

JSGCL/CS/002/2022
December 01, 2022

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi - 74000

Subject: Notice of Extra Ordinary General Meeting ("EOGM")

Dear Sir,

This is further to our letter No.JSGCL/CS/001/2022 dated November 30, 2022.

Please find enclosed herewith copies of notice of Extraordinary General Meeting of JS Global Capital Limited ("the Company" or "JSGCL") to be held on Friday, December 23, 2022 at Karachi published in the "News" (in English) and "Jung" (in Urdu) newspapers (Karachi, Lahore and Islamabad editions) today i.e., December 01, 2022.

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

Yours Sincerely,



Muhammad Yousuf Amanullah
Company Secretary

cc:

1. Director / HOD Monitoring & Inspection (M&I), Specialized Companies Division, Securities and Exchange Commission of Pakistan, NIC Building, 63, Jinnah Avenue, Blue Area, Islamabad;
2. Director / HOD Surveillance, Supervision and Enforcement, Securities Market Division Department, Securities and Exchange Commission of Pakistan, NIC Building, 63, Jinnah Avenue, Islamabad.



'Joyland': LHC seeks replies from Punjab govt

By our correspondent

LAHORE: The Lahore High Court (LHC) has issued notices to the Punjab Government seeking its replies on the writ petition challenging the provincial government's ban on the film 'Joyland'.

Following the ban on the release and exhibition of 'Joyland' in Punjab, the producers of the film filed a writ petition in the Lahore High Court. The

petition sought to challenge the ban on grounds of infringement of the fundamental rights of the producers. The petition was moved by the production house Distribution Club (Pvt.) Limited, and the film's co-producer Sana Zahra. It was filed through their advocate Usama Khawar and the case was heard Wednesday by Justice Muhammad Akhtar Shabir.

The film had initially been approved for screening throughout Pakistan by both

the central and provincial film censor boards in August 2022. Earlier, the film was screened at international film festivals, including the prestigious Cannes Film Festival where it was critically acclaimed and won numerous awards. The film is also Pakistan's official Academy Award nominee for the year 2022. It has been lauded as one of the finest masterpieces by the Pakistani cinema industry. Distribution Club (Pvt.) Limited has been

behind many such acclaimed projects in the past as well and continues to be the pioneer in developing the local cinema industry.

Following the hype generated through national and international media, there was pressure from certain segments of the Pakistani population calling to ban the film based on 'moral grounds'. The central government gave in to the demands and banned the film nationwide on 11th

November 2022. In response, there was widespread social media uproar, which forced the federal government to constitute a 'censor board review committee' which removed the nationwide ban subsequently.

Following the development, the Government of Punjab banned the release of the film in Punjab on grounds of 'receiving complaints'. Sana Zahra, the co-producer of the film, in a statement said: "It

is astounding how the Punjab Government has already received complaints when the film hasn't even been screened yet. The ban is clearly an attempt to silence the media industry, suppress creativity, and let the dominant narrative of a certain segment of society prevail. Such a hit to the already ailing Pakistani cinema industry can and will be fatal."

The case has gained considerable media and social media attention, and civil society has

gathered in support of the artists that have worked tirelessly to bring such a creative masterpiece to the cinema screens. The film is currently being screened throughout the rest of Pakistan, and the residents of Punjab are demanding the film be released in their province as well. The producers, the production house, along with numerous members of the cinema industry are calling for the removal of the ban and are criticizing the Punjab Government's actions.

Usama Khawar explained in a statement that the ban imposed through the order of the government does not even fulfill legal requirements to constitute a valid executive action. The petition, in addition to the protection of the fundamental right of freedom of speech and expression, calls for the accountability of the Punjab Government for taking such arbitrary and illegal actions.

JS Global Capital Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of JS Global Capital Limited (the "Company" or "JSGCL") will be held at 15th Floor, The Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Karachi on Friday, December 23, 2022, at 11:30 a.m., to transact the following business:

ORDINARY BUSINESS

- To elect seven (7) directors of the Company as fixed by the Directors for a period of three years commencing from December 23, 2022, in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of retiring Directors, who are eligible to offer themselves for re-election, are as follows:

- Mr. Shahab Anwar Khawaja
- Mr. Iftikhar Ahmad Rao
- Mr. Muhammad Yousuf Amanullah
- Mr. Saleel Hasan
- Ms. Shireen Raza
- Mr. Hasan Saeed Akbar
- Mr. Fahad Viqueer Siddiqui

By Order of the Board

Muhammad Yousuf Amanullah
Company Secretary

NOTES

- The term of office of the present Directors of the Company will expire on December 23, 2022. In terms of Section 159 (1) of the Companies Act, 2017, the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for the next term of three years. (The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company).

- Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:

- His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
- Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159 (3) of the Companies Act, 2017.
- Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
- A detailed profile along with his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019.
- He/ she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
- The Selection of Independent Directors will be through the process prescribed in Section 156 of the Companies Act, 2017 and shall be elected in the manner prescribed in Section 159 of the Companies Act, 2017. Person contesting as Independent Director shall submit a declaration that he/ she meets the criteria of independence and eligibility laid down under the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- The form and affidavit prescribed in the Securities Broker (Licensing and Operations) Regulations, 2018 duly filled and signed. The same can be obtained by the member who wishes to contest from the registered office of the Company during regular business hours. Confirmation of any successful candidate shall be subject to regulatory clearance, and in case of a foreigner also subject to the security clearance by the Ministry of Interior for which purpose he/she shall submit the requisite undertaking. A copy of the undertaking can be obtained from the registered office of the company during regular business hours.
- An attested copy of Computerized National Identity Card (CNIC) or Passport in case of foreigners;
- A declaration that:

- He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulations of Stock Exchange).
- He/she nor his/her spouse is not serving as a director in any other company listed on the Pakistan Stock Exchange.
- Meets the Fit and Proper criteria for Directors for a securities broker as contained in Securities Brokers (Licensing and Operations) Regulations, 2016
- Neither he/she is holding directorship or employment in any other company licensed as a securities broker.
- He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange;

- The Company has placed the Notice of General Meeting along with form of proxy on its website: www.jsjcl.com.

- The Share Transfer Books of the Company shall remain closed from December 17, 2022, to December 23, 2022, (both days inclusive) for determining the entitlement of Ordinary shareholders for attending and voting at the General Meeting.

- Physical transfers and deposit requests under Central Depository System received at the close of business on December 16, 2022 by the Company's 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.

- A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company.
- Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of 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:

A. For Attending the Meeting

- In light of the clarification issued by the Securities and Exchange Commission of Pakistan for ensuring participation of members in general meeting through electronic means as a regular feature, the Company has also provided the facility for attending the meeting via video-link to its shareholders. The members are encouraged to participate in the meeting online.
- The members who intend to attend and participate in the EOGM of the Company through video link arrangement are requested to complete identification and verification formalities i.e., to provide following required information at the email: jsjcl.cs@js.com on or before December 21, 2022.

Name of Shareholder:	CNIC No.:	Folio No.:	Cell Phone No.:	Email Address:

The video link of meeting will be sent to the members on their email addresses.

Further, the members can also provide their comments / suggestions for discussion on the agenda items of the EOGM through following means:

WhatsApp	SMS	Email
+92 301 5558616	+92 301 5558616	jsjcl.cs@js.com

- The members who intend to attend and participate physically in the EOGM of the Company will be allowed to participate keeping in view the COVID-19 related SOP's issued by the Provincial and / or the Federal Government.

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.

- In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.

- In case of corporate entity, the Board of Directors' resolution/power of attorney with duly verified copy of valid CNIC and specimen signature of the representative shall be sent to the Company before the meeting.

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 requirements given in this notice.

- 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.

- In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

- Shareholders are requested to notify immediately of any change in their address to the Company's share registrar.

IMPORTANT NOTICES TO SHAREHOLDERS

Particulars of Physical Shareholders

According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulation, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to our Share Registrar at their below address immediately to avoid any non-compliance of law or any inconvenience in future:

CDC Share Registrar Services Limited

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

Tel. Toll Free: 0800-23275.

mail: info@cdcsrsl.com

Website: www.cdcsrsl.com

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

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

Postal Ballot

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

Mandate for e-Dividend

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

The members are requested to provide duly filled in and signed e-dividend form available at the following link: <https://www.jsjcl.com/pdf/E-Dividend-Mandate-JS-Global-Capital-Limited.docx>

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

Electronic Transmission of Financial Statements and Notices

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

<https://www.jsjcl.com/pdf/consentform2017.doc>

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

Unclaimed Dividend/Shares

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

Deposit of Physical Shares into CDC Account

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

Address of Share Registrar of the Company:

CDC Share Registrar Services Limited

CDC House, 99 - B, Block 'B',

S.M.C.H.S., Main Shahra-e-Faisal

Karachi-74400

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

Fax: (92-21) 34326053

Email: info@cdcsrsl.com

Website: www.cdcsrsl.com

STATEMENT UNDER SECTION 165 (3) OF THE COMPANIES ACT, 2017

Section 165 of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017, and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.



