



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
Web: www.yousafweaving.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of Yousaf Weaving Mills Limited will be held at the 7/1, E-3, Main Boulevard Gulberg-III, Lahore (and through video-link, as requested) on Tuesday, March 04, 2025 at 09:00 a.m. to transact the following business:

Ordinary Business:

1. To confirm the Minutes of Annual General Meeting of the Company held on October 28, 2024.
2. To elect Seven (07) directors as fixed by the Board under section 159 (1) of the Companies Act, 2017, for a period of three years commencing from March 04, 2025. The names of the retiring Directors are as under and are eligible for re-election:

1. Mst. Alia Khanum
3. Mr. Khawaja Shahzad Younus
5. Mr. Shuqran Ahmed Khan
7. Mr. Faisal Qaiyum

2. Mr. Khawaja Muhammad Nadeem
4. Mr. Muhammad Amjad
6. Mr. Wasim Baig
8. Mr. Abbas Ali

3. Any other business with the permission of the Chair.

By order of the Board


Nadeem Anwar
Company Secretary

Lahore
February 11, 2025

NOTES:

1. The share transfer books for ordinary shares of the Company will be closed from 26-02-2025 to 04-03-2025 (both days inclusive). Valid transfer(s) received in order by our Share Registrar, Corplink (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore by the closure of business on 25-02-2025 will be treated in time.
2. **Election of Directors**
 - A. Pursuant to section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at Seven (07), to be elected in the EOGM of the Company for a period of three years. In terms of Regulation 7(A) of the Listed Companies (Code of Corporate Governance) Regulation, 2019, the election will be held in the following categories for number of seats specified.

Category	Number of Seats
Female Director	One
Independent Directors	Two
Other Directors	Four

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- B. Every candidate for the election must be a member of the Company except for the person representing a member who is a non-natural person.
- C. Any person who seeks to contest the election for the office of director shall, whether he is a retiring director or otherwise, file the following documents/information with the Company at its registered office, no later than Fourteen (14) days before the date of meeting:
- i. Notice of his/her intention to offer himself/herself for election of directors in terms of section 159(3) of the Companies Act, 2017, stating any one category in which he/she intends to be elected as required under Regulation 7(A) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - ii. Consent to act as a director on Appendix to Form-9 under section 167 of the Companies Act, 2017 along with an attested copy of CNIC, NTN or passport.
 - iii. A detailed profile of the Candidate including his/her office address for placement onto the company's website as required under SECP's SRO 1196 (1)/2019 dated October 03, 2019.
 - iv. A declaration confirming that:
 - He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.
 - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act, 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Rule Book of Pakistan Stock Exchange, Memorandum and Articles of Association and all other applicable law/rules/regulations/codes etc.
 - He/she is not a minor, neither of unsound mind nor an un-discharged insolvent.
 - He/she is borne on the register of National Taxpayers.
 - He/she has not been convicted by a court as defaulter in payment of loan to a financial institution, Development Financial Institution and Non-Banking Financial Institution.
 - He/she is not serving as director, including Alternate Director, in more than seven listed companies simultaneously.
 - Neither he/she nor his/her spouse is engaged in the business of stock brokerage.
 - v. Copy of valid CNIC (in case of Pakistani national)/Passport (in case of foreign national), and NTN and folio number/CDC investors Account No./CDC Sub-

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Account No (applicable for person filing consent for the first time). Details of Directorship and Offices held in other companies with respective dates.

- D. Independent Directors shall be elected through the process of election of directors required under section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:
- i. Declaration by Independent Director under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019.
 - ii. Undertaking on the appropriate denomination of non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Section of Independent Directors) Regulations, 2018.
3. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another member as proxy. Proxies, in order to be effective, must be received at the Company's registered office not less than forty-eight (48) hours before the time of meeting. Members through CDC appointing proxies must attach attested copy of their Computerized National Identity Card (CNIC) or Passport with the proxy form.
 4. The shareholders through CDC, who wish to attend the Extraordinary General Meeting, are requested to please bring, original CNIC. CDC account holder 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.
 5. In case of corporate entity, certified copy of the board of directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.
 6. If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link it shall inform the company through email at least 07 days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city. nadeem@chakwalgroup.com.pk.
 7. The Company is responsible under section 244 of the Companies Act 2017, in respect of Un-Claimed Dividends. Any Shareholder whose dividends are still claimed, are hereby once again requested to approach the company with all necessary details immediately, to claim their outstanding dividends amount. In case no claim is received, the Company shall proceed in accordance with the applicable law.
 8. Shareholders interested in attending the EOGM through Zoom facility, are hereby advised to get themselves registered with the Company by providing the following information through email: nadeem@chakwalgroup.com.pk along with a valid copy of CNIC.



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Name of Share Holders	CNIC No.	Folio No. /CDC Account No.	No. of Shares	Contact No.	E-mail Address
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Online meeting link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by 5:00 p.m. on Sunday March 02, 2025.

9. The shareholders having physical shares are encouraged to place their physical shares into electronic form as section 72(2) of the Companies Act, 2017 states that "Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act".

The shareholders of the company may contact Share Registrar of the Company for assistance in conversion of physical shares into book-entry form.

10. Procedure for E-Voting & Voting Through Postal Ballot

In accordance with the Companies (Postal Ballot) Regulations, 2018, section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018, latest amendments notified through SRO dated December 05, 2022, SECP has directed all listed companies to arrange for postal ballot/e-voting for the purpose of polling on Special Business/election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under section 159(1) of the Companies Act, 2017. Accordingly, shareholders will be allowed to exercise their right to vote through Postal Ballot i.e. by post or e-voting in the manner and subject to the conditions contained in the aforesaid regulations. Detail will be circulated in due course.

Statement Under Section 166(3) of the Companies Act, 2017

Pursuant to Section 166(3) of the Companies Act, 2017. Independent Directors will be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017. Independent Directors shall meet the criteria laid down under section 166(2) of the said Act.

Following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

- Declaration under Regulation 6(3) of the Listed Companies Code of Corporate Governance Regulations, 2019.
- Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of the Regulation 4 of the Companies (Manner and Selection of Independent Director) Regulations, 2018.

No Directors have direct or indirect interest in the above said business other than as shareholders of the company and that they are eligible to contest the election for directorship.