KOHINOOR
TEXTILE MILLS LTD.

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

PUCARS / Courier
KTML/PSX-19/24
August 25, 2026

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, 2026 on Thursday, September 17, 2026 at 42-Lawrence Road, Lahore at 02:00 PM. The Notice of Meeting is attached for information.

The Share Transfer Books of the Company will remain closed from September 11, 2026 to September 17, 2026 (both days inclusive).

Please note that transfer received at Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore at the close of business on September 10, 2026 will be treated in time for the purpose of above entitlement to the transferees.

In pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, please find enclosed herewith also a copy of the Notice to be published in the newspapers.

Thanking you,

Yours faithfully,
For Kohinoor Textile Mills Limited

KOHINOOR TEXTILE MILLS LIMITED

(Muhammad Ashraf)
Company Secretary

Encl. As above

KOHINOOR
TEXTILE MILLS LTD.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 58th Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, September 17, 2026 at 02:00 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, 2026 together with the Chairman's Review, Directors' and Auditor's Reports thereon.

2) To appoint Auditors for the year ending on June 30, 2027 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:

3) 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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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, up to an aggregate sum of **Rs. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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

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Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."

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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 of the Companies Act, 2017 (the "Act") to issue cross corporate guarantee up to Rs. 7 billion to the bank(s) for financing facility(ies) to its associated company namely, Maple Leaf Capital Limited (MLCL) and creation of charges, pledge and/or lien on assets of the Company for and on behalf of MLCL, subject to terms and conditions mentioned in the statement under Section 134(3) of the Act.

Resolved further that in the event the Company is called upon by the bank(s) of MLCL for repayment of money provided to MLCL as a result of enforcement of cross

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corporate guarantee, the Company shall recover the full amount paid by it from MLCL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from MLCL, as may be mutually agreed.

Resolved further that the Chief Executive and Company Secretary of the Company be and is hereby **singly** authorized to take any and/or all actions to implement and give effect to the above resolution and to complete any or all necessary required corporate and legal formalities for the purpose of implementation of the above resolution."

6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2026 by passing the following special resolution with or without modification: -

"**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 40 of the unconsolidated financial statements for the year ended June 30, 2026 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, 2027 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, 2027.

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

KOHINOOR TEXTILE MILLS LIMITED

(Muhammad Ashraf)
Company Secretary

Lahore:
August 27, 2026

NOTES:

1. The Share Transfer Books of the Company will remain closed from **September 11, 2026 to September 17, 2026** (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

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on **September 10, 2026**, 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 **September 15, 2026**:-

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

7. The notice of meeting containing the **QR enabled code and the weblink address** to

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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, 2026 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. 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.

12. 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.

13. 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.

14. 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.

15. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, as well as S.R.O.451(I)/2025 dated March 13, 2025, the members of the Company will be allowed

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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, September 17, 2026 at 02:00 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 **September 10, 2026**.

(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 **September 14, 2026, 09:00 AM** and shall close on **September 16, 2026 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 **September 16, 2026 till 05:00 PM**. The signature on the ballot paper should match with the signature on CNIC.

Appointment of Scrutinizer and e-voting Service Provider:

In accordance with the applicable law mentioned in Note 15 above, M/s. CDC Share Registrar Services Limited have been appointed as the e-voting service provider and M/s. Junaidy

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Shoaib Asad, Chartered Accountants, have been appointed as scrutinizer to monitor and validate voting for special business.

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 September 17, 2026.

AGENDA ITEM NUMBER 3 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 July 31, 2026 has approved Rs.2,000 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

