



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of **Kohinoor Spinning Mills Limited** (the "Company") will be held on Monday, March 09, 2026 at 09:30 A.M., at 7/1 E-3, Main Boulevard Gulberg 3, Lahore, including through video link facility, to transact the following business:

1. SPECIAL BUSINESS:

To consider and, if deemed fit, pass the following resolutions as special resolutions, with or without modification, in accordance with the provisions of Section 83(1) of the Companies Act, 2017 to increase the paid-up capital of the Company from Rs. 2,178,571,425 divided into 435,714,285 Ordinary Shares of PKR 5 each to Rs. 2,764,285,710 divided into 552,857,142 Ordinary Shares of PKR 5 each by the issuance of additional 117,142,857 Ordinary Shares of the face value of PKR 5 each by way of otherwise than right shares at a price of PKR 7 each including PKR 2.00 as premium per share, against loan already deposited with the Company of Rs.820,000,000 to Mr. Naeem Yousaf:

RESOLVED that, subject to compliance with the provisions of all applicable laws and requisite regulatory approvals, permissions and sanctions, including the approvals of the Securities and Exchange Commission of Pakistan (SECP) under Section 83(1) of the Companies Act, 2017 and approval of the shareholders of Kohinoor Spinning Mills Limited approval be and is hereby accorded to increase the paid-up capital of the Company from Rs. 2,178,571,425 divided into 435,714,285 Ordinary Shares of PKR 5 each to Rs. 2,764,285,710 divided into 552,857,142 Ordinary Shares of PKR 5 each by the issuance of additional 117,142,857 Ordinary Shares of the face value of PKR 5 (27% of existing paid up capital and 21% of the proposed increased paid up capital each by way of otherwise than right shares at a price of PKR 7 each including PKR 2.00 as premium per share, against loan already deposited with the Company of Rs.820,000,000 to Mr. Naeem Yousaf".

FURTHER RESOLVED that the shares when issued shall from the date of their allotment, rank *pari passu* in all respects with the existing fully paid Ordinary Shares and the recipient of such shall enjoy similar rights and entitlements in respect of these shares as in respect of previously held shares from the date of allotment.

FURTHER RESOLVED THAT the Chief Executive Officer and / or Company Secretary of the Company, be and are hereby authorized singly and / or jointly ("Authorized Persons") to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares.

FURTHER RESOLVED THAT, the Authorized Persons, be and are hereby further authorized singly and / or jointly, to take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to obtaining all requisite regulatory approvals, engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates,



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applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares and all other matters incidental or ancillary thereto.

FURTHER RESOLVED THAT, all acts, deeds, and steps taken or to be taken by the Authorized Officer(s) pursuant to this authority shall be deemed to have been validly done and approved by the Board without passing of fresh resolution.

FURTHER RESOLVED that the Authorized Officer(s) be and are hereby empowered to finalize, execute, submit, re-submit, and file all such documents, applications, returns, and correspondence, and to do all acts, deeds, matters, and things as may be necessary, expedient, or incidental to give full effect to the foregoing resolutions and the proposed transaction.

FURTHER RESOLVED THAT the aforesaid special resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders, SECP and / or any other regulatory body which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s)."

2. ANY OTHER BUSINESS:

To transact any other business with the permission of Chair.

By order of the Board

Hasan Ahmad Khan
Company Secretary

Lahore: February 16, 2026

Notes:

1. Closure of Share Transfer Books

The share transfer Books of the Company will remain closed from Tuesday, March 03, 2026 to Monday, March 09, 2026 (both days inclusive) for the purpose of attending Extraordinary General Meeting. Transfers received in order at the office of our Share Registrar M/s Corplink



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(Private) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore at the close of business on Monday, March 02, 2026 will be treated in time.

2. Appointment of Proxy

All members entitled to attend and vote at this Meeting may appoint another person as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan. Proxy form is available at the Company's website

Requirement for Appointing Proxies

- (a) In case of individuals, the account holder or sub-account holder is and/or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- (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 passport of the beneficial owners and the proxyholder shall be furnished with the proxy form.
- (d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- (e) In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

3. For Attending the Meeting

- (a) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/ her original National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- (b) In case of corporate entity, Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.



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4. Participation via Video Link:

In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2/(20)/2021/117 date December 15, 2021, members are encouraged to participate in the Extraordinary General Meeting through electronic facility organized by the Company.