**NOTICE OF EXTRAORDINARY GENERAL
MEETING**

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Notice is hereby given that an Extraordinary General Meeting of JS Global Capital Limited (the "Company" or "JSGCL") will be held at 15th Floor, The Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Karachi on Friday, December 23, 2022, at 11:30 a.m., to transact the following business:

ORDINARY BUSINESS

1. To elect seven (7) directors of the Company as fixed by the Directors for a period of three years commencing from December 23, 2022, in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of retiring Directors, who are eligible to offer themselves for re-election, are as follows:
 1. Mr. Shahab Anwar Khawaja
 2. Mr. Iftikhar Ahmed Rao
 3. Mr. Muhammad Yousuf Amanullah
 4. Mr. Salaal Hasan
 5. Ms. Shireen Raza
 6. Mr. Hasan Saeed Akbar
 7. Mr. Fahad Viqar Siddiqui

By Order of the Board

Muhammad Yousuf Amanullah
Company Secretary

Karachi: December 01, 2022

NOTES

1. The term of office of the present Directors of the Company will expire on December 23, 2022. In terms of Section 159 (1) of the Companies Act, 2017, the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for the next term of three years. (The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company).
2. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:
 - a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
 - b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159 (3) of the Companies Act, 2017.
 - c) Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
 - d) A detailed profile along with his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019.
 - e) He/ she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - f) The Selection of Independent Directors will be through the process prescribed in Section 166 of the Companies Act, 2017 and shall be elected in the manner prescribed in Section 159 of the Companies Act, 2017. Person contesting as Independent Director shall submit a declaration that he/ she meets the criteria of independence and eligibility laid down under the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
 - g) The form and affidavit prescribed in the Securities Broker (Licensing and Operations) Regulations, 2016 duly filled and signed. The same can be obtained by the member who wishes to contest from the registered office of the Company during regular business hours. Confirmation of any successful candidate shall be subject to regulatory clearance, and in case of a foreigner also subject to the security clearance by the Ministry of Interior for which purpose he/shall submit the requisite undertaking. A copy of the undertaking can be obtained from the registered office of the company during regular business hours.
 - h) An attested copy of Computerized National Identity Card (CNIC) or Passport in case of foreigners;
 - i) **A declaration that:**
 - He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulations of Stock Exchange).
 - He/she nor his/her spouse is not serving as a director in any other company listed on the Pakistan Stock Exchange.
 - Meets the Fit and Proper criteria for Directors for a securities broker as contained in Securities Brokers (Licensing and Operations) Regulations, 2016
 - Neither he/she is holding directorship or employment in any other company licensed as a securities broker.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange;
3. The Company has placed the Notice of General Meeting along with form of proxy on its website: www.jsqcl.com.

4. The Share Transfer Books of the Company shall remain closed from December 17, 2022, to December 23, 2022, (both days inclusive) for determining the entitlement of Ordinary shareholders for attending and voting at the General Meeting.
5. Physical transfers and deposit requests under Central Depository System received at the close of business on December 16, 2022 by the Company's Registrar i.e., CDC Share Registrar Services Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal Karachi will be treated in time for the purpose of attending and voting at the meeting.
6. A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company.
7. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
8. Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan Limited (CDC) and/or their proxies will have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan:

A. For Attending the Meeting

- a. In light of the clarification issued by the Securities and Exchange Commission of Pakistan for ensuring participation of members in general meeting through electronic means as a regular feature, the Company has also provided the facility for attending the meeting via video-link to its shareholders. The members are encouraged to participate in the meeting online.
- b. The members who intend to attend and participate in the EOGM of the Company through video link arrangement are requested to complete identification and verification formalities i.e., to provide following required information at the email: jsgcl.cs@js.com on or before December 21, 2022.

Name of Shareholder:	CNIC No.:	Folio No.:	Cell Phone No.:	Email Address:

The video link of meeting will be sent to the members on their email addresses.

Further, the members can also provide their comments / suggestions for discussion on the agenda items of the EOGM through following means:

<u>WhatsApp</u>	<u>SMS</u>	<u>Email</u>
+92 301 5658616	+92 301 5658616	jsgcl.cs@js.com

- c. The members who intend to attend and participate physically in the EOGM of the Company will be allowed to participate keeping in view the COVID-19 related SOP's issued by the Provincial and / or the Federal Government.

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.

- d. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.
- e. In case of corporate entity, the Board of Directors' resolution/power of attorney with duly verified copy of valid CNIC and specimen signature of the representative shall be sent to the Company before the meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per requirements given in this notice.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
9. Shareholders are requested to notify immediately of any change in their address to the Company's share registrar.

