

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

PUCARS /Courier
KTML/PSX-17/120
September 25, 2025

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

This is to announce that Kohinoor Textile Mills Limited (the "Company") intends to hold its Annual General Meeting for the year ended June 30, 2025 to be held on Thursday, October 16, 2025 at 42-Lawrence Road, Lahore at 12:30 PM. The Notice of Meeting is attached for information.

The Share Transfer Books of the Company will remain closed from October 10, 2025 to October 16, 2025 (both days inclusive).

Please note that transfer received at M/s. Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore at the close of business on October 09, 2025 will be treated in time for the purpose of above entitlement to the transferees.

Further, in pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith also a copy of the Notice published in the newspapers both Urdu and English languages.

Yours faithfully,
For Kohinoor Textile Mills Limited,

(Muhammad Ashraf)
Company Secretary



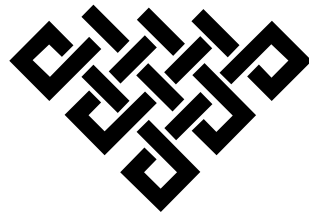
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KOHINOOR
TEXTILE MILLS LTD.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting of the members of Kohinoor Textile Mills Limited (the "Company") will be held on Thursday, October 16, 2025 at 12:30 PM at its Registered Office, 42-Lawrence Road, Lahore, to transact the following business: -

Ordinary Business

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2025 together with the Chairman's Review, Directors' and Auditor's Reports thereon.
- 2) To approve the final cash dividend for the year ended June 30, 2025 at Re. 0.40 per share of Rs. 2/- each i.e. @ 20% as recommended by the Board of Directors. (This follows the Board's earlier recommendation to declare a final cash dividend at Rs. 2/- per share of Rs. 10/- each representing 20%. Subsequently, the members of the Company approved a sub-division of its ordinary shares, reducing the face value from Rs. 10/- each to Rs. 2/- per share.)
- 3) To appoint Auditors for the year ending on June 30, 2026 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. Riaz Ahmad & Company, Chartered Accountants, the retiring auditors who being eligible have offered themselves for re-appointment.

Special Business

- 4) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to Maple Leaf Cement Factory Limited, a subsidiary of the Company, upto an aggregate sum of Rs. 1,000 million (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide

special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized singly to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."

- 5) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to Maple Leaf Capital Limited, a subsidiary of the Company, upto an aggregate sum of Rs. 1,000 million (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized singly to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of

transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."

- 6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

"Resolved that the transactions conducted with the Related Parties as disclosed in the note 38 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed."

- 7) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 by passing the following special resolution with or without modification: -

"Resolved that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2026.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."

BY ORDER OF THE BOARD



(Muhammad Ashraf)
Company Secretary

Lahore:
September 25, 2025

NOTES

1. The Share Transfer Books of the Company will remain closed from October 10, 2025 to October 16, 2025 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore, at the close of business on October 09, 2025, will be considered in time to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their valid Computerized National Identity Cards (CNIC)/ Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose duly notarized copies of their valid CNIC/Passports with the Proxy Form.
3. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and should be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
4. In case of corporate entity, the Board of Directors' 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. In case of Proxy, the corporate entity shall also submit the documents required for the meeting along with the Proxy Form to the Company.
5. Pursuant to provisions of Section 134 of the Companies Act, 2017, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
6. The members and their proxies can attend the Annual General Meeting via video link using their smart phones / tablets. However, they are requested to register themselves by providing the following information along with copy of valid Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at muhammad.ashraf@kmlg.com by October 14, 2025:-

Name of Member/ Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

7. The notice of meeting containing the QR enabled code and the weblink address to view and download the Annual Report including annual audited financial statements, is being dispatched to the members as per requirements of the Companies Act, 2017, on their registered addresses and e-mailed to the shareholders who have provided their valid email IDs to the Share Registrar of the Company. Further, the notice of meeting has also been posted on the Company's website: www.kmlg.com. Furthermore, the notice has been published in English and Urdu languages in a daily newspaper of respective language having nationwide circulation.
8. The Members, who desire for receiving the AGM Notice containing annual audited financial statements/Annual Report through e-mail, are requested to update their e-mail IDs. The Annual Report for the year ended June 30, 2025 is available on website of the Company. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder on Standard Request Form available on website www.kmlg.com.
9. Shareholders who could not collect their dividend / physical shares are requested to contact at the Registered Office of the Company to collect / enquire about their unclaimed dividends / physical shares, if any.
10. Shareholders holding physical share certificates who have not yet submitted copy of their valid CNIC/NTN are once again requested to send a copy of their valid CNIC/NTN to our Share Registrar, Vision Consulting Limited. The shareholders while sending copy of CNIC/NTN must quote their respective folio numbers thereon enabling the Company to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder in order to release the physical dividend warrants.
11. Pursuant to requirement of Section 242 of the Companies Act, 2017, any dividend payable in cash declared by a listed company shall only be paid through electronic mode directly into the bank account designated by the entitled

shareholders. Accordingly, the shareholders holding physical shares are requested to provide the information to the Company's Share Registrar at the address given herein above. In the case of shares held in CDC, the same information should be provided directly to the CDS participants for updating and forwarding to the Company. In case of non-submission of IBAN of 24 digits, the Company will withhold the payment of dividend under the Companies (Distribution of Dividends) Regulations, 2017.

- 12 The rates of deduction of income tax from dividend payments shall be applicable as per the Income Tax Ordinance, 2001.

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

13. All shareholders who hold shares jointly are requested to provide in writing the following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, Vision Consulting Limited latest by October 09, 2025, otherwise it will be assumed that the shares are equally held by the Principal Shareholder and Joint Shareholder(s) -

Folio/CDC A/c. No.	Total Shares	Principal Shareholder		Joint Shareholder(s)		Signature(s)
		Name & CNIC #	Shareholding Proportion (No. of Shares)	Name & CNIC #	Shareholding Proportion (No. of Shares)	

14. Withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore by October 09, 2025.

15. As per Section 72 of the Companies Act, 2017, members of the Company, in their best interest, are requested once again to convert their physical shares into book-entry form at the earliest possible.