<table>
<tr><td></td><td></td><td>Company holds 57.90% of the aggregate paid-up capital in MLCFL.</td></tr>
<tr><td>(iii)</td><td>Earnings per share for the last three years;</td><td>
<table>
<tr><th colspan="3">(Rupees)</th></tr>
<tr><th>Year</th><th>Basic</th><th>Diluted</th></tr>
<tr><td>30.06.2024</td><td>4.98</td><td>4.98</td></tr>
<tr><td>30.06.2025</td><td>16.26</td><td>16.26</td></tr>
<tr><td>30.06.2026</td><td>8.06</td><td>8.06</td></tr>
</table>
</td></tr>
<tr><td>(iv)</td><td>Break-up value per share, based on latest audited financial statements;</td><td>As on June 30, 2026
With revaluation surplus Rs. 73.99
Without revaluation surplus Rs. 70.78</td></tr>
<tr><td>(v)</td><td>Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;</td><td>Based on the audited financial statements for the financial year ended 30 June 2026 the financial position of MLCFL is as under: -
<table>
<tr><th>Particulars</th><th>Amount
Rs. (000)</th></tr>
<tr><td>Paid up capital</td><td>10,475,626</td></tr>
<tr><td>Capital reserves</td><td>34,112,261</td></tr>
<tr><td>Revenue reserves: Un-appropriated profits</td><td>29,554,437</td></tr>
<tr><td>Surplus on revaluation of fixed assets</td><td>3,369,419</td></tr>
<tr><td>Total equity</td><td>77,511,743</td></tr>
<tr><td>Current liabilities</td><td>27,242,444</td></tr>
<tr><td>Current assets</td><td>38,195,300</td></tr>
<tr><td>Revenue</td><td>70,731,652</td></tr>
<tr><td>Gross profit</td><td>23,942,392</td></tr>
<tr><td>Operating profit</td><td>18,876,592</td></tr>
<tr><td>Profit for the year</td><td>8,445,631</td></tr>
<tr><td>Earnings per share (Rs.)</td><td>8.06</td></tr>
</table>
</td></tr>
<tr><td>(B)</td><td colspan="2">General Disclosures: -</td></tr>
<tr><td>Ref. No.</td><td>REQUIREMENT</td><td>INFORMATION</td></tr>
<tr><td>(i)</td><td>Maximum amount of investment to be made;</td><td>Rs. 2,000 million (Rupees two thousand million only).</td></tr>
<tr><td>(ii)</td><td>Purpose, benefits likely to accrue to the investing company and its</td><td>Purpose: To earn income on the loans and/or advances to be provided to MLCFL from time</td></tr>
</table>

	members from such investment and period of investment;	to time for working capital requirements of MLCFL. **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. **Period:** For a period of one year from September 18, 2026 to September 17, 2027.
(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 up to September 17, 2027
		Penalty charges	@3-months KIBOR plus one percent in addition to the outstanding amount(s).
(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 16, 2025 which is valid till October 31, 2026. 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, advances:

Ref. No.	REQUIREMENT	INFORMATION

KOHINOOR TEXTILE MILLS LIMITED ★

(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 4.94% for the year ended June 30, 2026.
(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 September 18, 2026 to September 17, 2027 (both days inclusive). MLCFL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before September 17, 2027.

Disclosure under Regulation 4(1):

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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
Mrs. Sabene Saigol (Spouse of Mr. Sayeed Tariq Saigol)	0.0143	-
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 4 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 July 31, 2026 has approved Rs.2,000 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

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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** 30.06.2024 / 19.81 / 19.81 30.06.2025 / 28.65 / 28.65 30.06.2026 / 30.93 / 30.93
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2026 is Rs. 93.93
(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 2026, the financial position of MLCL is as under: - Particulars / Amount Rs. (000) Paid up share capital / 3,015,000 Reserves / 25,306,355 Total equity / 28,321,355 Current liabilities / 21,089,610 Current assets / 53,199,280 Revenue / 15,707,851 Profit from operations / 14,486,789 Profit after taxation / 9,325,266 Earnings Per Share Rs. / 30.93

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(B) General Disclosures: -

Ref. No.	REQUIREMENT	INFORMATION
(i)	Maximum amount of investment to be made;	Rs. 2,000 million (Rupees two thousand million only).
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**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. **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. **Period:** For a period of one year from September 18, 2026 to September 17, 2027.
(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

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<table>
<tr><td>(iv)</td><td>Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</td><td><table>
<tr><td>Nature</td><td>Loan / advance</td></tr>
<tr><td>Purpose</td><td>To earn mark-up / profit on loan / advance being provided to MLCL which will augment the Company's cash flow.</td></tr>
<tr><td>Period</td><td>One Year</td></tr>
<tr><td>Rate of Mark-up</td><td>One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.</td></tr>
<tr><td>Repayment</td><td>Principal plus mark-up/ profit upto September 17, 2027</td></tr>
<tr><td>Penalty charges</td><td>@3-months KIBOR plus one percent in addition to the outstanding amount(s).</td></tr>
</table></td></tr>
<tr><td>(v)</td><td>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;</td><td>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.</td></tr>
</table>

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(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 16, 2025 which is valid till October 31, 2026. 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		
(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 4.94% for the year ended June 30, 2026.
(iii)	Rate of interest, markup, 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.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including	N/A

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	conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	
(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 September 18, 2026 to September 17, 2027 (both days inclusive). MLCL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before September 17, 2027.

