



# KOHINOOR SPINNING MILLS LIMITED



ISO 9001:2000  
CERTIFIED

7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.  
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105  
Email: ksml@pol.com.pk

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

August 12, 2024


## SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING – KOHINOOR SPINNING MILLS LIMITED

Dear Sir,

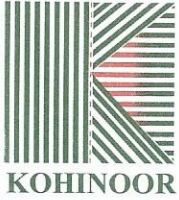
Enclosed please find a copy of the Notice of Extraordinary General Meeting (EOGM) of Kohinoor Spinning Mills Limited to be held on September 12, 2024 at 09:00 AM at Registered Office of the Company 7/1 E-3, Main Boulevard Gulberg-3, Lahore. for circulation amongst the TRE Certificate Holders of the Exchange.

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

Yours truly,  
For **Kohinoor Spinning Mills Limited**

  
**Mohammad Naveed**  
Chief Executive Officer

Cc: Executive Director/HOD, Offsite II Department, Supervision Division, SECP, Islamabad.



# KOHINOOR SPINNING MILLS LIMITED



7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.  
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Email: ksml@pol.com.pk

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of **Kohinoor Spinning Mills Limited** (the Company) will be held on Thursday, **September 12, 2024** at 09:00 AM at the registered office of the Company at 7/1 E-3, Main Boulevard Gulberg-3, Lahore to transact the following business:

### A. SPECIAL BUSINESSES

**1. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to amend the Memorandum of Association of the Company:**

**“RESOLVED THAT** amendments in Memorandum of Association of the Company as mentioned in Annexure A are hereby approved.

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

**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution.”

**2. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to amend the Articles of Association of the Company:**

**“RESOLVED THAT** amendments in Articles of Association of the Company as mentioned in Annexure A are hereby approved.

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

**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution.”



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3. To consider and, if thought fit, approve an increase in the authorized share capital of the Company, with or without modification, and consequent amendments in the Memorandum of Association of the Company;

“**RESOLVED THAT** the authorized share capital of the company be and is hereby increased from Rs.2,200,000,000/- divided into 440,000,000 ordinary shares of Rs. 5/-each to Rs.3,000,000,000/-divided into 600,000,000 ordinary shares of Rs.5/- each ranking pari passu in every respect with the existing ordinary shares of the Company.

“**RESOLVED FURTHER THAT**, in consequence of the said increase in the Authorized Share Capital of the Company, the existing/proposed Clause V/Clause 5 of the Memorandum of Association of the Company be and hereby replaced accordingly, to read as follows;

#### **Clause V/Clause 5 of the Memorandum of Association**

The authorized capital of the company is Rs.3,000,000,000 (Rupees Three Billion only) divided into 600,000,000 (Six Hundred Million) ordinary shares of Rs.5/- (Rupees five only) each.”

“**RESOLVED FURTHER THAT**, this resolution shall be valid for execution for a period of four years from the date of approval of members in EOGM. The Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution.”

Statement in compliance with Section 134(3) of the Companies Act, 2017 is annexed to the notice of EOGM.

#### **B. OTHER BUSINESS**

1. To transact any other business with the permission of the Chair.

August 12, 2024  
Lahore.

By Order of the Board

Mohammad Naveed  
Chief Executive Officer



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## NOTES:

### BOOK CLOSURE NOTICE;

The Shares Transfer Books of the Company will remain closed from **06-09-2024 to 12-09-2024** (both days inclusive). Transfers received in order in all respect up to the close of business hours on Thursday September 05, 2024 at Share Registrar Office, M/S Corplink (Pvt.) Limited, Wing Arcade, 1 Commercial, Model Town, Lahore, will be considered in time for attending and voting at the meeting.

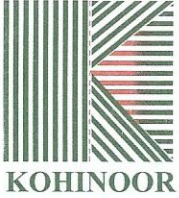
### ATTENDANCE AT THE MEETING

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. The proxy form is annexed to the notice

Members through book entry system under Central Depository Company of Pakistan Limited, are advised to must bring their original National Identity Cards/ Passport along with copy of their particulars of CDC Account duly authenticated by the concerned Participant/Investor Account Services for verification and also follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No.1 of 2000:

#### A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing is/her original CNIC or, original Passport along with copy of CDC Account Registration details duly authenticated by the concerned Participant/Investor Account Services at the time of attending the Meeting.
- b. In case of corporate entity, the person attending the meeting on behalf of the corporate entity must produce Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in his favor along with copy of proxy form submitted with the Company, the Board Resolution/Power of Attorney must contain specimen signature of the person attending meeting.



