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B-28, Manghopir Road, S.I.T.E.,  
Karachi.75700, Pakistan.  
Tel: +92-21-3257-9162, 3256-7474  
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Registered Office:  
45-A, Off Zafar Ali Road,  
Gulberg-V,  
Lahore, Pakistan.  
Tel: +92-42-111-245-245  
Fax: +92-42-111-222-245



**Jubilee Spinning  
&  
Weaving Mills Ltd.**

JSWM/CS/PSX/SECP/----  
September 30, 2019

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Off: I.I. Chundrigar Road  
Karachi

Securities & Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue  
Blue Area  
Islamabad.

Dear Sir,

Re: Notice of Annual General Meeting

Enclosed please find herewith draft copy of the Notice of Annual General Meeting to be held on Wednesday, the October 23, 2019 at 10:00 a.m. at the office of the company at 7-B-2, Aziz Avenue, Gulberg-V, Lahore for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully,  
for Jubilee Spinning & Weaving Mills Limited

  
M. Zeeshan Saleem  
Company Secretary

Encl: a.a.

Copy to: Director/HOD  
Surveillance, Supervision and Enforcement Department  
Securities & Exchange Commission of Pakistan  
NIC Building, 63-Jinnah Avenue, Blue Area  
Islamabad.

## **Jubilee Spinning & Weaving Mills Limited**

### **Notice of Annual General Meeting**

Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the shareholders of Jubilee Spinning & Weaving Mills Limited (the "Company") will be held on Wednesday, the October 23, 2019 at 10.00 a.m. at the office of the company at 7-B-2, Aziz Avenue, Gulberg-V, Lahore to transact the following businesses:-

#### **Ordinary Business:**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2019 together with the Directors' and Auditors' Reports thereon.
2. To appoint Auditors of the Company and fix their remuneration.

#### **Special Business:**

3. To consider and approve the change of principal line of business in Memorandum of Association of the Company & Companies Articles of Association by passing the following resolutions as special resolutions, with or without modification, addition or deletion in terms of Companies Act, 2017:

Resolved That the change of principal line of business in memorandum of association of the company and accordingly alter by inserting the following clause subject to confirmation by Securities and Exchange Commission of Pakistan to read as under:

III. OBJECT: The objects for which the Company is established are:

**"To carry on the businesses of spinning, open end spinning, sizing, pressing, doubling, packing of yarn, synthetic fibre and any fibrous materials used for production of yarn and of importing, buying, selling and dealing in yarn synthetic fibre and any fibrous materials; and to set up, install, own, manage, operate and run an industrial undertaking for the yarn spinning and to undertake all such activities as are concerned therewith or ancillary thereto and to sell and deal in or outside Pakistan and to supply yarn to hand & power loom weavers, to assist, employ and hire such weavers; and to buy, sell and deal in hand & power loom product and to market such products; and to install, textile-weaving industry and to sell such cloth manufactured by the company in or outside Pakistan; and to set up an industrial undertaking for weaving of cloth and to sell and deal in such cloth manufactured by the company in or outside Pakistan and to carry on the business of renting out buildings and / or open areas of the company's premises to institutions, corporations, companies, other entities and individuals and provide various services/utilities to the same simultaneously".**

Resolved Further That sub clauses 1 to 130 of object clause III would renumbered with new clauses.

Resolved Further That Mr. Shams Rafi, Chief Executive Officer of the company be and is hereby authorize to re-phrase/change the main object clause of principal line of business in memorandum of association of the company whenever & wherever it may require.

Resolved Further that a petition be filed with the SECP under Section 32 of the Companies Act, 2017, read with Regulations 4 & 10 of the Companies (General Provisions and Forms) Regulations 2018, along with all requisite documents, affidavits, statements, etc. for confirmation of alteration of Memorandum of Association for which purpose, Mr. Shams Rafi, Chief Executive Officer and Mr. Salman Rafi, Executive Director and Mr. M. Zeeshan Saleem, Company Secretary of the company be and is hereby singly and severally authorized to fulfill all legal, corporate and procedural formalities for accomplishing alteration of the Company's Memorandum of Association as may be required by law for the implementation of this special resolution for accomplishing alteration of the Company's Memorandum of Association.

Statement under part (b) of sub-section (1) of section 32 of the companies Act 2017 is being sent to the shareholders with notice of the meeting.

By Order of the Board

(M. Zeeshan Saleem)  
Company Secretary

Registered Office:  
45-A, Off: Zafar Ali Road,  
Gulberg-V, Lahore:  
T:+92-42-111-245-245  
F:+92-42-111-222-245

Dated: September 30, 2019

**Notes:**

1. The Members' Register will remain closed from October 16, 2019 to October 23, 2019 (both days inclusive). Physical / CDC transfers received at the Registered Office of the Company by the close of business on October 15, 2019.
2. A member eligible to attend and vote in this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting. A proxy must be a member of the Company.
3. Shareholders are requested to immediately notify the change in address, if any.
4. CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:
  - a. **For attending the meeting:**
    - i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
    - ii). In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

**b. For Appointing Proxies**

- i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii). The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii). Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv). The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- v). In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.

**5. Computerized National Identity Card (CNIC) / National Tax Number (NTN)**

CNIC or NTN of the shareholders is mandatory in terms of the directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I)/2012 dated July 05, 2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs or NTN are once again advised to provide the attested copies of their CNICs or NTN (if not already provided) directly to our Independent Share Registrar without any further delay.

**6. Dividend Mandate Option**

Section 242 of Companies Act, 2017 and Circular No. 18/2017 dated August 01, 2017 issued by Securities and Exchange Commission of Pakistan (SECP) has directed all listed companies to pay dividend only through electronic mode directly into the bank accounts designated by the entitled shareholders with effect from November 01, 2017.

In view of above, you are advised to provide your complete bank account/IBAN detail as per format given below to our share Registrar M/s. Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore (in case CDC accountholders/Sub accountholder, please provide said details to respective member Stock Exchange) enabling us to comply with above Section/Circular.

**Dividend Mandate Detail**

Folio Number	
Name of Shareholder	
Title of Bank Account	
Bank Account Number (Complete)	
Bank's Name, Branch Name, Code	

and Address	
Cell Number	
Landline number, if any	
CNIC Number (also attach copy)	

It is stated that the above mentioned information is correct, that I will intimate the changes in the above mentioned information to the company and the concerned Share Registrar as soon as these occur.

**7. Availability of Audited Financial Statements on Company's Website**

The Company has placed the Audited Annual Financial Statements for the year ended June 30, 2017 along with Auditors and Directors Reports thereon on its website: [www. www.jsw.com.pk](http://www.jsw.com.pk)

**8. Transmission of Financial Statements to the Members through e-mail**

In pursuance of SECP notification S.R.O 787 (I)/2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company for which form may be downloaded from the Company's website: [www.jsw.com.pk](http://www.jsw.com.pk)

**9. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to Section 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.**

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134 OF SUB-SECTION (3) OF THE COMPANIES ACT 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING TO BE HELD ON OCTOBER 19, 2019**

Because of the enactment of the new Companies Act, 2017 and requirements of other Applicable Laws, changes have been necessitated in the Memorandum and Articles of Association of the Company. A draft of the amended Memorandum of Association and Articles of Association identifying the changes proposed in these documents, bearing the initials of the Company Secretary for the purpose of identification. A copy of the Memorandum and Articles of Association of the Company as on date and also indicating the proposed amendments is available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date appointed for the Annual General Meeting.

It is proposed to amend the principal line of business in Memorandum of Association of the Company, by the insertion as stated in the Resolution in the annexed notice.

The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors Report.