

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

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

October 07, 2024

SUB: NOTICE OF ANNUAL GENERAL MEETING – KOHINOOR SPINNING MILLS LIMITED

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting of Kohinoor Spinning Mills Limited to be held on October 28, 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.
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105
Email: ksml@pol.com.pk

KOHINOOR SPINNING MILLS LIMITED NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of **KOHINOOR SPINNING MILLS LIMITED** will be held on Monday, October 28, 2024 at 9:00 a.m. at 7/1 E-3 Main Boulevard Gulberg-III, Lahore to deal with the following matters:-

Ordinary Business:

1. To receive and adopt the audited accounts of the Company for the year ended June 30, 2024 together with the reports of directors and auditors thereon.
1. To appoint auditors for the year ending June 30, 2024 and to fix their remuneration. The Company has received a notice from a shareholder holding more than 10% shareholding that he intends to propose the name of M/S Saeed Ul Hassan & Co., Chartered Accountants as Company's auditors for the year ended June 30, 2025 in accordance with the provision of Section 246(3) of the Companies Act, 2017. The present auditors, retire and being eligible for re-appointment offer themselves for re-appointment.

Special Business:

1. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to lease out land, building together with plant and machinery of Unit-03 the Company:

"RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 to lease out its land, building together with plant and machinery of Unit-3.

FURTHER RESOLVED THAT the Chief Executive and CFO 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.”

2. To approve the circulation of the Company's annual balance sheet, profit and loss account, auditor's report and directors' report, etc. ("Annual Report"), to the members of the Company through QR code and weblink, in terms of the S.R.O. 389(I)/2023 dated March 21, 2023 issued by Securities Exchange Commission of Pakistan (SECP), and if deemed fit, pass the following resolutions as Ordinary Resolutions with or without modification(s):

“**RESOLVED THAT** the transmission/circulation of the Annual Report to the members of the Company through QR code and weblink, in terms of the Notification S.R.O. 389(I)/2023 dated March 21, 2023, issued by the Securities Exchange Commission of Pakistan, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Chief Executive Officer and CFO of the Company be and are hereby singly authorized to do all acts, deeds and things in connection and ancillary thereto as may be required or expedient to give effect to the above resolution.”

Other Business:

To transact any other business which may be brought forward with the permission of the Chair.

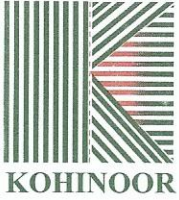
BY ORDER OF THE BOARD


HASSAN AHMAD KHAN

Lahore:

October 07, 2024

Company Secretary



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

NOTES:

BOOK CLOSURE NOTICE;

The Shares Transfer Books of the Company will remain closed from **22-10-2024 to 28-10-2024** (both days inclusive). Transfers received in order in all respect up to the close of business hours on October 21, 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.

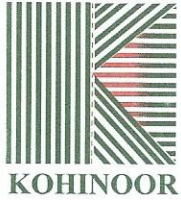
ATTENDANCE AT THE MEETING

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 available at the Company's website (<http://www.kohinoorspinningmills.com>).

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 his/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.



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

- 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.

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.



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

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

Video Link Facility for Meeting

The members can also attend the meeting 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 by or before the close of business hours (05:00 pm) October 24, 2024

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 within above time frame.



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

Procedure for E-Voting:

- a. 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.
- b. 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 October 21, 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 October 21, 2024.
- c. Identity of the Members who intend to cast vote through e-voting shall be authenticated through electronic signatures or authentication for login.
- d. Members shall cast vote for the agenda online from October 25, 2024 to October 27, 2024 till 5:00 p.m. A vote once cast by a member shall not be allowed to be changed.

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 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 one day before the meeting .i.e. on October 27, 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



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

- c. 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

Appointment of Scrutinizer:

The Board of the Company has appointed M/s. SAEED UL HASSAN & CO. Chartered Accountants, a QCR rated audit firm to act as the Scrutinizer of the Company for Polling on Special Business and to undertake other responsibilities as defined in Regulation No. 11A. .

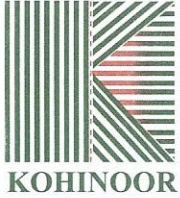
STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting to be held on October 28, 2024.

1. To Lease Out Land, Building together with Plant & Machinery of Unit-03

The Company has suspended its operations since December 2022 due to heavy losses. The Board of Directors, after exhausting all its options, decided to lease out land, building together with plant and machinery of Unit-3.

The following information is relevant under SRO 423(I)/2018 of 03rd April 2018 to the members:



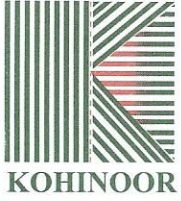
KOHINOOR SPINNING MILLS LIMITED



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

i.	Description/Name of the asset leased out	Land and Building together with plant and machinery of Unit-03
ii.	Acquisition date of the asset	From 1992 till 2023
iii.	Cost	Rs. 3,379,041,585
iv.	Revalued amount	Rs. 3,359,035,000
v.	Date of Revaluation	28th June 2023
vi.	Book value	Rs. 3,089,534,383 (As on 30.06.24)
vii.	Approximate current market price/fair value	Please see vi above
viii.	Tenure of lease	One year
ix.	Lease rental	Rs. 2.5 M per month
x.	Increment rate	N/A
xi.	Mode/basis of determination of lease rental	Lease rentals will be determined as per market terms and conditions.
xii.	Other terms and conditions of lease	Lease Rental Agreement is extendable further with mutual consent
xiii.	Purpose of the lease	The transaction would allow the Company to generate operating cash flows and day to day business requirements.
xiv.	Utilization of the proceeds received from the transaction	The Company shall utilize the rental received to meet the day to day expenses and surplus funds, if any, to settle liabilities towards creditors.
xv.	Effect on operational capacity of the Company	Operational capacity of the Company shall not be affected as the operations of the Company are already suspended
xvi.	Quantitative and qualitative benefits expected to accrue to the members	As a result of the aforesaid transaction, if the Company obtains a lease rental will generate the income and the management expects to pay the dividend out of profits to its minority shareholders



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

2. To approve the circulation of the Company's annual balance sheet, profit and loss account, auditor's report and directors' report, etc. ("Annual Report"), to the members of the Company through QR code and weblink, in terms of the S.R.O. 389(I)/2023 dated March 21, 2023 issued by Securities Exchange Commission of Pakistan (SECP), and if deemed fit, pass the following resolutions as Ordinary Resolutions with or without modification(s):

The Securities and Exchange Commission of Pakistan vide its S.R.O.389 (I)/2023 dated 21st March 2023, while considering technological advancements and obsolescence of old technologies, has allowed the listed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink instead of CD / DVD / USB, subject to the conditions specified there for. Consent of the members is sought for transmission of the annual audited financial statements of the Company via QR enabled code and weblink.

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.

BALLOT PAPER

Ballot paper for voting through post for the Special Business at the Annual General Meeting of the Company, to be held on Monday, October 28, 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



KOHINOOR SPINNING MILLS LIMITED



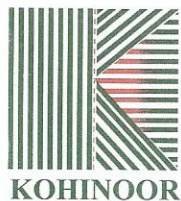
7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105
Email: ksml@pol.com.pk

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



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 resolution as special resolution to lease out land, building together with plant and machinery of Unit-03 the Company:

"RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 to lease out its land, building together with plant and machinery of Unit-3.

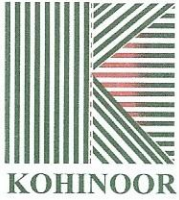
FURTHER RESOLVED THAT the Chief Executive and CFO be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and 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 approve the circulation of the Company's annual balance sheet, profit and loss account, auditor's report and directors' report, etc. ("Annual Report"), to the members of the Company through QR code and weblink, in terms of the S.R.O. 389(I)/2023 dated March 21, 2023 issued by Securities Exchange Commission of Pakistan (SECP), and if deemed fit, pass the following resolutions as Ordinary Resolutions with or without modification(s):

"RESOLVED THAT the transmission/circulation of the Annual Report to the members of the Company through QR code and weblink, in terms of the Notification S.R.O. 389(I)/2023 dated March 21, 2023, issued by the Securities Exchange Commission of Pakistan, be and is hereby approved."

RESOLVED FURTHER THAT the Chief Executive Officer and CFO of the Company be and are hereby singly authorized to do all acts, deeds and things in connection and ancillary thereto as may be required or expedient to give effect to the above 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

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 Special Business Agenda Item No. 01 (as given above)			
2.	Special Resolution as per the Special Business Agenda Item No. 02 (as given above)			

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

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

Place: _____

Date: _____



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

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 Octobe27, 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