16. In view of prohibition under Section 185 of the Companies Act, 2017, the Company will not distribute gifts in any form to its members at the meeting.

17. Members are requested to notify immediately any change in their addresses. CDC beneficial owners maintaining their shares in electronic form should have their addresses updated with their participants or CDC Investor Account Services.

18. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or The Manager of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

19. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, the 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 Annual General Meeting to be held on Thursday, October 16, 2025 at 12:30 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. The Company shall provide its members with the following options for voting: -

PROCEDURE FOR E – VOTING:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 10, 2025.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services 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 October 12, 2025, 09:00 AM and shall close on October 15, 2025 at 5:00 PM. 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:

- (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.kmlg.com for download.
- (b) The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC)/ Passport should reach the Chairman of the meeting through post on the Company's

registered address, 42-Lawrence Road, Lahore or email at. chairman@kmlg.com one day before the Annual General Meeting i.e. on October 15, 2025 till 05:00 PM. The signature on the ballot paper should match with the signature on CNIC.

INFORMATION ABOUT SCRUTINIZER

Pursuant to requirement of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Annual General Meeting (AGM) of Kohinoor Textile Mills Limited (the "Company") to be held on Thursday, October 16, 2025.

Name of Scrutinizer	Messrs. Junaidy Shoaib Asad, Chartered Accountants
Qualification and Experience	<p>The firm has grown over the last decade as a leading multi-disciplinary organization offering auditing taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country.</p> <p>M/s. Junaidy Shoaib Asad, Chartered Accountants, is a member of UHY International, one of the world's leading accounting and business advisory network, with offices in over 330 business centers in 90 countries across the globe.</p> <p>The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of USAID.</p>
Purpose of appointment	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the AGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017.</p> <p>Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.</p>

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 16, 2025.

AGENDA ITEM NUMBER 4 OF THE NOTICE – INVESTMENT IN MAPLE LEAF CEMENT FACTORY LIMITED IN THE FORM OF LOANS/ADVANCES:

Maple Leaf Cement Factory Limited, having its Registered Office at 42-Lawrence Road, Lahore (the "MLCFL"), is a subsidiary of the Company and the Company being a holding company, holds 606,497,944 ordinary shares constituting 57.90% of the aggregate paid-up capital in MLCFL, a public listed company engaged in the business of manufacturing and sale of cement and the factory is located at Iskanderabad, District Mianwali.

The Board of Directors of the Company in their meeting held on August 07, 2025 has approved Rs.1,000 million as loans / advances, being a reciprocal facility to MLCFL on the basis of profit/ financial statements of MLCFL subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to MLCFL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out their due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking has been kept at the Registered Office of the Company and shall also be available for inspection of members in the general meeting along with the latest audited and interim financial statements of the associated company.

Information under Regulation 3(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (the “Regulations”).

3(1)(a) Disclosure for all types of investments

(A) Regarding associated company or associated undertaking: -

Ref. No.	REQUIREMENT	INFORMATION
(i)	Name of associated company or associated undertaking;	Maple Leaf Cement Factory Limited (the "MLCFL")
(ii)	Basis of relationship;	MLCFL is a subsidiary of Kohinoor Textile Mills Limited (the "Company") and the Company holds 57.90% of the aggregate paid-up capital in MLCFL.
(iii)	Earnings per share for the last three years;	(Rupees)
		YearBasicDiluted
		30.06.20234.184.18
		30.06.20244.984.98
		30.06.202516.2616.26
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2025 With revaluation surplus Rs. 68.22 Without revaluation surplus Rs. 64.78
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Based on the audited financial statements for the financial year ended 30 June 2025 the financial position of MLCFL is as under: -
		ParticularsAmountRupees (000)
		Paid up capital10,475,626
		Capital reserves34,998,282
		Revenue reserves:Un-appropriated profits22,390,719
		Surplus on revaluation of fixed assets3,596,965
		Total equity71,461,592
		Current liabilities23,330,491
		Current assets35,752,604
		Revenue68,942,446
		Gross profit23,746,816
		Operating profit24,187,950
		Profit for the year17,036,374
		Earnings per share (Rs.)16.26

(B) General Disclosures:

Ref. No.	REQUIREMENT	INFORMATION	
(i)	Maximum amount of investment to be made;	Rs. 1,000 million (Rupees one thousand million only).	
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>Purpose: To earn income on the loans and/or advances to be provided to MLCFL from time to time for working capital requirements of MLCFL.</p> <p>Benefits: The Company will receive mark up at the rate of one percent above three months KIBOR or one percent above its average borrowing cost, whichever is higher. This shall benefit the Company's cash flow by earning profit on idle funds.</p> <p>Period: For a period of one year from November 01, 2025 to October 31, 2026.</p>	
(iii)	Source of funds to be utilized for investment and	Loan and/or advance will be given out of own funds of the Company.	
	where the investment is intended to be made using borrowed funds, - (I) Justification for investment through borrowings; (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis;	N/A	
(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Nature	Loan / advance
		Purpose	To earn mark-up / profit on loan / advance being provided to MLCFL which will augment the Company's cash flow.
		Period	One Year
		Rate of Mark-up	One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
		Repayment	Principal plus mark-up/ profit upto October 31, 2026
		Penalty charges	@3-months KIBOR plus one percent in addition to the outstanding amount(s).

Ref. No.	REQUIREMENT	INFORMATION
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Investing Company i.e. the Company is a holding company of MLCFL and Eight Directors are common in both the companies may be deemed to be interested to the extent of their shareholding. None of the Directors or their relatives or associates are interested in any of the above resolution in any way except as members of the Company.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	A similar nature of loan/advance facility of Rs.1,000 million from time to time for working capital requirements has been granted by the valued shareholders of the Company vide special resolution passed in the Annual General Meeting held on October 28, 2024 which is valid till October 31, 2025. There is no impairment and/or write off against the above facility as the facility request was not made to-date by the investee company i.e. MLCFL.
(vii)	Any other important details necessary for the members to understand the transaction;	N/A

3(1)(c) Investments in the form of loans and advances:

Ref. No.	REQUIREMENT	INFORMATION
(i)	Category-wise amount of investment;	Short term loan for working capital requirements for a period of one year as dilated in preamble.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;	Average borrowing cost of the Company is 8.04% for the year ended June 30, 2025.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from MLCFL at one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral is considered necessary since MLCFL is a subsidiary company of the Company.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The loan / advance would be for a period of one year from November 01, 2025 to October 31, 2026 (both days inclusive). MLCFL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2026.

Disclosure under Regulation 4(1):

MLCFL, an associated company, is not a member of the Company. However, its Directors/Sponsors are the Directors / members of the Company and are interested to the extent of their directorship/shareholding as under: -

Name	%age of shareholding in MLCFL	%age of shareholding in the Company
Mr. Tariq Sayeed Saigol	0.0031	4.7118
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	0.0172	11.7117
Mr. Taufique Sayeed Saigol	0.0015	16.5719
Mr. Sayeed Tariq Saigol	0.0010	0.1430
Mr. Waleed Tariq Saigol	0.0011	0.0124
Mr. Danial Taufique Saigol	0.0005	0.0011
Ms. Jahanara Saigol	0.0002	0.0009
Mr. Zulfikar Monnoo	0.0003	0.0011

**AGENDA ITEM NUMBER 5 OF THE NOTICE –
INVESTMENT IN MAPLE LEAF CAPITAL LIMITED
IN THE FORM OF LOANS/ADVANCES:**

Maple Leaf Capital Limited (MLCL) was incorporated on 25 April 2014 as a public limited company. The authorized share capital of MLCL is Rs. 5,000,000,000 and issued, subscribed and paid-up share capital of MLCL is Rs. 3,015,000,000. Kohinoor Textile Mills Limited is the holding company of MLCL and owns 250,000,000 shares (82.919%) of MLCL.

MLCL is set up with the principal object of buying, selling, holding or otherwise acquiring or investing its capital in any sort of financial instruments including but not limited to secure debt instruments and in shares of leading listed and unlisted companies but not to act as an investment/ brokerage company.

The Board of Directors of the Company in their meeting held on August 07, 2025 has approved Rs.1,000 million as loans / advances to MLCL on the basis of financial results of MLCL subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to MLCL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out their due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking has been kept at the Registered Office of the Company and shall also be available for inspection of members in the general meeting along with the latest audited and interim financial statements of the associated company.

3(1)(a) Disclosure for all types of investments

(A) Regarding associated company or associated undertaking: -

Ref. No.	REQUIREMENT	INFORMATION		
(i)	Name of associated company or associated undertaking	Maple Leaf Capital Limited (the “MLCL”)		
(ii)	Basis of relationship;	MLCL is a subsidiary of Kohinoor Textile Mills Limited (the “Company”) and the Company holds 82.92% of the aggregate paid-up capital in MLCL.		
(iii)	Earnings per share for the last three years;	(Rupees)		
		Year	Basic	Diluted
		30.06.2023	1.91	1.91
		30.06.2024	19.81	19.81
		30.06.2025	28.65	28.65
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2025 is Rs. 63.01		
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Based on the audited financial statements for the financial year ended 30 June 2025, the financial position of MLCL is as under: -		
		Particulars		Amount Rupees (000)
		Paid up share capital		3,015,000
		Reserves		15,981,089
		Total equity		18,996,089
		Current liabilities		13,394,780
		Current assets		35,527,984
		Revenue		13,546,928
		Profit from operations		12,922,851
		Profit after taxation		8,637,247
		Earnings Per Share Rs.		28.65

(B) General Disclosures:-

Ref. No.	REQUIREMENT	INFORMATION	
(i)	Maximum amount of investment to be made;	Rs. 1,000 million (Rupees one thousand million only).	
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>Purpose: To earn income on the loans and/or advances to be provided to MLCL from time to time for working capital requirements of MLCL.</p> <p>Benefits: The Company will receive mark up at the rate of one percent above three months KIBOR or one percent above its average borrowing cost, whichever is higher. This shall benefit the Company's cash flow by earning profit on idle funds.</p> <p>Period: For a period of one year from November 01, 2025 to October 31, 2026.</p>	
(iii)	Source of funds to be utilized for investment and	Loan and/or advance will be given out of own funds of the Company.	
	where the investment is intended to be made using borrowed funds, - (I) Justification for investment through borrowings; (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis;	N/A	
(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Nature	Loan / advance
		Purpose	To earn mark-up / profit on loan / advance being provided to MLCL which will augment the Company's cash flow.
		Period	One Year
		Rate of Mark-up	One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
		Repayment	Principal plus mark-up/ profit upto October 31, 2026
		Penalty charges	@3-months KIBOR plus one percent in addition to the outstanding amount(s).

REF. NO.	REQUIREMENT	INFORMATION
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Investing Company i.e. the Company is a holding company of MLCL and Six Directors are common in both the companies may be deemed to be interested to the extent of their shareholding. None of the Directors or their relatives or associates are interested in any of the above resolution in any way except as members of the Company.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	A similar nature of loan/advance facility of Rs. 1,000 million from time to time for working capital requirements has been granted by the valued shareholders of the Company vide special resolution passed in the Annual General Meeting held on October 28, 2024 which is valid till October 31, 2025. There is no impairment and/or write off against the above facility as the facility request was not made to-date by the investee company i.e. MLCL.
(vii)	Any other important details necessary for the members to understand the transaction;	N/A

3(1)(c) Investments in the form of loans

REF. NO.	REQUIREMENT	INFORMATION
(i)	Category-wise amount of investment;	Short term loan for working capital requirements for a period of one year as dilated in preamble.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;	Average borrowing cost of the Company is 8.04% for the year ended June 30, 2025.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from MLCL at one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral is considered necessary since MLCL is a subsidiary of the Company.

REF. NO.	REQUIREMENT	INFORMATION
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking	The loan / advance would be for a period of one year from November 01, 2025 to October 31, 2026 (both days inclusive). MLCL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2026.

Disclosure under Regulation 4(1):

MLCL, an associated company, is not a member of the Company. However, its Directors/Sponsors are the Directors / members of the Company and are interested to the extent of their directorship/shareholding as under: -

Name	%age of shareholding in MLCL	%age of shareholding in the Company
Mr. Tariq Sayeed Saigol	5.0249	4.7118
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	3.3167	11.7117
Mr. Taufique Sayeed Saigol	8.3748	16.5719
Mr. Sayeed Tariq Saigol	-	0.1430
Mr. Waleed Tariq Saigol	0.3648	0.0124
Mr. Danial Taufique Saigol	-	0.0011
Ms. Jahanara Saigol	-	0.0009
Kohinoor Textile Mills Limited	82.9187	-

Disclosure under Regulation 4(2):

Name of Investee Company	Maple Leaf Cement Factory Limited	Maple Leaf Capital Limited
Total Investment Approved:	Loans / advances upto Rs.1,000 million was approved by members in AGM held on October 28, 2024 for a period of one (01) year.	Loans / advances upto Rs.1,000 million was approved by members in AGM held on October 28, 2024 for a period of one (01) year.
Amount of Investment Made to date:	Investment has not been made yet to date.	Investment has not been made yet to date.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	The Company will provide funds to MLCFL from time to time as per working capital requirements to MLCFL upon request.	The Company will provide funds to MLCL from time to time as per working capital requirements to MLCL upon request.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	At the time of approval of loans/ advances of Rs.1,000 million, as per financial statements for the period ended June 30, 2024, the basic earnings per share was Rs.4.98 and breakup value per share (without surplus) was Rs.45.90. As per latest financial statements for the year ended June 30, 2025, the basic earnings per share is Rs.16.26 and breakup value per share (without surplus) is Rs.64.78.	At the time of approval of loans/ advances of Rs.1,000 million, as per financial statements for the period ended June 30, 2024, the basic earnings per share was Rs.19.81 and breakup value per share was Rs.34.51. As per latest financial statements for the year ended June 30, 2025, the basic earnings per share is Rs.28.65 and breakup value per share is Rs.63.01.

AGENDA ITEM NUMBER 6 OF THE NOTICE – RATIFICATION AND APPROVAL OF THE RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED JUNE 30, 2025:

Transactions conducted with the related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested due to their common directorships and therefore these transactions are being placed for the approval by shareholders in the Annual General Meeting. In last Annual General Meeting of the Company, in order

to promote transparent business practices, the shareholders had authorized the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ended June 30, 2025 and such transactions were deemed to be approved by the shareholders. Accordingly, these transactions are being placed before the shareholders in this meeting for their formal approval/ratification.

All transactions with related parties to be ratified have been disclosed in the note 38 to the unconsolidated financial statements for the year ended June 30, 2025. Party-wise details of such related party transactions are given below: -

Name of Related Party	Relationship	Description of Transactions	2025	2024
			Rupees in thousand	
Maple Leaf Cement Factory Limited	Subsidiary Company	Purchase of goods and services	64,405	14,326
		Expenses paid by MLCFL on behalf of the Company	5,661	2,468
		Common expenses	44,302	38,324
Maple Leaf Capital Limited	Subsidiary Company	Expenses on behalf of MLCL	6,283	7,745
		Payment received against expenses	6,283	7,745
Hutton Properties Limited		Expenses on behalf of the Hutton Properties Limited	-	18,653
		Payment received against expenses	-	18,653
Post-employment benefit plan		Contribution to provident fund	161,698	136,353

The Saim Family Trust, British Virgin Islands (BVI) through Mercury Management Inc., BVI and Hutton Properties Limited, BVI (related parties) holds 73,390,896 [27.25%] (2024: 73,390,896) and 55,256,992 [20.52%] (2024: 55,256,992) ordinary shares respectively of the Company.

The Company carries out transactions as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered into with related parties require the approval of the Audit Committee of the Company, which is chaired by an Independent Director of the Company. Upon the recommendation of the Audit Committee, such transactions were placed before the Board of Directors for approval.

The nature of relationship with these related parties has been indicated above. The Directors are interested in the resolution only to the extent of their shareholding and having their common directorships in such related parties.

AGENDA ITEM NUMBER 7 OF THE NOTICE – AUTHORIZATION FOR THE BOARD OF DIRECTORS TO APPROVE THE RELATED PARTY TRANSACTIONS DURING THE YEAR ENDING ON JUNE 30, 2026:

The Company shall be conducting transactions with its related parties during the year ending on June 30, 2026 as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested due to their common directorships in the subsidiary/associated companies. In order to promote transparent business practices, the shareholders are required to authorize the Board of Directors to approve transactions with the related parties from time-to-time and on case to case basis for the year ending on June 30, 2026, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their shareholding and/or only their common directorships in such related parties.

POSTAL BALLOT PAPER

Postal Ballot Paper for voting through post for the Special Business at the Annual General Meeting to be held on **Thursday, October 16, 2025 at 12:30 PM** at 42-Lawrence Road, Lahore, the Registered Office of the Company.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: Kohinoor Textile Mills Limited,
42-Lawrence Road, Lahore, Pakistan
E-mail address: chairman@kmlg.com
Phone: +92-42-36302261-62
Website: www.kmlg.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
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).	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 4

To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors:-

“Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

Resolution For Agenda Item No. 5

To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors:-

“Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in

general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

Resolution For Agenda Item No. 6

To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

“**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 38 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

Resolution For Agenda Item No. 7

To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 by passing the following special resolution with or without modification: -

“**Resolved** that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2026.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

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**”.

I/we hereby exercise my/our vote in respect of the following special resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 4		
Resolution For Agenda Item No. 5		
Resolution For Agenda Item No. 6		
Resolution For Agenda Item No. 7		

Notes:

1. Dully filled ballot paper should be sent to the Chairman at 42-Lawrence Road, Lahore or email at chairman@kmlg.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman one day before AGM i.e. on October 15, 2025. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at www.kmlg.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy Holder Signature/Authorized Signatory

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

Place: _____

Date: _____

قرار پایا کہ کمپنی کا بورڈ آف ڈائریکٹرز 30 جون 2026 اختتام پذیر ہونے والے سال کے لئے متعلقہ پارٹیوں کے ساتھ کی جانے والی ٹرانزیکشنز کی تصدیق اور منظوری دینے کے لئے باختیار ہیں۔

مزید قرار پایا کہ بورڈ کی طرف سے منظور کردہ ٹرانزیکشنز حصص داران سے بھی منظور شدہ خیال کی جانیں گی اور ان کی رسمی تصدیق / منظوری کے لئے اگلے سالانہ اجلاس عام میں حصص داران کے روبرو رکھی جائیں گی۔

انتخابات کے لئے ہدایات

- 1۔ براہ مہربانی متعلقہ بکس میں ٹک (✓) کا نشان لگا کر اپنے ووٹ کا اظہار کریں۔
- 2۔ بصورت اگر دونوں بکس میں ٹک (✓) کا نشان لگا گیا تو آپ کا ووٹ "مسترد" تصور ہوگا۔
- میں / ہم مندرجہ بالا قراردادوں کے سلسلے میں پوسٹل بیلٹ کے ذریعے اپنا / اپنے ووٹ استعمال کرتے ہیں اور ذیل میں مناسب بکس میں ٹک (✓) کا نشان لگا کر قراردادوں پر اپنی رضامندی یا اختلاف رائے دیتے ہیں:

قرارداد	میں / ہم قرارداد پر رضامند ہیں (FOR)	میں / ہم قرارداد کے خلاف ہیں (AGAINST)
قرارداد برائے ایجنڈا آئٹم نمبر 4		
قرارداد برائے ایجنڈا آئٹم نمبر 5		
قرارداد برائے ایجنڈا آئٹم نمبر 6		
قرارداد برائے ایجنڈا آئٹم نمبر 7		

نوٹس:

- 1۔ صحیح طریقے سے پُر شدہ پوسٹل بیلٹ چیئر مین کو 42۔ لارنس روڈ، لاہور، یا chairman@kmlg.com پر ای میل بھیجنا چاہیے۔
- 2۔ CNIC / پاسپورٹ کی کاپی (غیر ملکی کی صورت میں) پوسٹل بیلٹ فارم کے ساتھ منسلک ہونی چاہیے۔
- 3۔ بیلٹ پیپر AGM سے ایک دن قبل یعنی 15 اکتوبر 2025 کو یا اس سے پہلے صدر اجلاس تک پہنچ جانے چاہئیں۔ اس تاریخ کے بعد موصول ہونے والا کوئی بھی پوسٹل بیلٹ ووٹنگ کے لیے قبول نہیں کیا جائے گا۔
- 4۔ بیلٹ پیپر پر دستخط CNIC / پاسپورٹ (غیر ملکی کی صورت میں) کے دستخط سے مماثل ہونا چاہئے۔
- 5۔ نامکمل، بغیر دستخط شدہ، غلط، کاٹ کر لکھا ہوا، پھٹا ہوا، مسخ شدہ، دوبارہ لکھا ہوا بیلٹ پیپر مسترد کر دیا جائے گا۔
- 6۔ ہاڈی کارپوریٹ، کارپوریشن یا وفاقی حکومت کے نمائندے کی صورت میں، کمپنیز ایکٹ 2017 کے سیکشن 138 یا 139، جیسا کہ قابل اطلاق ہو، کے مطابق بیلٹ پیپر کے ساتھ مجاز شخص کے CNIC کی کاپی، بورڈ کی قرارداد / پاور آف اٹارنی / اتھرائزیشن لیٹر وغیرہ کی تصدیق شدہ کاپی ہمراہ ہونا ضروری ہے۔
- 7۔ بیلٹ پیپر فارم کمپنی کی ویب سائٹ www.kmlg.com پر بھی رکھا گیا ہے۔ اراکین ویب سائٹ سے بیلٹ پیپر ڈاؤن لوڈ کر سکتے ہیں یا اخبارات میں شائع ہونے والی اصل / فوٹو کاپی استعمال کر سکتے ہیں۔

شیئر ہولڈر / پراکسی ہولڈر / مجاز دستخط کنندہ کے دستخط:

(کارپوریٹ ادارہ کی صورت میں، براہ مہربانی کمپنی کی مہر ثبت کریں)

تاریخ:

مقام:

کوہ نور ٹیکسٹائل ملز لمیٹڈ

پوسٹل بیلٹ پیپر

بروز جمعرات 16 اکتوبر 2025ء کو دوپہر 12:30 بجے کمپنی کے رجسٹرڈ آفس 42- لارنس روڈ، لاہور میں منعقد ہونے والے سالانہ اجلاس عام میں خصوصی امور کے لیے ڈاک کے ذریعے ووٹنگ کے لیے بیلٹ پیپر۔

چیئرمین کے رابطہ کی تفصیلات جہاں باقاعدہ شدہ بیلٹ پیپر ارسال کیا جاسکتا ہے:
پتہ: کوہ نور ٹیکسٹائل ملز لمیٹڈ

ای میل ایڈریس: chairman@kmlg.com

فون: 62-042-36302261 ویب سائٹ: www.kmlg.com

فولیو/سی ڈی سی اکاؤنٹ نمبر	
شیئر ہولڈر/پراسی ہولڈر کا نام	
رجسٹرڈ ایڈریس	
ملکیت حصص کی تعداد	
CNIC/پاسپورٹ نمبر (بصورت غیر ملکی) (کاپی منسلک ہو)	
اضافی معلومات اور وضاحتیں (باڈی کارپوریٹ، کارپوریشن اور وفاقی حکومت کے نمائندہ کی صورت میں)	
مجاز دستخط کنندہ کا نام:	
مجاز دستخط کنندہ کا CNIC/پاسپورٹ نمبر (بصورت غیر ملکی) (کاپی منسلک ہو)	

قرارداد برائے ایجنڈا آئٹم نمبر 4

غور و خوض اور اگر بہتر خیال کیا گیا تو کمپنیز ایکٹ 2017 کی دفعہ 199 کے تحت ڈائریکٹرز کی سفارشات کے مطابق درج ذیل قرارداد کو معہ یا بلا ترمیم بطور خصوصی قرارداد منظور کرنا۔
خصوصی قرارداد کے ذریعے قرار پایا کہ کوہ نور ٹیکسٹائل ملز لمیٹڈ (کمپنی) کو رضامندی اور منظوری دی جاتی ہے اور بذریعہ ہذا تین ماہ کے KIBOR شرح سے ایک فیصد زیادہ یا کمپنی کے اوسط قرضہ کی لاگت سے ایک فیصد زیادہ، جو بھی زائد ہو، کے مارک اپ شرح پر یکم نومبر 2025ء تا 31 اکتوبر 2026ء (دونوں ایام سمیت) ایک سال کی مدت کیلئے 1,000 ملین روپے (ایک ہزار ملین روپے صرف) مجموعی رقم تک ذیلی کمپنی مپیل ایف سیٹل لمیٹڈ میں وقفہ قرضوں/پیشگیوں کی شکل میں سرمایہ کاری کمپنیز ایکٹ 2017ء کی دفعہ 199 کے مطابق ہو۔ حصص داران کی طرف سے 28 اکتوبر 2024ء کو منعقدہ اجلاس عام میں منظور شدہ خصوصی قرارداد کی رو سے، کمپنی 1,000 ملین روپے کی حد تک اس طرح کی سہولت توسیع کرنے کی مجاز تھی جو 31 اکتوبر 2025ء تک کارآمد ہے۔
مزید قرار پایا کہ کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی سیکرٹری بذریعہ ہذا بالا قراردادوں کو مؤثر بنانے کیلئے ذیلی کمپنی کو قرضوں/پیشگیوں کے سلسلہ میں ٹرانزیکشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقعاتی اور حادثاتی، کارپوریٹ اور قانونی لوازمات پورے کرنے لیکن محدود نہیں کیورٹیز اینڈ ایجنسی کمیشن آف پاکستان کے ہاں تمام مطلوبہ قانونی فارمز اور تمام دیگر دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور کوئی دیگر دستاویزات یا آلات مکمل کرنے کے واحد مجاز ہیں۔

قرارداد برائے ایجنڈا آئٹم نمبر 5

غور و خوض اور اگر بہتر خیال کیا گیا تو کمپنیز ایکٹ 2017 کی دفعہ 199 کے تحت ڈائریکٹرز کی سفارشات کے مطابق درج ذیل قرارداد کو معہ یا بلا ترمیم بطور خصوصی قرارداد منظور کرنا۔
"خصوصی قرارداد کے ذریعے قرار پایا کہ کوہ نور ٹیکسٹائل ملز لمیٹڈ (کمپنی) کو رضامندی اور منظوری دی جاتی ہے اور بذریعہ ہذا تین ماہ کے KIBOR شرح سے ایک فیصد زیادہ یا کمپنی کے اوسط قرضہ کی لاگت سے ایک فیصد زیادہ، جو بھی زائد ہو، کے مارک اپ شرح پر یکم نومبر 2025ء تا 31 اکتوبر 2026ء (دونوں ایام سمیت) ایک سال کی مدت کیلئے 1,000 ملین روپے (ایک ہزار ملین روپے صرف) مجموعی رقم تک ذیلی کمپنی مپیل ایف سیٹل لمیٹڈ میں وقفہ قرضوں/پیشگیوں کی شکل میں سرمایہ کاری کمپنیز ایکٹ 2017ء کی دفعہ 199 کے مطابق ہو۔ حصص داران کی طرف سے 28 اکتوبر 2024ء کو منعقدہ اجلاس عام میں منظور شدہ خصوصی قرارداد کی رو سے، کمپنی 1,000 ملین روپے کی حد تک اس طرح کی سہولت توسیع کرنے کی مجاز تھی جو 31 اکتوبر 2025ء تک کارآمد ہے۔
مزید قرار پایا کہ کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی سیکرٹری بذریعہ ہذا بالا قراردادوں کو مؤثر بنانے کیلئے ذیلی کمپنی کو قرضوں/پیشگیوں کے سلسلہ میں ٹرانزیکشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقعاتی اور حادثاتی، کارپوریٹ اور قانونی لوازمات پورے کرنے لیکن محدود نہیں کیورٹیز اینڈ ایجنسی کمیشن آف پاکستان کے ہاں تمام مطلوبہ قانونی فارمز اور تمام دیگر دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور کوئی دیگر دستاویزات یا آلات مکمل کرنے کے واحد مجاز ہیں۔

قرارداد برائے ایجنڈا آئٹم نمبر 6

درج ذیل خصوصی قرارداد کو معہ یا بلا ترمیم پاس کر کے 30 جون 2025ء ختمہ سال کے لئے متعلقہ پارٹیوں کے ساتھ کی گئی ٹرانزیکشنز کی تصدیق اور منظوری دینا۔
قرار پایا کہ 30 جون 2025ء ختمہ سال کے لئے غیر اشتهال شدہ مالی گوشواروں کے نوٹ 38 میں انکشاف اور دفعہ (3) 134 کے تحت مادی معلومات کے بیان میں مخصوص ہے اور بذریعہ ہذا تصدیق، منظور اور توثیق کی جاتی ہے۔

قرارداد برائے ایجنڈا آئٹم نمبر 7

درج ذیل قرارداد کو معہ یا بلا ترمیم پاس کر کے کمپنی کے بورڈ آف ڈائریکٹرز کو 30 جون 2026ء اختتام پذیر ہونے والے سال کے لئے متعلقہ پارٹیوں کے ساتھ کی جانے والی ٹرانزیکشنز کی تصدیق اور منظوری دینے کا اختیار بنانا۔

42-LAWRENCE ROAD, LAHORE

Name (Folio / CDC A/c No., if Member)

of _____ another member of the Company
as my/our proxy to attend, speak and vote for and on my/our behalf at the 57th Annual General
Meeting of the Company to be held at its Registered Office, 42-Lawrence Road, Lahore, Thursday,
October 16, 2025 at 12:30 PM and/or any adjournment thereof.

As witness given under my/our hand(s) on this _____ day of _____, 2025.

1. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
2. Attested copies of the CNIC or the passport of the Shareholders / CDC beneficial owners and the proxy shall be furnished with the proxy form.
3. The proxy shall produce his original CNIC or original passport at the time of the meeting.
4. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Affix
Revenue
Stamp of Rs. 50/-

Signature of Member / Attorney
(Please also affix company stamp,
in case of corporate entity)

Shares Held : _____

Folio No.	CDC Account No.	
	Participant I.D.	Account No.

CNIC No.				-						-	
----------	--	--	--	---	--	--	--	--	--	---	--

AFFIX
CORRECT
POSTAGE

The Company Secretary

KOHINOOR TEXTILE MILLS LIMITED
42-LAWRENCE ROAD, LAHORE
Tel: 042-36302261-62

کوہ نور ٹیکسٹائل ملز لمیٹڈ

42- لارنس روڈ، لاہور

تشکیل نیابت داری (پراکسی فارم)

میں / ہم _____
 ساکن _____
 بحیثیت حصہ دار کوہ نور ٹیکسٹائل ملز لمیٹڈ _____
 نام (فولیو/سی ڈی سی اکاؤنٹ نمبر اگر ممبر ہو)

ساکن _____ کمپنی کے دوسرے ممبر

کو اپنی جگہ بروز جمعرات 16 اکتوبر 2025ء کو دوپہر 12:30 بجے رجسٹرڈ آفس 42- لارنس روڈ، لاہور میں منعقدہ یا ملتوی ہونے والے 57 ویں سالانہ عام اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کے لیے اپنا نمائندہ مقرر کرتا/کرتی ہوں۔

بطور گواہ میرے/ہمارے دستخط سے مورخہ _____ 2025ء کو دی گئی۔

۵۰ روپے کارسیدی ٹکٹ
 چسپاں کر کے دستخط کریں

۱۔ گواہ

دستخط _____

نام _____

شناختی کارڈ نمبر _____

پتہ _____

دستخط _____

(ممبر/مجازی)

(کارپوریٹ ادارے کی صورت میں کمپنی کی مہر بھی لگائیں)

۲۔ گواہ

دستخط _____

نام _____

شناختی کارڈ نمبر _____

پتہ _____

حامل عام حصص

سی ڈی سی اکاؤنٹ نمبر	فولیو نمبر
اکاؤنٹ نمبر	شرکتی آئی ڈی

کمپیوٹرائزڈ شناختی کارڈ نمبر _____

نوٹس:

(۱) پراکسی موثر ہونے کے لیے لازم ہے کہ وہ اجلاس سے کم از کم 48 گھنٹے قبل بمعہ دستخط، گواہان اور رسیدی ٹکٹ کمپنی کو موصول ہو جانی چاہئیں۔

(۲) حصص داران/سی ڈی سی سینفیشل اونرز اور پراکسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول پراکسی فارم کے ساتھ مہیا کی جائیں گی۔

(۳) پراکسی کو اجلاس کے وقت اپنا اصل قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔

(۴) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی بمعہ نمونہ دستخط (اگر پہلے مسائنیں کی گئیں) کمپنی کو پراکسی فارم ساتھ

لف کرنے ہونگے۔

AFFIX
CORRECT
POSTAGE

The Company Secretary

KOHINOOR TEXTILE MILLS LIMITED
42-LAWRENCE ROAD, LAHORE
Tel: 042-36302261-62

**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62

K M L G
Kohinoor Maple Leaf Group**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 57th Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, October 16, 2025 at 12:30 PM** at its Registered Office, 42-Lawrence Road, Lahore, to transact the following business: -

Ordinary Business:

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2025 together with the Chairman's Review, Directors' and Auditor's Reports thereon.
- 2) To approve the final cash dividend for the year ended June 30, 2025 at Re. 0.40 per share of Rs. 2/-each i.e. @ 20% as recommended by the Board of Directors. (This follows the Board's earlier recommendation to declare a final cash dividend at Rs. 2/-per share of Rs. 10/- each representing 20%. Subsequently, the members of the Company approved a sub-division of its ordinary shares, reducing the face value from Rs. 10/- each to Rs. 2/- per share.)
- 3) To appoint Auditors for the year ending on June 30, 2026 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. Riaz Ahmad & Company, Chartered Accountants, the retiring auditors who being eligible have offered themselves for re-appointment.

Special Business:

- 4) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the



requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

- 5) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

“**Resolved** by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

- 6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

“**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 38 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

- 7) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 by passing the following special resolution with or without modification: -

“**Resolved that** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2026.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

Statement under Section 134(3) of the Act pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.

