



# KOHINOOR TEXTILE MILLS LIMITED

Registered Office : 42-LAWRENCE ROAD, LAHORE PAKISTAN. PHONE: 042-36302261-62 FAX : 92-42-36368721

**The General Manager,**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
**Karachi**

**PUCARS /Courier**  
KTML/PSX-17/56  
October 03, 2022

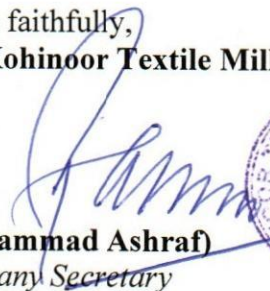
## NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Annual General Meeting scheduled to be held on **Thursday, October 27, 2022 at 12:00 Noon** at its Registered Office, 42-Lawrence Road, Lahore for circulation amongst the TRE Certificate Holders of the Exchange.

Further, in pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith also a copy of the Notice prior to publication in the newspapers both Urdu and English languages.

Yours faithfully,  
**For Kohinoor Textile Mills Limited**

  
**(Muhammad Ashraf)**  
Company Secretary



Encl: As Above

## Notice of Annual General Meeting

Notice is hereby given that the 54<sup>th</sup> Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, October 27, 2022 at 12:00 Noon** at its Registered Office, 42-Lawrence Road, Lahore, to transact the following business: -

### Ordinary Business:

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2022 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To approve interim cash dividend already paid at Re. 1/- per share i.e. 10% for the year ended June 30, 2022.
- 3) To appoint Auditors for the year ending on June 30, 2023 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. Riaz Ahmad & Company, Chartered Accountants, the retiring auditors who being eligible have offered themselves for re-appointment.

### Special Business:

- 4) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

**"Resolved** by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2022 to October 31, 2023 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on September 28, 2021 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2022.

**Resolved further** that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."

- 5) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -





**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721

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**“Resolved** by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2022 to October 31, 2023 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on September 28, 2021 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2022.

**Resolved further** that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

- 6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2022 by passing the following special resolution with or without modification:-

**“Resolved that** the transactions conducted with the Related Parties as disclosed in the note 37 of the unconsolidated financial statements for the year ended June 30, 2022 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

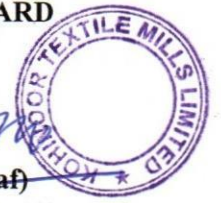
- 7) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2023 by passing the following special resolution with or without modification: -

**“Resolved that** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2023.

**Resolved further** that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

**BY ORDER OF THE BOARD**

(Muhammad Ashraf)  
Company Secretary



Lahore:  
October 06, 2022



**NOTES:**

1. The Share Transfer Books of the Company will remain closed from October 21, 2022 to October 27, 2022 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on October 20, 2022 will be considered in time to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form or may be provided at the time of meeting.
4. Members holding aggregate 10% or more shareholding, residing in a city other than Lahore, may demand the facility of video link for participation in the Annual General Meeting.

In this regard, please fill the following and submit at the Registered Office of the Company situated at 42-Lawrence Road, Lahore, at least 07 days prior to the date of Annual General Meeting.

"I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Kohinoor Textile Mills Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Registered Folio / CDC A/c # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_

\_\_\_\_\_  
 Signature of Member(s) / Attorney"  
 (Please affix also company stamp, in case of corporate entity)

5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the AGM via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity





Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at [muhammad.ashraf@kmlg.com](mailto:muhammad.ashraf@kmlg.com) by October 24, 2022: -

Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

6. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their written consent on a Standard Request Form available on website [www.kmlg.com](http://www.kmlg.com) in order to avail this facility. The audited financial statements for the year ended June 30, 2022 are available on website of the Company. Further, the Company has sent its Annual Report 2022 through CD/DVD/USB to the shareholders at their available Registered Addresses instead of hard copy. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder.
7. Shareholders are requested to notify / update the following information & documents with their respective CDS participants and in case of physical shares to our Share Registrar, if not earlier notified / updated: -
  - a. Change in their addresses;
  - b. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
  - c. Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
  - d. 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 in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.





The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

- e. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaffar Ghaffari of Share Registrar, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

#### **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 27, 2022.

#### **AGENDA ITEM NUMBER 4 OF THE NOTICE –INVESTMENT IN MAPLE LEAF CEMENT FACTORY LIMITED IN THE FORM OF LOANS/ADVANCES:**

Maple Leaf Cement Factory Limited, having its Registered Office at 42-Lawrence Road, Lahore (the “MLCFL”), is a subsidiary of the Company and the Company being a holding company, holds 606,497,944 ordinary shares constituting 55.22% of the aggregate paid-up capital in MLCFL, a public listed company engaged in the business of manufacturing and sale of cement and the factory is located at Iskanderabad, District Mianwali.

The Board of Directors of the Company in their meeting held on September 02, 2022 has approved Rs. 1,000 million as loans / advances, being a reciprocal facility to MLCFL on the basis of profit/financial statements of MLCFL subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to MLCFL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out their due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking has been kept at the Registered Office of the Company and shall also be available for inspection of members in the general meeting along with the latest audited and interim financial statements of the associated company.