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**B. For Appointing Proxies**

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners, proxy holder and witnesses shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time

of the Meeting.

- e. In case of corporate entity, Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in favor of proxy holder along with proxy form to the Company, the Board Resolution/Power of Attorney must contain specimen signature of proxy holder.

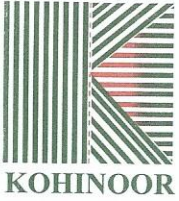
**Video Conference Facility**

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to 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:

I/We.....of.....being a member of Kohinoor Spinning Mills Limited, holder of ..... ordinary shares as per Registered Folio No./CDC A/C # .....hereby opt for video conference facility at. ....

**Signature of Member**



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## Video Link Facility for Meeting

Securities and Exchange Commission of Pakistan ("SECP") has advised vide Circular No. 4 of 2021 dated 15 February, 2021 to provide participation of the members through electronic means. The members can also attend the EOGM via video link. 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 mail at saeed@chakwalgroup.com.pk at least 48 hours before holding of EOGM.

Name of Member / Proxy holder	CNIC No.	Folio No./CDC Account No.	Cell No./Whatsapp No.	Email ID

The video-link and login credentials will be shared with shareholders whose e-mails, containing all the required particulars, are received at the given e-mail address by or before the close of business hours (05:00 pm) September 07, 2024.

## Procedure for E-Voting:

- In accordance with the Companies (Postal Ballot Regulations 2018 (the "Regulations) the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all business classified as special business under the Companies Act, 2017 in the manner and subject conditions contained in the Regulations.
- Detail of e-voting facility will be shared through e-mail with those members of the Company who have valid cell numbers/e-mail addresses(Registered e-mail ID)available in the Register of Members of the Company by the end of business hours on September 05, 2024. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and e-mail addresses on or before September 05, 2024.
- Identity of the Members who intend to cast vote through e-voting shall be authenticated through electronic signatures or authentication for login.
- Members shall cast vote for the agenda online from September 09, 2024 to September 11, 2024 till 5:00 p.m. A vote once cast by a member shall not be allowed to be changed.



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## Procedure for Voting Through postal Ballot:

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.kohinoorspinningmills.com](http://www.kohinoorspinningmills.com) to download.
- b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's Registered Office, 7/1 E-3, Main boulevard Gulberg-3, Lahore, or e-mail at [chairman@chakwalgroup.com.pk](mailto:chairman@chakwalgroup.com.pk) one day before the EOGM i.e. on September 11, 2024 before 5:00 p.m. In case, member is a corporate entity, the Board's resolution/power of attorney with specimen signatures shall also be furnished (unless it has been provided earlier) along with ballot paper to the Company. A postal ballot received after this time/date shall not be considered for voting. The signatures on ballot paper shall match with signatures on the CNIC..

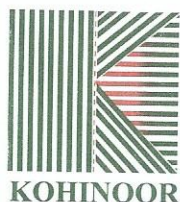
**E-voting Service Provider:**  
M/S Corplink (Private) Limited

## **STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017**

This statement sets out the material facts concerning the Special Businesses to be transacted at the Extraordinary General Meeting to be held on September 12, 2024.

### **1. Amendments In Memorandum of Association of the Company**

The proposed amendments in Memorandum of Association bring the Company's existing Memorandum of Association in line with the changes made by the promulgation of the Companies Act 2017.



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## INFORMATION REQUIRED PURSUANT TO SRO 423(I)/2018

S.R. No.	Description	Information Required
1.	Comparative analysis of existing clause with the proposed amendment along with reasons for the change	Existing and proposed Memorandum of Association of the Company are available on the Company's website ( <a href="http://www.kohinoorspinningmills.com">www.kohinoorspinningmills.com</a> ) for the purpose of comparison.
2.	Reasons for each change in the Memorandum of association of the Company	The Company is amending its Memorandum of Association to make it in conformity with Table B of First Schedule of the Companies Act, 2017
3.	A statement that the proposed alterations are in line with the applicable provisions of the law and regulatory framework	It is hereby confirmed that the proposed alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

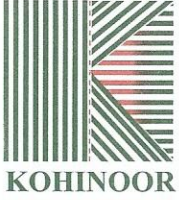
## 2. Amendments In Articles of Association of the Company

The proposed amendments in Articles Association bring the Company's existing Articles of Association in line with the changes made by the promulgation of the Companies Act 2017.