IMPORTANT NOTICES TO SHAREHOLDERS

Particulars of Physical Shareholders

According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulation, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to our Share Registrar at their below address immediately to avoid any non-compliance of law or any inconvenience in future:

CDC Share Registrar Services Limited

CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Tel. Toll Free: 0800-23275, mail: info@cdcsrsl.com Website: www.cdcsrsl.com

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

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

Postal Ballot

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

Mandate for e-Dividend

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

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

<https://www.jsycl.com/pdf/E-Dividend-Mandate-JS-Global-Capital-Limited.docx>

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

Electronic Transmission of Financial Statements and Notices

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

<https://www.jsycl.com/pdf/consentform2017.doc>

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

Unclaimed Dividend/Shares

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

Deposit of Physical Shares into CDC Account

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

Address of Share Registrar of the Company:

CDC Share Registrar Services Limited

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

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

Fax: (92-21) 34326053

Email: info@cdcsrsl.com

Website: www.cdcsrsl.com

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

Section 166 of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017, and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

کمپنیز ایکٹ ۲۰۱۷ کی دفعہ ۱۴۱ کے تحت ڈائریکٹرز کے انتخابات کے لئے بلائے گئے اجلاس عام کے نوٹس کے ساتھ اہم نتائج کا ایکٹ بیان منسلک کیا گیا ہے جس میں آزاد ڈائریکٹر کی تقرری کے انتخاب کے جوڑ کی نشاندہی کی جائے گی۔ لہذا کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز ۲۰۱۹ کے تحت کمپنی کے لئے ضروری ہے کہ وہ اپنے بورڈ میں کم از کم دو آزاد ڈائریکٹر شامل کریں۔ اس کے مطابق اس بات کو یقینی بنایا جائے گا کہ آزاد ڈائریکٹر ان کا انتخاب کمپنیز ایکٹ ۲۰۱۷ کے دفعہ ۱۴۱ کے تحت طے کردہ آزادی کے معیار اہلیت کے مطابق کیا جائے گا اور ان کے نام ایس ای سی پی کے باضابطہ مجاز پاکستان انسٹی ٹیوٹ آف کارپوریٹ گورننس کی آزاد ڈائریکٹر ان کی مرتب کردہ فہرست میں درج ہوں۔ مزید برآں، ان کا انتخاب ان کی اپنی منفرد صلاحیتوں، مہارت، علم اور تجربے کی بنیاد پر کیا جائے گا۔

براہ کرم اس بات کو یقینی بنائیں کہ آپ کے ای میل اکاؤنٹ میں مناسب بگ و مٹیاب ہوں جن MB اسے زائد سائز کی ای میل موصل ہو سکتی ہوں۔ مزید برآں، یہ مہر ان کی ذمہ داری ہے کہ وہ فوٹس کے آخر میں ماکو کمپنی کے شیئر رجسٹرار کے پتے پر اپنے رجسٹرڈ ای میل ایڈریس میں کسی بھی تبدیلی کے بارے میں شیئر رجسٹرار کو بروقت مطلع کریں۔

غیر دعویٰ شدہ منافع مختصر / حصص

وہ حصص یا ڈیٹا جن کو اپنے منافع مختصر / حقیقی حصص وصول نہیں کر پائے انہیں مشورہ دیا جاتا ہے کہ ہمارے شیئر رجسٹرار سے غیر دعویٰ شدہ منافع مختصر یا حصص اگر کوئی ہوں، تو وصولی / معلومات کے لئے رابطہ کریں۔

حقیقی حصص کی CDC اکاؤنٹ میں منتقلی

حصص یا ڈیٹا جن کو حقیقی حصص داری رکھتے ہیں وہ اپنے شیئر کو غیر کاغذی شکل میں رکھنے کے لئے کسی بھی بروکریز یا سی ڈی سی (CDC) سرمایہ کار اکاؤنٹ کے ساتھ براہ راست اکاؤنٹ کھول سکتے ہیں۔ اس سے انہیں کئی طرح کی سہولت ملے گی جن میں حصص کی محفوظیت تحویل اور کسی بھی وقت فروخت شامل ہے، کیونکہ اسٹاک ایکسچینج کے موجودہ ضوابط کے تحت حقیقی حصص کی خرید و فروخت کی اجازت نہیں ہے۔ مزید برآں ایکٹ کی دفعہ ۴۲ بتاتی ہے کہ ایکٹ کے آغاز کے بعد SECP کی طرف سے مطلع کی گئی تاریخ کے بعد سے ایک حصصی سرمایہ رکھنے والی کمپنی صرف بکٹ انری شکل میں سی حصص رکھنے گی۔ ہر موجودہ کمپنی کے لئے ضروری ہے کہ اپنے حقیقی حصص کو بکٹ الٹری فارم کے ساتھ اس انداز میں بیساکہ ایس ای سی پی کی جانب سے وضاحت کی گئی ہے اور مطلع کردہ تاریخ سے، ایکٹ کے آغاز سے چار سال سے کے اندر تبدیل کرالیں۔