AGENDA ITEM NUMBER 5 OF THE NOTICE – INVESTMENT IN MAPLE LEAF CAPITAL LIMITED IN THE FORM OF CROSS CORPORATE GUARANTEE:

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.

Upon request of MLCL, the Board of Directors of the Company has proposed to issue the cross corporate guarantee upto Rs. 7 billion to the bank(s) of MLCL for a maximum period of 5 years for financing facility(ies) to be provided by the bank(s) subject to approval by the valued shareholders of the Company by way of special resolutions in terms of Section 199 of the Companies Act, 2017 as proposed.

The directors have certified that they have carried out necessary due diligence for the proposed investment (in the shape of cross corporate guarantee) before making recommendation for approval of the members and duly signed recommendation shall be made available for inspection of members in the annual general meeting along with latest audited financial statements of MLCL.

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

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(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** 30.06.2024 / 19.81 / 19.81 30.06.2025 / 28.65 / 28.65 30.06.2026 / 30.93 / 30.93
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2026 is Rs. 93.93
(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 2026, the financial position of MLCL is as under: -

Particulars	Amount Rs. (000)
Paid up share capital	3,015,000
Reserves	25,306,355
Total equity	28,321,355
Current liabilities	21,089,610
Current assets	53,199,280
Revenue	15,707,851
Profit from operations	14,486,789
Profit after taxation	9,325,266
Earnings Per Share Rs.	30.93

(B) General Disclosures: -

Ref. No.	REQUIREMENT	INFORMATION
(i)	Maximum amount of investment to be made;	Upto Rs. 7 billion in shape of issuance of Cross Corporate Guarantee

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(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	The investment (in the shape of cross corporate guarantee) shall help MLCL to increase the size of its investment portfolio and this investment (in the shape of cross corporate guarantee) is expected to generate commission income for the Company at the rate of 0.8% per annum on outstanding amount of cross corporate guarantee. The increase in size of investment portfolio of MLCL will add to shareholders value of the members of the Company.
(iii)	Source of funds to be utilized for investment and	Since no funding is involved, no financial resources are required. Cross corporate guarantee will be issued by the Company to the bank(s) of MLCL for which security / collateral will be provided by the Company.
	where the investment is intended to be made using borrowed funds. - (IV) Justification for investment through borrowings; (V) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (VI) 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;	The Company shall charge MLCL a commission of 0.8% per annum on outstanding amount of cross corporate guarantee. The Company shall obtain an indemnity from MLCL for commitment to repay the amount in the event the Company is called upon to pay pursuant to the enforcement of cross corporate guarantee by the bank(s) of MLCL. The Company shall recover the commission on cross corporate guarantee from MLCL on quarterly basis. In the event the Company is called upon by the bank(s) of MLCL for repayment of money provided to MLCL as a result of enforcement

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		of cross corporate guarantee, the Company shall recover the full amount paid by it from MLCL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from MLCL.
(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;	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	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 16, 2025 which is valid till October 31, 2026. 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;	Not significant.
3(1)(c) Investments in the form of loans, advances and guarantees:		
Ref. No.	**REQUIREMENT**	
(i)	Category-wise amount of investment;	Cross Corporate Guarantee to bank(s) of MLCL upto Rs. 7 billion. The Company will provide security / collateral to bank(s) of MLCL.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period,	The current average borrowing cost of the Company as at 30 June 2026 is 4.94%. The Company pays average commission at 0.10% per annum to issuing financial

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	rate of return for Shariah Compliant products and Rate of return for unfunded facilities, as the case may be, for the relevant period;	institutions on the outstanding amount of bank guarantees.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	The Company shall charge MLCL a commission of 0.8% per annum on outstanding amount of cross corporate guarantee.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	The Company shall obtain an indemnity from MLCL for commitment to repay the amount in the event the Company is called upon to pay pursuant to the enforcement of cross corporate guarantee by the bank(s) of MLCL.
(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	NIL
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The Company shall recover the commission on cross corporate guarantee from MLCL on quarterly basis. The Company will be required to pay only in case MLCL fails to make re-payment of finances obtained on due dates as per agreement(s) with bank(s).