In order to attend the Meeting through electronic means the members are hereby requested to get themselves registered by sending their particulars at the designated email address saeed@chakwalgroup.com.pk, giving particulars as per below table not later than 48 hours before the commencement of the meeting, by providing the following details:

Name of shareholder	CNIC No. / NTN No.	Folio No. / CDC Account No.	*Mobile No.	*Email address

*Shareholders requested to provide their active mobile numbers and email address to ensure timely communication.

The login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Registered members / proxies will be able to login and participate in the Meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

5. Updation of Shareholder Addresses/Other Particulars

Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses and other particulars including cell number, email and IBAN. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.

6. E-Voting & Postal Ballot

Pursuant to the Company (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017. Members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. Detailed procedures for voting by postal ballot are provided on the ballot paper, while instructions for electronic voting will be sent to the



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Members who have valid cell numbers/email addresses available in the Register of Members of the Company on March 02, 2026.

7. Consent for Video Link Facility

In terms of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request / demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 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. Members are requested to timely notify any change in their addresses.

In this regard, please fill the following form and submit to the Company at its registered address 10 days before holding of the EOGM. After receiving the request / demand of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of EOGM along with complete information necessary to enable them to access such facility.

REQUEST FOR VIDEO CONFERENCE FACILITY

I / We / Messrs. _____ of _____ being Member(s) of Kohinoor Spinning Mills Limited, holder of _____ ordinary share(s) as per Folio # _____ and / or CDC Participant ID & Sub- Account No. _____, hereby, opt for video conference facility at _____ city. _____.

8. Conversion of Physical Shares into CDC Account

The shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry Form.

9. Prohibition on grant of gifts to Shareholders

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to Shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

The Form of Proxy and Ballot paper are being sent to the members along with notice and also placed on Company's website i.e. www.kohinoorspinningmills.com

A Statement of material facts covering the abovementioned special business, as required pursuant to Section 134(3) of the Companies Act, 2017, concerning the special business to be transacted at EOGM is being sent with the notice to the members.



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STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 REGARDING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING

This statement sets out below the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Kohinoor Spinning Mills Limited (the "Company") to be held on Monday, March 09, 2026 at 09:30 AM.

Agenda Item 1: SPECIAL BUSINESS

Kohinoor Spinning Mills Limited has an outstanding loan of Rs. 820,000,000 in the books of the Company standing as payable to Mr. Naeem Yousaf (Lender).

The amount has been advanced during times when the Company was in crucial need and the Company and was not in a position to raise further external funds through loans and pay mark ups on those.

The Company now wishes to issue ordinary shares against the loan of Rs. 820,000,000 by raising further issue of capital by way of other than right by issuing 117,142,857 ordinary shares of PKR 5 at a premium of PKR 2 (i.e. PKR 7 total). The proposed issue is 26.89% of existing paid up capital and 21.19% of the proposed increased paid up capital subject to approval of shareholders and SECP.

The aforesaid shares shall be issued to the Lender against loan deposited into the bank account of the Company without indulging in the exercise of right offer subject to approval of shareholders and permission from the Securities and Exchange Commission of Pakistan in terms of first proviso to the Section 83 (1)(b) of the Companies Act, 2017 and subject to the completion of all legal formalities and compliances.

The purpose and benefit of this transaction of conversion of debt into equity alongside of discharge of liability towards the lender is to strengthen the Company's balance sheet by reducing leverage, improving solvency ratios, increasing net worth, and enhancing its ability to raise future financing, thereby making the Company more attractive to lenders, investors, and shareholders.

The aforesaid amount was deposited at the time when the Company was in crucial need and the amount received has been utilized for working capital needs of the Company. This ultimately led to the benefit of all shareholders of the Company as no markup / interest has been charged on this loan.

Shares shall be proposed to be issued at a price of PKR 7.00 per share including PKR 2.00 as premium per share which is justified by the fact that this price is above the average share price of PKR 6.75 in the preceding three months and six months PKR 6.81 as per daily quotation of PSX from the date of board announcement. Further, the share price has also touched a low of PKR 6.05 in the previous six months. Further, the share is being traded at Rs. 6.09 on the date of board meeting.



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The breakup value per share is PKR 0.39 and PKR 0.47 as at 30 September 2025 and 30 June 2025 respectively.

In the current conditions it is unlikely that the shareholders will subscribe to right offer at a premium and the aforesaid transaction will result in PKR 234,285,714 converted into share premium reserve. Based on the above facts and benefits to the shareholders and the Company, the Company has proposed for issuance of shares by way of other than right subject to the required approvals.

Lender has issued written consent letter whereby the Lender has given consent to convert the outstanding loan into equity at PKR 7.

