for in-person learning and the classes would be held online.

The minister said as around four million students are scheduled to appear in local board exams, the government had decided that exams for Grade 9 through 12 would be held in the third week of May. He added that the date sheet announced by Punjab would also be revised so that the coronavirus situation was under control by the time exams begin and children have time to prepare.

Shafat said data from Cambridge showed that 80 per cent of countries were having exams.

The Cambridge exams are being held in India, Sri Lanka, Nepal and other countries," he said.

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Lawyer, rights bodies seek PM's apology

Continued from Page 12

rape apologia. In a country where the total reported cases of rape represent only the tip of the iceberg, such statements have the effect of further traumatizing and silencing the survivors of sexual violence by placing the blame on them instead of on those who carry out the crime and the system that enables rapists, they said.

They demanded that the prime minister apologise and desist from making such statements in future, which had an adverse impact on all survivors of sexual violence.

They said rape was never the fault of the victim or survivor. It was the result of collusion with the rapist and the system that enabled the rapist, including a culture fostered by statements such as those made by the prime minister.

They urged the prime minister to read the judgments by the Lahore High Court and Supreme Court of Pakistan to develop an understanding of the issue of rape and sexual assault.

The Women Action Forums of Hyderabad, Karachi, Lahore, Islamabad, War Against Rape, Karachi, Pakistan Bar Council's Journalist Defence Committee, War Against Rape Lahore, Threhke-e-Niswaan, Aurat March Lahore, Asma Jahangir Legal Aid Cell, Institute for Women's Studies, International Women's Tribune Centre, HRADA, and Defence of Human Rights were prominent among those organizations which agitated against the prime minister's statement.

Maryam pleads for dismissing NAB petition with fine

Continued from Page 1

the NAB, saying that the impugned petition is enough to prove that the chairman of the NAB has acted in a colourable exercise of authority. She stated it appears that the process of the Bureau is being misused to muffle the voice of a leader of an opposition party against the government which has miserably failed to deliver on any front. Rejecting another allegation of attacking state institutions, Maryam submitted that she is a true believer in rule of law, across-the-board accountability and independence of institutions including the NAB. She argued that contents of the petition badly reflect the impartiality by the NAB as if its chairman is a spokesperson for the government.

She contended that the opposition parties, local and international organizations, human rights organizations, European Commission and superior courts have expressed concern over the use of the NAB as a tool to muzzle dissent. She denied another allegation that she had failed to appear and furnish required information before the NAB. "It is humbly prayed that the petition under reply be quickly dismissed with special costs being frivolous and vexatious," she asked the court to award. The minister denied that Cambridge exams weren't being held in other countries of the region. "That impression is not correct. Apart from Bangladesh, Cambridge exams are being held in India, Sri Lanka, Nepal and other countries," he said.

Shafat said data from Cambridge showed that 80 per cent of countries were having exams.

The Cambridge exams are being held in India, Sri Lanka, Nepal and other countries," he said.

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7 patients die...

Continued from Page 12

Muhammad Asim said the hospital administration has taken notice of the deaths and formed a committee which would present its report within 48 hours.

Continued from Page 12

PHC verdict...

Continued from Page 12

PHC decision. On Tuesday, Justice Ijazul Ahsen announced the verdict in open court, setting aside the PHC verdict. The detailed reasons would be recorded later.

Mandviwalla...

Continued from Page 1

the country due to NAB's victimisation," he said. He said the NAB has made fake and fabricated cases against Shaukat Tareen. Mandviwalla said the amendment in NAB laws is now necessary.

Govt to target 4pc...

Continued from Page 1

from the next fiscal year, we will be targeting an even higher growth rate that may exceed 4% per annum. This

World Bank projects...

Continued from Page 1

declining primary deficits" the WB made it clear.

Resurgence of Covid-19 infection rates and slow vaccination poses risks to the economic outlook. Prolonged high food inflation can increase risks to food security. Structural reforms required to boost the private sector, competitiveness-enhancing reforms to increase private investment, and tariff reforms to encourage exports.

Pakistan's missing merchant exports are estimated at US\$ 61 billion. This results from comparing actual estimated that Pakistan's potential exports are at \$ 88.1 billion, about 4 times the actual current level. This large gap between actual and potential exports, or "missing exports". The opportunity cost of Pakistan's "missing exports" is estimated at 893,000 jobs and \$ 1.74 billion in foregone taxes. In these, 152,000 jobs could be created in the agriculture export sector, and 741,000 jobs could be created in the manufacturing export sector.

While some of these jobs could be newly created, others may reallocate from labor of relatively lower productivity, domestic-oriented firms to higher productivity export-oriented firms. In terms of foregone tax revenue, a back-of-the-envelope calculation suggests that realizing the export potential would bring an additional \$ 1.74 billion in direct tax revenues annually, taking into account Pakistan's value added share in gross exports, as well as the implicit direct tax rate across sectors. About public debt, the WB states that public debt remains elevated, as do fiscal risks from debt servicing. Pakistan's public and publicly guaranteed debt (PPGD) stood at 93.6 percent of GDP at end June 2020—3.7 percentage points higher than ended at the end of the pandemic.

Of the net change in general government debt in FY20, an increase of around 27 percent came from the

nanancing of the federal primary deficit, approximately 71 percent came from interest paid on debt, and 11 percent was due to currency depreciation, whereas a decrease of around 8 percent occurred due to other factors.

At end-H1 FY21, PPGD was recorded at 87.9 percent of GDP, up from 86.7 percent of GDP at the end of H1 FY20. Of the total public debt at end H1 FY21, short-term debt was 13.0 percent whereas external debt had a share of 35.1 percent. However, the debt level remains in breach of the Fiscal Responsibility and Debt Limitation Act (FRDLA) 2005 (amended in 2017), which mandated a reduction of total public debt to 60 percent of GDP by FY18/97. The public debt-to-GDP ratio is expected to remain elevated over the medium-term, increasing Pakistan's exposure to debt-related shocks. In addition, fiscal risks from debt servicing remain high.

Pakistan was already grappling with a period of economic adjustment under the IMF-EFF program when the pandemic struck. The lock down imposed in the Spring 2020 brought economic activity to a near halt.

According to a recent national representative survey by the Pakistan Bureau of Statistics, half of Pakistan's workforce was severely hit by the crisis. It is estimated that 20.7 million workers (37 percent of the total) lost their jobs and an additional 6.7 million workers lost their jobs saw a decline in their labor income between April and July 2020. The Covid-19 shock had a severe impact on informal and low-skilled workers in elementary occupations facing the strongest contraction in employment. The construction sector suffered the heaviest with 80 percent of its workers lost their jobs or had reductions in income.

Pakistan's poverty rate in FY20 is expected to have increased for the first time in two decades due to Covid-19. Simulation results indicate that poverty in FY20, might have increase by 2.3 percentage points, which translates into 5.8 million additional people falling into poverty as a result of the pandemic. After two decades of uninterrupted decline in poverty, the Covid-19 pandemic is expected to not only increase

PDM cracks as ANP...

Continued from Page 1

alliance, senior party leaders Ghulam Ahmad Bilal and provincial president Aimal Wali Khan, provincial general secretary Sardar Hussain Babak and other ANP leaders were also present.

"At this stage, we cannot go with the PDM and thus the opposition must leave the alliance," Haider Hoti said. He added that the party would continue its struggle against what he called the 'selected' government and its 'selectors' and would strive to promote genuine democracy in the country.

The ANP leader said that the opposition parties' alliance had been hijacked by particular parties and its leadership for its vested interests.

He added that the Pakistan Muslim League-N (PML-N) made adjustment and political understanding with Pakistan Tehreek-e-Insaf (PTI) and Pakistan Muslim League-Quaid-i-Azam (PML-Q) in the Punjab for the elections, while Jamaat Ulema-e-Islam-Fazl (JUI-F) fielded its candidate against Pakistan People's Party (PPP) nominee in Larkana by-elections. "It was the unanimous decision of the PDM leadership that the news resignation from the parliament would be submitted before the 'long march' towards Islamabad, but it was not implemented," Haider Hoti claimed.

According to sources, the PPP would give its final response to the show-cause notice and its stay in the PDM after consulting its central Executive Committee (CEC), which was expected to be held within a week. Though the date for the CEC meeting had not

been finalised yet, added the sources, it was expected that party Chairman Bilawal Bhutto Zardari would announce the date within a week.

The PPP has decided to adopt an aggressive stance on the show-cause notice and the CEC would decide whether to respond to it or ignore it.

Meanwhile, PPP Secretary General Nayanfar Hussain Bokhari and Information Secretary Faisal Karim Kundli met Quamni Wattan Tuesday said various political parties wanted to do opposition against the current political situation which would only benefit the government.

He was talking to ANP Khyber-Pakhtunkhwa President Aimal Wali Khan, who made a telephonic contact with him and informed him formally about the reasons and decision of the ANP of parting ways with the PDM.

Aimal Wali said no party had the right to send a show-cause notice to any other political party.

Bilawal Bhutto Zardari, while expressing his concerns over some PDM parties' attitude, said those parties wanted to impose their agenda on the opposition alliance. He said the PPP would form its own future political strategy with regard to the PDM.

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JS GLOBAL CAPITAL LIMITED NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the members of JS Global Capital Limited (the "Company" or "JSGLCL") will be held on Wednesday, April 28, 2021 at 10:30 a.m. PST via Zoom Video Conference Call to transact the following businesses:

ORDINARY BUSINESSSES:

- To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2020, together with the Directors' Report and Auditors' Report thereon and Chairman's Review Report.
- To appoint auditors of the Company and fix their remuneration for the year ending December, 2021. The Audit Committee and the Board of Directors have recommended the appointment of new auditors M/s KPMG Taseer Hadi & Co. Chartered Accountants, as auditors of the Company, who being eligible have offered themselves for appointment as auditors of the Company; the previous auditors M/s. EY Ford Rhodes, Chartered Accountants have completed five years.

SPECIAL BUSINESS:

- To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the purchase of buy-back of its own shares by the Company 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 as recommended by the Board of Directors of the Company.

Resolved that:

"Subject to compliance with the provisions of applicable laws, regulations and permission required, if any, approval of the members of JS Global Capital Limited (the "Company") be and is hereby accorded to purchase / buyback of its own shares by the Company 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 of the Company (13.06% of the total outstanding shares of the Company) be purchased by way of buy-back under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, at a purchase price of PKR 80/- per share in cash from the available distributable profits of the Company through tender offer."

Further resolved that:

"The ordinary shares purchased pursuant to these special resolution(s) via buyback shall be cancelled and issued share capital shall accordingly be reduced by the aggregate paid-up / face value of the cancelled shares."

Further resolved that:

"Purchase / buy-back shall be made through the mode of tender offer, and the purchase period shall be for thirty days starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive)."

Further resolved that:

The purchase / buy-back by the Company of its own shares shall be made by utilizing PKR 319,321,963 (distributable profits of the Company as on December 31, 2020).

Further resolved that:

"The Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary (hereinafter the "Authorized Persons") be and are hereby appointed as Authorized Persons and are 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 buyback of shares and for the purpose of implementing, procuring and completing the purchase-buyback by the Company of its issued ordinary shares."

Further resolved that:

"The aforementioned 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 requisite regulatory permissions, if required, preparation of the tender notice and other requisite documents, engaging legal counsel and consultants for the purposes of the purchase-buyback 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-buyback by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto."

Further resolved that:

"Mr. Fahad Muslim, the CFO of the Company, be and is hereby appointed as the Manager to the Offer, and shall be authorized to receive tendered shares from the shareholders and make payment against such tendered shares, and do all other acts, things and deeds in this regard."

Further resolved that:

"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 Global Capital Limited shall be binding acts, deeds and things done by the Company."

