

Jubilee Spinning & Weaving Mills Limited
Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Jubilee Spinning & Weaving Mills Limited (the "Company") will be held on Tuesday day, the June 25, 2019 at 11:00 a.m. at the mills premises of the company at B-28, Manghopir Road, S.I.T.E., Karachi to transact the following business:-

Special Business:

To consider and approve the change of principal line of business & company name in Memorandum 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 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".

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

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 are hereby jointly 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: May 23, 2019

Notes:

1. The Members' Register will remain closed from June 18, 2019 to June 25, 2019 (both days inclusive). Physical / CDC transfers received at the Registered Office of the Company by the close of business on June 17, 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.
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.

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 EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON JUNE 25, 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, is enclosed herewith. 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 Extra Ordinary General Meeting.

It is proposed to amend the principal line of business in Memorandum of Association of the Company & company name, 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.