



# YOUSAF WEAVING MILLS LIMITED

A Project of Chakwal Group

7/1 - E-3, Main Boulevard  
Gulberg III, Lahore, Pakistan  
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Fax: +92 42 35764036, 35764043 & 35757105  
E-mail: [yousaf@chakwalgroup.com.pk](mailto:yousaf@chakwalgroup.com.pk)  
Web: [www.yousafweaving.com](http://www.yousafweaving.com)

09 March 2017

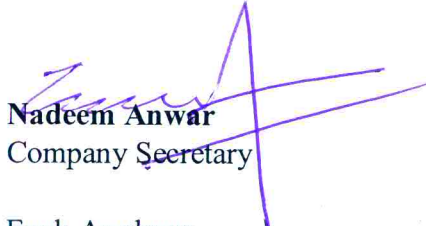
**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
**Karachi.**

Subject: **Notice of Extra Ordinary General Meeting**

Dear Sir,

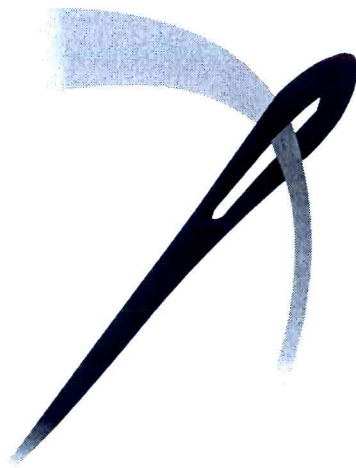
Enclosed please find a copy of the Notice of the Extra Ordinary General Meeting of the Company to be held on Friday, 31 March 2017 at 11:00 A.M. at 11-E Main Gulberg Lahore for circulation amongst the TRE Certificate Holders of the Exchange. The notice will be published in daily newspapers on 10 March 2017.

Yours Sincerely,

  
**Nadeem Anwar**  
Company Secretary

Encl: As above.

**NOTICE OF  
EXTRA ORDINARY  
GENERAL MEETING  
MARCH 31, 2017**



**Yousaf Weaving Mills Limited**



### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Yousaf Weaving Mills Limited ("Company") will be held on Friday, 31 March, 2017 at 11.00A.M. at the 11-E Main Gulberg, Lahore to transact the following Special Business;

1. To consider and, if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following resolutions as Special resolutions to increase the authorized share capital of the Company and to make consequent amendments in the Memorandum and Articles of Association of the Company, subject to requisite approvals, if any:

**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 Extra Ordinary 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. To consider and, if thought fit, to pass with or without modification(s), addition(s) or deletion(s), the following resolutions as special resolution(s), under first Proviso to Section 86(1) of the Companies Ordinance, 1984 ("**Ordinance**"):

**"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 Rs. 10/- each to Rs. 900 million divided into 90 million ordinary shares of Rs. 10/- each



## YOUSAF WEAVING MILLS LIMITED

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 Rs. 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. 140.000 million. |
| Mr. Khawaja Mohammad Kaleem | Rs. 150.000 million. |
| Mr. Khawaja Mohammad Nadeem | Rs. 115.000 million. |
| Mr. Khawaja Mohammad Naveed | Rs. 95.000 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 Extra Ordinary 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 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.

**RESOLVED FURTHER 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 shareholders, 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).

Lahore:  
10 March, 2017

By order of the Board

  
(Nadeem Anwar)  
Company Secretary



**Notes:**

1. A statement of material facts under Section 160 of the Companies Ordinance, 1984 concerning the special business to be transacted at EOGM is being sent to the members with the notice of this meeting.
2. The share transfer books of the Company will remain closed from March 24, 2017 to March 31, 2017 (both days inclusive). Transfers received at the Company's Share Registrar's Office by the close of the business on March 23, 2017 will be considered in time for the purpose of attending and voting at the EOGM.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him/her. The instrument appointing a proxy, together with Power of Attorney, if any, under which it is signed or a notarially certified copy thereof, should be deposited, with the Company Secretary of the Company at Registered Office of the Company not less than 48 hours before the time of holding the meeting. No persons shall be appointed as a Proxy unless he/she is a member of the company.
4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

**A. For Attending the Meeting**

- a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

**B. For Appointing Proxies**

- a. In case of individuals, the account holder and/or sub-account holder and their 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.
  - 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.
5. If a member appoints more than one proxy, and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.
  6. Shareholders are requested to notify any change in their addresses immediately.