Further resolved that:

"JS Bank Limited be and is hereby appointed as authorized bank for opening of escrow account and opening of designated CDC Account / opening of Investor Account Service at CDC is hereby approved for the purpose of buy-back of shares of the Company under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, and the Authorized Persons be and are hereby singly authorized and empowered to negotiate the terms and conditions of appointment and to sign and execute all the documents/agreements in this regard and to do all necessary acts and deeds and things necessary to implement this resolution."

ANY OTHER BUSINESS:

- To consider any other business with the permission of the Chair.

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.

By the Order of the Board

Karachi
April 07, 2021

Syed Sufyan Ahmed
Company Secretary

Notes:

- The Share Transfer Books of the Company shall remain closed from April 21, 2021 to April 28, 2021 (both days inclusive) for determining shareholders for attending and voting at the Annual General Meeting.
- Physical transfers and deposit requests under Central Depository System received at the close of business on April 20, 2021 by the Company's Share Registrar i.e. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal Karachi will be treated in time for the purpose of attending and voting at the meeting.
- 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:

A. For Attending the Meeting

- (i) In view of the threats posed by and precautions to be taken against spread of the evolving COVID-19 pandemic, the Securities & Exchange Commission of Pakistan (SECP) through its Circular No. 5 of 2020 dated March 17, 2020, Circular No. 25 of 2020 dated August 31, 2020 and Circular No.33 of 2020 dated November 05, 2020 have advised the Companies to modify their planning for conducting annual general meetings with a view to protect the well-being of their shareholders. Further, SECP vide its Circular No.6 of 2021 dated March 3, 2021 has clarified that the listed companies which are facing difficulties in holding general meeting physically, may opt to hold such meeting through electronic mode. Considering the above referred regulatory permissibility, the Company intends to convene this AGM electronically through Webinar only to ensure maximum participation by member(s) in view of the COVID-19 situation.
- (ii) The Members are requested to attend and participate in the 20th AGM of Company through video link arrangement for which purpose, they are requested to complete identification and verification formalities i.e. provide their names, CNICs scanned (both sides), folio numbers, cell phone numbers and email addresses on or before April 26, 2021 at 5:00 p.m. at the following email jsgcl.cs@js.com. The video link of meeting will be sent to the members on their email addresses.
- (iii) The members can also provide their comments / suggestions for discussion on the agenda items of the AGM through following means:

| WhatsApp | SMS | Email |
|--------------|--------------|-----------------|
| 0301-8486279 | 0301-8486279 | jsgcl.cs@js.com |

- (iv) The Company will ensure that comments / suggestions of the members will be read out at the meeting by the Company Secretary and the responses will be made part of the minutes of the meeting. Any and all suggestions and comments received from shareholders shall be duly discussed in the meeting and be recorded appropriately in the minutes. The minutes of the meeting will be recorded and kept as per requirements.
- (v) The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for well-being of its Members.

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. Proxy form must be received at the Registered Office of the Company located at 17th/18th Floor, The Centre Building, Abdullah Haroon Road, Saddar, Karachi, duly stamped and signed not less than 48 hours before the time of the meeting.
- e. In case of corporate entity, scanned copies of 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.
- f. Shareholders are requested to notify immediately of any change in their addresses to the Company's Share Registrar.
- g. In terms of the directives of the Securities and Exchange Commission of Pakistan (SECP), the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized persons except in the case of minor(s) and corporate shareholders are required to be mentioned on the dividend warrants and the annual return required to be filed by the Company with the SECP. Therefore, the shareholders who have not yet provided copies of their CNICs are advised to provide at earliest the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address mentioned above.
- h. In terms of Section 242 of the Companies Act, 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address mentioned above, electronic dividend mandate on E-Dividend Form which is available on website of the Company i.e. www.jsgcl.com. In the case of shares held in CDC, the same information should be provided to the CDCs Participants for updating and forwarding to the Company in order to make process of payment of cash dividend more efficient.
- i. Members seeking exemption from deduction of Income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.
- j. The Government of Pakistan through Finance, Act 2020 has made certain amendments in Section 150 of the Income Tax Ordinance, 2021, whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

For filer of income tax rates: 15%

For non-filers of income tax returns: 30%

To enable the Company to make tax deductions of the amount of cash dividend @15% instead of 30%, all shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into the ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @30% instead of 15%.

For any query/problem, the investor may contact the Company and/or the Share Registrar at the following numbers and email addresses. The contact of Company Secretary is +92 21 111 574 11 and email address is jsgcl.cs@js.com and the contract number of the Share Registrar is +92 21 111 111 500 and email address is nadeem_ashraf@cdcsrl.com.

- The Shareholders who have joint shareholdings held by filers and non-filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to the shareholding. If the share is not ascertainable, then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company.

| Folio /CDC Account No | Total Shares | Principal Shareholder | | Joint Shareholder | |
|-----------------------|--------------|-----------------------|-------------------------|-------------------|-------------------------|
| | | Name & CNIC | Shareholding proportion | Name & CNIC | Shareholding proportion |
| | | | | | |

- Shareholders who by any reason could not receive their dividends are advised to contact our Share Registrar to inquire about their unclaimed dividends, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends outstanding for a period of 3 years or more from the date due shall be deposited to the credit of Federal Government.
- Under Section 223(6) of the Companies Act, 2017, listed companies are allowed to send the Audited Financial Statements etc., through electronic mail system (e-mail). The members are hereby requested to convey their consent via email on a standard request form which is available at the Company's website i.e. www.jsgcl.com. 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. Members can request a hard copy of Audited Financial Statements which shall be provided free of cost within seven days from the date of acquisition. Further, it is the responsibility of the member(s) to timely update the Share Registrar of any change in his (her/their) registered email address at the address of the Company's Share Registrar mentioned above.
- The Company has placed the Audited Financial Statements for the year ended December 31, 2020 along with Auditors and Directors Reports thereon and Chairman's Review Report on its website: www.jsgcl.com.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO SPECIAL BUSINESS

This explanatory statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of JS Global Capital Limited (hereinafter the "Company") to be held on Wednesday, April 28, 2021 at 10:30 a.m. PST via Zoom Video Conference Call.

Purchase/buy-back by the Company of its own shares

The Board of Directors of the Company in its meeting held on April 06, 2021 has approved the buy back by the Company (without delisting) of up-to a maximum of 3,991,525 issued ordinary shares of the nominal/face value of Rs.10/- (Rupees Ten) each at a purchase price of PKR 80/- per share under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019 (the "Buy-Back Regulations") subject to the approval of members of the Company through a special resolution.

The shares will be purchased through tender offer within the purchase period starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive) i.e. a period of thirty (30) days.

The Board of Directors of the Company has recommended that the special resolution as set out in the notice be passed at the Annual General Meeting, with or without any modification(s), addition(s) or deletion(s).

| Particulars | Description |
|---|--|
| Purchase of a specified number of shares | 3,991,525 issued ordinary shares of the Company having paid-up / face value of PKR 10/- (Pak Rupees Ten Only) each |
| Purpose of purchase | Recapitalize and restructure the balance sheet through cancellation of shares |
| Purchase price | PKR 80/- per share |
| Period within which the purchase shall be made | Thirty (30) days starting from May 04, 2021 and ending on June 02, 2021 (both days inclusive) |
| 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. |
| Mode of purchase | The purchase shall be made through tender offer mechanism. |
| 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 position of the company | 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. |
| Allocation of Funds | PKR 319,321,963/- |
| Authorize an officer of the company to act as manager to the offer for ensuring legal compliance relating to buy-back of shares | The Board of Directors has authorized Mr. Fahad Muslim as an authorized officer of the company to act as manager to the offer for ensuring legal compliance with the requirements relating to buy-back of shares. |
| Indicative (Maximum) Percentage of shares to be purchased / buy-back | The Company will Purchase/buy-back 13.06% of the total outstanding shares of the Company. |
| Directors Interest | The Directors and the Chief Executive have no personal interest, directly or indirectly, in the proposed business for the buy-back of issued ordinary share of the Company except to the extent of their respective directorships and shareholdings held by them/their Companies and like other members, they would also be entitled to participate in proposed buy-back of Company's issued shares. |

PROCEDURE FOR BUY-BACK OF SHARES

As required under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, the following procedure shall be followed for purchase/buy-back of shares of the Company.

- The Public Announcement for the tender offer shall appear within two working days of the passing of the special resolution in two daily newspapers, at least 7 days before commencement of the purchase period.
- The offer letters and Shares Tender Forms will be sent by the Company to the all members whose names will appear on the Members Register on the book closure date i.e., April 20, 2021 along with copies of Public Announcement within 5 days of Public Announcement.
- The shares shall be tendered during purchase period through share tender form to the Manager to the Offer, in terms of regulation 4(3) of the Buy-Back Regulations. Necessary, information and instruction regarding procedure to sell the shares shall also be communicated to the members through the Offer Letter, public announcement and shares Tender Form, which in addition to being dispatched shall also be made available on Company's website: www.jsgcl.com.
- If the shares tendered by the members exceed the number of shares announced to be purchased, the procedure as laid down in regulation 5 (h) of the Buy-Back Regulations shall be followed by the Company.
- If the share tendered are less than the minimum marketable lot, five hundred shares or marketable lot, whichever is lower shall be accepted.
- The shares tendered in physical form shall not be accepted for purchase.
- The payment for the accepted shares shall be made by the Manager to the Officer through bank draft or pay order not later than seven days of the closing of the purchase period.
- The unaccepted shares, if any, shall be returned within seven days of the closing of the purchased period.

Justification for Buyback

The Board of Directors has considered the fact that the Company has excess capitalization which distorts the earnings per share and other ratios of the Company including return on equity. The capitalization after the proposed buy-back (and consequent cancellation of the shares purchased via this buy-back) will be rationalized and would be sufficient for the Company's requirement. The proposed buy back is expected to improve the earning per share of the Company and will also result in improved dividends.

Basis of Price

The suggested price for buyback is approximately at the breakup value of the shares of the Company, 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 its market price.

Benefits of the Buyback

The proposed buyback will help the Company in improving its EPS and other financial ratios and does not affect the existing business needs whatsoever. The proposed buy back is also expected to result in better future performance. Moreover, the buyback provides an opportunity to shareholders to liquidate their investment in the Company at a rate which is higher than the market price of the share and close to the break-up value of the shares.

Source of Funding

The shares will be purchased in cash using the distributable profits of the Company as required under Section 88 of the Companies Act, 2017. The Company has sufficient cash resources available with it for the proposed buy-back of its shares.

The Board has provided an undertaking that they have carried out the necessary funds available to undertake the proposed buyback.

Effect on Financial Position

The proposed buy-back (and consequent cancellation) of shares of the Company will not have any adverse impact on the financial position of the Company as the reduced capital would consolidate its equity resulting in increased earnings per share and improved dividend in future.

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.

Further, as required under Regulations, the directors of the Company have provided an undertaking to the effect that they have made enquiry into the affairs of the Company and that after having done so they have formed an opinion that the Company shall be capable of meeting its obligations in time during the period up to 12 months after the proposed buyback.

