



KOHINOOR TEXTILE MILLS LIMITED

Registered Office : 42-LAWRENCE ROAD, LAHORE PAKISTAN. PHONE: 042-36302261-62 FAX : 92-42-36368721

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

PUCARS/ Courier
KTML/PSX/17/113
September 26, 2023

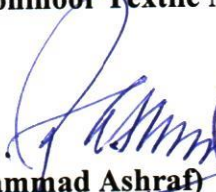
NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Annual General Meeting scheduled to be held on **Thursday, October 19, 2023 at 12:00 Noon** at its Registered Office, 42-Lawrence Road, Lahore for circulation amongst the TRE Certificate Holders of the Exchange.

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

Yours faithfully,
For Kohinoor Textile Mills Limited


(Muhammad Ashraf)
Company Secretary



Encl: As Above

**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721



Kohinoor Maple Leaf Group

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 55th Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, October 19, 2023 at 12:00 Noon** 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, 2023 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To appoint Auditors for the year ending on June 30, 2024 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 Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2023 to October 31, 2024 (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 27, 2022 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, 2023.

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: -



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“Resolved by way of special resolution that consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2023 to October 31, 2024 (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 27, 2022 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, 2023.

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 ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2023 by passing the following special resolution with or without modification: -

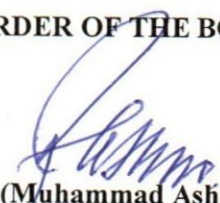
“Resolved that the transactions conducted with the Related Parties as disclosed in the note 38 of the unconsolidated financial statements for the year ended June 30, 2023 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

- 6) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2024 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, 2024.

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

BY ORDER OF THE BOARD


(Muhammad Ashraf)
Company Secretary

Lahore:
September 27, 2023

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 13, 2023 to October 19, 2023 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore, at the close of business on October 12, 2023 will be considered in time to determine voting rights of shareholders for attending the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the Registered Office of the Company not later than 48 hours before the time of meeting.
3. Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her original CNIC or Passport to prove his/her identity, and in case of Proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of Corporate entities should bring Board's resolution/Power of Attorney with specimen signatures required for the purpose.
4. 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.
5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the Annual General Meeting via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at muhammad.ashraf@kmlg.com by **October 17, 2023:-**

| Name of Member/Proxyholder | Folio No. / CDC Account No. | Cell No. / WhatsApp No. | CNIC No. | Email ID |
|----------------------------|-----------------------------|-------------------------|----------|----------|
| | | | | |
| | | | | |
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6. The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to the requirements of Sections 143 and 144 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.
7. The notice of AGM has also been posted on the Company's website. Further, the notice of meeting is being dispatched to the members as per requirements of the Companies Act, 2017, on their registered address, containing the **QR enabled code and the weblink** address to view and download the annual audited financial statements together with the reports and documents at all times.
8. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their updated e-mail addresses to Share Registrar of the Company. The audited financial statements for the year ended June 30, 2023 are 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. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
10. Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and mention the folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
11. As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017, i.e. May 30, 2017.

The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.



12. Members are requested to notify immediately any change in their addresses. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
13. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaffar Ghaffari of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

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

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 19, 2023.

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 56.51% 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 September 08, 2023 has approved Rs. 1,000 million as loans / advances, being a reciprocal facility to MLCFL on the basis of profit/financial statements of MLCFL subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to MLCFL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

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

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

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

(A) Regarding associated company or associated undertaking: -

| Ref. No. | REQUIREMENT | INFORMATION |
|----------|---|---|
| (i) | Name of associated company or associated undertaking; | Maple Leaf Cement Factory Limited (the “MLCFL”) |
| (ii) | Basis of relationship; | MLCFL is a subsidiary of Kohinoor Textile Mills Limited (the “Company”) and the |



