

Main Office:
B-28, Manghopir Road, S.I.T.E.,
Karachi, Pakistan.
Tel: +92-21-3257-9162, 3256-7474
Fax: +92-21-3257-9116

Registered Office:
503-E, Johar Town
Lahore, Pakistan.
Tel: +92-42-35173434



**Jubilee Spinning
&
Weaving Mills Ltd.**

JSWM/CS/PSX/SECP/-----
November 06, 2024

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: Re-convene Notice of Annual General Meeting, Proposal for Change
of External Auditors & Postal Ballot Papers**

Enclosed please find a copy of the Re-convene Notice of Annual General Meeting, Proposal from Substantial Shareholder for Change of External Auditors and Postal Ballot Papers to be held on Monday, the November 11, 2024 at 10:30 a.m. at the registered office of the company at 503-E, Johar Town, 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
Re-convene Notice of Annual General Meeting

Re-convene Notice is hereby given that the 51st Annual General Meeting of the shareholders of Jubilee Spinning & Weaving Mills Limited (the "Company") will be held on Monday, the November 11, 2024 at 10.30 a.m. at the registered office of the company at 503-E, Johar Town, 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, 2024 together with the Directors' and Auditors' Reports thereon. The following resolution is proposed to be passed.

"Resolved that the audited financial statements of the Company for the year ended June 30, 2024 together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.

2. To appoint Auditors of the Company and fix their remuneration.

"The company received a proposal from substantial shareholder regarding change of auditors. The proposal letter of substantial shareholder and the consent from proposed auditors are attached."

The following resolutions are proposed to be passed.

"Resolved that M/s. Riaz Ahmed & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

"Resolved Further that M/s. Junaidy Shoaib Asad, Chartered Accountants, also submitted their consent to appoint as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

"Resolved Further that Mr. Shams Rafi, Chief Executive Officer be and is hereby authorized to fix the remuneration of the external auditors on the recommendation of the Board Members."

Special Business:

3. To shift the Registered Office of the Company from 503-E, Johar Town, Lahore, to the mills premises, B-28, Manghopir Road, S.I.T.E., Karachi and, if thought fit, to pass the following resolution, with or without modification, under Section 21 (2) of the Companies Act, 2017, as recommended by the Board of Directors of the Company:

"Resolved that subject to the compliance with applicable provisions of the Companies Act, 2017, the approval of the members of the Jubilee Spinning & Weaving Mills Limited (the "Company") be and is hereby accorded in terms of Section 21 (2) of the Companies Act, 2017 for shifting the Registered Office of the Company from 503-E, Johar Town, Lahore in the Province of Punjab to the mills premises, B-28, Manghopir Road, S.I.T.E., Karachi, in the Province of Sindh."

“Resolved Further that the Chief Executive Officer and the Company Secretary be and hereby are jointly and singly authorized to do all such acts and take all such steps as may be necessary or desirable to give effect to the foregoing resolution.”

By Order of the Board

(M. ZeeshanSaleem)
Company Secretary

Registered Office:
503-E, Johar Town
Lahore, Pakistan:
T:+92-42-35173434
Dated: October29, 2024

Notes:

1. The Members’ Register had already closed from October 18, 2024 to October 25, 2024. Physical / CDC transfers had received at the Registered Office of the Company by the close of business on October 17, 2024.

2. **Participation of members in annual general meeting (AGM) through electronic means**

The shareholders intending to participate in the AGM through electronic means are hereby requested to register themselves with the Company Secretary Office by providing the required details by the end of business on Monday, November 04, 2024 through following means:

- a) Mobile No. : 0307-2798081
- b) E-mail address: mzeeshan_salim@hotmail.com

Required information: Name, CNIC Number, Folio CDC Account Number, Cell Number and E-mail ID for their identification.

Upon receipt of above information from interested shareholders, the Company will provide login credentials to participate in AGM via electronic means.

3. 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.