The existing shareholding of the lender and percentage to the paid up capital along with the increased shareholding is as follows:

Name of Member	Existing Shareholding	% of Existing Paid up Capital
Naeem Yousaf	0	0

Name	Increased Shareholding	% of Increased Paid up Capital
Naeem Yousaf	117,142,857 shares	21.19%



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BALLOT PAPER FOR VOTING THROUGH POST

Ballot paper for voting through post for the Special Business at the Extraordinary General Meeting (EOGM) of the Company, to be held on Monday, March 09, 2026 at 09:30 A.M, at 7/1 E-3, Main Boulevard Gulberg-III, Lahore.

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

Name of shareholder/joint shareholders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP / Passport No. (in case of foreigner) (copy to be attached)	
<u>Additional Information and enclosures</u> (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorised Signatory:	
CNIC, NICOP / Passport No. (in case of foreigner) of Authorised Signatory- (Copy to be attached)	

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:

Special Resolution

To consider and, if deemed fit, pass the following resolutions as special resolutions, with or without modification, in accordance with the provisions of Section 83(1) of the Companies Act, 2017 to increase the paid-up capital of the Company from Rs. 2,178,571,425 divided into 435,714,285 Ordinary Shares of PKR 5 each to Rs. 2,764,285,710 divided into 552,857,142 Ordinary Shares of PKR 5 each by the issuance of additional 117,142,857 Ordinary Shares of the face value of PKR 5 each by way of otherwise than right shares at a price of PKR 7 each including PKR 2.00 as premium per share, against loan already deposited with the Company of Rs.820,000,000 to Mr. Naeem Yousaf:

RESOLVED that, subject to compliance with the provisions of all applicable laws and requisite regulatory approvals, permissions and sanctions, including the approvals of the Securities and Exchange Commission of Pakistan (SECP) under Section 83(1) of the Companies Act, 2017 and approval of the shareholders of Kohinoor Spinning Mills Limited approval be and is hereby accorded to increase the paid-up capital of the Company from Rs. 2,178,571,425 divided into 435,714,285 Ordinary Shares of PKR 5 each to Rs. 2,764,285,710 divided into 552,857,142 Ordinary Shares of PKR 5 each by the issuance of additional 117,142,857 Ordinary Shares of the face value of PKR 5 (27% of existing paid up capital and 21% of the proposed increased paid up capital each by way of otherwise than right shares at a price of PKR 7 each including PKR 2.00 as premium per share, against loan already deposited with the Company of Rs.820,000,000 to Mr. Naeem Yousaf".

FURTHER RESOLVED that the shares when issued shall from the date of their allotment, rank pari passu in all respects with the existing fully paid Ordinary Shares and the recipient of such shall enjoy similar rights and entitlements in



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respect of these shares as in respect of previously held shares from the date of allotment.

FURTHER RESOLVED THAT the Chief Executive Officer and / or Company Secretary of the Company, be and are hereby authorized singly and / or jointly ("Authorized Persons") to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares.

FURTHER RESOLVED THAT, the Authorized Persons, be and are hereby further authorized singly and / or jointly, to take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to obtaining all requisite regulatory approvals, engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares and all other matters incidental or ancillary thereto.

FURTHER RESOLVED THAT, all acts, deeds, and steps taken or to be taken by the Authorized Officer(s) pursuant to this authority shall be deemed to have been validly done and approved by the Board without passing of fresh resolution.

FURTHER RESOLVED that the Authorized Officer(s) be and are hereby empowered to finalize, execute, submit, re-submit, and file all such documents, applications, returns, and correspondence, and to do all acts, deeds, matters, and things as may be necessary, expedient, or incidental to give full effect to the foregoing resolutions and the proposed transaction.

FURTHER RESOLVED THAT the aforesaid special resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders, SECP and / or any other regulatory body which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s)."

Sr. No	Nature and Description of Resolution	No. of Ordinary Shares for which votes cast	i/ We assent to the Resolution (FOR)	i/We Dissent to the Resolution (AGAINST)
1	Special Resolution as per Agenda # 01 (as given above)			

Signature of Shareholder(s)

Place : _____

Date : _____

NOTES:

- Dully filled postal ballot should be sent to Chairman, Kohinoor Spinning Mills Limited 7/1 E-3, Main Boulevard Gulberg-III, Lahore Designated e-mail address: chairman@chakwalgroup.com.pk
- Copy of CNIC/Passport (in case of foreign shareholder) must be enclosed with the postal ballot form.
- Postal ballot forms should reach chairman of the meeting on or before March 8, 2026, 05:00 pm closing time. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC/Passport.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