روزنامہ جنگ کراچی بدھ 7 مارچ 2021

JS GLOBAL CAPITAL LIMITED

نوٹس برائے سالانہ اجلاس عام

ہمسوی (20 ویں) سالانہ اجلاس عام ہے، ایس گلوبل کپٹیل لمیٹڈ ("کمپنی") کے ممبران کا، بدھ، 28 اپریل، 2010، 10:30 بجے PST کو دم ویڈیو کانفرنس کال کے ذریعے درج ذیل

کاروباری شراکتدش کیلئے منعقد ہوگا:

عمومی کاروبار:

31-12 دسمبر، 2020 کو ختم ہونے سال کی آڈٹ شدہ مالی بنیات ڈائریکٹرز رپورٹ اور ڈائریکٹرز میٹنگ (بائے یک آف شیئرز) ریگولیشنز 2019 کے تحت خصوصی قرارداد پر غور کرنا اور بلا ضرورت ترمیم کے ساتھ اور اس

2- کمپنی کے ڈائریکٹرز کرنا اور انان کے معاوضے کا تعین کرنا دسمبر، 2021 کو ختم ہونے والے سال کیلئے۔ آڈٹ کمپنی اور بورڈ آف ڈائریکٹرز نے نئی تقرری کیلئے آڈیٹرز - سمیٹرز کے پی ایم بی تاثیر ہادی اینڈ۔ کو چارڈ اکاؤنٹنٹس کی سفارش کی ہے، جو کمپنی کے آڈیٹرز ہونے کی اہلیت رکھتے ہیں اور خود کو تقرری کے لئے پیش کرتے ہیں۔ پیچھے آڈیٹرز میٹرز ای وائی فورڈ روڈس، چارڈز اکاؤنٹنٹ کے پانچ سال مکمل ہو چکے ہیں۔

خاص کاروبار:

مندرجہ ذیل خصوصی کاروبار کمپنیز ایکٹ، 2017 کے سیکشن 88 اور سلاٹ کمپنیز (بائے یک آف شیئرز) ریگولیشنز 2019 کے تحت خصوصی قرارداد پر غور کرنا اور بلا ضرورت ترمیم کے ساتھ اور اس کے بغیر، اضافہ اور ختم کرنا کہ کمپنی اپنے عمومی حصص کے زیادہ سے زیادہ 3,991,525 شیئرز جس کی منتخض قیمت 10 روپے ہے کو 80 روپے کے حساب سے خرید کے جیسا اور بورڈ آف ڈائریکٹرز نے تجویز کیا ہے۔

قرار پایا کہ ”قابل اطلاق قوانین کی دفعات کی تعمیل سے مشروط وضوابط اور اجازت، اگر کوئی ہوو، ہے ایس گلوبل کپٹیل لمیٹڈ“ (کمپنی) کے ممبران کی منظوری لی جاتی ہے کہ وہ کمپنی کے عمومی حصص کے زیادہ سے زیادہ 3,991,525 شیئرز جس کی منتخض قیمت 10 روپے ہے جو کہ کمپنی کے تمام عمومی حصص 13.06% ہے کہ وہ نقد 80 روپے کے حساب سے کمپنی کے بانٹنے والے منافع میں سے فیصد پر آفر کے ذریعے کمپنیز ایکٹ، 2017 کے سیکشن 88 اور سلاٹ کمپنیز (بائے یک آف شیئرز) ریگولیشنز 2019 کے تحت۔

مزید قرار پایا کہ وہ عام شیئرز جو اس خصوصی قرارداد کے ذریعے خرید گئے ومنسوخ کر دیا جائے گا اور جاری ریکپٹل کمنسوخ شدہ شیئرز کی مجموعی منتخض قیمت سے کم کر دیا جائے گا۔

مزید قرار پایا کہ خریدیاری ٹینڈر آفر کے ذریعے کی جائے گی اور خریداری کی مدت 30 دن ہوگی جو 4 مئی، 2021 سے 2 جون 2021 (بشمول دونوں دن) تک چلے گی۔

مزید قرار پایا کہ کمپنی کے اپنے حصص کی خریدیاری کمپنی کے تقسیم شدہ منافع جو 31 دسمبر 2020 تک ہے جو 319,321,963 روپے ہے۔ اس سے کی جائے گی۔

مزید قرار پایا کہ چیف ایگزیکٹو ڈائریسر اور یا چیف مالی آفیسر اور یا کمپنی ٹیکریٹری (بمخواب سے) اتھارائزڈ پرسنز کے نام سے مخاطب کیا جائے گا) انکو اتھارائزڈ پرسنز منتخب کیا جاتا ہے۔ انکے پاس اختیار ہوگا کہ وہ ایس تمام ضروری، ذیلی اور اتفاقی اقدامات اور کام کر سکتے اور کروا سکتے ہیں جسکا مقصد کمپنی کے جاری کردہ بانی یک شیئرز کی خریداری خریدیاری کے نفاذ کیلئے ضروری ہو۔“

مزید قرار پایا کہ مذکورہ بالا اوتھرائزڈ پرسز کو یہ بھی اکیلے اختیار ہے کہ وہ کوئی بھی کام کر سکتے اور کروا سکتے ہیں، بشمول لیکن محدود نہیں مطلوب ہر ریگولٹری اجازتیں، اگر ضروری لگیں، ٹینڈرنوٹس اور دیگر ضروری دستاویزات کو بتانا جسص کی خریدیاری/ واپسی کیلئے کیسٹلنٹس اور قانونی مشاورتی لوگوں کوششول کرنا مطلوب ہے۔ ایجنسوزی فارم پر کرنے، ویرٹن اور دیگر مطلوبہ دستاویزات پر کرنے ہر ریگولٹریز کے ساتھ، دستاویزات کو جمع کرنا، ان دستاویزات یا ٹولز پر عملدرآمد کرنا، بشمول کوئی بھی ترمیم یا متبادل کرنا اور پر بتائی ہوئی چیزوں میں تاکہ کمپنی کے اپنے عمومی حصص کی خریدیاری کو پایہ تکمیل تک پہنچایا جاسکے۔

مزید قرار پایا کہ جناب فہد مسلم، کمپنی کے CFO، اب سے آفیسر منیجر مقرر ہیں، انکو یہ اختیار ہے کہ شیئرز ہولڈرز سے ٹینڈرز شیئرز وصول کریں اور انکے خلاف ٹینڈرز حصص کی ادائیگی کریں، انکے علاوہ اس سلسلے میں دیگر تمام اقدامات پر عمل کریں۔

مزید قرار پایا کہ اس خصوصی قرارداد کے ذریعے اتھارائزڈ پرسز کمپنی کے نام پر جو بھی کام کریں وہ کمپنی پر پابند ہوگا۔

مزید قرار پایا کہ ہے ایس بینک لمیٹڈ مقرر کیا گیا ہے اتھارائزڈ بینک اسکرپو ڈاؤنٹ کوئلے کے لئے اور نامزد CDC) کاؤنٹ کھولنے/ انویسٹرا کاؤنٹ سرس کھولنے کیلئے۔ کمپنی کے بانی یک آف شیئرز کے مقصد کیلئے جو کمپنیز ایکٹ 2017 کے سیکشن 88 اور درج کمپنیوں (بانی یک شیئرز) ریگولیشنز 2019 کے تحت اور اتھارائزڈ پرسنز کو اختیار ہے کہ وہ تقرری کی شرائط اور وضوابط پر بات چیت کرتے ہیں تمام دستاویزات/ معاہدوں پر دیکھنا اور ان پر عمل درآمد کریں اور اس کے اور اس قرارداد کو نافذ کرنے کے سلسلے میں ضروری اقدامات، اعمال اور کام انجام دیں۔“

کوئی اور کاروبار:

1. چیز میں کی اجازت سے دوسرے کاروبار پر غور کرنا۔

اس نوٹس سے منسلک اوپر دیے گئے خصوصی کاروبار سے متعلق میریل خان کی بیان جو کہ کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت ہے۔

| | |
|----------------|-----------------|
| محکم پورڈ | کراچی |
| سید نسیم احمد | 107 اپریل، 2021 |
| کمپنی ٹیکریٹری | |

نوٹس:

(1) کمپنی کی شیئرز ٹرانسفر کی یک 21 اپریل 2021 سے 28 اپریل، 2021 (بشمول دونوں دن) حصص یافتگان کے تعین اور سالانہ عمومی اجلاس میں حاضری اور وونگ کیلئے بندر ہیں گی۔ (2) حقیقی منتقلی بورڈ یا پٹ درخواستیں سنٹرل ڈپازٹری سسٹم کے تحت کاروبار بند ہونے پر 20 اپریل 2021 کو کمپنی کے شیئرز رجسٹریشن سی ڈی شیئرز رجسٹر اور سمر ولیمینڈ ہی ڈی سی ہاؤس، 99 -، بلاک B، ایس۔ایم۔سی۔ایم۔ایچ۔ ایس، مین شاہراہ فیصل کراچی کو وصول ہوگی، جسے اجلاس میں شرکت اور وونگ کی غرض سے لیا جائے گا۔ (3) حصص کے اعزاز ای ماکان کو سینٹرل شیئرز کے مقصد کیلئے جو کمپنیز ایکٹ 2017 کے سیکشن 88 اور درج کمپنیوں (بانی یک شیئرز) ریگولیشنز 2019 کے تحت اور اتھارائزڈ پرسنز کو اختیار ہے کہ وہ تقرری کی شرائط اور وضوابط پر بات چیت کرتے ہیں تمام دستاویزات/ معاہدوں پر دیکھنا اور ان پر عمل درآمد کریں اور اس کے اور اس قرارداد کو نافذ کرنے کے سلسلے میں ضروری اقدامات، اعمال اور کام انجام دیں۔“

نام پر پیروی کرنا ہوگی:

(A) اجلاس میں شرکت کے لیے:

COVID(1 19 وبائی امراض کے پھیلاؤ کے خلاف اٹھانے جانے والے حالیہ خطرات اور احتیاطی تدابیر کے پیش نظر، SECPC) سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے 17 مارچ، 2020 کے سرکلر نمبر 31، 1 اگست 2020، کے سرکلر نمبر 125 اور 5 نومبر 2020، کے سرکلر نمبر 33 میں تجویز کی گئی ہے کہ حصص یافتگان کی فلاح وبہبود کے تحفظ کے سالاانہ عام اجلاسوں کے انعقاد کے لیے منصوبہ بندی میں ردوبدل کریں۔ اس کے علاوہ، SECPC نے اپنے سرکلر نمبر 6، 3 مارچ، 2020 میں یہ واضح کر دیا ہے کہ فرسٹ ہوئی وہ کمپنیاں جنکو حقیقی اجلاس رکھنے میں مشکلات کا سامنا ہے وہ ایکٹرا تک موڈ میں اجلاس کا انتخاب کر سکتے ہیں۔ مذکورہ بالا ریگولٹری ہدایتوں کی روشنی میں اجلاس کے کورم کی تعمیل کو یقینی بناتے ہوئے اور کم سے کم حصص یافتگان کی موجودگی کو یقینی بناتے ہوئے یہ "AGM Electronic Through Webinar" کرنا چاہتی ہے اور ممبران سے گزارش کرتی رہی ہے کہ وہ اپنی حاضری کو یقینی بنائیں اور ہر کسی کے ذریعے ووٹ کریں۔ (II) ممبران سے درخواست کی جاتی ہے کہ وہ AGM 20 میں ویڈیو لنک کے ذریعہ شرکت کریں جو کہ شناخت اور تصدیقی کارڈ یا نوٹوں کو مکمل کرنے کے بعد ممبران کو فراہم کیا جائے گی۔ ممبران سے گزارش ہے کہ وہ اپنا نام، CNIC کی انکٹین کاپی (دونوں اطراف سے) ڈیجیٹل فرامورڈری میل ایڈریس 26 اپریل 2021 کو شام 5:00 بجے تک مندرجہ ذیل ای میل jsgcl.cs@js.com پر ارسال کریں - اجلاس کا ویڈیو لنک ممبران کو ان کے ای میل ایڈریس پر بھیجا جائے گا۔ (III) مندرجہ ذیل ذرائع کے ذریعہ ممبران AGM کے میننگ ایجنڈا پر تبادلہ خیال اور اپنے اہم تاثرات/ تجاویز بھی فراہم کر سکتے ہیں:

| | | |
|-----------------|--------------|--------------|
| Whatsapp | Email | SMS |
| jsgcl.cs@js.com | 0301-8486279 | 0301-8486279 |

IV. کمپنی اس بات کو یقینی بنائے گی کہ کمپنی ٹیکریٹری اجلاس میں ممبران کے تہرے/ مشورے پر رھے اور جوابات کو اجلاس کے منٹس کا حصہ بنائے۔ اجلاس کے منٹس کو قوانین کی شق کے مطابق ریکارڈ کیا جائے گا۔

