



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

Corp./KML/69/23

Through PUCAR & Courier

June 12, 2023

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

**Subject: Procedure for Electronic Voting Facility and Voting
through Postal Ballot on Special Business.**

Dear Sir,

Pursuant to requirements of the Companies (Postal Ballot) Regulations, 2018, and clause 5.6.9(b) of the Listing Regulation of Pakistan Stock Exchange enclosed please find herewith Procedure for Electronic Voting Facility and Voting through Postal Ballot on Special Businesses to be transacted in the forthcoming Extraordinary General Meeting of the members of Kohinoor Mills Limited scheduled to be held on Tuesday, June 20, 2023 at 11:30 a.m. which are being published in the Newspapers for information of the shareholders.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours truly,
For Kohinoor Mills Limited



MUHAMMAD RIZWAN KHAN
Company Secretary

CC to:

Executive Director / HOD
Offsite-II Department
Supervision Division
Securities and Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue , Blue Area
ISLAMABAD

Encl: As above



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Procedure for Electronic Voting Facility and Voting Through Postal Ballot on Special Business

This is in continuation to the notice of Extraordinary General Meeting published on Tuesday, May 30, 2023, the members of Kohinoor Mills Limited (the "Company") are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 5, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP") whereby SECP has directed all the listed companies to provide the right to the members of the Company through electronic voting facility by post on all businesses classified as special business.

Accordingly, all members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Tuesday, June 20, 2023 at 11:30 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.kohinoormills.com for download.

By order of the Board

Muhammad Rizwan Khan
Company Secretary

Kasur: June 12, 2023

Procedure for E-Voting

- Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers and email addresses available in the register of members of the Company by the close of business on June 13, 2023.
- The web address, login details will be shared with the members via email. The security codes will be communicated to members through SMS from web portal of Hameed Majeed Associates (Pvt) Limited (being the e-voting service provider)
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-voting lines will start from June 15, 2023, 9:00 a.m. and shall close on June 19, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently.

Procedure for Voting through Postal Ballot:

The members shall ensure that duly filled in and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Registered address, 8 Kilometer Manga Raiwind Road, District Kasur or e-mail at cs.kml@kohinoormills.com one day before the Extraordinary General Meeting i.e., June 19, 2023 during working hours. The signature on the ballot shall match with the signature on CNIC.



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Postal Ballot paper

Ballot for voting through post for Special Business at the Extraordinary General Meeting to be held on Tuesday, June 20, 2023 at 11:30 a.m. at 8 K.M. Manga Raiwind Road, District Kasur, the Registered Office of the Company. Website URL: www.kohinoormills.com, Phone Line: 042-111-941-941

Folio/CDS Account Number	
Name of shareholder/joint shareholders	
Registered Address	
Number of shares held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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 (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:





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“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:

Instructions for Poll

1. Please indicate your vote by ticking (√) the relevant box.
2. In case if both the boxes are marked as (√) your poll shall be treated as “Rejected”

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