4. Shareholders are requested to immediately notify the change in address, if any.

5. 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.

6. 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.

7. 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.

8. **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.

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

The Company has placed the Audited Annual Financial Statements for the year ended June 30, 2024 along with Auditors and Directors Reports thereon on its website: www.jsw.com.pk/financials and QR code 

10. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the AGM. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least seven (7) days prior to the date of the meeting.

11. **Procedure for e-voting and postal ballot**

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 905(I)/2023 dated July 07, 2023, members will be allowed to exercise their right to vote for the special business in the AGM, in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting.

12. **E-voting Procedure**

a) Members who intend to exercise their right of vote through e-voting shall update their records regarding their mobile numbers and email addresses with their Participant/CDC Investor Account Services, which maintains their CDC account, before November 04, 2024.

b) The web address, login details, and password will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of M/s. Corptec Associates (Pvt.) Ltd.

c) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

d) E-voting lines will start from November 08, 2024, at 9:00 a.m. and shall close on November 10, 2024, at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change its subsequently.

13. Postal Ballot

Members may alternatively opt for voting through postal ballot. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address, Jubilee Spinning & Weaving Mills Limited, 503-E, Johar Town, Lahore or email with subject "Voting through Postal Ballot" at mzeeshan_salim@hotmail.com not later than 10:30 a.m. November 10, 2024, during working hours. The signature on the ballot paper, shall match the signature on CNIC. The postal ballot paper is available on the Company's website www.jsw.com.pk.

14. 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 (3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING TO BE RE-CONVENED ON NOVEMBER 11, 2024

The Statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be re-convened on November 11, 2024.

Presently, the Registered Office of the Company is situated at Lahore in the Province of Punjab and the Head Office overseeing the day to day operations of the Company is situated at mills premises, B-28, Manghopir Road, S.I.T.E., Karachi in the Province of Sindh. In order to exercise better administrative and financial control and to allow the Company better co-ordination and facilitation, the Board of Directors of the Company in its meeting held on October 03, 2024 has recommended to shift the Registered Office of the Company from 503-E, Johar Town, Lahore, Punjab to mills premises, B-28, Manghopir Road, S.I.T.E., Karachi, Sindh, subject to approval of shareholders in terms of Section 21 of the Companies Act, 2017.

The Directors have no interest, directly or indirectly, in the proposed shifting of registered office of the Company.

2 November, 2024

Company Secretary
Jubilee Spinning and Weaving Mills Limited
503-E Johar Town
Lahore.

Subject: **Notice u/s 246 (3) Proposing Name of Auditor Other Than The Retiring Auditor**

Dear Sir,

I hold 4,832,480 ordinary shares of Jubilee Spinning & Weaving Mills Limited (the 'Company') comprising 14.87% of the total paid up share capital of the Company and hereby serve you a notice under section 246 (3) of the Companies Act 2017 proposing change of statutory auditors of the Company.

I hereby propose the name of M/s Junaidy Shoaib Asad, Chartered Accountants for appointment as auditors of the Company in the annual general meeting to be held on 11 November 2024 in place of retiring auditor's M/s Riaz Ahmed & Co. Chartered Accountants. Their consent letter is attached herewith.

You are requested to please take necessary action in terms of Section 246 and other applicable provisions of the Act.


Please acknowledge receipt.

Thanking you.

Yours sincerely,



Shoaib Shafi
Substantial shareholder of the Company

Received by


Waheed

4-11-2024 Time

4:32 PM

Encl: As Above

AA/FVJ/0467/24-25

29 October 2024

The Board of Directors
Jubilee Spinning & Weaving Mills Limited
Office: 503-E, Johar Town,
Lahore

Dear Sirs,

Consent to Act As Auditors

As requested, we hereby give our consent to act as Auditors of the Company for the year ending June 30, 2025 at an audit fee to be mutually agreed with the Directors.

