



KOHINOOR SPINNING MILLS LIMITED



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

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 12TH SEPTEMBER 2024 AT 9:00 A.M AT 7/1 E-3, MAIN BOULEVARD GULBERG-3, LAHORE

Special Resolutions:

Agenda Item No. 1

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

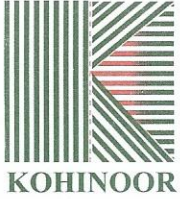
FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, 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.”

Agenda Item No. 2

“**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



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

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.”

Agenda Item No. 3

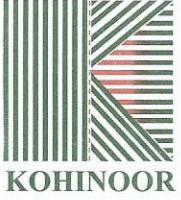
“**RESOLVED THAT** the authorized share capital of the company be and is hereby increased from Rs.2,200,000,000/- divided into 440,000,000 ordinary shares of Rs. 5/-each to Rs.3,000,000,000/-divided into 600,000,000 ordinary shares of Rs.5/- each ranking pari passu in every respect with the existing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



KOHINOOR SPINNING MILLS LIMITED



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

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.”

For Kohinoor Spinning Mills Limited

(Company Secretary)



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

Annexure-A

Amendments To Memorandum of Association of the Company

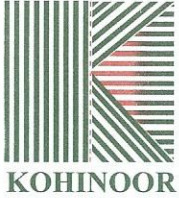
- 1) Current Clauses I,II,III,IV and V shall be re-numbered as Clauses 1,2,3,4 and 5;
- 2) Clause III shall be amended as follows:

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:



KOHINOOR SPINNING MILLS LIMITED



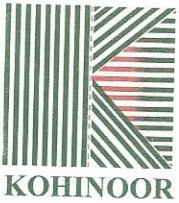
7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105
Email: ksml@pol.com.pk

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:

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	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:	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 :

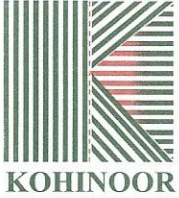


KOHINOOR SPINNING MILLS LIMITED



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

	<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>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>
36	<p>Except for the businesses specified under sub-section (2) of section 134 to</p>	<p>To be deleted</p>



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

	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.	
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:	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



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

	<ol style="list-style-type: none">1. ab2. cd3. ef4. gh	<ol style="list-style-type: none">2. Khawaja Mohammad Yousuf3. Khawaja Mohammad Hanif4. Khawaja Mohammad Jaweed5. Khawaja Mohammad Jahangir6. Khawaja Mohammad Tanvir7. 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	<p style="text-align: center;">SECRECY</p> <p>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.</p>