



KOHINOOR MILLS LIMITED

Registered Office and Mills: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 92-42-35391941-5 UAN: +92-42-111-941-941, +92-333-4998801-8 Fax: 092-42-35391946
National Tax Number :0658184-6

Corp./KML/22/57
September 30, 2022

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
KARACHI

Subject: Notice of Annual General Meeting

Dear Sir,

In accordance with Clause 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed a copy of the Notice of Annual General Meeting of Kohinoor Mills Limited to be held on October 27, 2022 at 02:00 p.m., prior to its publication in the newspaper for circulation amongst the Certificate Holders of the Exchange.

Yours truly,
For Kohinoor Mills Limited

MUHAMMAD RIZWAN KHAN
Company Secretary

ENCL: As above



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Notice of Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting of the Company will be held at 8 Kilometer, Manga Raiwind Road, District Kasur on Thursday, October 27, 2022 at 2:00 p.m., to transact the following business:

Ordinary Business:

1. To confirm the minutes of Extraordinary General Meeting held on March 31, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2022, together with Directors' and Auditors' Reports thereon.
3. To approve final cash dividend for the year ended June 30, 2022 at Rs. 2.00 per ordinary share of Rs. 10/- each i.e., 20.00% as recommended by the Board of Directors.
4. To appoint auditors for the year ending June 30, 2023 and fix their remuneration.

Special Business:

5. To consider and, if deemed fit, to pass the following resolutions as special resolutions for increase in authorized share capital of the Company and consequent alterations in the Memorandum of Association of the Company with or without modification, addition(s) or deletion(s) as recommended by the Board of Directors:

"RESOLVED that approval of members of the Company is hereby accorded to increase the authorized share capital of the Company PKR 1,100,000,000/- (Rupees One Billion One Hundred Million only) divided into 80,000,000 (Eighty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only), to PKR 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 220,000,000 (Two Hundred Twenty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only)."

"FURTHER RESOLVED that in consequence of the aforesaid increase in the authorized share capital of the Company, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted accordingly, to read as follows:

Clause V of Memorandum of Association

The authorized share capital of the Company is Rs. 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 220,000,000 (Two Hundred Twenty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights privileges or condition as may be determined by or in accordance with the Articles of Association or the regulations of the Company for the time being,





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and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or regulations of the Company.

FURTHER RESOLVED that the Chief Executive and/or any Director and/or the Company Secretary of the company be and are hereby authorized singly or jointly to do all acts, deeds, things and to take any or all necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of the Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

6. To transact any other business of the Company with permission of the Chair.

Statement under Section 134(3) of the Companies Act, 2017, pertaining to the special business referred above is annexed to this notice of Annual General Meeting.

By Order of the Board

(MUHAMMAD RIZWAN KHAN)
Company Secretary



Kasur:

Thursday, October 6, 2022

NOTES

1. Closure of Share Transfer Books

The share transfer books of the Company for Ordinary Shares will remain closed from October 20, 2022 to October 27, 2022 (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 Wednesday, October 19, 2022, 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. Shareholders are advised to follow the under mentioned guidelines for attending the meeting:

For Attending the Meeting

- In case of individuals/joint-account holders, as per registration details available with the Company, shall authenticate his / her/their identity by presenting his / her/their original CNIC or original Passport at the time of attending the meeting.
- 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.



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For Appointing Proxies

- a. A shareholder entitled to attend and vote at this meeting may appoint any other shareholder as proxy to attend the meeting and a proxy so appointed shall have the same rights of attending, speaking and voting at the general meeting as are available to the shareholders. A proxy must be a shareholder of the Company.
- b. If a shareholder appoints more than one proxy and more than one instruments of proxy are deposited by a shareholder with the Company, all such instruments of proxy shall be rendered invalid.
- c. In case of individual/joint-holders, shareholders as per registration details available with the Company shall attach an attested copy of his/her/their Computerized National Identity Card (CNIC) / Passport with the Proxy Form. The proxy shall produce his/her/their original CNIC or original passport at the time of the meeting.
- d. In case of corporate entity, as per registration details available with the Company the board of directors' resolution / power of attorney with specimen signature of the nominee should be attached with the proxy form. The nominee shall also produce his/her original CNIC or original passport at the time of the meeting.
- e. The instrument of appointing a proxy must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- f. The form of proxy is attached with this notice and is also available on investor page of website of the Company i.e., www.kohinoormills.com