**STATEMENT UNDER SECTION 160 OF THE COMPANIES  
ORDINANCE 1984 CONCERNING THE SPECIAL BUSINESS:**

The statement set out the material facts concerning the special business to be transacted at the Extra Ordinary General Meeting of the Company to be held on 31 March, 2017.

**Increase in Authorized Shares Capital of the Company and Consequent Amendments in the Memorandum and Articles of Association:**

In order to cater for increase in paid up share capital including the proposed issuance of shares otherwise than right shares, the Authorized Share Capital of the company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the Authorized Share Capital of the Company 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 by creation of additional 50,000,000 ordinary shares of Rs. 10/- each.

The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in clause V of Memorandum of Association and Article 4 (a) of the Article of Association of the Company. The Board of Directors has also recommended alteration in the Memorandum and Article of Association of the Company to reflect increase in Authorized Share Capital of the Company.

**Existing Clause of Memorandum of Association:**

The authorized capital of the Company is Rs. 400,000,000/- (Rupees Four Hundred Million) divided into 40,000,000 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

**Proposed 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

**Existing Article 4(a) of the Articles of Association:**

The Share capital of the company is Rs. 400,000,000/- divided into 40,000,000 Ordinary Share of Rs 10/- each

**Proposed Article 4(a) of the Articles of Association:**

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

The new ordinary shares when issued shall rank parri passu with the existing ordinary shares in all respects.

The company earlier passed a special resolution in the Extra Ordinary General Meeting held on 25 June, 2010 for increasing the authorized capital of the company from Rs. 400 million to Rs. 800 million and for consequent changes in its Memorandum and Articles of Association, however, the said special resolution could not be implemented. As substantial time has been passed, therefore, it has been decided to pass a fresh resolution in supersession of the previous resolution for increasing authorized capital from Rs. 400 million to Rs. 900 million and consequent changes in the Memorandum and Articles of Association of the Company.



## YOUSAF WEAVING MILLS LIMITED

A copy of the existing and amended Memorandum and Articles of Association has been kept at the registered Office of the Company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the general meeting.

The Directors have no interest in the increase in authorized capital, whether directly or indirectly except to the extent of their shareholdings in the Company and the Directors named in the special resolution who have provided loans to the Company are interested in the proposed issuance of shares otherwise than right offering against their outstanding loans.

### **Issuance of Shares otherwise than right Offering:**

1. The Board of Directors of M/s. Yousaf Weaving Mills Limited (the "Company") in their meeting held on 28 February 2017 has decided to raise further issue of capital amounting to Rs. 500 million divided into 50 million ordinary shares of PKR 10 each to the directors against their outstanding loans towards the Company without right offering as proposed in the special resolution subject to all requisite approvals including approval of shareholders and permission from the Securities and Exchange Commission of Pakistan in terms of first proviso to the Section 86 (1) of the Companies Ordinance, 1984 (the "Ordinance") and subject to the completion of all legal formalities and compliances.
2. The proposed shares shall be issued at PAR against conversion of loans provided by the directors to the Company and payable to them.
3. In this regard, the Company provides the following further material information:

#### **(a) Justification for Issue of Shares Otherwise than Right Shares:**

Due to continued losses suffered by the Company, the equity of the Company has been completely eroded and its equity net of losses amounts to negative Rs. 612.798 million as of 30 June, 2016 on the basis of audited accounts. The price of scrip of the Company is trading at Stock Exchange below its Par value of Rs. 10 for quite some time. The current price of its scrip at the closing of trading hours of Pakistan Stock Exchange Limited on February 27, 2017 was Rs. 4.85. Therefore, it is unlikely that shareholders will subscribe any right offering particularly in view of the fact that the Company has not been able to declare distribution for the shareholders during past several years. The issue of shares at par value to the directors is justified due to the reasons that the same are issued at PAR value of Rs. 10/- each and the directors have not charged any markup/interest and the loans were provided without any security. In the current circumstances prevailing in the textile sector where a number of the mills have closed down, it is unlikely that the outstanding loan of the directors would be repaid. Therefore, it will be in the interest of the Company as well as its shareholders to reduce its liabilities of the Company which will enhance the capital base, improve balance sheet and give comfort to the creditors and facilitate future business prospects without having any negative impact on the cash flows.