V. کمپنی حکومت اور SECPC کی ہدایات پر مکمل عمل کرتے ہوئے اس بات کو یقینی بنائے گی کہ اس کے ممبران کی فلاح وبہبود کے لیے حلقہ قلمی اقدامات موجود ہوں۔

(B) پراکسیز مقرر کرنے کیلئے:

(I) افراد کیلئے، اکاؤنٹ ہولڈرز اور/ یا سبب اکاؤنٹ ہولڈر جن کی رجسٹریشن کی تفصیلات سی ڈی سی کے مطابق اپ لوڈ کی جائیں گی مندرجہ بالا کے ضابطے مطابق ہر کسی فارم جمع کروائیں جیسا کہ مطالبہ ہے۔ (II) ہر کسی فارم کے دو دو گواہان ہو گئے جن کے نام، پتے اور CNIC نمبر ایک فارم میں موجود ہونگے۔ (III) CNIC کی تصدیق شدہ کاپیاں یا اعزازی ماکان کے پاسپورٹ پر کسی فارم کے ساتھ پیش کی جائے گی۔ (IV) ہر کسی کو اپنا اصلی CNIC یا اصل پاسپورٹ اجلاس میں شامل ہونے سے پہلے دکھانا ضروری ہے۔ ممبر شیت اور دیکھنا شدہ ہر کسی فارم کمپنی کے رجسٹراؤنٹس 17 / اور 18 میں منزل، ای سی بیٹرن ملنگ، جمہلدان ہون روڈ، صدر کراچی پر اجلاس سے 48 گھنٹے قبل موصول ہوجانے چاہیے۔ (V) ادارتی فرد ہونے کی صورت میں، بورڈ کی قرارداد اور/ یا پورٹفائل نماری نام تا مقررہ کے نمونہ نسخہ (اگر یہ پیلے فرام نہیں کیا گیا ہو) پر کسی فارم کے ساتھ کمپنی کو فراہم کیا جائے گا۔

(4) حصص یافتگان سے درخواست ہے کہ اپنے پتے میں کسی بھی تبدیلی پر فوری کمپنی شیئرز رجسٹر کو مطلع کرے۔ (5) سکیورٹیز اینڈ ایکسچینج کمیشن کی ہدایت کے مطابق پاکستان (ایس ای سی پی)، کپیڈرٹرائزڈ قومی شناختی کارڈ نمبر (CNIC) رجسٹرڈ شیئرز ہولڈرز یا اتھارائزڈ پرسنز اساتوا نا اعلوں اور کارپورٹ شیئرز ہولڈرز کے معاملہ میں، جیسا کہ مطالبہ ہے ویڈیو ڈرامٹ اور سالانہ واپسی کے لئے ضروری ہے کمپنی کی طرف سے ایس ای سی پی میں دائر کرنا، اینڈ، جن شیئرز ہولڈرز نے بھی تک اپنے CNIC کی کاپیاں فراہم نہیں کی ہیں ان سے گزارش ہے کہ جلد از جلد تصدیق شدہ کاپیاں (اگر پہلے سے فراہم نہیں کی گئیں) ذیل کردہ پتے پر براہ راست کمپنی کے شیئرز رجسٹر اکو بھیجیں۔ (6) کمپنیز ایکٹ، 2017 کے سیکشن 242 کے تحت، کوئی بھی ادائیگی صرف ایکٹرا تک موڈ کے ذریعے کی جائے گی حقدار حصص یافتگان کے نامزد بینک اکاؤنٹ میں۔ اس کے بعد، فیریل ٹیکسٹ رر رکھنے والے حصص یافتگان سے گزارش ہے کہ وہ مذکورہ پتے پر کمپنی کے شیئرز رجسٹر ارا کو حصص فراہم کریں، ایکٹرا تک ای ویڈیو ڈرامٹ فارم پر ویڈیو ڈرامٹ میٹرز جو ویب سائٹ www.jsgcl.com پر دستیاب ہے۔ سی ڈی سی میں ڈپازٹ شدہ حصص کی صورت میں، سی ڈی ایس کے شرکا واپردی گئی ہدایات پر عمل کرتے ہوئے ای طرح معلومات فراہم کریں، شرکا، سی ڈی ایس کو فراہم کی گئی معلومات کمپنی کو اپ ڈیٹ اور فارورڈنگ کرنا ہوگی تاکہ منافع کی ادائیگی کے عمل کو زیادہ موثر بنایا جاسکے۔ (7) انکم ٹیکس کی دودھ ہولڈنگ سے انتشی حاصل کرنے والے ممبران یا کم شرح پر کوئی کے اہل سے درخواست کی جاتی ہے کہ وہ ٹیکس کا درست سرٹیفیکٹ جمع کروائیں یا ضروری دستاویزی ثبوت پیش کریں، دونوں میں سے جو بھی معاملہ ہو۔ (8) حکومت پاکستان نے فنانس ایکٹ 2020 کو ذریعے انکم ٹیکس 2021 کے سیکشن 150 میں کچھ تبدیلیاں کی ہیں جس کے تحت کمپنی کی طرف سے ادا کیے ہوئے منافع کی رقم بے لگے والے دودھ ہولڈنگ ٹیکس کے مختلف نمبہز پر کیے۔ ٹیکس ریٹس مندرجہ ذیل ہیں:

(الف)۔ ریٹ برائے انکم ٹیکس فائلر 15% (ب)۔ ریٹ برائے انکم ٹیکس نان فائلر 30%

کمپنی کے لیے ٹیکس ڈیڈ لائن 30 اپریل جگہ 15 ٹیکس کوئی کے لیے لازم ہے کہ جن شیئرز ہولڈرز کے نام پرائف پی آر ویب سائٹ پر موجود Active Tax-payer list میں شامل نہیں ہیں (اگرچہ وہ فائلر ہیں)، ان کے نام تاریخ ادائیگی سے پہلے (ATL) میں درج کیے جائیں۔ ورنہ ان کے ٹیکس ڈیڈ لائن 15% کی جگہ 30% ٹیکس کی کوئی کی جائے گی۔

کسی شکایت یا سوال کے لیے سربراہ کار کمپنی اور/ یا شیئرز رجسٹرار سے مندرجہ نمبر یا ای میل ایڈریس پر رابطہ کر سکتا ہے۔ کمپنی ٹیکریٹری کا نمبر ہے 11 574 111 21 92 اور ای میل ایڈریس jsgcl.cs@js.com ہے۔ شیئرز رجسٹرار نمبر 11 574 111 21 92 اور ای میل ایڈریس nadeem_ashraf@cdcsrsl.com ہے۔

9- جو انٹ شیئرز ہولڈنگ رکھنے والے حصص یافتگان جن میں سے ایک فائلر اور ایک نان فائلر ہو کہ ایس الگ سے دیکھا جائے اس خصوص صورت میں ہر اکاؤنٹ ہولڈر پر اس کے فائلر ہونے یا نہ ہونے کے حساب سے شیئرز ہولڈنگ پر ٹیکس کا نا جائے۔ اگر اکاؤنٹ ہولڈر کے حصص کا حساب نہیں لگا یا جاسکتا تو ہر اکاؤنٹ ہولڈر برابر کا حصہ دار مانا جائے گا اور ای بنا پر ٹیکس کوئی کی جائے گی اینڈ زیادہ ٹیکس کوئی سے بچنے کے لیے جو انٹ اکاؤنٹ ہولڈرز سے درخواست ہے کہ مندرجہ ذیل شیئرز ہولڈنگ تفصیلات کمپنی کے شیئرز رجسٹر ارا کو فراہم کریں۔

| Folio/CDC Account No. | Total Shares | Principal Shareholder | | Joint Shareholder | |
|-----------------------|--------------|-----------------------|-------------------------|-------------------|-------------------------|
| | | Name & CNIC | Shareholding Proportion | Name & CNIC | Shareholding Proportion |
| | | | | | |

10- شیئرز ہولڈرز جو کسی بھی وجہ اپنے ویڈیو ڈرامٹ موصول نہیں کر پائیں ہیں کو تجویز ہے کہ وہ ہمارے شیئرز رجسٹرار سے رابطہ کریں اور ان سے معلومات لیں۔ کمپنی ایکٹ 2017 کے سیکشن 244 پر عملدرآمد کرتے ہوئے تعین طریقہ کار مکمل کرنے کا بعد وہ ویڈیو ڈرامٹ جو واجب الادا تاریخ سے تین سال یا اس سے زائد عرصے میں ادائیں کیے گئے وفاقی حکومت کے ریڈٹ میں جمع کر دیے جائیں گے۔

11- کمپنی ایکٹ 2017 کے سیکشن (6) 223 کے تحت لسڈ کمپنیاں Audited Financial Statements وغیرہ ای میل کر ذریعہ بھیج سکتے ہیں۔ تمام ممبران سے گزارش کہ اپنی رضامندی ای میل میں متعین درخواست نامہ کو ذریعہ بھیج سکتے ہیں۔ یہ درخواست نامہ کمپنی ویب سائٹ: http://www.jsgcl.com/ پر موجود ہے۔ برائے مہربانی یقینی بنائے کہ آپ کی مناسب حقوق اور جگہ رکھتا ہے تاکہ ایک ایم پی یا اس سے زیادہ کی ای میل موصول کر سکے۔ ممبران Audited Financial Statements کی ہارڈ کاپی درخواست کر سکتے ہیں جو کہ انہیں تاریخ درخواست کے سات دنوں میں مفت فراہم کردی جائے گی۔ مزید یہ کہ تمام ممبران کی یہ ذمہ داری ہے کہ وہ درج شدہ ای میل ایڈریس میں کسی بھی قسم کی تبدیلی کی بروقت اطلاع کریں۔ کمپنی رجسٹرار ای میل ایڈریس اوپر بتایا گیا ہے۔

12- کمپنی نے 31 دسمبر 2020 تک ختم ہونے والے سال کی Audited Financial Statements بشمول Auditors Reports اور Directors Reports اور Chairman's Review Report اپنی ویب سائٹ www.jsgcl.com پر ڈال دی ہے۔

کمپنیز ایکٹ 2017 کے سیکشن 134 (3) کے تحت ہے۔ اسپیٹل بزنس کے متعلق اسٹیٹمنٹ۔

اس وضاحتی بیان میں پیش برنس کے متعلق خائن کے بارے میں ہے جو کہ بھائیس گلوبل کپٹیل لمیٹڈ کے سالانہ رجزل میننگ میں پیش کی جائیں گی۔ یہ رجزل میننگ بروز بدھ تاریخ 28 اپریل 2021 بوت صبح 10:30 بجے بذریعہ دم کانفرنس کال منعقد کی جائے گی۔

کمپنی کا اپنے حصص کی خرید/ واپس خرید۔

کمپنی کے بورڈ آف ڈائریکٹرز نے 06 اپریل 2021 کو منعقدہ اپنے اجلاس میں کے ممبران کی منظوری دی کہ وہ کمپنی کے عمومی حصص کے زیادہ سے زیادہ 3,991,525 شیئرز جس کی فیص قیمت 10 روپے ہے کہ وہ نقد 80 روپے کے ساب سے جو کمپنیز ایکٹ 2017 کے سیکشن 88 اور درج کمپنیوں (بانی یک شیئرز) ریگولیشنز 2019 کے ساتھ پڑھیں۔ ایک خصوصی قرارداد کے ذریعے کمپنی کے ممبروں کی منظوری کے لئے پیش کی۔

حصص کی خریدیاری ٹینڈر آفر کے ذریعہ مقررہ میعاد دن کی جائے گی۔ مقررہ میعاد جس دن کی ہے جو 4 مئی 2021 سے شروع اور 2 جون 2021 کو ختم ہوگی (دونوں دن شامل ہیں)۔

کمپنی بورڈ آف ڈائریکٹرز کی طرف سے تجویز ہے کہ نوٹس میں بتائی گئی خصوصی قرارداد کسی قسم کی تبدیلی یا ترمیم کیاسیادھ بغیر رجزل میننگ میں منظور کیا جائے۔

| | |
|---|--|
| پارٹیکپلز | تفصیلات |
| حصص کی ایک مخصوص تعداد کی خریدیاری | 3,991,525 کمپنی کے عام جاری کردہ حصص جن کی منتخض قیمت 10 روپے ہے |
| خریدیاری کا مقصد | حصص کی منسوخی کے ذریعے پبلنٹ شیٹ کو دوبارہ ریکپٹلرنا اور ان کی تنظیم نو کریں۔ |
| قیمت خرید | پی کے آر 80 /- فی شیئر مدت جس کے اندر خریدیاری کی جائے گی |
| دراپریز جس کے اندر خریدیاری عمل میں لائی جائے گی | تیس (30) دن 04 مئی 2021 سے شروع ہوکر 02 جون 2021 کو ختم ہوگا (بشمول دونوں دن) |
| فٹرز کا سوس | خریدیاری نقد رقم میں کی جائے گی اور کمپنیوں کے ایکٹ، 2017 کی دفعہ 88) کے تحت کمپنی کے تقسیم شدہ منافع سے ہوگی۔ |
| خریدیاری کا طریقہ | خریدیاری ٹینڈر کی پیش کش کے طریقہ کار کے ذریعے کی جائے گی۔ |
| خریدیاری کے لئے جواز | موجودہ سرمایہ کمپنی کی ضرورت سے زیادہ ہے۔ گھٹا ہوا سرمایہ مالی حالت پر مثبت اثر ڈالے گا۔ اس سے ان ممبروں کو اخراج کا موقع بھی ملے گا جو کمپنی کے حصص میں اپنی سرمایہ کاری کو کم کرنا چاہتے ہیں۔ |
| کمپنی کی مالی حیثیت پر اثر | خریدیاری/ دوبارہ خرید فرد خت کا کمپنی کی مالی حیثیت پر مثبت اثر پڑے گا۔ کم سرمائے سے کمپنی کے حصص کی فی حصص آمدنی، مستقبل کے منافع اور وقفے کی قیمت میں بہتری آئے گی۔ |
| فیڈرڈ ای انٹنٹ | -/319,321,963 روپے |
| کمپنی کے ایک افر کو حصص کی بانی یک اور قانونی عوامل کو یقینی بنانے کے لئے | بورڈ آف ڈائریکٹرز نے مسز فہد مسلم کو کمپنی کے ایک با اختیار آفیسر کی ہونے کی بنا پر منیجر نوڈی افر کی حیثیت سے کام کی اجازت دی ہے، کہ وہ حصص کی خریدیاری سے متعلق مختلف شرائط کا قانونی تعمیل کو یقینی بنائیں۔ |
| اثمار نا (زیادہ سے زیادہ) فی حصص کی خریدیاری/ بانی یک | کمپنی کے کل بھایا حصص میں سے %13.06 خرید/ بانی یک کرے گی |
| ڈائریکٹرز کو پیشی | براہ راست یا بالواسطہ کمپنی کے عام حصص کی واپس خریدیاری کے لئے مجوزہ کاروبار میں، ڈائریکٹرز اور چیف ایگزیکٹو کا کوئی ذاتی مفاد نہیں ہوتا ہے، سوائے اس کے کہ ان کی/ ان کمپنیوں کے ذریعہ ان کے متعلقہ ڈائریکٹرز شپ اور شیئرز ہولڈنگز کی حد تک۔ ممبران، وہ کمپنی کے جاری کردہ حصص کی مجوزہ خریدیاری میں حصہ لینے کے بھی حقدار ہوں گے۔ |

حصص کی واپس خرید کا طریقہ کار۔

جیسا کہ کمپنیز ایکٹ، 2017 کے سیکشن 88 کے تحت مطلوب لسڈ کمپنیز (حصص کی واپس خرید) ریگولیشن، 2019، مندرجہ ذیل طریقہ کار کی کمپنی کے حصص کی واپس خرید کے لیے پیروی کی جائیگی:

1- ٹینڈر کی پیش کش/ اعوامی اعلان حصص خریدار کی منظوری کے دوروز کے اندر ظاہر ہوگا جس کا اشتہار کسی دروز نامہ اخبار میں پیش کش سے 7 دن پہلے دیا جائے گا۔

2- آئر لیکٹراؤنٹرز شیئرز فائرمز اور پبلک اعلان کی کاپیاں کے ساتھ ہماری اعلان کے 5 دن کے اندر کمپنی کے ذریعہ ان تمام ممبروں کے نام ارسال کیے جائیں گے جن کے نام یک کوٹز ریٹنی 20 اپریل 2021 کے بعد ممبر رجسٹر میں ظاہر ہونگے۔

3- حصص خریدیاری ٹینڈر کے ذریعے منیجر کو بانی یک ریگولیشن 3) 4 کے فارم کے ذریعے دوران مدت کروانے جائیں گے۔ ضروری معلومات اور ہدایات اور حصص بیچنے کی پیش کش کے طریقہ کار سے متعلق ممبروں خط، عوامی اعلان اور مشترکہ ٹینڈرز فارم کے ذریعے مطلع کیا جائے گا۔ جس کے علاوہ یہ تمام معلومات کمپنی کی ویب سائٹ http://www.jsgcl.com/ پر دستیاب ہوگی۔

4- اگر ممبروں کے ذریعہ دیا گیا حصص ٹینڈر مقرر کردہ تعداد سے زیادہ ہونے کی صورت میں وضع کردہ طریقہ کار وضابطہ (h) 5 کے تحت کمپنی بانی یک ریگولیشنز کی تعمیل کی جائے گی۔

5- اگر اس کا حصہ کم سے کم ایک ٹوٹ یا پانچ ہوسے کم ہو تو حصص یا مارکیٹ لوٹ، جو بھی کم ہے وہی قبول کیا جائے گا۔

6- فیر ٹیکل شکل میں دیے گئے حصص کو خریداری کے لئے قبول نہیں کیا جائے گا۔

7- قبول کردہ حصص کی ادائیگی منیجر نوڈی آفر کے ذریعہ بینک ڈرافٹ یا پیپر آرڈر کی صورت میں خریدیاری کی مدت کے آخری سات دنوں کے اندر کی جائے گی۔

8- نا قابل قبول حصص، اگر کوئی ہے تو خریدیاری مدت کے سات دن کے اندر اندر واپس کر دیئے جائیں گے۔

بانی یک کے لیے جواز:

بورڈ آف ڈائریکٹرز نے اس حقیقت پر غور کیا ہے کہ کمپنی کے پاس ضرورت سے زیادہ سرمایہ ہے جس سے شیئرز آمدنی اور کمپنی کی سرمایہ کاری دوسرے درمیان غیر توازن بنتا ہے۔ موجودہ بانی یک کے بعد سرمایہ کاری کا توازن (اور اس کے نتیجے میں منسوخ کیے ہوئے بانی یک) کمپنی کی ضرورت کے لئے کافی ہوگا۔ موجودہ بانی یک سے کمپنی کے ہر بہتر کی آمدنی میں بہتری لائے گی اور اس کے نتیجے میں منافع میں بھی بہتری آنے کی امید ہے۔

قیمت کی بنیاد:

بانی یک کے لئے تجویز کردہ قیمت تقریباً کمپنی کے حصص کی بریک اپ قیمت پر ہے، جو حصص یافتگان کے لئے ایک بہت ہی پرکشش قیمت ہے۔ جنہیں د صرف حصص کی پرکشش قیمت کی پیش کش کی جارہی ہے بلکہ اس کا بھی امکان ہے کہ وہ اس کی مارکیٹ کی قیمت کے مقابلے میں بانی یک کے ذریعے پر بحیم سے فائدہ اٹھا سکیں گے۔

بانی یک کے فوائد:

مجوزہ بانی یک سے کمپنی کو اس کے EPS اور مالی ریشیز کو بہتر بنانے میں مدد ملے گی اور موجودہ کاروبار کی ضرورت پر اثر انداز نہیں ہوگی۔ مجوزہ بانی یک مستقبل میں بہتر ادائیگی کے نتیجے کی متوقع ہے۔ ٹینٹس شیٹ اور ریکپٹلرنا ترمیش کے نتیجے میں کمپنی کی بریک اپ ویلیو پر شیئرز بڑھگی۔

مزید یہ کہ، یہ خریدیاری ایک موقع فراہم کرتی ہے شیئرز ہولڈرز کو کمپنی میں سرمایہ کاری کیلویڈیٹ کرنے کا اس شرح پر جو مارکیٹ میں حصص کی قیمت سے زیادہ ہے اور حصص کی بریک اپ ویلیو کے قریب ہے۔

مالی اعانت:

کمپنیز ایکٹ، 2017 سیکشن 88 کے تحت شیئرز ریکش میں خریدے جاتگئے تقسیم شدہ منافع کو استعمال کرتے ہوئے۔ موجودہ بانی یک کے لئے کمپنی کے پاس رقم کے وسائل دستیاب ہیں۔ بورڈ نے موجودہ بانی یک کیلئے منیجر ذراہم کیے ہیں۔

مالی پوزیشن پر اثر:

کمپنی کے موجودہ شیئر (اور اس کے نتیجے میں منسوخی) کا کمپنی کی مالی حیثیت پر کوئی برا اثر نہیں پڑے گا کیونکہ گھٹا ہوا سرمایاں کی ایکویٹی کو شکم کرے گا جس کے نتیجے میں شیئرز آمدنی میں اضافہ ہوگا اور مستقبل میں منافع میں بہتری آئے گی۔

مزید یہ کہ موجودہ بانی یک کے اختتام کے بعد کمپنی TREC ہولڈرز کے لئے PSX کے ذریعے تجویز کردہ کم سے کم سرمایہ کی ضروریات کو اچھی طرح سے برقرار رکھے گی، اس طرح کمپنی بغیر کسی رکاوٹ کے اپنے کام انجام دینے کی صلاحیت پر کوئی منفی اثر نہیں ڈلے گا۔

مزید یہ کہ، جیسا کہ وضوابط کے تحت ضروری ہے، کمپنی کے ڈائریکٹرز کمپنی کے معاملات کی انکوائری کرنے کے لئے ایک وائٹنگی فراہم کی ہے اور ایسا کرنے کے بعد انہوں نے یہ رائے قائم کی ہے کہ باہر داتک کی مدت میں کمپنی موجودہ بانی یک کی ذمہ داریوں سے ملنے کے قابل ہوگی۔

JS GLOBAL CAPITAL LIMITED

نوٹس برائے سالانہ اجلاس عام

20 ویں (سالانہ اجلاس عام ہے ایس گلوبل کپٹیل میٹڈ ("کمپنی") کے ممبران کا، بدھ، 28 اپریل، 10:30، 2021 بجے PST کو زم ویڈیو کانفرنس کال کے ذریعے درج ذیل کاروباری کارئیکشن کیلئے منعقد ہوگا:

عمومی کاروبار:

1-31 دسمبر، 2020 کو ختم ہوئے سال کی آڈٹ شدہ مالی بیانات ڈائریکٹرز رپورٹ اور ڈائریژر رپورٹ اور چیئرمین کے جائزہ کی رپورٹ موصول کرنے، ان پر غور کرنے اور اپنانے کیلئے۔

2- کمپنی کے ڈائریژر مقرر کرنا اور ان کے معاوضے کا تعین کرنا ،دسمبر، 2021 کو ختم ہونے والے سال کیلئے۔ آڈٹ کمپنی اور بورڈ آف ڈائریکٹرز نے نئی تقرری کیلئے ڈائریژر مینسٹرز کے پی ایچ۔ی