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: -

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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 (MLCFL)	Maple Leaf Capital Limited (MLCL)
Total Investment Approved:	Loans / advances upto Rs.1,000 million were approved by members in AGM held on October 16, 2025 for a period of one (01) year.	Loans / advances upto Rs.1,000 million were approved by members in AGM held on October 16, 2025 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 of 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 year ended June 30, 2025, the basic earnings	At the time of approval of loans/advances of Rs.1,000 million, as per financial statements for the year ended June 30, 2025, the basic earnings

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	per share was Rs.16.26 and breakup value per share (without surplus) was Rs.64.78. As per latest financial statements for the year ended June 30, 2026, the basic earnings per share is Rs. 8.06 and breakup value per share is Rs. 73.99	per share was Rs.28.65 and breakup value per share was Rs.63.01. As per latest financial statements for the year ended June 30, 2026, the basic earnings per share is Rs. 30.93 and breakup value per share is Rs. 93.93

AGENDA ITEM NUMBER 6 OF THE NOTICE – RATIFICATION AND APPROVAL OF THE RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED JUNE 30, 2026:

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, 2026 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 40** to the unconsolidated financial statements for the year ended June 30, 2026. Party-wise details of such related party transactions are given below: -

Name of Related Party	Relationship	Description of Transactions	2026	2025
			Rupees in thousand	
Maple Leaf Cement Factory Limited	Subsidiary Company	Purchase of goods and services	21,702	64,405
		Expenses paid by MLCFL on behalf of the Company	6,203	5,661
		Common expenses	57,039	44,302
Maple Leaf Capital Limited	Subsidiary Company	Expenses on behalf of MLCL	-	6,283
		Payment received against expenses	-	6,283

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Hutton Properties Limited	Expenses on behalf of the Hutton Properties Limited	18,434	-
	Payment received against expenses	18,434	-
Post-employment benefit plan	Contribution to provident fund	178,979	161,698

The Saim Family Trust, British Virgin Islands (BVI) through Mercury Management Inc., BVI and Hutton Properties Limited, BVI (related parties) holds 366,954,480 [27.25%] (2025: 73,390,896) and 276,284,960 [20.52%] (2025: 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, 2027:

The Company shall be conducting transactions with its related parties during the year ending on June 30, 2027 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, 2027, 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.

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BALLOT PAPER

Postal Ballot Paper for voting through post for the Special Business at the Annual General Meeting to be held on **Thursday, September 17, 2026 at 02:00 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. 3

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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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, up to an aggregate sum of **Rs. 2,000 million** (Rupees

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two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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. 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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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, up to an aggregate sum of **Rs. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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."

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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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 of the Companies Act, 2017 (the "Act") to issue cross corporate guarantee up to Rs. 7 billion to the bank(s) for financing facility(ies) to its associated company namely, Maple Leaf Capital Limited (MLCL) and creation of charges, pledge and/or lien on assets of the Company for and on behalf of MLCL, subject to terms and conditions mentioned in the statement under Section 134(3) of the Act.

Resolved further that in the event the Company is called upon by the bank(s) of MLCL for repayment of money provided to MLCL as a result of enforcement of cross corporate guarantee, the Company shall recover the full amount paid by it from MLCL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from MLCL, as may be mutually agreed.

Resolved further that the Chief Executive and Company Secretary of the Company be and is hereby **singly** authorized to take any and/or all actions to implement and give effect to the above resolution and to complete any or all necessary required corporate and legal formalities for the purpose of implementation of 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, 2026 by passing the following special resolution with or without modification: -

"**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 40 of the unconsolidated financial statements for the year ended June 30, 2026 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, 2027 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, 2027.

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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. 3			
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 September 16, 2026. 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.

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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)

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KOHINOOR TEXTILE MILLS LIMITED

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42-Lawrence Road, Lahore

I/We ______________________________

of ______________________________

being a member of **KOHINOOR TEXTILE MILLS LIMITED** hereby appoint ______________________________

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

of ______________________________

or failing him/her ______________________________

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

of ______________________________

as my/our proxy to attend, speak and vote for and on my/our behalf at the 58th Annual General Meeting of the Company to be held at its Registered Office, 42-Lawrence Road, Lahore, **Thursday, September 17, 2026 at 02:00 PM** and/or any adjournment thereof.

As witness given under my/our hand(s) __________ day of ________, 2026.

1. Witness:

Signature : ______________
Name : ______________
CNIC : ______________
Address : ______________
: ______________

Affix Revenue Stamp
of Rs. 50/-

____

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

2. Witness:

Signature : ______________
Name : ______________
CNIC : ______________
Address : ______________
: ______________

SHARES HELD: ______________

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

CNIC #: | | | | | | | | | | | | | | | |

Notes:

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.
5. A member shall not be entitled to appoint more than one proxy.