کمپنی کے شیئر رجسٹرار کا پتہ:

سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ

CDC ہاؤس، ۹۹-B، پلاٹ B.S. M.C. H.S.، مین شاہراہ فیصل، کراچی۔ ۷۴۲۰۰۔

ٹیلی فون کسٹر پھوٹ سروسز ٹول فری نمبر: (۲۲۲۵) CDGPL-۰۸۰۰۔

فیکس: ۲۲۲۲۱۰۵۲ (۲۱-۹۲) میل: info@cdcsrsl.com

ويب سائٹ: www.cdcsrsl.com

۹۔ حصص یافتگان سے درخواست کی جاتی ہے کہ وہ اپنے پتے میں کسی بھی تبدیلی کے بارے میں کمپنی کے شہینہ رجسٹرار کو فوری طور پر مطلع کریں۔

حصص یافتگان کے لئے ام نمٹس
ٹیبی حصص یافتگان کے کوائف

کمپنیز ایکٹ ۲۰۱۷ کی دفعہ ۱۱۹ اور کمپنیز (ہزل پروویڈنڈ فائرمز) ریگولیشن ۲۰۱۸ کے ریگولیشن ۱۹ کے تحت تمام ٹیبی حصص یافتگان کو مطلع دیا جاتا ہے کہ وہ اپنی ضروری معلومات جیسے CNIC نمبر، پتہ، ای میل ایڈریس، رابطہ موبائل / ٹیلی فون نمبر، انٹرنیشنل بینک اکاؤنٹ نمبر (IBAN) وغیرہ، جو اسے شیئر رجسٹرار کو فوری طور پر ان کے مندرجہ ذیل پتے پر فراہم کریں تاکہ مستقبل میں قانون کی عدم تعمیل یا کسی قسم کی پریشانی سے بچا جاسکے۔

CDC شیئر رجسٹرار سرورسز لمیٹڈ

CDC پلاٹس، ۹۹-B، بلاک B.S.M.C.H.S، مین شاہراہ فیصل، کراچی۔ ۷۴۳۰۰۔ ٹیلی فون فون فری نمبر: ۲۳۳-۸۰۰۰

میل، info@cdcsrsl.com ویب سائٹ www.cdcsrsl.com

حصص یافتگان کا کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) (ٹازی)

حصص یافتگان سے گزارش ہے کہ اپنے درست شناختی کارڈ کی تفصیل اگر پہلے سے فراہم نہیں کی گئی ہے تو کمپنی کے شیئر رجسٹرار کو مندرجہ ذیل دینے کے پتے پر فراہم کریں۔ ای سی کی ایکٹ پڑے جانے کے قابل ممکن حد تک قبل بعد فولیو نمبر اور عالیہ پتہ برائے خط و کتابت sgcl_cs@sgcl.com پر بھی بھیجی جاسکتی ہے۔

پوسٹل بیٹ

کمپنیز (پوسٹل بیٹ) ریگولیشن ۲۰۱۸ کے تحت، ڈائریکٹران کے انتخاب کے مقصد کے لئے اور دیگر کوئی بھی وجہ کہ کمپنیز ایکٹ، ۲۰۱۷ کی دفعہ ۱۳۳ اور ۱۳۴ کے تقاضوں کے تحت ہو، اس میں ممبران کو پوسٹل بیٹ کے ذریعے اپنے ووٹ کا حق استعمال کرنے کی اجازت دی جاتی ہے، یعنی یہ ووٹنگ بذریعہ ڈاک مرکوز بالا ریگولیشن میں دیئے گئے طریقہ کار اور تقاضوں کے مطابق ہوگی۔

