



KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-3639340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

Notice of Annual General Meeting

Notice is hereby given that the 31st Annual General Meeting of the Company will be held at 8 Kilometer, Manga Raiwind Road, District Kasur on Thursday, October 25, 2018 at 3:00 p.m., to transact the following business:-

1. To confirm the minutes of Annual General Meeting held on October 26, 2017.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2018, together with Directors' and Auditors' Reports thereon.
3. To approve final cash dividend for the year ended June 30, 2018 at Rs. 1.20 per ordinary share of Rs. 10/- each i.e., 12.00% as recommended by the Board of Directors.
4. To appoint auditors for the year ending June 30, 2019 and fix their remuneration.
5. To transact any other business of the Company with permission of the Chair.

By Order of the Board

(MUHAMMAD RIZWAN KHAN)
Company Secretary

Kasur:

Wednesday, October 3, 2018

NOTES

1. Closure of Share Transfer Books

The share transfer books of the Company for Ordinary Shares will remain closed from October 17, 2018 to October 25, 2018 (both days inclusive) for determination of above entitlement and to attend and vote at the Annual General Meeting. Physical transfers and deposit requests under Central Depository System received at the close of business hours on October 16, 2018, by the Company's Shares Registrar M/s Hameed Majeed Associates (Pvt.) Ltd, HM House, 7 Bank Square, Lahore, will be considered in time for the purpose of above entitlement and to determine voting rights of the shareholders for attending the meeting.

2. Participation in the Annual General Meeting

Through Proxy

- a) A member of the Company entitled to attend, speak and vote may appoint another member as his/her proxy to attend and vote instead of him/her. The instrument of proxy i.e., proxy form must be received at the Registered Office of the Company not less than 48 hours before the time of meeting.
- b) The form of the proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, address and Computerized National Identification Card (CNIC) numbers must be mentioned on the form, along with attested copies of CNIC or Passport of the beneficial owner and the proxy.
- c) In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature(s) shall be submitted with the proxy form.
- d) Beneficial owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd (CDC) and/or their proxies are required to



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produce their original CNIC or Passport for identification purpose at the time of attending the meeting.

Through Video conference

- e) Shareholders individually or collectively holding 10% or more shareholding can provide their consent to participate in the meeting through video conference at least seven days prior to date of the meeting. Considering the geographical dispersal of the shareholder, the Company shall arrange video conference facility subject to the availability of such facility in that city. The Company will intimate members regarding venue of the video-link facility at least five days before the date of the general meeting alongwith complete information necessary to enable them to access the facility.

In this regard, shareholders are requested to fill the following form and submit to the Registered Office of the Company seven days before the date of holding of the general meeting:

I/Weofbeing a member of Kohinoor Mills Limited, holder of Ordinary shares as per Registered Folio number/CDC A/c # hereby opt for video conference facility at

Signature of Member

3. Audited Financial Statements and Notice of Meeting

- a) The audited financial statements for the year ended June 30, 2018 are available on website of the Company (www.kohinoormills.com).
- b) In light of SECP notification Number SRO No. 470(I)/2016 dated May 31, 2016 Annual Audited Accounts and Notice of AGM instead of hard copies are being sent to all shareholders through courier in soft form i.e., CD/DVD/USB.
- c) Members', can also opt to obtain the Annual Audited Financial Statements and Notice of AGM through e-mail. In this regard, shareholders are requested to send a written consent by post/courier on a standard request form available on the above mentioned website of the company to Company's Shares Registrar M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore, or by sending a scanned copy of duly filled and signed form by email to Company Secretary at CSKML@kohinoormills.com

4. Shareholders are requested to notify/submit the undermentioned information and documents, if not earlier provided / notified within 10 days before the entitlement date i.e., October 16, 2018, to the Shares Registrar of the Company in the following manner:

- | | |
|--------------------------------|--|
| ▪ CDC Investor Account Holders | to CDC Investor Account Services (IAS) |
| ▪ CDC Sub-Account Holders | to their respective Participant (broker) |
| ▪ Physical Shareholders | to Company's Shares Registrar (viz CDC) |

- a) **Mandatory submission of CNIC / NTN:** Pursuant to the directives of the Securities and Exchange Commission of Pakistan (SECP), CNIC numbers of shareholders are mandatory



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required to be mentioned on dividend warrants. Shareholders are therefore requested to submit a copy of their valid CNIC (if not provided earlier) to Company's Shares Registrar M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore. Corporate entities are required to send valid and legible copies of their National Tax number (NTN) or NTN certificate(s) and must quote the name of the company and respective folio numbers thereon while sending the copies.

In case of non-submission of valid and legible copy of CNIC/NTN, the Company will be constrained to withhold the dispatch of dividend warrant(s) till such time the CNIC/NTN copy is provided to the Shares Registrar of the Company.

- b) **Dividend Mandate:** In terms of Section 242 of the Companies Act, 2017, listed companies are required to pay cash dividend only through electronic mode directly into the bank account designated by the entitled shareholders. In order to comply with this requirement, shareholders are therefore requested to immediately provide the dividend mandate i.e., name, folio number, bank account number (IBAN), title of account, complete mailing address of the bank, branch address, branch code, email and contact numbers to the Shares Registrar of the company in case of physical shares and to the CDC in case of shares are held electronically.
- c) **Deduction of Tax on Dividend:** Shareholders are hereby informed that through Finance Act 2017, effective from July 1, 2017, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001, from dividend payment have been revised as follows:

a.	Rate of tax deduction for filer of income tax return	15.00%
b.	Rate of tax deduction for non-filer of income tax return	20.00%

All the shareholders whose names are not entered into Active Tax Payer List (ATL) available at FBR website www.fbr.gov.pk despite the fact that they are filers are advised to make sure that their names are entered into ATL.

- d) Further, according to clarification received from FBR, each joint shareholder is to be treated individually as either a 'Filer' or 'Non-Filer' and tax will be deducted on the basis of shareholding notified by each joint holder. Accordingly, such shareholders(s) may notify in writing within 10 days of this notice to the Shares Registrar of the Company as per format given below. If no notification is received by the Shares Registrar, then it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s):

Individual/ Company Name	Folio/CDC A/c No.	Total Shares	Principal shareholder		Joint Shareholder(s)	
			Name & CNIC #	Shareholding proportion (No of Shares)	Name & CNIC #	Shareholding proportion (No of Shares)

- e) **Exemptions - Deduction of Tax and Zakat on Dividend entitlement:** Members who wants to avail the exemptions on their respective dividend entitlement are requested to



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furnish the following documents to the Company/Shares Registrar, if not provided earlier:

- Valid income tax exemption certificate issued by the concerned Commissioner of inland Revenue in order to avail tax exemption under Section 150 of the Income Tax Ordinance, 2001 (tax on dividend) where the statutory exemption under clause 47B of Part IV of Second Schedule is available and want to avail exemption under Section 150 of the Ordinance, otherwise tax will be deducted under the provisions of laws.
 - Zakat exemption certificate/undertaking as per Zakat & Ushr Ordinance, 1980.
- f) Shareholders are requested to notify immediately of any change in their address or particulars.
5. For any query/problem/information, shareholders may contact the Company's Shares Registrar M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore, Land Line: (00-92-42) 37235081 and 82.