#### **Information under Regulation 3(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (the “Regulations”).**

##### **3(1)(a) Disclosure for all types of investments**

##### **(A) Regarding associated company or associated undertaking: -**

Ref. No.	REQUIREMENT	INFORMATION
(i)	Name of associated company or associated undertaking;	<b>Maple Leaf Cement Factory Limited (the “MLCFL”)</b>
(ii)	Basis of relationship;	MLCFL is a subsidiary of Kohinoor Textile





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		Mills Limited (the “KTML”) and the KTML holds 55.22% of the aggregate paid-up capital in MLCFL.																										
(iii)	Earnings per share for the last three years;	(Rupees)																										
		Year	Basic	Diluted																								
		30.06.2020	(5.30)	(5.30)																								
		30.06.2021	5.69	5.69																								
		30.06.2022	3.30	3.30																								
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2022 With revaluation surplus Rs. 36.93 Without revaluation surplus Rs. 34.69																										
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Based on the audited financial statements for the financial year ended 30 June 2022 the financial position of MLCFL is as under: -																										
		<table><tr><th>Particulars</th><th>Amount Rs.(000)</th></tr><tr><td>Paid up capital</td><td>10,983,462</td></tr><tr><td>Capital reserves</td><td>6,092,384</td></tr><tr><td>Accumulated profit</td><td>21,023,202</td></tr><tr><td>Surplus on revaluation of fixed assets-net of tax</td><td>2,459,967</td></tr><tr><td>Current liabilities</td><td>16,193,391</td></tr><tr><td>Current assets</td><td>20,321,989</td></tr><tr><td>Sales - Net</td><td>48,519,622</td></tr><tr><td>Gross profit</td><td>12,275,466</td></tr><tr><td>Operating profit</td><td>8,924,538</td></tr><tr><td>Net profit</td><td>3,626,340</td></tr><tr><td>Earnings per share (Rs.)</td><td>3.30</td></tr></table>			Particulars	Amount Rs.(000)	Paid up capital	10,983,462	Capital reserves	6,092,384	Accumulated profit	21,023,202	Surplus on revaluation of fixed assets-net of tax	2,459,967	Current liabilities	16,193,391	Current assets	20,321,989	Sales - Net	48,519,622	Gross profit	12,275,466	Operating profit	8,924,538	Net profit	3,626,340	Earnings per share (Rs.)	3.30
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(B) General Disclosures:-		
Ref. No.	REQUIREMENT	INFORMATION
(i)	Maximum amount of investment to be made;	Rs. 1,000 million (Rupees one thousand million only).
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p><b>Purpose:</b> To earn income on the loans and/or advances to be provided to MLCFL from time to time for working capital requirements of MLCFL.</p> <p><b>Benefits:</b> The KTML will receive mark up at the rate of one percent above three months KIBOR or one percent above its average borrowing cost, whichever is higher. This shall benefit KTML’s cash flow by earning profit on idle funds.</p>



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		<b>Period:</b> For a period of one year from November 01, 2022 to October 31, 2023.													
(iii)	Source of funds to be utilized for investment and	Loan and/or advance will be given out of own funds of KTML.													
	where the investment is intended to be made using borrowed funds, - (I) Justification for investment through borrowings; (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis;	N/A													
(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<table><tr><td><b>Nature</b></td><td>Loan / advance</td></tr><tr><td><b>Purpose</b></td><td>To earn mark-up / profit on loan / advance being provided to MLCFL which will augment KTML's cash flow.</td></tr><tr><td><b>Period</b></td><td>One Year</td></tr><tr><td><b>Rate of Mark-up</b></td><td>One percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.</td></tr><tr><td><b>Repayment</b></td><td>Principal plus mark-up/ profit upto October 31, 2023</td></tr><tr><td><b>Penalty charges</b></td><td>@3-months KIBOR plus one percent in addition to the outstanding amount(s).</td></tr></table>		<b>Nature</b>	Loan / advance	<b>Purpose</b>	To earn mark-up / profit on loan / advance being provided to MLCFL which will augment KTML's cash flow.	<b>Period</b>	One Year	<b>Rate of Mark-up</b>	One percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.	<b>Repayment</b>	Principal plus mark-up/ profit upto October 31, 2023	<b>Penalty charges</b>	@3-months KIBOR plus one percent in addition to the outstanding amount(s).
<b>Nature</b>	Loan / advance														
<b>Purpose</b>	To earn mark-up / profit on loan / advance being provided to MLCFL which will augment KTML's cash flow.														
<b>Period</b>	One Year														
<b>Rate of Mark-up</b>	One percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.														
<b>Repayment</b>	Principal plus mark-up/ profit upto October 31, 2023														
<b>Penalty charges</b>	@3-months KIBOR plus one percent in addition to the outstanding amount(s).														
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Investing Company i.e. KTML is a holding company of MLCFL and Nine Directors are common in both the companies may be deemed to be interested to the extent of their shareholding.  None of the Directors or their relatives or associates are interested in any of the above													





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		resolution in any way except as members of KTML.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	A similar nature of loan/advance facility of Rs.1,000 million from time to time for working capital requirements has been granted by the valued shareholders of KTML vide special resolution passed in the Annual General Meeting held on September 28, 2021 which is valid till October 31, 2022. There is no impairment and/or write off against the above facility.
(vii)	Any other important details necessary for the members to understand the transaction;	N/A
<b>3(1)(c) Investments in the form of loans, advances:</b>		
Ref. No.	REQUIREMENT	INFORMATION
(i)	Category-wise amount of investment;	Short term loan for working capital requirements for a period of one year as dilated in preamble.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;	Average borrowing cost of KTML is 5.08% for the year ended June 30, 2022.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from MLCFL at one percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral is considered necessary since MLCFL is a subsidiary company of KTML.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The loan / advance would be for a period of one year from November 01, 2022 to October 31, 2023 (both days inclusive). MLCFL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2023.