ای ڈیویڈنڈ مینڈیٹ

ایکٹ کی دفعہ ۲۳۳ کے تحت سلا کمپنیوں کے لئے ضروری ہے کہ وہ خیر متاع کی تقسیم صرف برقی ذرائع سے ہی براہ راست، حصص یافتگان کے نامزد کردہ بینک اکاؤنٹ میں ادا کریں گی۔ SECP نے بذریعہ اپنے نوٹیفیکیشن I (S-R.O. ۱۱۳۵/۲۰۱۷، کمپنیز) (ڈسٹری بیوشن آف ڈیویڈنڈز) ریگولیشن ۲۰۱۷ کی باری کی میں جن کمپنی کو تحت ہر شخص یا فرد اس بات کا ذمہ دار ہو گا کہ واجب الادا متاع کی ادائیگی کے لئے وہ اپنے نامزد بینک اکاؤنٹ سے متعلق درست معلومات فراہم کرے، تاکہ وہ منافع براہ راست اہل حصص یافتگان کے نامزد کردہ بینک اکاؤنٹ میں منتقل ہو جائے۔

ممبران سے درخواست ہے کہ وہ اپنا پتہ شدہ اور دستخط شدہ ای ڈیویڈنڈ فارم فراہم کریں تاکہ مندرجہ ذیل لکت پر دستیاب ہے۔

<https://www.jsqcl.com/pdf/E-Dividend-Mandate-IS-Global-Capital-Limited.docx>

اگر شہینہ بک انٹری سیکورٹیز کی شغل میں میں تو مذکورہ معلومات سینٹرل ڈپازٹری سسٹم (CDS) کو فراہم کرنے کی ضرورت ہوگی۔

مالیاتی گوشواروں اور نوٹوں کی برقی ترسیل

کمپنیز ایکٹ، ۲۰۱۷ کی دفعہ ۲۳۳ (۷) کے مطابق کمپنی کو اپنے ممبران کو مالی گوشوارے اور نوٹوں کی برقی ترسیل کرنے کی اجازت ہے۔ اس سلسلے میں ممبران سے درخواست ہے کہ وہ اپنی متعلقہ معلومات اس فارم پر فراہم کریں جو کمپنی کی ویب سائٹ پر دستیاب ہے یعنی مندرجہ ذیل لکت پر تاکہ قوانین کی تعمیل کو یقینی بنایا جاسکے۔

<https://www.jsqcl.com/pdf/consentform2017.doc>

(الف)۔ ابلاس میں ماضی کے لئے:

a۔ سیکریٹری ایڈمنسٹریشن آف پاکستان کی جانب سے جاری کردہ وضاحت کی روشنی میں کمپنی کو ہدایات دی ہیں، تاہم اہل ذرائع کے ذریعے ممبران کی ابلاس عام میں شرکت کو یقینی بنانے کے لئے، کمپنی نے اپنے حصص یافتگان کو ویڈیو لنک کے ذریعے ابلاس میں شرکت کی سہولت بھی فراہم کر رہا ہے۔ ممبران کی عہد افزائی کی باقی ہے کہ وہ ابلاس میں آن لائن شرکت کریں۔

b۔ ممبران جو بذریعہ ویڈیو لنک ابھام کمپنی کے EOGM میں شرکت کا ارادہ رکھتے ہیں، ان سے درخواست کی جاتی ہے کہ وہ ضمانت اور تصدیق کی رسمی کارروائی مکمل کریں یعنی اسی میل jsgecl_cs@js.com پر درج ذیل مطلوبہ معلومات ۲۱ دسمبر ۲۰۲۲ تک یا اس سے قبل فراہم کریں۔

شخص یا بینہ کا نام	CNI C نمبر	تولید نمبر	میل فون نمبر	سی میل ایڈریس

ابلاس کا ویڈیو لنک ممبران کو ان کے اسی میل ایڈریس پر بھیجا جائے گا۔

مزید برآں، ممبران مندرجہ ذیل ذرائع سے EOGM کے اجتناب دیکھ کر پیمائش کے لئے یعنی اراء ر تجاویز بھی فراہم کر سکتے ہیں:

وائس ایپ	SMS	ای میل
۹۲-۳۰۵۶۵۸۶۱۶+	۹۲-۳۰۵۶۵۸۶۱۶+	jsgecl_cs@js.com

- (i)۔ وہ ممبران جو طبی طور پر کمپنی کے EOGM میں ماضی اور شرکت کرنے کے خواہشمند ہیں انہیں صوبائی اور ریاستی حکومت کی طرف سے جاری کردہ COVID-19 سے متعلقہ SOPs کو مد نظر رکھتے ہوئے شرکت کی اجازت دی جائے گی۔ اپنے ممبران کی سلامتی کے لئے حفاظتی اقدامات کو یقینی بنانے کے لئے کمپنی بہترین طور طریقوں اور حکومت اور SECP کی ہدایات پر عمل کرے گی۔
- (ii)۔ انفرادی فرد کی صورت میں، کھاتے دار اور ریاستی کھاتے دار ہیں کی تفریق کی تفصیلات CDC گلیڈیٹر کے تحت اپ لوڈ کر دی گئی ہیں، ابلاس میں ماضی کے وقت لینا اصل شناختی کارڈ یا اصل پاسپورٹ کے ساتھ شرکت آتی ذی نمبر اور اکاؤنٹ نمبر دیکھا کر یقینی شناخت کی تصدیق کریں گے۔
- (iii)۔ کارپوریٹ ادارے کی صورت میں بددعا ڈائریکٹری قرار اور مختار نامہ بعد نامزد فرد کے دستخط اور دست شناختی کارڈ کی تصدیق شدہ کاپی، ابلاس سے قبل کمپنی کو بھیجے جائیں گے۔

(ب)۔ پاکستان کی ماضی کے لئے:

- (i)۔ انفرادی صورت میں، کھاتے دار اور ریاستی کھاتے دار ہیں کی تفریق کی تفصیلات CDC گلیڈیٹر کے تحت نمائندگی کی گئی ہیں وہ مندرجہ بالا شرائط کے تحت ہر کسی فارم میں فراہم کریں گے۔
- (ii)۔ پاکستانی فارم پر دو گواہان کے دستخط ہوں گے، جن کے نام، پتے اور CNI C نمبر فارم پر درج ہوں گے۔
- (iii)۔ ہر کسی اور اور انتظامی یا مکان کی CNI C پاسپورٹ کی تصدیق ہر کسی فارم کے ساتھ جمع کرنا لازم ہے۔
- (iv)۔ پاکستانی ابلاس میں ماضی کے وقت لینا اصل CNI C یا اصل پاسپورٹ پیش کرے گا۔
- (v)۔ کارپوریٹ ادارے کی صورت میں بددعا ڈائریکٹری قرار اور مختار نامہ بعد نامزد فرد کے دستخط کمپنی کے پاکستانی فارم کے ساتھ پیش کیا جائے گا (اگر پہلے پیش نہ کیا ہو)

اطلاع برائے غیر معمولی اجلاس عام

مطلوع کیا جاتا ہے کہ ایس گھوٹل کنکیشن لمیٹڈ (کمپنی یا 'ایس سی ایل') کالیکٹ غیر معمولی اجلاس عام پروڈیجر مورنہ ۲۳ دسمبر بوقت صبح ۱۱:۳۰ بجے بمقام ۱۵ ویں منزل، دی سینٹر پلاٹ نمبر ۲۸، ایس بی ۵، عبداللہ پارک روڈ کراچی پر مندرجہ ذیل امور کی انجام دہی کے لیے منصفہ کیا جائے گا۔

مجموعی امور

۱۔ کمپنیز ایکٹ ۲۰۱۷ کی دفعہ (۱) ۱۵۹ کے مطابق ۲۳ دسمبر ۲۰۲۲ سے تین سال کی مدت کے لئے ڈائریکٹرز کے ذریعہ مقرر کردہ کمپنی کے سات (۷) ڈائریکٹرز کا انتخاب کرنا ہے۔ سیکوشن ۴۰۷ کے لئے ڈائریکٹرز کے نام، جو خود کو دوبارہ انتخاب کے لئے پیش کرنے کے اہل ہیں، مندرجہ ذیل ہیں:

۱۔ جناب شباب انور خواجہ

۲۔ جناب افتخار احمد راؤ

۳۔ جناب محمد یوسف المان اللہ

۴۔ جناب سلال حسن

۵۔ مخدوم شیریں رضا

۶۔ جناب حسن سعید انور

۷۔ جناب فہد وقار صدیقی

محکم دہرڈ

محمد یوسف المان اللہ

کمپنی سیکریٹری

کراچی

۱۰ دسمبر ۲۰۲۲ء

FORM OF PROXY

The Company Secretary
JS Global Capital Limited
17th & 18th Floor, The Center, Plot No. 28
S.B.5, Abdullah Haroon Road, Karachi.

I/We _____ of _____
being member(s) of JS Global Capital Limited holding _____ ordinary shares as per Registered
Folio No. / CDC A/c. No. (for members who have shares in CDS) _____ hereby appoint
Mr. / Mrs. / Miss _____ of (full address) _____
_____ of failing him/her Mr. / Mrs. / Miss _____ of
(full address) _____
as my / our proxy in my / our absence to attend, act and vote for me / us and on my / our behalf at the Annual General Meeting
of the Company to be held on December 23, 2022 and / or any Adjournment thereof.
As witness my / our hand / seal this _____ day of 2022.