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|----------------------------------|--|---|------------|
| | | Company holds 56.51% of the aggregate paid-up capital in MLCFL. | |
| (iii) | Earnings per share for the last three years; | (Rupees) | |
| | | Year Basic Diluted | |
| | | 30.06.2021 5.69 5.69 | |
| | | 30.06.2022 3.30 3.30 | |
| | | 30.06.2023 4.18 4.18 | |
| (iv) | Break-up value per share, based on latest audited financial statements; | As on June 30, 2023 With revaluation surplus Rs. 41.84 Without revaluation surplus Rs. 40.10 | |
| (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 2023 the financial position of MLCFL is as under: - | |
| | | Particulars Amount | |
| | | | Rs.(000) |
| | | Paid up capital | 10,733,462 |
| | | Capital reserves | 6,363,952 |
| | | Accumulated profits | 25,946,716 |
| | | Surplus on revaluation of fixed assets-net of tax | 1,868,984 |
| | | Total equity | 44,913,114 |
| | | Current liabilities | 16,215,021 |
| | | Current assets | 22,239,667 |
| | | Sales - Net | 62,075,259 |
| | | Gross profit | 16,423,756 |
| | | Operating profit | 12,001,415 |
| Net profit | 4,491,670 | | |
| | Earnings per share (Rs.) | 4.18 | |
| (B) General Disclosures:- | | | |
| Ref. No. | REQUIREMENT | INFORMATION | |
| (i) | Maximum amount of investment to be made; | Rs. 1,000 million (Rupees one thousand million only). | |
| (ii) | Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment; | Purpose: To earn income on the loans and/or advances to be provided to MLCFL from time to time for working capital requirements of MLCFL. 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. | |



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|------------------------|---|---|---------------|----------------|----------------|--|---------------|----------|------------------------|---|------------------|--|------------------------|--|
| | | Period: For a period of one year from November 01, 2023 to October 31, 2024. | | | | | | | | | | | | |
| (iii) | Source of funds to be utilized for investment and 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; | Loan and/or advance will be given out of own funds of the Company. N/A | | | | | | | | | | | | |
| (iv) | Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment; | <table border="1"><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 MLCFL 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 October 31, 2024</td></tr><tr><td>Penalty charges</td><td>@3-months KIBOR plus one percent in addition to the outstanding amount(s).</td></tr></table> | Nature | Loan / advance | Purpose | To earn mark-up / profit on loan / advance being provided to MLCFL which will augment the Company's cash flow. | Period | One Year | Rate of Mark-up | One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. | Repayment | Principal plus mark-up/ profit upto October 31, 2024 | Penalty charges | @3-months KIBOR plus one percent in addition to the outstanding amount(s). |
| Nature | Loan / advance | | | | | | | | | | | | | |
| Purpose | To earn mark-up / profit on loan / advance being provided to MLCFL which will augment the Company's cash flow. | | | | | | | | | | | | | |
| Period | One Year | | | | | | | | | | | | | |
| Rate of Mark-up | One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. | | | | | | | | | | | | | |
| Repayment | Principal plus mark-up/ profit upto October 31, 2024 | | | | | | | | | | | | | |
| Penalty charges | @3-months KIBOR plus one percent in addition to the outstanding amount(s). | | | | | | | | | | | | | |



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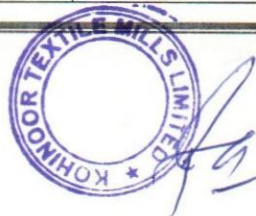
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|-------|--|---|
| (v) | Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration; | Investing Company i.e. the 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 27, 2022 which is valid till October 31, 2023. There is no impairment and/or write off against the above facility. |
| (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 |
|----------|--|---|
| (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 15.20% for the year ended June 30, 2023. |
| (iii) | Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company; | Mark-up will be charged from MLCFL at one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. |
| (iv) | Particulars of collateral or security to be obtained in relation to the proposed investment; | No collateral is considered necessary since MLCFL is a subsidiary company of the Company. |
| (v) | If the investment carries conversion feature i.e. it is convertible into | |



| | | |
|------|---|---|
| | securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and | N/A |
| (vi) | Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking. | The loan / advance would be for a period of one year from November 01, 2023 to October 31, 2024 (both days inclusive). MLCFL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2024. |

Disclosure under Regulation 4(1):

Seven Directors including Sponsors of associated company i.e. MLCFL are also the members of the Company and are interested to the extent of their shareholding as under: -

| Name | %age of shareholding in MLCFL | %age of shareholding in the Company |
|---|-------------------------------|-------------------------------------|
| Mr. Tariq Sayeed Saigol | 0.0030 | 4.7118 |
| Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol) | 0.0168 | 11.7117 |
| Mr. Taufique Sayeed Saigol | 0.0015 | 16.5719 |
| Mr. Sayeed Tariq Saigol | 0.0010 | 0.1430 |
| Mr. Waleed Tariq Saigol | 0.0011 | 0.0124 |
| Mr. Danial Taufique Saigol | 0.0005 | 0.0011 |
| Ms. Jahanara Saigol | 0.0002 | 0.0009 |
| Mr. Zulfikar Monnoo | 0.0003 | 0.0011 |

Disclosure under Regulation 4(2):

| Name of Investee Company | Maple Leaf Cement Factory Limited |
|--|--|
| Total Investment Approved: | Loan / advance upto Rs. 1,000 million was approved by members in AGM held on October 27, 2022 for a period of one (01) year. |
| Amount of Investment Made 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. |
| Material change in financial statements of associated company or associated undertaking since date of the resolution | At the time of approval of loan/advances of Rs.1,000 million, as per latest financial statements for the period ended June 30, 2022, |

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Kohinoor Maple Leaf Group

passed for approval of investment in such company:

the basic earnings per share was Rs. 3.30 and breakup value per share (without surplus) was Rs. 34.69.