## INFORMATION REQUIRED PURSUANT TO SRO 423(I)/2018

S.R. No.	Description	Information Required
1.	Comparative analysis of existing clause with the proposed amendment along with reasons for the change	Existing and proposed Articles of Association of the Company are available on the Company's website ( <a href="http://www.kohinoorspinningmills.com">www.kohinoorspinningmills.com</a> ) for the purpose of comparison.
2.	Reasons for each change in the articles of association of the Company	The Company is amending its Articles of Association to make it in conformity with Table A of First Schedule of the Companies Act, 2017
3.	A statement that the proposed alterations are in line with the applicable provisions of the law and regulatory framework	It is hereby confirmed that the proposed alterations to the Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.





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### 3. Increase In Authorized Share Capital of the Company

The current authorized capital of the company falls short of its anticipated future requirements to raise additional equity. Therefore, it is proposed that authorized capital should be increased to eliminate the need for repetitive administrative formalities and associated costs in the future. It is important to highlight that the fee for enhancing the limit of authorized share capital has already undergone a significant increase, and it will further rise at a rate of 10% per annum as notified by the apex regulator. Consequently, the Company, seeks to increase its authorized share capital from Rs.2,200,000,000/- divided into 440,000,000 shares of Rs.5/-each to Rs.3,000,000,000 divided into 600,000,000 shares of Rs.5/- each and make the necessary amendments to Memorandum of Association of the Company.

#### Existing Clause V of the Memorandum of Association

The authorized capital of the Company is Rs. 2,200,000,000/- (Rupees Two Billion Two Hundred Million) divided into 440,000,000 (Four hundred forty million) ordinary shares of Rs. 5/-each with the rights privileges and condition attaching thereto as are provided by the regulations of the company for the time being with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such special rights, privileges or conditions as may be determined by or in accordance with the Article of Association of the company 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 of the Company.

#### Proposed Clause 5 of the Memorandum of Association

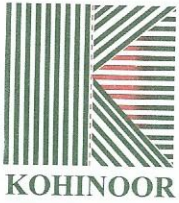
The authorized capital of the company is Rs.3,000,000,000 (Rupees Three Billion only) divided into 600,000,000 (Six Hundred Million) ordinary shares of Rs.5/- (Rupees five only) each

### INTEREST OF DIRECTORS AND THEIR RELATIVES

None of the directors or their relatives have any personal interest in above special businesses except to the extent that they are members of the Company.

### INSPECTION OF DOCUMENTS

Copies of Memorandum and Articles of Association (existing and proposed), Statement under Section 134(3) of the Companies Act 2017 and other relevant documents may be inspected / procured during business hours on any working day of the Registered Office of the Company from the date of publication of this notice till the last working day before the day of the meeting.



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## Annexure-A

### Amendments To Memorandum of Association of the Company

- 1) Current Clauses I,II,III,IV and V shall be re-numbered as Clauses 1,2,3,4 and 5;
- 2) Clause III shall be amended as follows:

Existing	Proposed
The object for which the Company is established are:-  a) To establish promote and run factories or mills, to carry on the business of spinning, weaving or manufacturing and dealing in cotton or cotton ginning or fibrous substances and preparation, dyeing or coloring of any of the said substances and the purchase and sale of yarn, cloth and other manufactured fibrous products.	(i) The principal line of business of the company shall be to establish promote and run factories or mills, to carry on the business of spinning, weaving or manufacturing and dealing in cotton or cotton ginning or fibrous substances and preparation, dyeing or coloring of any of the said substances and the purchase and sale of yarn, cloth and other manufactured fibrous products.
III b) To III II)	As per Clause 3(ii) to 3(iv) of Table B of First Schedule of the companies Act, 2017

### Amendments To Articles of Association of the Company

**Current:** Complete existing Articles of Association of the Company

**Proposed:** To adopt table A of the Companies Act, 2017 as Articles of Association of the Company except for the below mentioned:

- 1). Article 1 (3) to be incorporated as follows:

"The Regulations contained in Table 'A' in the First Schedule to the Companies Act 2017 shall not apply to the Company except so far as the same are reproduced, contained or deemed to be contained in or expressly made applicable by these Articles or the Act"