Through Video conference

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 along with 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:

Consent Form for Video Conference facility
<p>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 </p>
<p>_____ Signature of Member</p>





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3. Audited Financial Statements and Notice of Meeting

- a) The audited financial statements for the year ended June 30, 2022 have been made 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 19, 2022, 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 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 disbursement of dividend 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.





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- c) **Deduction of Withholding Tax on Dividend:** Government of Pakistan through Finance Act, 2019, has made certain amendments in withholding tax provision by substituting the definition of "Filers" with "Active Taxpayer List" (ATL) of Federal Board of Revenue (FBR), whereby the company is required to collect tax on dividend under Section 150 of the Income Tax Ordinance, 2001 from the person not appearing in the ATL at the rates specified in the Ordinance which has increased by 100%. These tax rates are as under:

a.	Rate of tax deduction for persons appearing in FBR ATL	15%
b.	Rate of tax deduction for persons not appearing in FBR ATL	30%

Shareholders who are filers, are advised to make sure that their names are entered into latest ATL provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as person not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

- d) For shareholders holding their shares jointly as per the clarification issued by the FBR, withholding tax will be determined separately as per status of their names appearing in the ATL for principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar in writing as follows:

Kohinoor Mills Limited					
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 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.
5. Shareholders still holding physical shares is/are being notified again that as per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form within a period not exceeding four years from the promulgation of the Act, i.e., May 30, 2017. Shareholders having physical shares is/are advised to open CDC sub-account with any of the broker or Investor Account directly with CDC to place their physical shares into scrip less form as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.





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6. Shareholders are requested to notify change in their mailing address to our Shares Registrar at the earliest.
7. 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.





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Statement under Section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on October 27, 2022.

A. Increase in Authorized Share Capital of the Company and consequent amendments in the Memorandum of Association.

In order to create room for further issue of capital in future the authorized share capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the existing authorized share capital of the company from PKR 1,100,000,000/- (Rupees One Billion One Hundred Million only) divided into 80,000,000 (Eighty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only), to PKR 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 220,000,000 (Two Hundred Twenty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only).

The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause V of the Memorandum of Association of the Company. The Board of Directors has also recommended required alterations to reflect increase in authorized share capital of the Company. The comparison of existing clause with the proposed is as under:

Description	Existing	Proposed
Clause V of Memorandum of Association	The authorized share capital of the Company is Rs. 1,100,000,000/- (Rs One Billion One Hundred Million only) divided into 80,000,000 (Eighty Million) ordinary shares of Rs.10/- each (Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Ten only), with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights privileges or condition as may be determined by or in accordance with the articles of association or the regulations of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or regulations of the Company	The authorized share capital of the Company is Rs. 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 220,000,000 (Two Hundred Twenty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights privileges or condition as may be determined by or in accordance with the articles of association or the regulations of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or regulations of the Company.





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Interest of Directors

The Chief Executive, Directors of the Company and their relatives have no interest directly or indirectly in the proposed increase in authorized share capital and amendments in the Memorandum of Association of the Company except in their capacities as Chief Executive or Directors or members of the Company.

Availability of Relevant Documents

A copy each of the existing and amended Memorandum of Association identifying the changes proposed therein bearing the initial of the Company Secretary for identification purpose is available for inspection at the Registered Office of the Company from 9:00 a.m. to 5:30 p.m. on any working day, up to the last working day before the date of the Annual General Meeting. The same shall be available for inspection by the members in the meeting.