تاخیر بادی اینڈ۔ کو چارٹرڈ اکاؤنٹنٹس کی سفارش کی ہے، جو کمپنی کے آڈیٹر ہونے کی اہلیت رکھتے ہیں اور خود کو تقرری کے لئے پیش کرتے ہیں۔ پچھلے آڈیٹر میسرز ای وائی فورڈ روڈس، چارٹرڈ اکاؤنٹنٹ کے پانچ سال مکمل ہو چکے ہیں۔

خاص کاروبار:

مندرجہ ذیل خصوصی کاروبار کمپنیز ایکٹ، 2017 کے سیکشن 88 اور سڈ کمپنیز (بائے بیک آف شیئرز) ریگولیشنز 2019 کے تحت خصوصی قراردار پر غور کرنا اور باضورت ترمیم کے ساتھ اور اس کے بغیر، اضافہ اور ختم کرنا کہ کمپنی اپنے عمومی حصص کے زیادہ سے زیادہ 3,991,525 شیئرز جس کی تفحص قیمت 10 روپے ہے کو 80 روپے کے حساب سے خریدے گئے جیسا بورڈ آف ڈائریکٹرز نے تجویز کیا ہے۔

قرار پایا کہ "قابل اطلاق قوانین کی دفعات کی تعمیل سے مشروط معاویات اور اجازت، اگر کوئی ہو تو، ہے ایس گلوبل کپٹیل ایٹڈ (کمپنی) کے ممبران کی منظوری لی جاتی ہے کہ وہ کمپنی کے عمومی حصص کے زیادہ سے زیادہ 3,991,525 شیئرز جس کی تفحص قیمت 10 روپے ہے جو کہ کمپنی کے تمام عمومی حصص 13.06% ہے کہ وہ نقد 80 روپے کے حساب سے کمپنی کے بنانے والے منافع میں سے منیدر آفر کے ذریعے کمپنیز ایکٹ، 2017 کے سیکشن 88 اور سڈ کمپنیز (بائے بیک آف شیئرز) ریگولیشنز 2019 کے تحت۔

مزید قرار پایا کہ وہ عام شیئرز جو اس خصوصی قراردار کے ذریعے خریدے گئے کو منسوخ کر دیا جائے گا اور جاری شیئرز کپٹل کو منسوخ شدہ شیئرز کی مجموعی تفحص قیمت سے کم کر دیا جائے گا۔

مزید قرار پایا کہ خریداری شیڈز آفر کے ذریعے کی جائے گی اور خریداری کی مدت 30 دن ہوگی جو 4 مئی، 2021 سے 2 جون 2021 (بشمول دونوں دن) تک چلے گی۔

مزید قرار پایا کہ کمپنی کے اپنے حصص کی خریداری کمپنی کے تقسیم شدہ منافع جو 31 دسمبر، 2020 تک ہے جو 319,321,963 روپے ہے۔ اس سے کی جائے گی۔

مزید قرار پایا کہ چیف ایگزیکٹو آفیسر اور یا چیف مالی یا چیف انیسر یا کمپنی مکیٹری (دخواب سے) اتھارائزڈ پرنسز کے نام سے مختاب کیا جائے گا) انکو اتھارائزڈ پرنسز منتخب کیا جاتا ہے۔ انکے پاس اختیار ہوگا کہ وہ اپنے تمام ضروری، ذیلی اور اتفاقی اقدامات اور کام کر سکتے اور رو سکتے ہیں جسکا مقصد کمپنی کے جاری کردہ یا ایک بیک شیئرز کی خریداری خریداری کے نفاذ کیلئے ضروری ہو۔"

مزید قرار پایا کہ مذکورہ بالا اوٹھراڈز پرنسز کو یہ بھی اکیلے اختیار ہے کہ وہ کوئی بھی کام کر سکتے اور کروا سکتے ہیں، بشمول لیکن محدود نہیں مطلوب یہ ریگولیری اجازتیں، اگر ضروری لگیں، شیڈز نوٹس اور دیگر ضروری دستاویزات کو بنانا حصص کی خریداری/ واپسی کیلئے سٹیلٹنس اور قانونی مشاورتی لوگوں کو مشغول کرنا مطلوب یا شیپوزی فارم پر کرنے، دیرین اور دیگر مطلوبہ دستاویزات پر کرنے ریگولینرز کے ساتھ، دستاویزات کو جمع کرنا، ان دستاویزات یا ٹولز پر عملدرآمد کرنا، بشمول کوئی بھی ترمیم یا متبادل کرنا او پر بتائی ہوئی چیزیں میں تاکہ کمپنی کے اپنے عمومی حصص کی خریداری کو پایہ تکمیل تک پہنچایا جاسکے۔

مزید قرار پایا کہ جناب فہد مسلم، کمپنی کے CFO، اب سے آفیسر منیجر مقرر ہیں، انکو یہ اختیار ہے کہ شیئرز ہولڈرز سے شیئرز رشیشز وصول کریں اور اسکے خلاف شیڈرز حصص کی ادائیگی کریں، انکے علاوہ اس سلسلے میں دیگر تمام اقدامات پر عمل کریں۔

مزید قرار پایا کہ اس خصوصی قراردار کے ذیلے اتھارائزڈ پرنسز کمپنی کے نام پر جو بھی کام کریں وہ کمپنی پر پابند ہوگا۔

مزید قرار پایا کہ ہے ایس بینک ایٹڈ مقرر کیا گیا ہے اتھارائزڈ بینک اکرا یا کاؤنٹ کوئلے کے لئے اور نامزد CDC کاؤنٹ کھولنے/ انویسٹر کاؤنٹ سر وں کھولنے کیلئے۔ کمپنی کے ہائی بیک آف شیئرز کے مقصد کیلئے کمپنیز ایکٹ 2017 کے سیکشن 88 اور درج کمپنیوں (ہائی بیک شیئرز) ریگولیشنز 2019 کے تحت اور اتھارائزڈ پرنسز کو اختیار ہے کہ وہ تقرری کی شرائط اور معاویات پر بات چیت کرے تمام دستاویزات/ معاہدوں پر دیکھنا اور ان پر عمل درآمد کریں اور اس کے اور اس قراردار کو نافذ کرنے کے سلسلے میں ضروری اقدامات، اعمال اور کام انجام دیں۔"

کوئی اور کاروبار:

1. چیئرمین کی اجازت سے دوسرے کاروبار پر غور کرنا۔

اس نوٹس سے منسلک اوپر دیے گئے خصوصی کاروبار سے متعلق منیجر یل خاتون کو بیان ہو کہ کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت ہے۔

| | |
|----------------|-----------------|
| تعمیم بورڈ | کراچی |
| سید سفیان احمد | 107 اپریل، 2021 |
| کمپنی سیکریٹری | |

نوٹس:

(1) کمپنی کی شیئرز ٹرانسفر کی بک 21 اپریل 2021، سے 28 اپریل، 2021 (بشمول دونوں دن) حصص یافتگان کے تعین اور سالانہ عمومی اجلاس میں حاضری اور وونگ کیلئے بند رہیں گی۔ (2) حقین منتقلی اور ڈیپازٹ درخواستیں سینٹرل ڈیپازٹری سسٹم کے تحت کاروبار بند ہونے پر 20 اپریل 2021 کو کمپنی کے شیئرز رجسٹر ارضعی ڈی ڈی شیئرز رجسٹر اور منرولینڈ، سی ڈی سی ہاؤس، 99- بی، بلاک B، ایس-ایم-سی-ایچ-ایس، مین شاہراہ فیصل کراچی کو وصول ہوگی، جسے اجلاس میں شرکت اور وونگ کی غرض سے لیا جائے گا۔ (3) حصص کے اعزاز ی ماکان کو سینٹرل ڈیپازٹری کمپنی آف پاکستان ایٹڈ (سی ڈی ڈی) کے نام پر رجسٹرڈ ہیں اور/ یا ان کے تابعین کو سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان میں 2000 کے سرکلر نمبر 1 ملے کردہ درج ذیل ہدایات نامہ پر پیروی کرنا ہوگی:

(A) اجلاس میں شرکت کے لیے:

COVID(I) 19 وبائی امراض کے پھیلاؤ کے خلاف اٹھانے جانے والے حالیہ خطرات اور احتیاطی تدابیر کے پیش نظر، (SECP) سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے 17 مارچ، 2020 کے سرکلر نمبر 5، 31 اگست 2020، کے سرکلر نمبر 25 اور 5 نومبر 2020، کے سرکلر نمبر 33 میں تجویز کی گئی ہے کہ حصص یافتگان کی فلاح و بہبود کے تحفظ کے لیے سالانہ عام اجلاسوں کے انعقاد کے لیے منصوبہ بندی میں ردوبدل کریں۔ اس کے علاوہ، SECP اپنے سرکلر نمبر 6، 3 مارچ، 2020 میں واضح کر دیا ہے کہ فورسٹ ہوئی وہ کمپنیاں جنکو حقیقی اجلاس رکھتے ہیں مشکلات کا سامنا ہے وہ الیکٹرانک موڈ میں اجلاس کا انتخاب کر سکتے ہیں۔ مذکورہ بالا ریگولینری ہدایتوں کی روشنی میں اجلاس کے کورم کی تعمیل کو یقینی بناتے ہوئے اور کم سے کم حصص یافتگان کی موجودگی کو یقینی بناتے ہوئے یہ "AGM Electronic Through Webinar" کرنا چاہتی ہے اور ممبران سے گزارش کرتی ہے کہ وہ اپنی حاضری کو یقینی بنائیں اور پراسی کے ذریعے ووٹ کریں۔ (II) ممبران سے درخواست کی جاتی ہے کہ وہ AGM 20 میں ویڈیو لنک کے ذریعہ شرکت کریں جو کہ شناخت اور تصدیقی کاررائیوں کو مکمل کرنے کے بعد ممبران کو فراہم کی جائے گی۔ ممبران سے گزارش ہے کہ وہ اپنا نام، CNIC کی اسکننگ کا پی (دونوں اطراف سے) ، فوٹیو نمبر، موبائل فون نمبر اور ای میل ایڈریس 26 اپریل 2021 کو شام 5:00 بجے تک مندرجہ ذیل ای میل jsgcl.cs@js.com پر ارسال کریں۔ اجلاس کا ویڈیو لنک ممبران کو ان کے ای میل ایڈریس پر بھیجا جائے گا۔ (III) مندرجہ ذیل ذرائع کے ذریعہ ممبران AGM کے میننگ ایجنڈا پر تبادلہ خیال اور اپنے اہم تاثرات/ تجاویز بھیجی فراہم کر سکتے ہیں:

| Whatsapp | SMS | Email |
|-----------------|--------------|--------------|
| jsgcl.cs@js.com | 0301-8486279 | 0301-8486279 |

IV. کمپنی اس بات کو یقینی بنائے گی کہ کمپنی سیکریٹری اجلاس میں ممبران کے تھمرے/ مشورے پر جسے اور جوابات کو اجلاس کے منٹس کا حصہ بنائے۔ اجلاس کے منٹس کو قوانین کی شق کے مطابق ریڈیکٹ کیا جائے گا۔

V. کمپنی حکومت اور SECP کی ہدایات پر مکمل عمل کرتے ہوئے اس بات کو یقینی بنائے گی کہ اس کے ممبران کی فلاح و بہبود کے لیے خالصتی اقدامات موجود ہوں۔

(B) پراکسیز مقرر کرنے کیلئے:

(I) افراد کیلئے، اکاؤنٹ ہولڈرز اور یا سب اکاؤنٹ ہولڈرز جن کی رجسٹریشن کی تفصیلات سی ڈی ڈی کے مطابق اپ لوڈ کی جائیں گی، مندرجہ بالا کے ضابطے کے مطابق پراسی فارم جمع کروائیں جیسا کہ مطالبہ ہے۔ (II) پراسی فارم کے دو گواہان ہو گئے جن کے نام، پتے اور CNIC نمبر ایک فارم میں موجود ہونگے۔ (III) CNIC کی تصدیق شدہ کاپیاں یا اعزاز ی ماکان کے پاسپورٹ پراسی فارم کے ساتھ پیش کی جائے گی۔ (IV) پراسی کو اپنا اسلی CNIC یا اصل پاسپورٹ اجلاس میں شامل ہونے سے پہلے دکھانا ضروری ہے۔ ہر شرکت اور دیکھنا شدہ پراسی فارم کمپنی کے رجسٹرڈ آفس 17 / 18 ویں منزل، سٹی بینک بلڈنگ، عبداللہ باہو، روڈ نمبر 2، رجسٹرار کراچی پر اجلاس سے 48 گھنٹے قبل موصول ہوجانے چاہیے۔ (V) ادارتی فردوں نے کی صورت میں، بورڈ کی قرارداد / پاور آف اٹارنی بمعہ نامزد فرد کے نمونہ دستخط (اگر یہ پیسے فراہم نہیں کیا گیا ہو) پراسی فارم کے ساتھ کمپنی کو فراہم کیا جائے گا۔ (4) حصص یافتگان سے درخواست ہے کہ اپنے پیسے میں سے کبھی تبدیلی پر فوری کمپنی شیئرز رجسٹرار کو مطلع کرے۔ (5) سکیورٹیز اینڈ ایکسچینج کمیشن کی ہدایت کے مطابق پاکستان (ایس ای پی)، کمپیوٹرائزڈ قومی شناختی کارڈ نمبر (CNIC) رجسٹرڈ شیئرز ہولڈرز یا اتھارائزڈ پرنسز ما سوا نا انفعول اور کارپوریٹ شیئرز ہولڈرز کے معاملہ میں، جیسا کہ مطالبہ ہے ڈیویڈنڈ وارنٹ اور سالانہ واپسی کے لئے ضروری ہے کمپنی کی طرف سے ایس ای پی ی میں دائر کرنا۔ لہذا، جن شیئرز ہولڈرز نے انھی تک اپنے CNIC کا پیاں فراہم نہیں کی ہیں ان سے گزارش ہے کہ جلد اور جلد تصدیق شدہ کاپیاں (اگر پہلے سے فراہم نہیں کی گئیں) ذیل کردہ پے براہ راست کمپنی کے شیئرز رجسٹرار کو بھیجیں۔ (6) کمپنیز ایکٹ، 2017 کے سیکشن 242 کے تحت، کوئی بھی ادائیگی صرف الیکٹرانک موڈ کے ذریعے کی جائے گی حقدار حصص یافتگان کا نامزد بینک اکاؤنٹ میں۔ اس کے بعد، فیلو فیلو ٹی ٹی رکھنے والے حصص یافتگان سے گزارش ہے کہ وہ مذکورہ پے کمپنی کے شیئرز رجسٹرار کو حصص فراہم کریں، الیکٹرانک ادائی ڈیویڈنڈ فارم پر ڈیویڈنڈ مینڈیٹ جو دبص سائب www.jsgcl.com پر دستیاب ہے۔ سی ڈی ڈی میں ڈیویڈنڈ شدہ حصص کی صورت میں، سی ڈی ایس کے شرکا، واپس پوری گئی ہدایات پر عمل کرتے ہوئے اس طرح معلومات فراہم کریں، شرکا، سی ڈی ایس کو فراہم کی گئی معلومات کمپنی کو اپ ڈیٹ اور فارورڈ ٹک کرنا ہوگی تاکہ منافع کی ادائیگی کے عمل کو زیادہ موثر بنایا جاسکے۔ (7) انٹرنل کی وود ہولڈنگ سے اسٹیٹی حاصل کرنے والے ممبران یا کم شرح پر کوئی نہ اہل سے درخواست کی جاتی ہے کہ وہ گئیں کار درست سرٹیفیکٹ جمع کروائیں یا ضروری دستاویزی ثبوت پیش کریں، دونوں میں سے جو بھی معاملہ (8) حکومت پاکستان نے فائنل ایکٹ 2020 کر ڈریلے انٹرنل کے سیکشن 150 میں پیشہ جہد بلیاں کی ہیں جس کے تحت کمپنی کی طرف سے ادا کیے ہوئے منافع کی رقم پر لگے والے وود ہولڈنگ گئیں کے مختلف رجسٹریز پر کیے۔ پیسے ریش مندرجہ ذیل ہیں:

(الف)۔ ریت برائے انٹرنل گئیں فائلر 15% (ب)۔ ریت برائے انٹرنل گئیں فائلر 30%

کمپنی کے لیے ٹیکس ڈیڈ لائن پر 30 مئی جلد 15 ٹیکس کوئی کے لیے لازم ہے کہ جن شیئرز ہولڈرز کے نام پراٹیف پی آر ویب سائٹ پر موجود Active Tax-payer list میں شامل نہیں ہیں (اگرچہ وہ فائلر ہیں)، ان کے نام تاریخ ادائیگی سے پہلے (ATL) میں درج کیے جائیں۔ ورنہ ان کے کیش ڈیویڈنڈ پر 15% کا جگہ 30% ٹیکس کی کوئی کی جائے گی۔

کسی شکایت یا سوال کے لیے سرمایہ کار کمپنی اور/ یا شیئرز رجسٹرار سے مندرجہ نمبر یا ای میل ایڈریس پر رابطہ کر سکتا ہے۔ کمپنی سیکریٹری کا نمبر ہے 92 111 111 574 + اور ای میل ایڈریس jsgcl.cs@js.com ہے شیئرز رجسٹرار کا نمبر 92 111 111 500 + اور ای میل ایڈریس nadeem_ashraf@cdcsrsl.com ہے۔

| | |
|---|---|
| پارٹیکپلز | تفصیلات |
| حصص کی ایک مخصوص تعداد کی خریداری | 3,991,525- کمپنی کے عام جاری کردہ حصص جن کی تفحص قیمت 10 روپے ہے |
| خریداری کا مقصد | حصص کی منسوخی کے ذریعے پبلنس شیٹ کو دوبارہ ریگولٹلاز اور ان کی تنظیم کریں۔ |
| قیمت خرید | پی کے آر 80/- فی شیئرز مدت جس کے اندر خریداری کی جائے گی |
| دورانہ جس کے اندر خریداری عمل میں لائی جائے گی | تیس (30) دن (04 مئی 2021 سے شروع ہوکر 02 جون 2021 کو ختم ہوگا) (بشمول دونوں دن) |
| فیڈز کا سوسر | خریداری نقد رقم میں کی جائے گی اور کمپنیوں کے ایکٹ، 2017 کی دفعہ 88) کے تحت کمپنی کے تقسیم شدہ منافع سے ہوگی۔ |
| خریداری کا طریقہ | خریداری شیڈز کی پیش کش کے طریقہ کار کے ذریعہ کی جائے گی۔ |
| خریداری کے لئے جواز | موجودہ سرمایہ کمپنی کی ضرورت سے زیادہ ہے۔ لگنا سرمایہ مالی حالت پر مثبت اثر ڈالے گا۔ اس سے ان ممبروں کو اخراج کا موقع بھی ملے گا جو کمپنی کے حصص میں ادائیگی سرمایہ کاری کو کم کرنا چاہتے ہیں۔ |
| کمپنی کی مالی حیثیت پر اثر | خریداری/ دوبارہ خرید و فروخت کا کمپنی کی مالی حیثیت پر مثبت اثر پڑے گا۔ کم سرمایے سے کمپنی کے حصص کی فی حصص آمدنی مستقبل کے منافع اور نقدی قیمت میں بہتری آئے گی۔ |
| فیڈز کی الاغمنٹ | -/319,321,963 روپے |
| کمپنی کے ایک افسر کو حصص کی بائی بیک اور قانونی عوامل کو یقینی بنانے کے لئے | بورڈ آف ڈائریکٹرز نے مسز فہد مسلم کمپنی کے ایک با اختیار آفیسر کی ہونے کی بنا پر شیئرز نوڈی افر کی حیثیت سے کام کی اجازت دی ہے، کہ وہ حصص کی خریداری سے متعلق متعلقہ شرائط کی قانونی تعمیل کو یقینی بنائیں۔ |
| اشارہ راتا (زیادہ سے زیادہ) فی حصص خریداری/ بائی بیک | کمپنی کے کل پٹا یا حصص میں سے 13.06% خرید/ بائی بیک کرے گی |
| ڈائریکٹرز دلچسپی | براہ راست یا بالواسطہ، کمپنی کے عام حصص کی واپس خریداری کے لئے مجوزہ کاروبار میں، ڈائریکٹرز اور چیف ایگزیکٹو کا کوئی ذاتی مفاد نہیں ہوتا ہے، سوائے اس کے کہ ان کی/ ان کمپنیوں کے ذریعہ ان کے متعلقہ ڈائریکٹر شپ اور شیئرز ہولڈنگز کی حد تک ممبران، وہ کمپنی کے جاری کردہ حصص کی مجوزہ خریداری میں حصہ لینے کے بھی حقدار ہوں گے۔ |

حصص کی واپس خرید کا طریقہ کار۔

جیسا کہ کمپنیز ایکٹ، 2017 کے سیکشن 88 کے تحت مطلب ایڈ کمپنیز (حصص کی واپس خرید) ریگولیشن، 2019، مندرجہ ذیل طریقہ کار کی کمپنی کے حصص کی واپس خرید کے لیے پیروی کی جائیگی:

1۔ شیڈز کی پیش کش کا دعوی اعلان خصوصی قراردار کی منظوری کے دوروز کے اندر ظاہر ہوگا جس کا ایشیا کسٹمی دوروز نامہ اخبار میں پیش کش سے 7 دن پہلے دیا جائے گا۔ 2۔ آف ٹریڈر اور شیئرز ڈیٹیلر فارمز اور پبلک اعلان کی کاپیاں کے ساتھ دعوی اعلان کے 5 دن کے اندر کمپنی کے ذریعہ ان تمام ممبروں کے نام ارسال کیے جائیں گے جن کے نام بک کلوزر یعنی 20 اپریل 2021 کے بعد ممبر رجسٹر میں ظاہر ہونگے۔ 3۔ حصص خریداری شیڈز کے ذریعے منیجر کو بائی بیک ریگولیشن (3) 4 کے فارم کے ذریعے دوران مدت کروائے جائیں گے۔ ضروری معلومات اور ہدایات اور حصص بیچنے کی پیش کش کے طریقہ کار سے متعلق ممبروں خط، دعوی اعلان اور مشترکہ شیڈرز فارم کے ذریعے مطلع کیا جائے گا۔ جس کے علاوہ یہ تمام معلومات کمپنی کی ویب سائٹ http://www.jsgcl.com/ پر دستیاب ہوگی۔ 4۔ اگر ممبروں کے ذریعہ یا کیا حصص شیڈز کی مقرر کردہ تعداد سے زیادہ ہونے کی صورت میں وضع کردہ طریقہ کار کو ضابطہ (h) 5 کے تحت کمپنی بائی بیک ریگولیشنز کی تعمیل کی جائے گی۔ 5۔ اگر اس کا حصہ کم سے کم مارکیٹ لوٹ یا پانچ سو سے کم ہو تو حصص یا مارکیٹ لوٹ، جو بھی کم ہے وہی قبول کیا جائے گا۔ 6۔ فیر فیکل شکل میں دیئے گئے حصص کو خریداری کے لئے قبول نہیں کیا جائے گا۔ 7۔ قبول کردہ حصص کی ادائیگی منیجر نوڈی آفر کے ذریعہ بینک ڈرافٹ یا پی آر ڈر کی صورت میں خریداری کی مدت کے آخری سات دنوں کے اندر کی جائے گی۔ 8۔ ناقابل قبول حصص، اگر کوئی ہے تو خریداری مدت کے سات دن کے اندر امداد واپس کر دیئے جائیں گے۔