- 2). Below mentioned articles of Table A of the Companies Act, 2017 (Column A) to be replaced by articles in Column B named as 'Amended Applicable Articles:

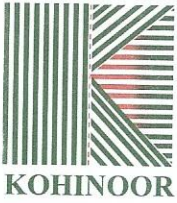


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Article Ref.	Articles of Table A of the Companies Act, 2017	Amended Applicable Articles
13	The person nominated under regulation 12 shall, after the death, of the member, be deemed as a member of company till the shares are transferred to the legal heirs and if the deceased was a director of the company, not being a listed company, the nominee shall also act as director of the company to protect the interest of the legal heirs.	The person nominated under regulation 12 shall, after the death of the member, be deemed as a member of company till the shares are transferred to the legal heirs
24	<p>The company may provide video-link facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members:</p> <p>Provided that in case of listed companies if the members holding ten percent of the total paid up capital or such other percentage of the paid up capital as may be specified, are resident in any other city, the company shall provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days before the date of the meeting.</p>	<p>The company may provide video-link facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members</p> <p>;</p> <p>Provided that if the members holding ten percent of the total paid up capital or such other percentage of the paid up capital as may be specified, are resident in any other city, the company shall provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days before the date of the meeting</p>
27	<p>No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business. The quorum of the general meeting shall be—</p> <p>(a) in the case of a public listed company, not less than ten members present personally, or through video-link who represent not less than twenty-five per cent of the total voting power, either of their own account or as proxies;</p> <p>(b) in the case of any other company having share capital, two members present personally, or through video-link who represent not less than twenty-five per cent of the total voting power, either of their own account or as proxies.</p>	<p>No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business. The quorum of the general meeting shall be—</p> <p>(a) not less than ten members present personally, or through video-link who represent not less than twenty-five per cent of the total voting power, either of their own account or as proxies;</p> <p>(b) To be deleted</p>



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36	Except for the businesses specified under sub-section (2) of section 134 to be conducted in the annual general meeting, the members of a private company or a public unlisted company (having not more than fifty members), may pass a resolution (ordinary or special) by circulation signed by all the members for the time being entitled to receive notice of a meeting. The resolution by circulation shall be deemed to be passed on the date of signing by the last of the signatory member to such resolution.	To be deleted
37 A	To be added	The provisions and requirements for e voting as prescribed by the Securities & Exchange Commission of Pakistan for the time being and from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.
44	The following subscribers of the memorandum of association shall be the first directors of the company, so, however, that the number of directors shall not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the first annual general meeting: 1. ab 2. cd 3. ef 4. gh	The following subscribers of the memorandum of association shall be the first directors of the company, so, however, that the number of directors shall not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the first annual general meeting: 1. Khawaja Mohammad Amin 2. Khawaja Mohammad Yousuf 3. Khawaja Mohammad Hanif 4. Khawaja Mohammad Jaweed 5. Khawaja Mohammad Jahangir 6. Khawaja Mohammad Tanvir 7. Mr. Taiyeb Kapadia
75 (3)	In case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.	Any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.
91	To be added	SECRECY  No Member shall be entitled to require discovery of any information respecting any detail of the Company's business or any matter which is or may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors, it will not be expedient in the interests of the Members of the Company to communicate to the public.



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Form of Proxy

Email: ksml@pol.com.pk

The Corporate Secretary  
Kohinoor Spinning Mills Limited  
7/1 E-3 Main Boulevard Gulberg III, Lahore

Folio # / CDC A/C #.	
Participant I.D	
Account #	
Shares held	

I/We \_\_\_\_\_ of

being a member (s) of Kohinoor Spinning Mills Limited hold \_\_\_\_\_ ordinary shares hereby  
appoint Mr./Mrs./Miss \_\_\_\_\_ of

\_\_\_\_\_ or failing him/her \_\_\_\_\_  
of \_\_\_\_\_ as my /our Proxy to attend and vote for me/us and on  
my/our behalf at the General Meeting of the Company to be held on -----at 09:00 a.m.  
at 7/1 E-3 Main Boulevard Gulberg III, Lahore and at every adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

- Witness:  
Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
CNIC \_\_\_\_\_
- Witness:  
Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
CNIC \_\_\_\_\_

**AFFIX  
REVENUE  
STAMP of Fifty rupees**

Signature \_\_\_\_\_  
(Signature appended above  
should agree with the specimen  
signatures registered with the  
Company.)