**Disclosure under Regulation 4(1):**

Eight Directors including Sponsors of associated company i.e. MLCFL are also the members of KTM and are interested to the extent of their shareholding as under: -

Name	%age of shareholding in MLCFL	%age of shareholding in the KTM
Mr. Tariq Sayeed Saigol	0.0030	4.2395
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	0.0164	10.5379
Mr. Taufique Sayeed Saigol	0.0015	14.9110
Mr. Sayeed Tariq Saigol	0.0010	0.1286
Mr. Waleed Tariq Saigol	0.0010	0.0112
Mr. Danial Taufique Saigol	0.0005	0.0010
Ms. Jahanara Saigol	0.0002	0.0008
Mr. Shafiq Ahmed Khan	0.0014	0.0010
Mr. Zulfikar Monnoo	0.0003	0.0010

**Disclosure under Regulation 4(2):**

Name of Investee Company	Maple Leaf Cement Factory Limited
Total Investment Approved:	Loan / advance upto Rs. 1,000 million was approved by members in AGM held on September 28, 2021 for a period of one (01) year.
Amount of Investment Made to date:	Investment has not been made yet to date.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	The Company will provide funds to MLCFL from time to time as per working capital requirements to MLCFL upon request.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	<p>At the time of approval of loan/advances of Rs. 1,000, as per latest financial statements for the period ended June 30, 2021, the basic earnings per share was Rs. 5.69 and breakup value per share (without surplus) was Rs. 31.37.</p> <p>As per latest financial statements for the year ended June 30, 2022, the basic earnings per share is Rs.3.30 and breakup value per share (without surplus) is Rs. 34.69.</p>



**AGENDA ITEM NUMBER 5 OF THE NOTICE – INVESTMENT IN MAPLE LEAF CAPITAL LIMITED IN THE FORM OF LOANS/ADVANCES:**

Maple Leaf Capital Limited (MLCL) was incorporated on 25 April 2014 as a public limited company. The authorized share capital of MLCL is Rs. 5,000,000,000 and issued, subscribed and paid-up share capital of MLCL is Rs. 3,015,000,000. Kohinoor Textile Mills Limited is the holding company of MLCL and owns 250,000,000 shares (82.919%) of MLCL.

MLCL is set up with the principal object of buying, selling, holding or otherwise acquiring or investing its capital in any sort of financial instruments including but not limited to secure debt instruments and in shares of leading listed and unlisted companies but not to act as an investment/brokerage company.

The Board of Directors of the Company in their meeting held on September 02, 2022 has approved Rs. 1,000 million as loans / advances to MLCL on the basis of financial results of MLCL subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to MLCL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out their due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking has been kept at the Registered Office of the Company and shall also be available for inspection of members in the general meeting along with the latest audited and interim financial statements of the associated company.

**3(1)(a) Disclosure for all types of investments**

**(A) Regarding associated company or associated undertaking: -**

Ref. No.	REQUIREMENT	INFORMATION		
(i)	Name of associated company or associated undertaking;	Maple Leaf Capital Limited (the “MLCL”)		
(ii)	Basis of relationship;	MLCL is a subsidiary of Kohinoor Textile Mills Limited (the “KTML”) and the KTML holds 82.92% of the aggregate paid-up capital in MLCL.		
(iii)	Earnings per share for the last three years;	(Rupees)		
		Year	Basic	Diluted
		30.06.2020	(2.04)	(2.04)
		30.06.2021	13.66	13.66
		30.06.2022	(15.65)	(15.65)
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2022 is Rs. 12.72		
(v)	Financial position, including main items of statement of financial position	Based on the audited financial statements for the financial year ended 30 June 2022, the		



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(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<table><tr><td>Nature</td><td>Loan / advance</td></tr><tr><td>Purpose</td><td>To earn mark-up / profit on loan / advance being provided to MLCL which will augment KTML's cash flow.</td></tr><tr><td>Period</td><td>One Year</td></tr><tr><td>Rate of Mark-up</td><td>One percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.</td></tr><tr><td>Repayment</td><td>Principal plus mark-up/ profit upto October 31, 2023</td></tr><tr><td>Penalty charges</td><td>@3-months KIBOR plus one percent in addition to the outstanding amount(s).</td></tr></table>	Nature	Loan / advance	Purpose	To earn mark-up / profit on loan / advance being provided to MLCL which will augment KTML's cash flow.	Period	One Year	Rate of Mark-up	One percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.	Repayment	Principal plus mark-up/ profit upto October 31, 2023	Penalty charges	@3-months KIBOR plus one percent in addition to the outstanding amount(s).
Nature	Loan / advance													
Purpose	To earn mark-up / profit on loan / advance being provided to MLCL which will augment KTML's cash flow.													
Period	One Year													
Rate of Mark-up	One percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.													
Repayment	Principal plus mark-up/ profit upto October 31, 2023													
Penalty charges	@3-months KIBOR plus one percent in addition to the outstanding amount(s).													
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>Investing Company i.e. the KTML is a holding company of MLCL and Six Directors are common in both the companies may be deemed to be interested to the extent of their shareholding.</p> <p>None of the Directors or their relatives or associates are interested in any of the above resolution in any way except as members of KTML.</p>												
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	A similar nature of loan/advance facility of Rs. 1,000 million from time to time for working capital requirements has been granted by the valued shareholders of KTML vide special resolution passed in the Annual General Meeting held on September 28, 2021 which is valid till October 31, 2022. There is no impairment and/or write off against the above facility.												
(vii)	Any other important details necessary for the members to understand the transaction;	N/A												
<b>3(1)(c) Investments in the form of loans</b>														
(i)	Category-wise amount of investment;	Short term loan for working capital requirements for a period of one year as dilated in preamble.												