As per latest financial statements for the year ended June 30, 2023, the basic earnings per share is Rs.4.18 and breakup value per share (without surplus) is Rs. 40.10.

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 September 08, 2023 has approved Rs. 1,000 million as loans / advances to MLCL on the basis of financial results of MLCL subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to MLCL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

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

3(1)(a) Disclosure for all types of investments**(A) Regarding associated company or associated undertaking: -**

| Ref. No. | REQUIREMENT | INFORMATION |
|----------|---|---|
| (i) | Name of associated company or associated undertaking; | Maple Leaf Capital Limited (the "MLCL") |
| (ii) | Basis of relationship; | MLCL is a subsidiary of Kohinoor Textile Mills Limited (the "Company") and the Company holds 82.92% of the aggregate paid-up capital in MLCL. |



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| (iii) | Earnings per share for the last three years; | (Rupees) | | | | | | | | | | | | | | | | | | | | | | |
|------------------------|--|--|---------|---------|-------------|--------------------|-----------------|-----------|----------|-----------|--------------|-----------|---------------------|-----------|----------------|-----------|---------|-----------|------------------------|---------|-----------------------|---------|------------------------|------|
| | | Year | Basic | Diluted | | | | | | | | | | | | | | | | | | | | |
| | | 30.06.2021 | 13.66 | 13.66 | | | | | | | | | | | | | | | | | | | | |
| | | 30.06.2022 | (15.65) | (15.65) | | | | | | | | | | | | | | | | | | | | |
| | | 30.06.2023 | 1.91 | 1.91 | | | | | | | | | | | | | | | | | | | | |
| (iv) | Break-up value per share, based on latest audited financial statements; | As on June 30, 2023 is Rs. 14.67 | | | | | | | | | | | | | | | | | | | | | | |
| (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 2023, the financial position of MLCL is as under: - | | | | | | | | | | | | | | | | | | | | | | |
| | | <table border="1"><thead><tr><th>Particulars</th><th>Amount Rs.(000)</th></tr></thead><tbody><tr><td>Paid up capital</td><td>3,015,000</td></tr><tr><td>Reserves</td><td>1,409,310</td></tr><tr><td>Total equity</td><td>4,424,310</td></tr><tr><td>Current liabilities</td><td>2,597,983</td></tr><tr><td>Current assets</td><td>6,602,940</td></tr><tr><td>Revenue</td><td>1,160,598</td></tr><tr><td>Profit from operations</td><td>959,566</td></tr><tr><td>Profit after taxation</td><td>577,296</td></tr><tr><td>Earnings Per Share Rs.</td><td>1.91</td></tr></tbody></table> | | | Particulars | Amount Rs.(000) | Paid up capital | 3,015,000 | Reserves | 1,409,310 | Total equity | 4,424,310 | Current liabilities | 2,597,983 | Current assets | 6,602,940 | Revenue | 1,160,598 | Profit from operations | 959,566 | Profit after taxation | 577,296 | Earnings Per Share Rs. | 1.91 |
| Particulars | Amount Rs.(000) | | | | | | | | | | | | | | | | | | | | | | | |
| Paid up capital | 3,015,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Reserves | 1,409,310 | | | | | | | | | | | | | | | | | | | | | | | |
| Total equity | 4,424,310 | | | | | | | | | | | | | | | | | | | | | | | |
| Current liabilities | 2,597,983 | | | | | | | | | | | | | | | | | | | | | | | |
| Current assets | 6,602,940 | | | | | | | | | | | | | | | | | | | | | | | |
| Revenue | 1,160,598 | | | | | | | | | | | | | | | | | | | | | | | |
| Profit from operations | 959,566 | | | | | | | | | | | | | | | | | | | | | | | |
| Profit after taxation | 577,296 | | | | | | | | | | | | | | | | | | | | | | | |
| Earnings Per Share Rs. | 1.91 | | | | | | | | | | | | | | | | | | | | | | | |