### IMPORTANT

- This Form of proxy, duly completed and signed, must be received at the registered office of the company, at 7/1 E-3 Main Boulevard Gulberg III, Lahore Pakistan, not less than 48 hours before the time of holding the meeting.
- If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.



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Email: ksml@pol.com.pk

## BALLOT PAPER

Ballot paper for voting through post for the Special Business at the Extraordinary General Meeting (EOGM) of the Company, to be held on Thursday, September 12, 2024, at 7/1 E-3, Main Boulevard Gulberg-3, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman@chakwalgroup.com.pk

Folio / CDS Account Number	
Name of shareholder/joint shareholders	
Registered Address	
Number of shares held	
CNIC Number / 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.)	

## INSTRUCTION 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"
- I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below against the particular resolution:



# KOHINOOR SPINNING MILLS LIMITED



TUV  
ISO 9001:2000  
CERTIFIED

7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.  
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105  
Email: ksml@pol.com.pk

## Special Resolutions

**1. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to amend the Memorandum of Association of the Company:**

**“RESOLVED THAT** amendments in Memorandum of Association of the Company as mentioned in Annexure A are hereby approved.

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

**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution.”

**2. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to amend the Articles of Association of the Company:**

**“RESOLVED THAT** amendments in Articles of Association of the Company as mentioned in Annexure A are hereby approved.

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

**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution.”



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3. To consider and, if thought fit, approve an increase in the authorized share capital of the Company, with or without modification, and consequent amendments in the Memorandum of Association of the Company

**“RESOLVED THAT** the authorized share capital of the company be and is hereby increased from Rs.2,200,000,000/- divided into 440,000,000 ordinary shares of Rs. 5/-each to Rs.3,000,000,000/- divided into 600,000,000 ordinary shares of Rs.5/- each ranking pari passu in every respect with the existing ordinary shares of the Company.

**“RESOLVED FURTHER THAT,** in consequence of the said increase in the Authorized Share Capital of the Company, the existing/proposed Clause V/Clause 5 of the Memorandum of Association of the Company be and hereby replaced accordingly, to read as follows;

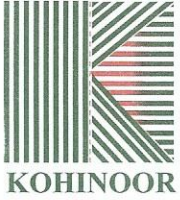
**Clause V/Clause 5 of the Memorandum of Association**

The authorized capital of the company is Rs.3,000,000,000 (Rupees Three Billion only) divided into 600,000,000 (Six Hundred Million) ordinary shares of Rs.5/- (Rupees five only) each."

**“RESOLVED FURTHER THAT,** this resolution shall be valid for execution for a period of four years from the date of approval of members in EOGM. The Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution.”





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I/we hereby exercise my/our vote in respect of the above resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below against the particular resolution:

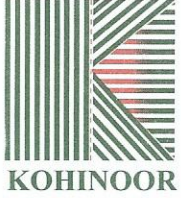
Sr. No.	Nature and Description of Resolutions	No. of Ordinary Share For Which Votes Cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution as per the Agenda Item No. 01 (as given above)			
2.	Special Resolution as per the Agenda Item No. 02 (as given above)			
3.	Special Resolution as per the Agenda Item No. 03 (as given above)			

Signature of shareholder(s) / Proxy holder Signature / Authorized Signatory

(in case of corporate entity, please affix company stamp)

Place: \_\_\_\_\_

Date: \_\_\_\_\_



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## NOTES:

- i. Dully filled postal ballot should be sent to Chairman, Kohinoor Spinning Mills Limited 7/1 E-3, Main Boulevard Gulberg-3, Lahore Designated e-mail address: chairman@chakwalgroup.com.pk
- ii. Copy of CNIC/Passport (in case of foreign shareholder) must be enclosed with the postal ballot form.
- iii. Postal ballot forms should reach chairman of the meeting on or before September 11, 2024 during business hours, (05:00pm closing time). Any postal ballot received after this date, will not be considered for voting
- iv. Signature on postal ballot should match with signature on CNIC/Passport.
- v. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- vi. In case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable. In case of foreign body corporate etc. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.
- vii. The Ballot paper form has also been placed on the website of the Company at [www.kohinoorspinningmills.com.pk](http://www.kohinoorspinningmills.com.pk)