

JSGCL/ CS/ 022 /2023
April 05, 2023

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

Subject: Notice of 22nd Annual General Meeting

Dear Sir,

Please find enclosed the notice of 22nd Annual General Meeting ("AGM") of JS Global Capital Limited to be held on Friday, April 28, 2023 at Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Further, the attached notice of AGM will be published in "**The News**" (in English) and "**JANG**" (in Urdu) newspapers (Karachi, Lahore and Islamabad editions) on April 06, 2023.

Please inform the TRE Certificate Holders of the Exchange accordingly.

Yours truly,



Muhammad Farukh
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the twenty-second (22nd) Annual General Meeting ("AGM") of the members of JS Global Capital Limited ("the Company" or "JSGCL") will be held on Friday, April 28th, 2023 at 09:30 a.m. PST at 15th Floor, The Center Building, Plot No. 28, SB-5, Abdullah Haroon Road, Saddar, Karachi - 74400, Pakistan to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2022, together with the Director's Report and Auditors' Report thereon and Chairman's Review Report; and
2. To appoint auditors of the Company and fix their remuneration for the year ending December 31, 2023 based on the recommendation of Audit Committee.

The Board of Directors based on the recommendation of Audit Committee has proposed the appointment of M/s. KPMG Taseer Hadi & Co. Chartered Accountants, as auditors of the Company, who being eligible have offered themselves for re-appointment as auditors of the Company.

ANY OTHER BUSINESS:

1. To consider any other business, if any, with the permission of the Chair.

By the Order of the Board

Muhammad Farukh
Company Secretary

Karachi
April 6, 2023

Notes:

1. The Company has placed the Notice of General Meeting along with form of proxy on its website.
2. The Share Transfer Books of the Company shall remain closed from April 21st, 2023, to April 28th, 2023, (both days inclusive) for determining shareholders for attending and voting at the AGM.
3. Physical transfers and deposit requests under Central Depository System received at the close of business on April 20th, 2023 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.
4. 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.
5. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
6. 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 AGM through electronic means as a regular feature, the Company has also provided the facility for attending the meeting via video-link to its shareholders.
- b. The members who intend to attend and participate in the AGM 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 April 20, 2023.

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 AGM 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 AGM 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.

7. Shareholders are requested to notify immediately of any change in their address to the Company's share registrar.
8. 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

9. 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.

10. Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax exemption certificate or necessary documentary evidence, as the case may be.
11. Different tax rates are prescribed under Section 150 of the Income Tax Ordinance, 2001 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 returns:	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 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%.

12. 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 shareholder will be assumed to hold equal proportion of shares and 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(s)	
		Name & CNIC	Shareholding Proportion	Name & CNIC	Shareholding Proportion

13. 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 three (3) years or more from the due date shall be deposited to the credit of Federal Government.
14. 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.

15. The Company has placed the Audited Financial Statements for the year ended December 31, 2022 along with Auditors and Directors Reports thereon and Chairman's Review Report on its website: www.jsjcl.com