



YOUSAF WEAVING MILLS LIMITED

A Project of Chakwal Group

7/1 - E-3, Main Boulevard
Gulberg III, Lahore, Pakistan
Tel: +92 42 35757108 & 35717510 - 17
Fax: +92 42 35764036, 35764043 & 35757105
E-mail: yousaf@chakwalgroup.com.pk
Web: www.yousafweaving.com

November 08, 2017

Muhammad Ghufraan
DGM Companies Affairs,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange road,
Karachi.



Disclosure of Material Information-Yousaf Weaving Mills limited (YOUW)

Dear Sir,

This refers to yours letter no. PSX/C-640-7071 dated October 16, 2017 and PSX/C-640-1520 dated February 28, 2017 on subject matter. As per your requirement we hereby submit the following documents:

1. Certified true copy of Special resolution (Form-26) to be adopted by shareholders in the EOGM (copy attached).
2. Payment of additional listing fee in favour of Pakistan Stock Exchange Limited against payment order no. 03665295 dated 07-11-2017 of Rs.460,000/-
3. Approval of SECP for issue of further shares other than right issuance.
4. Return of Allotments (Form-3).
5. Auditor's Certificate confirming increase in paid-up Capital of the Company.
6. Payment of supervisory fee of SECP vide payment order no. 03665294 dated 07-11-2017 of Rs. 50,000/-

We shall dispatch you a copy of paid tax challan within this week.

Thanking You,

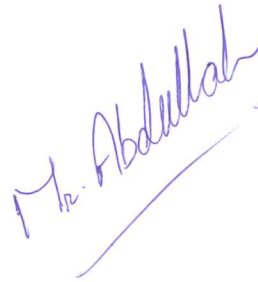
For Yousaf Weaving Mills limited


(NAHEED ANWAR)

Company Secretary

Copy to:

- The Director (SSED)
Securities Market Division, SECP, Islamabad


Mr. Abdullah



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CERTIFIED COPIES OF SPECIAL RESOLUTIONS:

SPECIAL BUSINESS

1. INCREASE IN AUTHORIZED CAPITAL AND ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

SPECIAL RESOLUTION

RESOLVED THAT, the Authorized Share Capital of the Company be and is hereby increased from Rs. 400,000,000/- divided into 40,000,000 ordinary shares of Rs. 10 each to Rs. 900,000,000 divided into 90,000,000 ordinary shares of Rs. 10 each.

FURTHER RESOLVED THAT, in consequence of the said increase in the Authorized Share Capital of the Company, the existing clause V of the Memorandum of Association of the Company and Article 4(a) of the Articles of Association of the Company be and are hereby amended accordingly, to read as follows:

Clause V of Memorandum of Association:

The authorized capital of the Company is Rs. 900,000,000/- (Rupees Nine Hundred Million) divided into 90,000,000 Ordinary Shares of Rs. 10/- each with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes

Article 4(a) of the Article of Association

The Share Capital of the Company is Rs. 900,000,000/- divided into 90,000,000 Ordinary Share of Rs. 10/- each.

FURTHER RESOLVED THAT, the ordinary shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of Section 92 of the Companies ordinance, 1984

FURTHER RESOLVED THAT this special resolution shall be in supersession of earlier special resolution passed by the shareholders of the Company in the extraordinary general meeting held on June 25, 2010 for increase in authorized share capital of the company.

FURTHER RESOLVED THAT, the Chief Executive Officer or Company Secretary be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the Registrar to effectuate and implement this resolution.”

2. ISSUE OF SHARES OTHERWISE THAN RIGHT SHARES

SPECIAL RESOLUTION

“RESOLVED THAT, subject to compliance with the provisions of all applicable laws and requisite regulatory and other approvals, permissions and sanctions, including the approvals of the Securities and Exchange Commission of Pakistan (the “SECP”) under first proviso to Section 86 (1) of the Companies Ordinance, 1984 (“Ordinance”), approval of the shareholders of Yousaf Weaving Mills Limited (the “Company”) be and is hereby accorded to increase the paid up share capital of the Company from Rs. 400 million divided into 40 million ordinary shares of PKR 10 each to Rs. 900 million divided into 90 million ordinary shares of Rs. 10 each by the issuance of additional 50,000,000 Ordinary Shares of the face value of Rs. 10 each of by way of otherwise than right shares at a price of PKR 10 each, total Rs. 500,000,000 to the following Directors of the Company against their outstanding loans towards the Company:

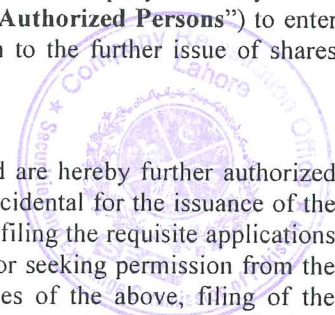
Mr. Khawaja Mohammad Jawed	Rs. 140.0 million.
Mr. Khawaja Mohammad Kaleem	Rs. 150.0 million.
Mr. Khawaja Mohammad Nadeem	Rs. 115.0 million.
Mr. Khawaja Mohammad Naveed	Rs. 95.0 million.

FURTHER RESOLVED THAT the shares when issued shall from the date of their allotment, rank pari passu in all respects with the existing fully paid Ordinary Shares and the recipient of such shares shall enjoy similar rights and entitlements in respect of these shares as in respect of previously held shares, from the date of allotment.

FURTHER RESOLVED THAT this special resolution shall be in supersession of earlier special resolution passed by the shareholders of the Company in the extraordinary general meeting held on June 25, 2010 for further issue of shares without right offering.