#### **(b) Name of the persons to whom the proposed shares will be issued**

|                             |                      |
|-----------------------------|----------------------|
| Mr. Khawaja Mohammad Jawed  | Rs. 140.000 million. |
| Mr. Khawaja Mohammad Kaleem | Rs. 150.000 million. |
| Mr. Khawaja Mohammad Nadeem | Rs. 115.000 million. |
| Mr. Khawaja Mohammad Naveed | Rs. 95.000 million.  |

#### **(c) Price at which shares will be issued and its justification:**

The shares will be issued at PAR value of Rs. 10/- per share. This price is substantially above the prevailing market price of the share i.e., Rs. 4.85 as of February 27, 2017. It is also above the break-up value per share which is negative.



**(d) Latest Market Price of Share**

Rs. 4.85 as of February 27, 2017 as per closing rate at Pakistan Stock Exchange Limited.

**(e) Break-up value per Share:**

Break-up value per shares as of December 31, 2016 on the basis of reviewed accounts of the Company is Rs. (16.550)

**(f) Consideration for issue of Shares:**

The consideration for the proposed issuance of shares will be conversion of director's loans extended by them to the Company as detailed above.

**(g) Purpose, Utilization and benefits:**

**Purpose:** To reduce the liabilities and improve the capital base of the Company and breakup value of the Company.

**Utilization:** The issuance of the Shares will be against the outstanding loans of the directors.

**Benefits:** This will enhance the borrowing capacity of the company thereby improving liquidity position and improvement in the business and returns for the Company and value for its shareholders.

**(h) Existing shareholding of the persons to whom Shares are proposed to be issued:**

Mr. Khawaja Mohammad Jawed 7,760,375 shares i.e. 19.400 % of the paid up share capital.

Mr. Khawaja Mohammad Kaleem 5,204,405 shares i.e. 13.011 % of the paid up share capital.

Mr. Khawaja Mohammad Nadeem 3,479,550 shares i.e. 08.699 % of the paid up share capital.

Mr. Khawaja Mohammad Naveed 2,211,820 shares i.e. 05.529 % of the paid up share capital.

**(i) Total shareholding of the persons after the proposed issuance of Shares:**

Mr. Khawaja Mohammad Jawed 21,760,375 shares i.e. 24.178 % of the paid up share capital.

Mr. Khawaja Mohammad Kaleem 20,204,405 shares i.e. 22.449 % of the paid up share capital.

Mr. Khawaja Mohammad Nadeem 14,979,550 shares i.e. 16.644 % of the paid up share capital.

Mr. Khawaja Mohammad Naveed 11,711,820 shares i.e. 13.013 % of the paid up share capital.

**(j) Consent of persons to whom the proposed shares are to be issued:**

The directors named above have consented in writing to the acquisition of proposed shares if approved by the shareholders and the Securities and Exchange Commission of Pakistan.



**(k) Ranking of shares:**

The proposed shares when issued will rank pari passu with the existing ordinary shares of the Company.

**(l) Approval:**

The proposed issuance of shares shall be subject to approval of the Securities and Exchange Commission of Pakistan.

**(m) Shares issued in past two years:**

No shares have been issued in the past two years:

4. The Board of Directors of the Company has recommended that the special resolutions as set out in the notice are passed at the Extra ordinary General Meeting.
5. The company earlier passed a special resolution in the Extra Ordinary General Meeting held on 25 June, 2010 for further issue of capital to the extent of Rs. 250 million without right offering, however, the same could not be implemented inter alia due to the fact that authorized capital was not sufficient for the purpose. As substantial time has been passed, therefore, it has been decided to pass a fresh special resolution in supersession of the previous resolution for further issue of shares without right offering.
6. The Directors named above are respectively interested in the proposed issuance of shares of the Company in consideration of their outstanding loans. Other directors have no interest in the issue of shares, whether directly or indirectly except to the extent of their shareholdings in the Company.