Signed by _____
in the presence of _____

Witness:

1. Name _____
Signature _____
Address _____

CNIC or Passport No.: _____

Witness:

2. Name _____
Signature _____
Address _____

CNIC or Passport No.: _____



The Signature should
agree with the
specimen registered
with Company.

FORM OF PROXY

Important:

1. A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him /her.
2. This proxy form, duly completed and signed, must be received at the Office of the Company situated at 17th & 18th Floor, The Center, Plot No. 28, S.B.5, Abdullah Haroon Road, Karachi, not less than 48 hours before the time of holding meeting.
3. No Person shall act as proxy unless he / she himself / herself is a member of the Company, except that a corporation may appoint a person who is not a member.
4. If a member appoints more than one proxy and / or more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
5. The form of Proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose name, addresses and CNIC numbers must be mentioned on the form, along with attested copies of CNIC or the passport of the beneficial owner and the proxy. In case of corporate entity, the Board of Directors Resolution/Power of Attorney with specimen signature shall be submitted along with Proxy form.

AFFIX
CORRECT
POSTAGE

The Company Secretary
JS Global Capital Limited
17th & 18th Floor, The Center,
Plot No. 28, S.B.5,
Abdullah Haroon Road,
Karachi-

فارم برائے پراسی

کمپنی سیکریٹری

JS گلوبل کیپٹل لمیٹڈ

سترویں اور اٹھارویں منزل، دی سینٹر،

پلاٹ نمبر 28، ایس۔ بی۔ 5،

عبداللہ ہارون روڈ، کراچی۔

[illegible]

بطور گواہ میں / ہم نے ----- 2022 کو میرے / ہمارے ہاتھ سے دستخط کئے / مہر لگائی۔

_____ کی موجودگی میں _____ نے دستخط کئے۔

گواہ:

-1

نام: _____

..... دستخط:

.....

کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر: -----

-2

.....نام:

..... دستخط:

.....

کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر: -----

دستخط بعوض

5 روپے

ریونیواسٹیمپ

دستخط کمپنی کے رجسٹر میں نمونے کے

دستخط کے مطابق ہونے چاہئیں۔

فارم برائے پراکسی

اہم:

- 1- کمپنی کا ممبر اپنی جائیداد شرکت اور ووٹ دینے کے لئے ممبر کو بطور پراکسی منتخب کرنے کا حق رکھتا/کھتی ہے۔
- 2- مکمل اور دستخط شدہ پراکسی فارم کمپنی کے آفس بمقام سٹرویں اور انٹارویں منزل، وی سینٹر، پلاٹ نمبر 28، ایلس - بی - 5، عبداللہ ہارون روڈ، کراچی پر اجلاس کے انعقاد سے 48 گھنٹے قبل ضرور موصول ہو جانے چاہئیں۔
- 3- کوئی فرد بطور پراکسی اجلاس میں شرکت نہیں کر سکتا/ کر سکتی بشرطیکہ وہ خود کمپنی کا/ کی ممبر نہ ہو، ماسوائے کارپوریشن کے جو اس فرد کو پراکسی نامزد کر سکتا/ کر سکتی ہو جو ممبر نہ ہو۔
- 4- اگر ممبر ایک سے زائد پراکسیز نامزد کرتا/ کرتی ہے اور ایک کمپنی کے کسی ممبر کی جانب سے پراکسی کے ایک سے زائد اسٹرومنٹس جمع کروائے جاتے ہیں تو ایسے تمام اسٹرومنٹس غیر مستند تصور کئے جائیں گے۔
- 5- پراکسی فارم کمپنی کو ضرور وقت پر دو افراد کی گواہی کے ساتھ جن کے نام، پتے اور کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) نمبرز فارم پر بیان کئے گئے ہوں جمع پیشکش اور پراکسی کے کمپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ جمع کروائیے جائیں۔ کارپوریٹ اسٹیبلشمنٹ کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد یا پاور آف اٹارنی جمع ہونے کے ساتھ پراکسی فارم کے ساتھ جمع ہوگی۔

درست ٹکٹ چپکائیں

کمپنی سیکریٹری

JS گلوبل کپٹل لمیٹڈ

سٹرویں اور انٹارویں منزل، وی سینٹر،

پلاٹ نمبر 28، ایلس - بی - 5،

عبداللہ ہارون روڈ، کراچی۔