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KOHINOOR TEXTILE MILLS LIMITED
Registered Office: 42-Lawrence Road, Lahore.
Tel. 042-36302261-62

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 58th Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, September 17, 2026 at 02:00 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, 2026 together with the Chairman's Review, Directors' and Auditor's Reports thereon.

2) To appoint Auditors for the year ending on June 30, 2027 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:

3) 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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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, up to an aggregate sum of **Rs. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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."

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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

KOHINOOR TEXTILE MILLS LIMITED

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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 of the Companies Act, 2017 (the "Act") to issue cross corporate guarantee up to Rs. 7 billion to the bank(s) for financing facility(ies) to its associated company namely, Maple Leaf Capital Limited (MLCL) and creation of charges, pledge and/or lien on assets of the Company for and on behalf of MLCL, subject to terms and conditions mentioned in the statement under Section 134(3) of the Act.

Resolved further that in the event the Company is called upon by the bank(s) of MLCL for repayment of money provided to MLCL as a result of enforcement of cross corporate guarantee, the Company shall recover the full amount paid by it from MLCL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from MLCL, as may be mutually agreed.

Resolved further that the Chief Executive and Company Secretary of the Company be and is hereby **singly** authorized to take any and/or all actions to implement and give effect to the above resolution and to complete any or all necessary required corporate and legal formalities for the purpose of implementation of the above resolution."

6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2026 by passing the following special resolution with or without modification: -

"**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 40 of the unconsolidated financial statements for the year ended June 30, 2026 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, 2027 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, 2027.

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.

By order of the Board
(Muhammad Ashraf)
Company Secretary

Lahore:
August 27, 2026

NOTES:

1. The Share Transfer Books of the Company will remain closed from **September 11, 2026 to September 17, 2026** (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,

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Lawrence Road, Lahore, at the close of business on **September 10, 2026**, 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 **September 15, 2026**:-

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

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, 2026 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.

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11. 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.

12. 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.

13. 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.

14. 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.

15. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, as well as S.R.O.451(I)/2025 dated March 13, 2025, 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, September 17, 2026 at 02:00 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 **September 10, 2026**.

(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 **September 14, 2026, 09:00 AM** and shall close on **September 16, 2026 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 **September 16, 2026 till 05:00 PM**. The signature on the ballot paper should match with the signature on CNIC.

Appointment of Scrutinizer and e-voting Service Provider:

In accordance with the applicable law mentioned in Note 15 above, M/s. CDC Share Registrar Services Limited have been appointed as the e-voting service provider and M/s. Junaidy Shoaib Asad, Chartered Accountants, have been appointed as scrutinizer to monitor and validate voting for special business.

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POSTAL BALLOT PAPER

Postal Ballot Paper for voting through post for the Special Business at the Annual General Meeting to be held on **Thursday, September 17, 2026 at 02:00 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. 3
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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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, up to an aggregate sum of **Rs. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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. 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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of 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, up to an

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aggregate sum of **Rs. 2,000 million** (Rupees two thousand million only) for a period of one year commencing September 18, 2026 to September 17, 2027 (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 16, 2025 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, 2026.

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 members of **Kohinoor Textile Mills Limited** (the "Company") be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 of the Companies Act, 2017 (the "Act") to issue cross corporate guarantee up to Rs. 7 billion to the bank(s) for financing facility(ies) to its associated company namely, Maple Leaf Capital Limited (MLCL) and creation of charges, pledge and/or lien on assets of the Company for and on behalf of MLCL, subject to terms and conditions mentioned in the statement under Section 134(3) of the Act.

Resolved further that in the event the Company is called upon by the bank(s) of MLCL for repayment of money provided to MLCL as a result of enforcement of cross corporate guarantee, the Company shall recover the full amount paid by it from MLCL with mark up of 0.5% per annum above the average borrowing cost of the Company till the date of payment from MLCL, as may be mutually agreed.

Resolved further that the Chief Executive and Company Secretary of the Company be and is hereby **singly** authorized to take any and/or all actions to implement and give effect to the above resolution and to complete any or all necessary required corporate and legal formalities for the purpose of implementation of 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, 2026 by passing the following special resolution with or without modification: -

"**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 40 of the unconsolidated financial statements for the year ended June 30, 2026 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, 2027 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, 2027.

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

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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. 3			
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 September 16, 2026. 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

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