(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;	Average borrowing cost of KTML is 5.08% for the year ended June 30, 2022.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from MLCL at one percent above three months KIBOR or one percent above the average borrowing cost of KTML, whichever is higher.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral is considered necessary since MLCL is a subsidiary company of KTML.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The loan / advance would be for a period of one year from November 01, 2022 to October 31, 2023 (both days inclusive). MLCL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2023.

**Disclosure under Regulation 4(1):**

Five Directors and Sponsors of associated company i.e. MLCL are also the members of KTML and are interested to the extent of their shareholding as under: -

Name	%age of shareholding in MLCL	%age of shareholding in KTML
Mr. Tariq Sayeed Saigol	5.0249	4.2395
Mr. Taufique Sayeed Saigol	8.3748	14.9110
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	3.3167	10.5397
Mr. Sayeed Tariq Saigol	-	0.1286
Mr. Waleed Tariq Saigol	0.3648	0.0112
Mr. Danial Taufique Saigol	-	0.0010
Ms. Jahanara Saigol	-	0.0008





#### Disclosure under Regulation 4(2):

<b>Name of Investee Company</b>	<b>Maple Leaf Capital Limited</b>
Total Investment Approved:	Loan / advance upto Rs. 1,000 million was approved by members in AGM held on September 28, 2021 for a period of one (01) year.
Amount of Investment Made to date:	Investment has not been made yet to date.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	The Company will provide funds to MLCL from time to time as per working capital requirements to MLCL upon request.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	<p>At the time of approval of loan/advances of Rs. 1,000, as per latest financial statements for the period ended June 30, 2021, the basic earnings per share was Rs. 13.66 and breakup value per share was Rs. 28.36.</p> <p>As per latest financial statements for the year ended June 30, 2022, the basic loss per share is Rs.15.65 and breakup value per share is Rs. 12.72.</p>

#### AGENDA ITEM NUMBER 6 OF THE NOTICE – RATIFICATION AND APPROVAL OF THE RELATED PARTY TRANSACTIONS:

Transactions conducted with the related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested due to their common directorships and therefore these transactions are being placed for the approval by shareholders in the Annual General Meeting. In last Annual General Meeting of the Company, in order to promote transparent business practices, the shareholders had authorized the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ended June 30, 2022 and such transactions were deemed to be approved by the shareholders. Such transactions were to be placed before the shareholders in the next annual general meeting for their formal approval/ratification. Accordingly, these transactions are being placed before the shareholders in this meeting for their formal approval/ratification.

All transactions with related parties to be ratified have been disclosed in the **note 37** to the unconsolidated financial statements for the year ended June 30, 2022. Party-wise details of such related party transactions are given below: -

Name of Related Party	Relationship	Description of Transactions	2022	2021
			Rupees in thousand	
Maple Leaf	Subsidiary	Purchase of goods and services	101,341	144,968





	<b>KOHINOOR TEXTILE MILLS LIMITED</b> <b>Registered Office: 42-Lawrence Road, Lahore.</b> <b>Tel. 042-36302261-62, Fax # 042-36368721</b>	 <small>Kohinoor Maple Leaf Group</small>
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<b>Cement Factory Limited</b>	Company	Sale of property, plant and equipment	-	3,533
		Expenses paid by MLCFL on behalf of the Company	1,948	5,265
		Common expenses	21,666	14,050
<b>Maple Leaf Capital Limited</b>	Subsidiary Company	Loan repaid	-	445,216
		Mark-up on loans obtained	-	2,004
		Advances	700,000	-
		Repayment of advances	700,000	-
		Mark up charged on advances	7,088	-
		Purchase of property, plant and equipment	-	3,533
<b>Provident fund</b>	Post-employment benefit plan	Sale of property, plant and equipment	-	1,594
		Contribution to provident fund	74,246	65,616

The Saim Family Trust, British Virgin Islands (BVI) through Mercury Management Inc., BVI and Hutton Properties Limited, BVI (related parties) holds 73,390,896 [24.52%] (2021: 73,390,896) and 55,256,992 [18.46%] (2021: 49,639,992) ordinary shares respectively of the Company on which dividend amounting to Rupees 146,781,792 (2021: Rupees 146,781,792) and Rupees 102,054,984 (2021: Rupees 99,279,984) respectively was paid during the year.

The Company carries out transactions as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered into with related parties require the approval of the Audit Committee of the Company, which is chaired by an Independent Director of the Company. Upon the recommendation of the Audit Committee, such transactions were placed before the Board of Directors for approval.

The nature of relationship with these related parties has been indicated above. The Directors are interested in the resolution only to the extent of their shareholding and having their common directorships in such related parties.

**AGENDA ITEM NUMBER 7 OF THE NOTICE – AUTHORIZATION FOR THE BOARD OF DIRECTORS TO APPROVE THE RELATED PARTY TRANSACTIONS DURING THE YEAR ENDING ON JUNE 30, 2023:**

The Company shall be conducting transactions with its related parties during the year ending on June 30, 2023 as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested due to their common directorships in the subsidiary/associated companies. In order to promote transparent business practices, the shareholders are required to authorize the Board of Directors to approve transactions with the related parties from time-to-time and on case to case basis for the year ending on June 30, 2023, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their shareholding and/or only their common directorships in such related parties.

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**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721

**K M L G**

Kohinoor Maple Leaf Group

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 54<sup>th</sup> Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, October 27, 2022 at 12:00 Noon** at its Registered Office, 42-Lawrence Road, Lahore, to transact the following business: -

**Ordinary Business:**

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2022 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To approve interim cash dividend already paid at Re. 1/- per share i.e. 10% for the year ended June 30, 2022.
- 3) To appoint Auditors for the year ending on June 30, 2023 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. Riaz Ahmad & Company, Chartered Accountants, the retiring auditors who being eligible have offered themselves for re-appointment.

**Special Business:**

- 4) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

**"Resolved** by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2022 to October 31, 2023 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on September 28, 2021 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2022.

**Resolved further** that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."

- 5) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

**"Resolved** by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2022 to October 31, 2023 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on September 28, 2021 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2022.





**Resolved further** that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

- 6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2022 by passing the following special resolution with or without modification: -

**“Resolved that** the transactions conducted with the Related Parties as disclosed in the note 37 of the unconsolidated financial statements for the year ended June 30, 2022 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

- 7) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2023 by passing the following special resolution with or without modification: -

**“Resolved that** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2023.

**Resolved further** that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

**(Statement under Section 134(3) of the Act pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.)**

Lahore:  
October 06, 2022

**By order of the Board  
(Muhammad Ashraf)  
Company Secretary**

**NOTES:**

1. The Share Transfer Books of the Company will remain closed from October 21, 2022 to October 27, 2022 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on October 20, 2022 will be considered in time to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form or may be provided at the time of meeting.
4. Members holding aggregate 10% or more shareholding, residing in a city other than Lahore, may demand the facility of video link for participation in the Annual General Meeting.

In this regard, please fill the following and submit at the Registered Office of the Company situated at 42-Lawrence Road, Lahore, at least 07 days prior to the date of Annual General Meeting.

“I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Kohinoor Textile Mills Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Registered





Folio / CDC A/c # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_

Signature of Member(s) / Attorney

(Please affix also company stamp, in case of corporate entity)

5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the AGM via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at [muhammad.ashraf@kmlg.com](mailto:muhammad.ashraf@kmlg.com) by October 24, 2022: -

Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

6. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their written consent on a Standard Request Form available on website [www.kmlg.com](http://www.kmlg.com) in order to avail this facility. The audited financial statements for the year ended June 30, 2022 are available on website of the Company. Further, the Company has sent its Annual Report 2022 through CD/DVD/USB to the shareholders at their available Registered Addresses instead of hard copy. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder.
7. Shareholders are requested to notify / update the following information & documents with their respective CDS participants and in case of physical shares to our Share Registrar, if not earlier notified / updated: -

- Change in their addresses;
- Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
- Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
- 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 in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.

The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

- For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaffar Ghaffari of Share Registrar, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.





رجسٹرڈ آفس: 42- لانس روڈ لاہور۔ فون نمبر 62-042-36302261 فیکس نمبر 042-36368721

اطلاع برائے سالانہ عام اجلاس

بڑے نیوزس پراپٹیشن کیا جاتا ہے کہ کوئی شاکل ملز لیٹلڈ (کمپنی) کے ارکان 54% اس سالانہ عام اجلاس 27 اکتوبر 2022ء پر روز جمعرات بوقت 12:00 بجے دوپہر چتر آفیس 42 لائسنس روڈ لاہور رجسٹرڈ

ذیل امور کی انجمن میں کسی منعقد ہوگا۔

عمومی امور:

- 1- مالی سال 30 جون 2022ء کے لیے پہلے آئے اخراجات موصول Consolidated کا وائٹس مع جیتیر سن، پیو، ڈائریکٹرز اور ڈائریکٹری کی پمپس کی وصولی، غور و خوض اور ان کی منظوری دینا۔
- 2- پہلے سے ادا شدہ واپسی نقد منافع مستحکم کردہ روپیہ کی شہرت یعنی 10% سے سال 30 جون 2022ء کی منظوری دینا۔
- 3- رواں سال 30 جون 2023ء کے لیے پہلے آئے ڈائریکٹر تقریر اور ان کے مشاہرے کا تعین کرنا آڈٹ کیلئے کی تجویز پر پورے آڈٹ ڈائریکٹر نے سبکدوش اور اہل ہونے کے بعد دوبارہ تقریر کی کی پیش کرنے والے آڈیٹرز، ریاض احمد خان، پیو، ڈائریکٹر اور وائٹس کی تقریر کی مشاورت کی ہے۔

خصوصی امور:

- 4- اگر مناسب سمجھا جائے تو مندرجہ ذیل خصوصی قراردادوں پر 199 کینیزا ایکٹ 2017 کے تحت کسی ترمیم یا بائزریم کے ساتھ خورجوش کرنا اور منظوری دینا جیسا کہ ڈائریکٹران نے سطور میں ہے۔  
"خصوصی قرارداد کے ذریعے قرارداد کار یا ایک کو پور لیگسٹل ٹرمینالیز (کپنی) کو بر 199 کینیزا ایکٹ 2017 کے تحت اختیار دیا جاتا ہے کہ وہ قرض / پیشگی کی صورت میں ذیلی کپنی / مہبل ایف سینٹ فیلٹری لمیٹڈ میں مالیاتی ایک ایک ارب روپے کی سرمایہ کاری وقت بوقت کر سکے۔ یہ سرمایہ کاری تین ماہ کے KIBOR سے ایک فیصد زیادہ یا کپنی کی اوسط قرضہ جاتی لاگت سے ایک فیصد زیادہ مارک اپ شرح پر، جو بھی زیادہ ہو، عرصہ ایک سال کے لئے ہوگی جس کی مدت یکم نومبر 2022ء تا 31 اکتوبر 2023ء (بشمول دونوں دن) ہوگی۔ سالانہ عام اجلاس منصفہ 28 ستمبر 2021 میں حصص داران کے منظور کردہ خصوصی قرارداد کے مطابق قرض / پیشگی جس کی میعاد 31 اکتوبر 2022ء تک ہے کپنی کو ایک ارب روپے مالیت کی اس بھی نوعیت کی سہولت کا اختیار حاصل تھا۔  
مزید قرارداد کار کپنی کے چیف ایگزیکٹو آفیسر اور کپنی کی سرکاری بریڈریعہ ہذا بااقرار دادوں کو نوٹہ بنانے کیلئے ذیلی کپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نرخین عمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقعاتی اور ادائیگی، کارپورٹ اور قانونی لوازمات پورے کرنے صرف میں تک محدود ہیں بلکہ کیرڈ ہیرا اینڈ ایچجینج کمیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام مابے ڈوسر، پورس، خطوط اور دیگر دستاویزات مکمل کرنے کے بعد حجاز ہے۔"
- 5- اگر مناسب سمجھا جائے تو مندرجہ ذیل خصوصی قراردادوں پر 199 کینیزا ایکٹ 2017 کے تحت کسی ترمیم یا بائزریم کے ساتھ خورجوش کرنا اور منظوری دینا جیسا کہ ڈائریکٹران نے سطور میں ہے۔  
"خصوصی قرارداد کے ذریعے قرارداد کار یا ایک کو پور لیگسٹل ٹرمینالیز (کپنی) کو بر 199 کینیزا ایکٹ 2017 کے تحت اختیار دیا جاتا ہے کہ وہ قرض / پیشگی کی صورت میں ذیلی کپنی / مہبل ایف سینٹ فیلٹری لمیٹڈ میں مالیاتی ایک ایک ارب روپے کی سرمایہ کاری وقت بوقت کر سکے۔ یہ سرمایہ کاری تین ماہ کے KIBOR سے ایک فیصد زیادہ یا کپنی کی اوسط قرضہ جاتی لاگت سے ایک فیصد زیادہ مارک اپ شرح پر، جو بھی زیادہ ہو، عرصہ ایک سال کے لئے ہوگی جس کی مدت یکم نومبر 2022ء تا 31 اکتوبر 2023ء (بشمول دونوں دن) ہوگی۔ سالانہ عام اجلاس منصفہ 28 ستمبر 2021 میں حصص داران کے منظور کردہ خصوصی قرارداد کے مطابق قرض / پیشگی جس کی میعاد 31 اکتوبر 2022ء تک ہے کپنی کو ایک ارب روپے مالیت کی اس بھی نوعیت کی سہولت کا اختیار حاصل تھا۔  
مزید قرارداد کار کپنی کے چیف ایگزیکٹو آفیسر اور کپنی کی سرکاری بریڈریعہ ہذا بااقرار دادوں کو نوٹہ بنانے کیلئے ذیلی کپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نرخین عمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقعاتی اور ادائیگی، کارپورٹ اور قانونی لوازمات پورے کرنے صرف میں تک محدود ہیں بلکہ کیرڈ ہیرا اینڈ ایچجینج کمیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام مابے ڈوسر، پورس، خطوط اور دیگر دستاویزات مکمل کرنے کے بعد حجاز ہے۔"
- 6- درج ذیل قرارداد کو ترمیم یا بائزریم پر 199 کینیزا ایکٹ 2017 کے تحت کسی ترمیم یا بائزریم کے ساتھ کی فراز نرخین کیلئے ذیلی کپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نرخین عمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقعاتی اور ادائیگی، کارپورٹ اور قانونی لوازمات پورے کرنے صرف میں تک محدود ہیں بلکہ کیرڈ ہیرا اینڈ ایچجینج کمیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام مابے ڈوسر، پورس، خطوط اور دیگر دستاویزات مکمل کرنے کے بعد حجاز ہے۔"
- 7- درج ذیل قرارداد کی ترمیم یا بائزریم پر 199 کینیزا ایکٹ 2017 کے تحت کسی ترمیم یا بائزریم کے ساتھ کی فراز نرخین کیلئے ذیلی کپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نرخین عمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقعاتی اور ادائیگی، کارپورٹ اور قانونی لوازمات پورے کرنے صرف میں تک محدود ہیں بلکہ کیرڈ ہیرا اینڈ ایچجینج کمیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام مابے ڈوسر، پورس، خطوط اور دیگر دستاویزات مکمل کرنے کے بعد حجاز ہے۔"
- اور منظوری دینا۔
- "قرارداد کار کپنی کے بورڈ آف ڈائریکٹرز کو اختتام پر یہ نوٹہ والے سال 30 جون 2023ء کے لئے متعلقہ پارینوں کے ساتھ کی جانے والی فراز نرخین کیلئے ذیلی کپنی اور منظوری دینے کے اختیار ہیں۔  
مزید قرارداد کار یا ایک کو پور لیگسٹل ٹرمینالیز (کپنی) کے بھی منظور شدہ خیال کی جانیں گی اور ان کی رہی تصدیق / منظوری کے لئے اگلے سالانہ عام اجلاس میں حصص داران کے دو برور دیگر جانیں گی۔"

کنجیڑا ایکٹ کی دفعہ (3) 134 کے تحت درکار مذکورہ بالا خصوصی امور کا احاطہ کرنے والے ہادی حقائق کا بیان، نوٹس ہذا سے منسلک حصص داران کو ارسال کیا جا رہا ہے۔

بحکم پورڈ

(محمد اشرف) کہنی سیکر ٹری

لاہور: 06 اکتوبر 2022ء

نوٹس:

- 1- کمپنی کی حصص منتقلی کی کتابیں 21 اکتوبر 2022ء تا 27 اکتوبر 2022ء (بشمول دونوں دن) بند رہیں گی۔ مادی منتقلیاں سی ڈی ایس فراوان شیئرز آئی ڈی پرائیویٹ لمیٹڈ کے شیئرز جنرل ریمسٹرز ڈن کنسلٹنگ لمیٹڈ، C-13، ایل ڈی ای ٹی، فلیش، پبلیک منزل، لائسنس روڈ، لاہور میں 20 اکتوبر 2022ء کو کاروبار کے اختتام تک موصول ہونے والی بالا اثاثاتی کے مقصد اور اجلاس میں شرکت کے لئے حصص داران کے حق رائے دہی کے تعین کے لئے بر وقت تصور ہوگی۔
- 2- اجلاس میں شرکت کرنے، بولے اور ووٹ دینے کا مستحق ممبر کسی دوسرے ممبر کو اجلاس میں شرکت کرنے، بولے اور ووٹ دینے کیلئے بطور ایگنٹ کسی مقرر کر سکتا ہے۔ سی ڈی ای شیئرز بولڈرز اور پرائیویٹ بولڈرز کو اجلاس میں اپنی شناخت ثابت کرنے کیلئے اپنے اسٹیبلشمنٹ کارڈز یا سپورٹ لازماً ساتھ لانا ہونگے۔ پرائیویٹ صورت میں، سی ڈی ای شیئرز بولڈرز اور پرائیویٹ بولڈرز اپنے شناختی کارڈز یا سپورٹ کی تصدیق شدہ کاپیاں لف کریں۔ پرائیویٹ سٹور ہونے کے لئے اجلاس کے انعقاد سے 48 گھنٹے قبل لازماً موصول ہوجانی چاہئیں جو کہ باقاعدہ رسید کی چٹاں ہونے کے ساتھ ساتھ دستخط اور گواہ شدہ ہونی چاہئیں۔ ممبر ایک سے زائد پرائیویٹ مقرر کرنے کے عمل ہو گئے۔
- 3- کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد یا بورڈ آف انٹرنیٹ ممبرانہ کے دستخط (یا پہلے ممبرانہ کی گھنٹی) پرائیویٹ نام کے ساتھ لف کرنے ہوں گے یا اجلاس ہر جہاں کے وقت ممبرانہ کر سکتے ہیں۔





4- لاہور کے علاوہ شہر میں سکنی مجموعی 10% یا زیادہ شیئر ہولڈنگ کے مالک ارکان، سالانہ اجلاس میں شرکت کے لئے وڈیولنگ سہولت کا مطالبہ کر سکتے ہیں۔  
 بابت ہڈائیں، براہ مہربانی درج ذیل فارم نمبر 4 کے کھنی کے جسر ڈائٹس واقع 42 لارنس روڈ لاہور میں سالانہ اجلاس کی تاریخ سے کم از کم 07 عید قبل جمع کرائیں۔  
 ”میں، ہم، ساکن، بحیثیت رکن کوہ نور ٹیکسٹائل ملز لمیٹڈ، مالک، عام حصص بمطابق رجسٹرڈ فوئیو نمبر ای سی ڈی سی اکاؤنٹ نمبر، بذریعہ ہڈا، میں وڈیولنگ سہولت اختیار کرنا چاہتے ہیں۔“

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 دخط رکن / ادارتی

5- (کارپوریٹ ادارے کی صورت میں براہ مہربانی کھنی کی مہر ثبت کریں)  
 سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (”SECP“) نے اپنے سرکلر نمبر 4 آف 2021ء تاریخ 15 فروری 2021ء کے ذریعے اراکین کو الیکٹرانک ذرائع سے شرکت فراہم کرنے کا مشورہ دیا ہے۔  
 ممبران سمارٹ فونز/کمپیوٹرز کا استعمال کرتے ہوئے وڈیولنگ کے ذریعے AGM میں شرکت کر سکتے ہیں۔ وڈیولنگ کے ذریعے اجلاس میں شرکت کے لیے ممبران اور ان کے پراکسیز سے درخواست کی جاتی ہے کہ وہ کمپیوٹر یا موبائل فون پر وڈیولنگ کا ڈاؤن لوڈ (دونوں اطراف) / پاسپورٹ کی سائز کا کاپی، پورڈ کی قرارداد (یعنی نامہ) (بصورت کارپوریٹ شیئر ہولڈرز) کی تصدیق شدہ کاپی کے ساتھ درج ذیل معلومات 24 اکتوبر 2022ء تک [muhammad.ashraf@kmlq.com](mailto:muhammad.ashraf@kmlq.com) پر ای میل کے ذریعے فراہم کر کے اپنے آپ کو رجسٹرڈ کروائیں۔

