



KOHINOOR SPINNING MILLS LIMITED

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

KOHINOOR SPINNING MILLS LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of shareholders of Kohinoor Spinning Mills Limited will be held on Wednesday, September 09, 2026 at 9:30 a.m. at 7/1 E-3 Main Boulevard Gulberg-III, Lahore to transact the following business.

ORDINARY BUSINESS:

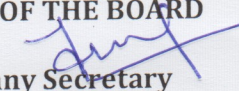
To elect Seven (07) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159 of the Companies Act, 2017. The following Directors are retiring and are eligible to offer themselves for re-election:

- 1- Khawaja Mohammad Jahangir
- 2- Khawaja Mohammad Kaleem
- 3- Mohammad Naveed
- 4- Mohammad Hamza Yousaf
- 5- Ms. Aqsa Jahangir
- 6- Faisal Qaiyum
- 7- Abbas Ali

A Statement of Material Facts as required under Section 166(3) of the Companies Act, 2017 is annexed to the notice of meeting.

Lahore:
August 13, 2026

BY ORDER OF THE BOARD


Company Secretary

NOTES:

1. Book Closure

The Shares Transfer Books of the Company will remain closed from **02-09-2026 to 09-09-2026** (both days inclusive). Transfers received in order in all respect up to the close of business hours on Tuesday September 01, 2026 at Share Registrar Office, M/S Corplink (Pvt.) Limited, Wing Arcade, 1 Commercial, Model Town, Lahore, will be considered in time for attending and voting at the meeting.

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

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3. 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 proxy holder 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.

4. 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.

5. Procedure and Documents To Contest For Election of Directors

Any member who seeks to contest election of directors shall file with the Company at its registered office not later than 14 days before the said meeting his /her intention to offer himself/herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- i) His/her folio No./CDC Investor Account No./CDC Participant No./Sub-Account No.;
- ii) Consent to act as Director on the signed appendix to Form-9 of the Companies Regulations, 2024 under Section 167(1) of the Companies Act, 2017 together with a copy of valid CNIC/Passport and NTN Certificate
- iii) Detailed profile along with address for placement to be placed on the Company's website seven (7) days prior to the date of election in terms of SRO 1196(1)/2019 dated October 03, 2019;



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- iv) A declaration on non-judicial confirming that:
 - a) He/she is aware of duties and power under the relevant applicable laws, Memorandum & Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
 - b) He/she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director;
 - c) He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
- v) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019 that he/she qualifies the criteria of independence stipulated under Section 166 of the Companies Act, 2017.
- vi) The candidates are requested to read the relevant provisions/requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

6. Video Conference Facility

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least seven (07) days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of the video-link facility at least five days before the date of the general meeting along with complete information necessary to enable them to access the facility.

In this regard, shareholders are requested to fill the following form and submit to the Registered Office of the Company seven days before the date of holding of the general meeting:

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

Signature of Member

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7. Video Link Facility for Meeting

To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of CNIC (both sides)/passport, attested copy of board resolution/power of attorney (in case of corporate shareholders) through mail at saeed@chakwalgroup.com.pk at least 48 hours before the date of EOGM.

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

The video-link and login credentials will be shared with shareholders who have shared all the required particulars at the given e-mail address within notified time frame.

8. E-voting/Postal Ballot Facility

The share holders will be allowed to exercise their right to vote through e-voting /postal ballot subject to the provisions of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018 if the number of persons who offer themselves to be elected is more than the number of Directors fixed by the Board.

9. Updation of Shareholders' Particulars

In compliance with Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations 2024, all CDC and physical shareholders are requested to provide and keep updated their essential registration details (i.e. valid CNIC, postal address, e-mail address, active mobile or landline number and IBAN).

Physical shareholders must submit details directly to the company's Share Registrar, while electronic/CDC shareholders must update their information through their respective participants or the Central Depository Company

10. 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.

11. Unclaimed Dividend

Shareholders, who for any reason, could not claim their dividends are advised to contact our Share Registrar to enquire about their unclaimed dividends.



ISO 9001:2000
CERTIFIED

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12. Prohibition on Grant of Gifts to Shareholders

In terms of SRO 452(I)/2025 dated March 17, 2025 issued by the Securities and Exchange Commission of Pakistan (the "SECP"), no gifts will be distributed at the meeting.

13. Circulation of Notice through mail

Pursuant to SRO 452(I)/2025 dated March 17, 2025, Notice of the EOGM shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

A Statement of material facts covering the abovementioned business, as required pursuant to Section 166(3) of the Companies Act, 2017, concerning the business to be transacted at EOGM is being sent with the notice to the members along with proxy form.



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STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

The statement sets out the material facts pertaining to the ordinary business as described in the Notice of the EOGM of the Company.

The term of office of the current directors of the Company will expire on 09th September 2026. In accordance with Section 159(1) of the Companies Act, 2017 the Board of Directors have fixed the number of Directors to be elected at the EOGM at seven (7), to hold the office of the Director for a period of three (3) years commencing from 10th September 2026.

Pursuant to Section 166(3) of the Companies Act, 2017 and Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations 2019, independent directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act, 2017.

Any person who is eligible under Section 153 and meets the criteria under Section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations 2018 may submit nomination to be elected as independent director.

The final list of contesting directors will be published in a newspaper not later than seven (07) days before the date of EOGM in terms of Section 159(4) of the Companies Act, 2017.

No director has direct or indirect interest in the above said business other than as a shareholder of the Company and that he/she can contest the election of directors subject to eligibility criteria.



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Form of Proxy – Extraordinary General Meeting

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

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

I/We _____ of _____
being a member (s) of Kohinoor Spinning Mills Limited hold _____ ordinary
shares hereby appoint Mr./Mrs./Miss _____ of
_____ or failing him/her _____ of
_____ as my /our Proxy to attend and vote for me/us and on
my/our behalf at the Extraordinary General Meeting of the Company to be held on
Wednesday September 09, 2026 at 09:30 a.m. at 7/1 E-3 Main Boulevard Gulberg
III, Lahore and at every adjournment thereof.

Signed this _____ day of _____ 2026.

1. Witness:
Signature _____
Name _____
Address _____
CNIC _____

2. Witness:
Signature _____
Name _____
Address _____
CNIC _____

**AFFIX
REVENUE
STAMP of Fifty rupees**

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

IMPORTANT

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