## YOUSAF WEAVING MILLS LIMITED

### FORM OF PROXY EXTRA ORDINARY GENERAL MEETING

The Corporate Secretary  
**Yousaf Weaving Mills Limited**  
7/1 E-3 Main Boulevard Gulberg III, Lahore

|                         |  |
|-------------------------|--|
| Folio # /<br>CDC A/C #. |  |
| Participant<br>I.D      |  |
| Account #               |  |
| Shares held             |  |

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member (s) of Yousaf WEAVING MILLS LIMITED hold \_\_\_\_\_ ordinary shares hereby appoint  
Mr./Mrs./Miss \_\_\_\_\_ of \_\_\_\_\_ or  
failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my /our  
Proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company  
to be held on Friday, 31st March 2017 at 11:00 am at 11-E Main Gulberg, Lahore and at every adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

#### NOTE

1. This Form of proxy, duly completed and signed, must be received at the registered office of the company, at 7/1 E-3 Main Boulevard Gulberg III, Lahore Pakistan, not less than 48 hours before the time of holding the meeting.
2. CDC Shareholders and their Proxies are each requested to attach an attested photocopy of their CNIC or Passport with this Proxy Form before submission to the Company.

1. Witness: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC: \_\_\_\_\_

**AFFIX  
REVENUE  
STAMP OF FIVE RUPEES**

2. Witness: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC: \_\_\_\_\_

Signature: \_\_\_\_\_

(Signature appended above should agree  
with the specimen signatures registered  
with the Company.)



YOUSAF WEAVING MILLS LIMITED

## پراکسی فارم

تکوری  
یوسف ویونگ ملز لمیٹڈ  
E-3/7/1 میں بولیوارڈ گلبرگ-III لاہور۔

میں اہم \_\_\_\_\_ ساکن \_\_\_\_\_ بطور یوسف ویونگ ملز لمیٹڈ کے رکن و حامل  
عام حصص برطانوی شیئر رجسٹرڈ لیو نمبر \_\_\_\_\_ اور یاسی ڈی سی کے شرابھی آئی ڈی نمبر \_\_\_\_\_ اور ذیلی نمبر \_\_\_\_\_  
باصورت دیگر \_\_\_\_\_ ساکن \_\_\_\_\_  
باصورت دیگر \_\_\_\_\_ ساکن \_\_\_\_\_

کو اپنی جگہ بروز جمعہ مورخہ 31 مارچ 2017 بوقت 11:00 بجے صبح بمقام: E-11 مین گلبرگ، لاہور میں منعقد یا ملتوی ہونے والے غیر معمولی اجلاس میں  
رائے دہندگی کیلئے نمائندہ مقرر کرتا کرتی ہوں۔

نوٹ:

- 1- پراکسی کے موثر ہونے کیلئے لازم ہے کہ وہ اجلاس سے 48 گھنٹہ قبل کمپنی کے رجسٹرڈ آفس کو موصول ہوں۔
- 2- سی ڈی سی نمائندہ (Member) اور ان کے مقرر کردہ نمائندہ سے گزارش ہے کہ وہ تصدیق شدہ شناختی کارڈ یا پاسپورٹ اس پراکسی فارم کے ہمراہ کمپنی کو جمع کرائیں۔

Witness: گواہ:

1. Signature: \_\_\_\_\_ دستخط:

Name: \_\_\_\_\_ نام:

Address: \_\_\_\_\_ پتہ:

CNIC: \_\_\_\_\_ شناختی کارڈ:

Passport No.: \_\_\_\_\_ پاسپورٹ نمبر:

Witness: گواہ:

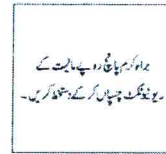
2. Signature: \_\_\_\_\_ دستخط:

Name: \_\_\_\_\_ نام:

Address: \_\_\_\_\_ پتہ:

CNIC: \_\_\_\_\_ شناختی کارڈ:

Passport No.: \_\_\_\_\_ پاسپورٹ نمبر:



The Signature should agree  
with the specimen registered  
with the Company

(دستخط کمپنی میں رجسٹرڈ نمونہ کے دستخط کے مطابق ہونے چاہئے)

Signature of Proxy  
(نمائندہ کے دستخط)