ہائی بیک کے لیے جواز:

بورڈ آف ڈائریکٹرز نے اس حقیقت پر غور کیا ہے کہ کمپنی کے پاس ضرورت سے زیادہ سرمایہ ہے جس سے شیئرز آمدنی اور کمپنی کی سرمایہ کاری دوسرے کے درمیان غیر توازن جتا ہے۔ موجودہ ہائی بیک کے بعد سرمایہ کاری کا توازن (اور اس کے نتیجے میں منسوخ کیے ہوئے ہائی بیک) کمپنی کی ضرورت کے لئے کافی ہوگا۔ موجودہ ہائی بیک سے کمپنی کے ہر برتری آمدنی میں بہتری لائے گی اور اس کے نتیجے میں منافع میں بھی بہتری آئے گی امید ہے۔

قیمت کی بنیاد:

ہائی بیک کے لئے تجویز کردہ قیمت تقریباً کمپنی کے حصص کی بریک اپ قیمت پر ہے، جو حصص یافتگان کے لئے ایک بہت ہی بدکشش قیمت ہے۔ جنہیں نہ صرف حصص کی پرکشش قیمت کی پیش کش کی جارہی ہے بلکہ اس کا بھی امکان ہے کہ وہ اس کی مارکیٹ کی قیمت کے مقابلے میں ہائی بیک کے ذریعے پریمیم سے فائدہ اٹھا سکے ہیں۔

ہائی بیک کے فوائد:

مجوزہ ہائی بیک سے کمپنی کو اس کے EPS اور دیگر مالی ریشوز کو بہتر بنانے میں مدد ملے گی اور موجودہ کاروبار کی ضرورت پر اثر انداز نہیں ہوگی۔ مجوزہ ہائی بیک مستقبل میں بہتر ادائیگی کے نتیجے کی متوقع ہے۔ پبلنس شیٹ اور ریگولٹلاز ٹریش کے نتیجے میں کمپنی کی بریک اپ ویلیو پر شیئرز بڑھے گی۔

مزید یہ کہ خریداری ایک موقع فراہم کرتی ہے شیئرز ہولڈرز کو کمپنی میں سرمایہ کاری کیلویڈیٹ کرنے کا اس شرح پر جو مارکیٹ میں حصص کی قیمت سے زیادہ ہے اور حصص کی بریک اپ ویلیو کے قریب ہے۔

مالی اعانت:

کمپنیز ایکٹ، 2017 سیکشن 88 کے تحت شیئرز ٹریش میں خریدے جانگے تقسیم شدہ منافع کا استعمال کرتے ہوئے۔ موجودہ ہائی بیک کے لئے کمپنی کے پاس رقم کے وسائل دستیاب ہیں۔ بورڈ نے موجودہ ہائی بیک کیلئے فئڈز فراہم کیے ہیں۔

مالی پوزیشن پر اثر:

کمپنی کے موجودہ شیئر (اور اس کے نتیجے میں منسوخی) کا کمپنی کی مالی حیثیت پر کوئی برا اثر نہیں پڑے گا کیونکہ لگنا ہوا سرمایہ کی ایکویٹی کو تقکم کرے گا جس کے نتیجے میں شیئرز آمدنی میں اضافہ ہوگا اور مستقبل میں منافع میں بہتری آئے گی۔

مزید یہ کہ موجودہ ہائی بیک کے اختتام کے بعد کمپنی TREC ہولڈرز کے لئے PSX کے ذریعے تجویز کردہ کم سے کم سرمایہ کی ضروریات کو اچھی طرح سے برقرار رکھے گی، اس طرح کمپنی البھیر کس رکاوٹ کے اپنے کام انجام دینے کی صلاحیت پر کوئی منفی اثر نہیں ڈالے گا۔ مزید یہ کہ جیسا کہ معاویات کے تحت ضروری ہے، کمپنی کے ڈائریکٹرز کمپنی کے معاملات کی انکوائری کرنے کے لیے ایک وائٹنگی فراہم کی ہے اور ایسا کرنے کے بعد انہوں نے یہ رائے قائم کی ہے کہ بارہ واکٹ کی مدت میں کمپنی موجودہ ہائی بیک کی ذمہ داریوں سے ملنے کے قابل ہوگی۔

Abstract

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تاریخ: ۱۳۹۸/۰۵/۰۵
محل: تهران، خیابان ولیعصر، پلاک ۱۲۳
شماره تماس: ۰۲۱-۱۲۳۴۵۶۷۸

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این مطالعه با هدف تعیین میزان آلودگی میکروبی و شیمیایی آب آشامیدنی در مناطق شهری و روستایی شهرستان بروجرد در سال ۱۳۹۳ انجام شد. در این مطالعه، ۱۰۰ نمونه آب آشامیدنی از ۱۰ نقطه مختلف در مناطق شهری و روستایی شهرستان بروجرد جمع‌آوری شد. نتایج نشان داد که میزان آلودگی میکروبی و شیمیایی آب آشامیدنی در مناطق شهری و روستایی شهرستان بروجرد در سال ۱۳۹۳، به ترتیب ۱۰۰٪ و ۱۰۰٪ بوده است.

^a The number of subjects who were included in each group was determined by the number of subjects who completed the study.

(continued)

(The following section contains faint, illegible handwritten notes.)

Figure 1. The effect of the concentration of the solution on the adsorption of the dye. The concentration of the solution was 0.01, 0.02, 0.03, 0.04, 0.05, 0.06, 0.07, 0.08, 0.09, 0.1, 0.2, 0.3, 0.4, 0.5, 0.6, 0.7, 0.8, 0.9, 1.0, 1.5, 2.0, 3.0, 4.0, 5.0, 6.0, 7.0, 8.0, 9.0, 10.0, 15.0, 20.0, 30.0, 40.0, 50.0, 60.0, 70.0, 80.0, 90.0, 100.0, 150.0, 200.0, 300.0, 400.0, 500.0, 600.0, 700.0, 800.0, 900.0, 1000.0, 1500.0, 2000.0, 3000.0, 4000.0, 5000.0, 6000.0, 7000.0, 8000.0, 9000.0, 10000.0, 15000.0, 20000.0, 30000.0, 40000.0, 50000.0, 60000.0, 70000.0, 80000.0, 90000.0, 100000.0, 150000.0, 200000.0, 300000.0, 400000.0, 500000.0, 600000.0, 700000.0, 800000.0, 900000.0, 1000000.0, 1500000.0, 2000000.0, 3000000.0, 4000000.0, 5000000.0, 6000000.0, 7000000.0, 8000000.0, 9000000.0, 10000000.0, 15000000.0, 20000000.0, 30000000.0, 40000000.0, 50000000.0, 60000000.0, 70000000.0, 80000000.0, 90000000.0, 100000000.0, 150000000.0, 200000000.0, 300000000.0, 400000000.0, 500000000.0, 600000000.0, 700000000.0, 800000000.0, 900000000.0, 1000000000.0, 1500000000.0, 2000000000.0, 3000000000.0, 4000000000.0, 5000000000.0, 6000000000.0, 7000000000.0, 8000000000.0, 9000000000.0, 10000000000.0, 15000000000.0, 20000000000.0, 30000000000.0, 40000000000.0, 50000000000.0, 60000000000.0, 70000000000.0, 80000000000.0, 90000000000.0, 100000000000.0, 150000000000.0, 200000000000.0, 300000000000.0, 400000000000.0, 500000000000.0, 600000000000.0, 700000000000.0, 800000000000.0, 900000000000.0, 1000000000000.0, 1500000000000.0, 2000000000000.0, 3000000000000.0, 4000000000000.0, 5000000000000.0, 6000000000000.0, 7000000000000.0, 8000000000000.0, 9000000000000.0, 10000000000000.0, 15000000000000.0, 20000000000000.0, 30000000000000.0, 40000000000000.0, 50000000000000.0, 60000000000000.0, 70000000000000.0, 80000000000000.0, 90000000000000.0, 100000000000000.0, 150000000000000.0, 200000000000000.0, 300000000000000.0, 400000000000000.0, 500000000000000.0, 600000000000000.0, 700000000000000.0, 800000000000000.0, 900000000000000.0, 1000000000000000.0, 1500000000000000.0, 2000000000000000.0, 3000000000000000.0, 4000000000000000.0, 5000000000000000.0, 6000000000000000.0, 7000000000000000.0, 8000000000000000.0, 9000000000000000.0, 10000000000000000.0, 15000000000000000.0, 20000000000000000.0, 30000000000000000.0, 40000000000000000.0, 50000000000000000.0, 60000000000000000.0, 70000000000000000.0, 80000000000000000.0, 90000000000000000.0, 100000000000000000.0, 150000000000000000.0, 200000000000000000.0, 300000000000000000.0, 400000000000000000.0, 500000000000000000.0, 600000000000000000.0, 700000000000000000.0, 800000000000000000.0, 900000000000000000.0, 1000000000000000000.0, 1500000000000000000.0, 2000000000000000000.0, 3000000000000000000.0, 4000000000000000000.0, 5000000000000000000.0, 6000000000000000000.0, 7000000000000000000.0, 8000000000000000000.0, 9000000000000000000.0, 10000000000000000000.0, 15000000000000000000.0, 20000000000000000000.0, 30000000000000000000.0, 40000000000000000000.0, 50000000000000000000.0, 60000000000000000000.0, 70000000000000000000.0, 80000000000000000000.0, 90000000000000000000.0, 100000000000000000000.0, 150000000000000000000.0, 200000000000000000000.0, 300000000000000000000.0, 400000000000000000000.0, 500000000000000000000.0, 600000000000000000000.0, 700000000000000000000.0, 800000000000000000000.0, 900000000000000000000.0, 1000000000000000000000.0, 1500000000000000000000.0, 2000000000000000000000.0, 3000000000000000000000.0, 4000000000000000000000.0, 5000000000000000000000.0, 6000000000000000000000.0, 7000000000000000000000.0, 8000000000000000000000.0, 9000000000000000000000.0, 10000000000000000000000.0, 15000000000000000000000.0, 20000000000000000000000.0, 30000000000000000000000.0, 40000000000000000000000.0, 50000000000000000000000.0, 60000000000000000000000.0, 70000000000000000000000.0, 80000000000000000000000.0, 90000000000000000000000.0, 100000000000000000000000.0, 150000000000000000000000.0, 200000000000000000000000.0, 300000000000000000000000.0, 400000000000000000000000.0, 500000000000000000000000.0, 600000000000000000000000.0, 700000000000000000000000.0, 800000000000000000000000.0, 900000000000000000000000.0, 10000000

تاریخ: ۱۳۸۵/۰۵/۰۵

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وہی کہیں کہیں ہوتا ہے۔ لیکن یہاں تو اس کی وجہ سے کہ وہاں کے لوگ اس کی طرف سے ہرگز نہیں بچتے۔

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٢١- این کمیسیون برقرار می‌گردد:

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تاریخ: ۱۳۹۸/۰۵/۰۵

...the ...

این پژوهش با هدف بررسی رابطه بین استفاده از شبکه‌های اجتماعی و سلامت روانی دانشجویان انجام شده است. در این مطالعه، ۳۰۰ نفر از دانشجویان دانشگاه تهران در سال ۱۳۹۸ شرکت کردند. داده‌ها با استفاده از پرسشنامه‌های استاندارد جمع‌آوری شد. نتایج نشان داد که استفاده از شبکه‌های اجتماعی با افزایش اضطراب و کاهش رضایت از زندگی مرتبط است. همچنین، استفاده از شبکه‌های اجتماعی با کاهش حمایت اجتماعی و افزایش احساس تنهایی مرتبط است. این یافته‌ها می‌تواند به برنامه‌ریزی مداخلات روانشناختی برای دانشجویان کمک کند.

1890-1891
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