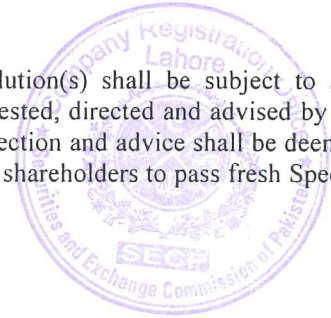
FURTHER RESOLVED THAT the Chief Executive Officer and / or Company Secretary of the Company, be and are hereby authorized singly and / or jointly (“Authorized Persons”) to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares.

FURTHER RESOLVED THAT the Authorized Persons, be and are hereby further authorized singly and / or jointly, to take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to the filing the requisite applications (through the Authorized Persons or their appointed consultants) for seeking permission from the SECP, engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares and all other matters incidental or ancillary thereto.

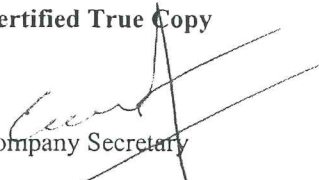


FURTHER RESOLVED THAT all acts, deeds, and actions taken by the Authorized Persons pursuant to the above resolutions for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company.

FURTHER RESOLVED THAT the aforesaid special resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the SECP and / or any other regulatory body which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s).”



Certified True Copy


Company Secretary

Dated: April 13, 2017



October 13, 2017

No.CSD/CI/10/2017 - 486

Mr. Rashid Sadiq
RS Corporate Advisory
First Floor, Plot No. 62, Central Commercial Area,
Block-T, Phase -2, Defence Housing Authority
Lahore Cantt.
Fax: 042-35747905

Subject: Application for approval for issue of further shares other than right issuance

Dear Sir,

Please refer to your letter dated May 08, 2017 and subsequent correspondence regarding the aforementioned subject.

2. In this connection, I am pleased to inform you that the competent authority on the basis of special resolution passed by the shareholders of Yousuf Weaving Mills Limited ("the Company") in its Extra Ordinary General Meeting (EOGM) held on March 31, 2017, information provided to the Commission and circumstances of the case presented by Company has allowed the Company to issue 50,000,000 shares at price of Rs.10.00 per share by way of shares otherwise than right under Section 83 of the Companies Act, 2017 to the following:

i.	Mr. Khawaja Mohammad Jawed	14,000,000 shares
i.	Mr. Khawaja Mohammad Kaleem	15,000,000 shares
ii.	Mr. Khawaja Mohammad Nadeem	11,500,000 shares
iii.	Mr. Khawaja Mohammad Naveed	<u>9,500,000 shares</u>
	Total	<u>50,000,000 shares</u>

3. The aforesaid approval is, however, subject to the following conditions:

- Shares shall be issued within 60 days from the date of this letter under intimation to this office;
- The Company shall inform the Commission within 07 days of the issuance of shares;
- The aforesaid parties shall not divest their aforesaid shareholding for a period of three years;
- The aforesaid approval for issuance of shares is being given based on the documents/ information provided, relevant laws and regulations and hence the Commission bears no responsibility whatsoever for any (express or implied) agreements between the lenders and the Company.

4. It may be noted that the aforesaid is issued without prejudice to the relevant requirements of Securities Act, 2015, if applicable.

5. Please acknowledge receipt.

Amina Aziz
Director
Corporate Supervision Department

Received

16 OCT 2017

RS Corporate Advisory

Diary No- 1379

cc: Pakistan Stock Exchange: Stock Exchange Building, Stock Exchange Road, Karachi-74000, Pakistan.

SECURITIES AND EXCHANGE
COMMISSION OF PAKISTAN
NIC Building, 63 Jinnah Avenue,
Islamabad, Pakistan

PABX: +92-51-9207091-4, Fax: +92-51-9100454, 9100471, Email: webmaster@secp.gov.pk Website: www.secp.gov.pk

C E R T I F I C A T E

In consequence of approval from Securities & Exchange Commission of Pakistan vide No. CSD/CI/10/2017-186 dated October 13, 2017 we have verified with the relevant record provided to us that the share certificates have been issued by Yousaf Weaving Mills Ltd. to its directors against their outstanding loan to the company. Detail of shares so issued is:-

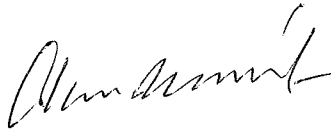
1. Mr. Khawaja Mohammad Jawed	14,000,000/- shares
2. Mr. Khawaja Mohammad Kaleem	15,000,000/- shares
3. Mr. Khawaja Mohammad Nadeem	11,500,000/- shares
4. Mr. Khawaja Mohammad Naveed	9,500,000/- shares

All these shares have been issued at the face value of Rs. 10/- each.

After issuance of these shares, the share capital position stands as under:-

Authorised Share Capital	90,000,000 shares of Rs. 10 each Rs. 900,000,000/-
Issued, subscribed and paid up Share Capital	90,000,000 shares of Rs. 10 each Rs. 900,000,000/-

This certificate is being issued at the specific request of the Company's management.


(Aslam Malik & Co.)
Chartered Accountants



October 19, 2017

Other Offices at:

Islamabad: House # 726, Street 34, Margalla Town, off Murree Road, Islamabad.
Phone : +92-51-2374282-3 Fax: +92-51-2374281

Karachi: 1001-1003 10th Floor, Chapal Plaza, Hasrat Mohani Road, Off I.I Chundrigar Road, Karachi
Tel: + 92-21-32425911-2, Fax: +92-21-32432134