Yours truly,

Junaidy Shoaib Asad



JUBILEE SPINNING & WEAVING MILLS LIMITED
POSTAL BALLOT PAPER
FOR VOTING THROUGH POST FOR POLL TO BE RE-CONVENED ON MONDAY,
NOVEMBER11, 2024 AT 10:30 A.M. AT REGISTERED OFFICE 503-E, JOHAR TOWN, LAHORE
www.jsw.com.pk

Email Address at which duly filled ballot paper may be sent:
mzeeshan_Salim@hotmail.com

Name of Shareholder/Joint Shareholders	
Registered Address	
Number of Shares held and folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (In case of Representative of body corporate, corporation & Federal Government.)	

I /we hereby exercise my / our vote in respect of the following resolutions through postal ballot by convening my / our assent or dissent to the following resolution by placing tick mark in the appropriate box below;

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	<p>RESOLVED THAT subject to the compliance with applicable provisions of the Companies Act, 2017, the approval of the members of the Jubilee Spinning & Weaving Mills Limited (the "Company") be and is hereby accorded in terms of Section 21 (2) of the Companies Act, 2017 for shifting the Registered Office of the Company from 503-E, Johar Town, Lahore in the Province of Punjab to the mills premises, B-28, Manghopir Road, S.I.T.E., Karachi, in the Province of Sindh.</p> <p>RESOLVED FURTHER THAT the Chief Executive Officer and the Company Secretary be and hereby are jointly and singly authorized to do all such acts and take all such steps as may be necessary or desirable to give effect to the foregoing resolution.</p>			

NOTES:

- 1- Duly filled postal ballot should be emailed at mzeeshan_salim@hotmail.com.
- 2- Copy of CNIC should be enclosed with postal ballot form.
- 3- Postal Ballot Forms should reach chairman of the meeting on or before 10.30 a.m. November08, 2024. Any postal ballot received after this date, will not be considered for voting.
- 4- Signature on postal ballot should match with signature on CNIC.
- 5- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- 6- In case of corporate entity, Ballot Paper Form must be accompanied by the Board of Director's Resolution/ power of attorney with specimen signature and copy of CNIC of the nominee etc. in accordance with Sections 138 or 139 of the Companies Act 2017.
- 7- Ballot Papers Form has also been placed on Company's website i. e. www.jsw.com.pk Members may download Ballot Paper Form from the website.

Shareholders' Signature
Place:
Date:



JUBILEE SPINNING & WEAVING MILLS LIMITED
POSTAL BALLOT PAPER
FOR VOTING THROUGH POST FOR POLL TO BE RE-CONVENED ON MONDAY,
NOVEMBER11, 2024 AT 10:30 A.M. AT REGISTERED OFFICE 503-E, JOHAR TOWN, LAHORE
www.jsw.com.pk

Email Address at which duly filled ballot paper may be sent:
mzeeshan_Salim@hotmail.com

Name of Shareholder/Joint Shareholders	
Registered Address	
Number of Shares held and folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (In case of Representative of body corporate, corporation & Federal Government.)	

I /we hereby exercise my / our vote in respect of the following resolutions through postal ballot by convening my / our assent or dissent to the following resolution by placing tick mark in the appropriate box below;

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	RESOLVED THAT the audited financial statements of the Company for the year ended June 30, 2024 together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.			
2.	RESOLVED THAT M/s. Riaz Ahmed & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting. RESOLVED FURTHER THAT M/s. Junaidy Shoaib Asad, Chartered Accountants, also submitted their consent to appoint as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting. RESOLVED FURTHER THAT Mr. Shams Rafi, Chief Executive Officer be and is hereby authorized to fix the remuneration of the external auditors on the recommendation of the Board Members.			

NOTES:

- 1- Duly filled postal ballot should be emailed at mzeeshan_salim@hotmail.com.
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- 7- Ballot Papers Form has also been placed on Company's website i. e. www.jsw.com.pk Members may download Ballot Paper Form from the website.

Shareholders' Signature
Place:
Date: