



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the members of Kohinoor Mills Limited (the "Company") will be held on Tuesday, June 20, 2023 at 11:30 a.m., to transact the following business:

Special Business:

1. 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 from 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), to PKR 5,000,000,000/- (Rupees Five billion only) divided into 470,000,000 (Four Hundred Seventy 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. 5,000,000,000/- (Rupees Five Billion only) divided into 470,000,000 (Two Four Hundred Seventy 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.

FURTHER RESOLVED that 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.





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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

2. To consider dissemination of annual audited financial statements through QR enabled code and web link instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a special resolution with or without modification:

“RESOLVED that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and web link as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023 be and is hereby approved while considering technological advancement and old technology becoming obsolete, the circulation of annual statements through CD/DVD/USB be discontinued.”

3. 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 Extraordinary General Meeting.

By Order of the Board

(MUHAMMAD RIZWAN KHAN)
Company Secretary



Kasur:
May 30, 2023

NOTES

1. Closure of Share Transfer Books

The share transfer books of the Company for Ordinary Shares will remain closed from June 14, 2023 to June 20, 2023 (both days inclusive). Physical transfers and deposit requests under Central Depository System received at the close of business hours on June 13, 2023, 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 determining 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

- a. 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.
- b. 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.



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

For Appointing Proxies

- 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.
- 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.
- 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.
- 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.
- 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.
- 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 Electronic means:

- 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	
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	



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946

National Tax Number: 0658184-6

- The members can also attend the meeting via video link using smart phone/tablets. Members and their proxies are requested to register themselves by providing the following information along with valid copy of CNIC (both sides) /passports, attested copy of the Board Resolution/Power of Attorney (in case of corporate shareholder) through email at cskml@kohinoormills.com by June 17, 2023:

Name of Member/ Proxy	Folio No./ CDC Account No.	Cell No./ Whatsapp No.	CNIC No.	Email I.D.

- The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to the requirements of Sections 143 and 144 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.

4. Audited Financial Statements and Notice of Meeting

The members, who desire for receiving the annual audited financial statements through email, are requested to provide their email addresses to the Share Registrar of the Company for the purpose. However, hard copy of the annual report will be provided free of cost on written request of the shareholder on standard request form available on the website of the company i.e. www.kohinoormills.com

- 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 the Companies Act, 2017 i.e., May 30, 2017.

The shareholders having physical shares are encouraged 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, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

- The notice of Extraordinary General Meeting has been also been posted on the website of the Company i.e., www.kohinoormills.com
- Shareholders are requested to notify change in their mailing address to our Shares Registrar at the earliest.
- 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.





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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

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 Extraordinary General Meeting of the Company to be held on June 20, 2023.

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

Kohinoor Mills Limited ("the Company") is a public limited company incorporated on 21 December 1987 in Pakistan under the Companies Ordinance, 1984 (Now Companies Act, 2017) and its shares are quoted on Pakistan Stock Exchange Limited. The Company is principally engaged in the business of textile manufacturing covering weaving, bleaching, dyeing, buying, selling and otherwise dealing in yarn, cloth and other goods and fabrics made from raw cotton and synthetic fiber and to generate, and supply electricity. . All manufacturing units (dyeing, weaving, and power generation), registered office and other offices of the Company are situated at 8 Kilometer Manga Raiwind Road, District Kasur.

The existing authorized share capital of the company is 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 and 30,000,000 (Thirty Million) preference shares of Rs.10/- each. The issued, subscribed and paid up ordinary share capital of the Company is PKR 509,110,110/- divided into 50,911,011 ordinary shares of Rs. 10/- each.

Owing to prevailing lackluster sequential growth and uncertain economic conditions coupled with unprecedented increase in cost of financing as a consequence of current high interest rates, borrowing capacity of private sector has been severely hampered. Further, all concessionary loan facilities especially for export sector have been withdrawn. Any support by way of subsidized financing and/or immediate relief of lowering the policy rate is not expected in near future.

In view of the forgoing, it is proposed to increase the authorized capital to Rs. 5 billion enabling the company to implement its growth plans without repeated formalities and keep the same as smooth and cost effective as possible. For this purpose, it is intended to pass with or without modification the above resolution as special resolutions. Further, the Board of Directors has recommended that the Memorandum of Association of the Company be substituted with the existing clause V of the Memorandum of Association with a view to cover any future increases in the Paid up Capital of the Company as and when necessary. The available cushion in ordinary authorized share capital of the Company is inadequate and in view of any future capitalization by way of Bonus or Right Shares, it seems expedient to increase the ordinary authorized share capital. The Directors of the Company have no special or extraordinary interest, directly or indirectly in the above resolutions except to the extent of their shareholding in the Company. The said alteration(s) will not affect anyone's interest unfavourably in the Company. Such new shares, whenever issued, shall rank pari passu with the existing shares in all respect.



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

The memorandum and Articles of Association of the Company has been kept at the registered office of the Company and can be expected from 09:30 a.m. to 11:30 a.m. on all working days upto June 19, 2023.

Dissemination of information regarding Annual Audited Financial Statement to the shareholders through QR enabled code and web link

In order to implement SECP notification with respect to transmission/circulation of information such as annual audited financial statements through QR enables code and web link instead of CD/DVD/USB, and will also be provided through email if they desire to receive the same at their email addresses. Special Resolution is a part of the notice for concurrence of shareholders to adopt the newly introduced mode of transmission. However, for convenience of shareholders standard request form is available on Company's website for those who wish to receive the hard copy of the annual audited financial statements with relevant documents at their registered addresses.

The Directors, Sponsors, majority shareholders and their relatives are not interested directly or indirectly in the above business except to the extent of shares that are held by them in the Company.

.....



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

PROXY FORM

I/We _____
of _____ in the district of _____ being a shareholder of
KOHINOOR MILLS LIMITED hereby appoint _____
of _____ another shareholder of the Company or failing him/her
appoint _____
of _____ another shareholder of the Company as my / our proxy to vote for me/us
and on my/our behalf, at the **Extraordinary General Meeting** of the Company to be held on **Tuesday, June 20, 2023 at 11:30 a.m.** at 8 K.M. Manga Raiwind Road, District Kasur, Pakistan, and at any adjournment thereof.

As witness my/our hand seal this _____ day of _____, 2023

Folio No.	CDC Account Holders		No. of Ordinary Shares held
	Participant I.D. No.	Account / Sub-Account No.	

Signatures of
shareholder/attorney on fifty
Rupees
Revenue Stamp to be affixed
here

*The Signature should agree with
the specimen registered with the
Company or should be as per
CNIC*

CNIC / Passport No. _____

Witness 1

Signature _____
Name _____
CNIC No. _____
Address _____

Witness 2

Signature _____
Name _____
CNIC No. _____
Address _____

NOTES:

- 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.
- 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.
- 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) (both sides)/ Passport with the Proxy Form. The proxy shall produce his/her/their original CNIC or original passport at the time of the meeting.
- 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.
- 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.



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946

National Tax Number: 0658184-6

Ballot paper for voting through post

Kohinoor Mills Limited

Registered & Mills Address: 8 K.M. Manga Raiwind Road, District Kasur

Website URL: www.kohinoormills.com

Chairman: Mr. Rashid Ahmed

Email: cs.kml@kohinoormills.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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

Agenda No. 1

RESOLVED that approval of members of the Company is hereby accorded to increase the authorized share capital of the Company from 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), to PKR 5,000,000,000/- (Rupees Five billion only) divided into 470,000,000 (Four Hundred Seventy 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. 5,000,000,000/- (Rupees Five Billion only) divided into 470,000,000 (Two Four Hundred Seventy 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.

FURTHER RESOLVED that 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.

Agenda No. 2

To consider dissemination of annual audited financial statements through QR enabled code and web link instead of transmitting the same in the form of CD/DVD/USB and to approve the following resolution as a special resolution with or without modification:



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, Cell: 092-333-4998801-10 Fax: 092-42-35391946
National Tax Number: 0658184-6

"RESOLVED that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and web link as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023 be and is hereby approved while considering technological advancement and old technology becoming obsolete, the circulation of annual statements through CD/DVD/USB be discontinued."

I/We hereby exercise my/our vote in respect of the above mentioned special resolutions through postal ballot by conveying my/our assent or dissent to the said resolutions by placing the tick mark in the appropriate box below:

Sr. No.	Nature of description of Resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution as per Agenda No. 1		
2.	Special Resolution as per Agenda No. 2		

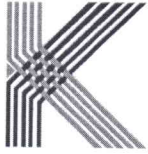
Signature of shareholder(s)/Proxy holder/ Authorized Signatory
(in case of corporate entity, please affix company stamp)

Place: _____

Date: _____

Notes:

1. Dully filled postal ballot should be sent to the Chairman at 8 K.M. Manga Raiwind Road, District Kasur or through email at cs.kml@kohinoormills.com
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach to the office of Chairman on or before June 19, 2023 up to 4:00 p.m. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of corporate entity, Corporation and Federal Government, postal ballot must be accompanied with copy of CNIC of authorized person, attested copy of board of directors' resolution / power of attorney with specimen signature of the authorized person should be attached. In case of foreign body corporate etc all documents must be attested from the counsel general of Pakistan/Embassy having jurisdiction over the member.
7. Members may download the ballot paper from the website of the company www.kohinoormills.com
8. A member shall have such number of votes as is equal to the product of the number of voting shares held by him and the number of directors to be elected.
9. A member may give all his votes to a single candidate or divide them between more than one of the candidates in such manner as he may choose.



KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-36369340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the members of Kohinoor Mills Limited (the "Company") will be held on Tuesday, June 20, 2023 at 11:30 a.m., to transact the following business:

Special Business:

1. 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:

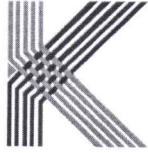
"RESOLVED that approval of members of the Company is hereby accorded to increase the authorized share capital of the Company from PKR 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 220,000,000 (Two Hundred Twenty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees Ten only), to PKR 5,000,000,000/- (Rupees Five billion only) divided into 470,000,000 (Four Hundred Seventy 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. 5,000,000,000/- (Rupees Five Billion only) divided into 470,000,000 (Two Four Hundred Seventy 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.

FURTHER RESOLVED that 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.



KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-36369340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

2. To consider dissemination of annual audited financial statements through QR enabled code and web link instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a special resolution with or without modification:

“RESOLVED that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and web link as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023 be and is hereby approved while considering technological advancement and old technology becoming obsolete, the circulation of annual statements through CD/DVD/USB be discontinued.”

3. 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 Extraordinary General Meeting.

By Order of the Board

(MUHAMMAD RIZWAN KHAN)
Company Secretary

Kasur:
May 30, 2023

NOTES

1. Closure of Share Transfer Books

The share transfer books of the Company for Ordinary Shares will remain closed from June 14, 2023 to June 20, 2023 (both days inclusive). Physical transfers and deposit requests under Central Depository System received at the close of business hours on June 13, 2023, 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 determining 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

- a. 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.
- b. 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.





KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-36369340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

For Appointing Proxies

- 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.
- 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.
- 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.
- 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.
- 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.
- 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

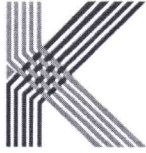
Through Electronic means:

- 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	
I/We	ofbeing 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	





KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-36369340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

- The members can also attend the meeting via video link using smart phone/tablets. Members and their proxies are requested to register themselves by providing the following information along with valid copy of CNIC (both sides) /passports, attested copy of the Board Resolution/Power of Attorney (in case of corporate shareholder) through email at cskml@kohinoormills.com by June 17, 2023:

Name of Member/ Proxy	Folio No./ CDC Account No.	Cell No./ Whatsapp No.	CNIC No.	Email I.D.

- The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to the requirements of Sections 143 and 144 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.

4. Audited Financial Statements and Notice of Meeting

The members, who desire for receiving the annual audited financial statements through email, are requested to provide their email addresses to the Share Registrar of the Company for the purpose. However, hard copy of the annual report will be provided free of cost on written request of the shareholder on standard request form available on the website of the company i.e. www.kohinoormills.com

- 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 the Companies Act, 2017 i.e., May 30, 2017.

The shareholders having physical shares are encouraged 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, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

- The notice of Extraordinary General Meeting has been also been posted on the website of the Company i.e., www.kohinoormills.com
- Shareholders are requested to notify change in their mailing address to our Shares Registrar at the earliest.
- 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.