Lahore:
September 25, 2025

By order of the Board
(Muhammad Ashraf)
Company Secretary



NOTES:

1. The Share Transfer Books of the Company will remain closed from **October 10, 2025 to October 16, 2025** (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore, at the close of business on **October 09, 2025**, will be considered in time to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their valid Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose duly notarized copies of their valid CNIC/Passports with the Proxy Form.
3. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and should be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
4. In case of corporate entity, the Board of Directors' 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. In case of Proxy, the corporate entity shall also submit the documents required for the meeting along with the Proxy Form to the Company.
5. Pursuant to provisions of Section 134 of the Companies Act, 2017, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
6. The members and their proxies can attend the Annual General Meeting via video link using their smart phones / tablets. However, they are requested to register themselves by providing the following information along with copy of valid Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at muhammad.ashraf@kmlg.com by **October 14, 2025:-**

Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

7. The notice of meeting containing the **QR enabled code and the weblink address** to view and download the Annual Report including annual audited financial statements, is being dispatched to the members as per requirements of the Companies Act, 2017, on their



registered addresses and e-mailed to the shareholders who have provided their valid email IDs to the Share Registrar of the Company. Further, the notice of meeting has also been posted on the Company's website: www.kmlg.com. Furthermore, the notice has been published in English and Urdu languages in a daily newspaper of respective language having nationwide circulation.

8. The Members, who desire for receiving the AGM Notice containing annual audited financial statements/Annual Report through e-mail, are requested to update their e-mail IDs. The Annual Report for the year ended June 30, 2025 is available on website of the Company. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder on Standard Request Form available on website www.kmlg.com.
9. Shareholders who could not collect their dividend /physical shares are requested to contact at the Registered Office of the Company to collect / enquire about their unclaimed dividends / physical shares, if any.
10. Shareholders holding physical share certificates who have not yet submitted copy of their valid CNIC/NTN are once again requested to send a copy of their valid CNIC/NTN to our Share Registrar, Vision Consulting Limited. The shareholders while sending copy of CNIC/NTN must quote their respective folio numbers thereon enabling the Company to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder in order to release the physical dividend warrants.
11. Pursuant to requirement of Section 242 of the Companies Act, 2017, any dividend payable in cash declared by a listed company shall **only** be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the information to the Company's Share Registrar at the address given herein above. In the case of shares held in CDC, the same information should be provided directly to the CDS participants for updating and forwarding to the Company. In case of non-submission of IBAN of 24 digits, the Company will withhold the payment of dividend under the Companies (Distribution of Dividends) Regulations, 2017.
12. The rates of deduction of income tax from dividend payments shall be applicable as per the Income Tax Ordinance, 2001.

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.
13. All shareholders who hold shares jointly are requested to provide in writing the following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, Vision Consulting Limited latest by October 09, 2025, otherwise it will be assumed that the shares are equally held by the Principal Shareholder and Joint Shareholder(s) -



	Folio/CDC A/c. No.	Total Shares	Principal Shareholder		Joint Shareholder(s)		Signature(s)
			Name & CNIC #	Shareholding Proportion (No. of Shares)	Name & CNIC #	Shareholding Proportion (No. of Shares)	

14. Withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore by October 09, 2025.

15. As per Section 72 of the Companies Act, 2017, members of the Company, in their best interest, are requested once again to convert their physical shares into book-entry form at the earliest possible.

16. In view of prohibition under Section 185 of the Companies Act, 2017, the Company will not distribute **gifts** in any form to its members at the meeting.

17. Members are requested to notify immediately any change in their addresses. CDC beneficial owners maintaining their shares in electronic form should have their addresses updated with their participants or CDC Investor Account Services.

18. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or The Manager of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

19. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, the 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 Annual General Meeting to be held on Thursday, October 16, 2025 at 12:30 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. The Company shall provide its members with the following options for voting: -

Procedure for E – Voting:

(a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on **October 10, 2025**.

(b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

(c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

(d) E-Voting lines will start from **October 12, 2025, 09:00 AM** and shall close on



October 15, 2025 at 5:00 PM. 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:

- (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.kmlg.com for download.
- (b) The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC)/Passport should reach the Chairman of the meeting through post on the Company's registered address, 42-Lawrence Road, Lahore or email at chairman@kmlg.com one day before the Annual General Meeting i.e. on **October 15, 2025 till 05:00 PM**. The signature on the ballot paper should match with the signature on CNIC.

INFORMATION ABOUT SCRUTINIZER

Pursuant to requirement of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Annual General Meeting (AGM) of Kohinoor Textile Mills Limited (the "Company") to be held on **Thursday, October 16, 2025**.

Name of Scrutinizer	Messrs. Junaidy Shoaib Asad, Chartered Accountants
Qualification and Experience	<p>The firm has grown over the last decade as a leading multi-disciplinary organization offering auditing taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country.</p> <p>M/s. Junaidy Shoaib Asad, Chartered Accountants, is a member of UHY International, one of the world's leading accounting and business advisory network, with offices in over 330 business centers in 90 countries across the globe.</p> <p>The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of USAID.</p>
Purpose of appointment	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the AGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017.</p> <p>Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.</p>





KOHINOOR
TEXTILE MILLS LTD.

POSTAL BALLOT PAPER

Postal Ballot Paper for voting through post for the Special Business at the Annual General Meeting to be held on **Thursday, October 16, 2025 at 12:30 PM** at 42-Lawrence Road, Lahore, the Registered Office of the Company.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: Kohinoor Textile Mills Limited,
42-Lawrence Road, Lahore, Pakistan

E-mail address: chairman@kmlg.com

Phone: +92-42-36302261-62

Website: www.kmlg.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
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).	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 4

To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors:-

“Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs.1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect



to the above resolution.”

Resolution For Agenda Item No. 5

To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors:-

“Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 28, 2024 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

Resolution For Agenda Item No. 6

To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

“Resolved that the transactions conducted with the Related Parties as disclosed in the note 38 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

Resolution For Agenda Item No. 7

To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 by passing the following special resolution with or without modification: -

“Resolved that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2026.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

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”**.



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

Resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 4			
Resolution For Agenda Item No. 5			
Resolution For Agenda Item No. 6			
Resolution For Agenda Item No. 7			

Notes:

1. Dully filled ballot paper should be sent to the Chairman at 42-Lawrence Road, Lahore or email at chairman@kmlg.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman one day before AGM i.e. on October 15, 2025. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at www.kmlg.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

----- Place: _____
Shareholder / Proxy Holder Signature/Authorized Signatory Date: _____
(In case of corporate entity, please affix company stamp)