نام رکن / پراکسی ہولڈر	فوئیو نمبر ای سی ڈی سی اکاؤنٹ نمبر	موبائل نمبر / فون ایپ نمبر	CNIC نمبر	ای میل آئی ڈی

6- ممبر جو سالانہ تفریاتی شہدائی حسابات اور AGM نوٹس بذریعہ ای میل وصول کرنا چاہتے ہوں، سے التماس ہے کہ اس سہولت سے مستفید ہونے کیلئے ویب سائٹ [www.kmlq.com](http://www.kmlq.com) پر دستیاب درخواست فارم پر اپنی تحریری رضامندی ارسال کریں۔ 30 جون 2022ء کے نظر ثانی شدہ مالی حسابات کھنی کی ویب سائٹ پر دستیاب ہیں۔ اس کے علاوہ، کھنی اپنی سالانہ رپورٹ 2022ء حصص داران کو ہارڈ کاپ کی بجائے بذریعہ CD/DVD/USB پر ان کے دستیاب رجسٹرڈ چوں پر ارسال کر چکی ہے۔ تاہم سالانہ رپورٹ کی ہارڈ کاپ حصص داران کی تحریری درخواست پر بغیر قیمت مہیا کی جائے گی۔

7- حصص داران سے درخواست ہے کہ درج ذیل معلومات اور دستاویزات، ای سی ڈی ایس میں یک انٹری سکیورٹیز کی صورت میں اپنے متعلقہ CDS شراکت دار کو اور مادی حصص کی صورت میں ہمارے شیئر رجسٹرار کو مطلع / اپ ڈیٹ کر سکیں۔ اگر پہلے مطلع / اپ ڈیٹ نہیں کیا گیا۔  
 (a) اپنے چوں میں تبدیلی (b) کمپنیز ایکٹ 2017ء کی دفعہ 242 اور کمپنیز (ڈیوڈنڈز کی تقسیم) ریگولیشنز 2017ء کے تحت بینک اکاؤنٹ کی تفصیل بعد 24 مئی 2022ء IBAN مہیا کریں تاکہ وہ اپنے Unclaimed e-dividends حاصل کر سکیں مگر یہ حصص داران سے درخواست ہے کہ وہ اپنے فیصلہ شدہ مادی ڈیوڈنڈز مادی حصص کے بارے میں معلومات حاصل کرنے کیلئے کھنی کے رجسٹرڈ آفس پر رابطہ کر سکتے ہیں اگر کوئی ہو۔ (c) جن ممبران نے ابھی تک اپنے کارڈز کی کاپیاں کھنی کے پاس نہیں بھیجیں ان سے ایک بار پھر درخواست ہے کہ وہ کھنی کے شیئر رجسٹرار ویزٹن کنسلٹنگ لمیٹڈ، 3-C ای سی ڈی ایس فلیٹس لارنس روڈ لاہور پر براہ راست بھیج دیں۔ کارپوریٹ اداروں سے NTN کی کاپی بھیجیے کی درخواست کی جاتی ہے اور ان پر اپنے فوئیو ای سی ڈی سی اکاؤنٹ ضرور لکھیں، شناختی کارڈ اور NTN کی کاپی موصول نہ ہونے کی صورت میں کھنی، کمپنیز ایکٹ 2017ء اور اسکے تحت جاری ہونے والے احکامات پر عمل درآمد سے قاصر ہوگی۔ (d) کمپنیز ایکٹ 2017ء کی دفعہ 72 کے تحت ہر موجودہ ممبر کھنی کو اپنے فوئیو نمبرز کو یک انٹری فارم کے ساتھ مخصوص انداز میں تبدیل کرنے کی ضرورت ہوگی اور کمپنیز (SECP) کی جانب سے مطلع کی گئی تاریخ سے چار سال کی مدت کے اندر یعنی اس ایکٹ کے آغاز مورخہ 30 مئی 2017ء سے تہاؤ نہ کرے۔ فوئیو نمبرز ہولڈنگ رکھنے والے شیئر ہولڈرز کی حوصلہ افزائی کی جاتی ہے کہ وہ اپنے کسی بھی بروکر یا CDC انویسٹر اکاؤنٹ یا براہ راست CDC-Sub Account کو ملیں تاکہ ان کے فوئیو نمبرز کو Scrip less عمل میں رکھیں۔ اس سے انہیں کی طرح سے سہولت ملے گی، جس میں مخطوطہ قبول اور حصص کی فروخت شامل ہیں، جب وہ چاہیں کیونکہ پاکستان شاہک ایجنسی کے موجودہ قواعد کے تحت مادی فوئیو نمبرز کی تجارت کی اجازت نہیں ہے۔ (e) کسی استفسار / معلومات کیلئے شیئر ہولڈرز یا لارنس روڈ دفتر میں کھنی سیکرٹری اور / یا عیدالغفار غفاری آف شیئر رجسٹرار ویزٹن کنسلٹنگ لمیٹڈ، 3-C ای سی ڈی ایس فلیٹس، لارنس روڈ، لاہور فون نمبر 97-36283096 (042) پر رابطہ کریں۔