(B) General Disclosures:-

| Ref. No. | REQUIREMENT | INFORMATION |
|----------|--|---|
| (i) | Maximum amount of investment to be made; | Rs. 1,000 million (Rupees one thousand million only). |
| (ii) | Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment; | <p>Purpose: To earn income on the loans and/or advances to be provided to MLCL from time to time for working capital requirements of MLCL.</p> <p>Benefits: The Company will receive mark up at the rate of one percent above three months KIBOR or one percent above its average borrowing cost, whichever is higher. This shall benefit the Company's cash flow by earning profit on idle funds.</p> <p>Period: For a period of one year from November 01, 2023 to October 31, 2024.</p> |



**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721



Kohinoor Maple Leaf Group

| | | | |
|-------|--|---|---|
| (iii) | Source of funds to be utilized for investment and | Loan and/or advance will be given out of own funds of the Company. | |
| | where the investment is intended to be made using borrowed funds, - (I) Justification for investment through borrowings; (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis; | N/A | |
| (iv) | Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment; | Nature | Loan / advance |
| | | Purpose | To earn mark-up / profit on loan / advance being provided to MLCL which will augment the Company's cash flow. |
| | | Period | One Year |
| | | Rate of Mark-up | One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. |
| | | Repayment | Principal plus mark-up/ profit upto October 31, 2024 |
| | | 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 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. | |



**KOHINOOR TEXTILE MILLS LIMITED**

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Tel. 042-36302261-62, Fax # 042-36368721

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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 27, 2022 which is valid till October 31, 2023. There is no impairment and/or write off against the above facility. |
| (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 diluted 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 15.20% for the year ended June 30, 2023. |
| (iii) | Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company; | Mark-up will be charged from MLCL at one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. |
| (iv) | Particulars of collateral or security to be obtained in relation to the proposed investment; | No collateral is considered necessary since MLCL is a subsidiary of the Company. |
| (v) | If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and | N/A |
| (vi) | Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking. | The loan / advance would be for a period of one year from November 01, 2023 to October 31, 2024 (both days inclusive). MLCL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2024. |



Disclosure under Regulation 4(1):

Five Directors and Sponsors of associated company i.e. MLCL are also the members of the Company and are interested to the extent of their shareholding as under: -

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

Disclosure under Regulation 4(2):

| Name of Investee Company | Maple Leaf Capital Limited |
|---|---|
| Total Investment Approved: | Loan / advance upto Rs. 1,000 million was approved by members in AGM held on October 27, 2022 for a period of one (01) year. |
| Amount of Investment Made 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 MLCL from time to time as per working capital requirements to MLCL upon request. |
| Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company: | At the time of approval of loan/advances of Rs. 1,000 million, as per latest financial statements for the period ended June 30, 2022, the basic loss per share was Rs. 15.65 and breakup value per share was Rs. 12.72. As per latest financial statements for the year ended June 30, 2023, the basic earnings per share is Rs.1.91 and breakup value per share is Rs. 14.67. |

AGENDA ITEM NUMBER 5 OF THE NOTICE – RATIFICATION AND APPROVAL OF THE RELATED PARTY TRANSACTIONS:

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

**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721



Kohinoor Maple Leaf Group

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, 2023 and such transactions were deemed to be approved by the shareholders. Such transactions were to be placed before the shareholders in the next annual general meeting for their formal approval/ratification. Accordingly, these transactions are being placed before the shareholders in this meeting for their formal approval/ratification.

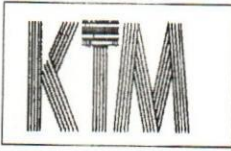
All transactions with related parties to be ratified have been disclosed in the **note 38** to the unconsolidated financial statements for the year ended June 30, 2023. Party-wise details of such related party transactions are given below: -

| Name of Related Party | Relationship | Description of Transactions | 2023 | 2022 |
|--|------------------------------|--|---------|---------|
| Rupees in thousand | | | | |
| Maple Leaf Cement Factory Limited | Subsidiary Company | Purchase of goods and services | 2,142 | 101,341 |
| | | Sale of property, plant and equipment | 6,022 | - |
| | | Expenses paid by MLCFL on behalf of the Company | 2,082 | 1,948 |
| | | Common expenses | 36,489 | 21,666 |
| Maple Leaf Capital Limited | Subsidiary Company | Expenses on behalf of MLCL | 5,211 | - |
| | | Payment received against expenses | 6,584 | - |
| | | Advances | - | 700,000 |
| | | Repayment of advances | - | 700,000 |
| | | Mark up charged on advances | - | 7,088 |
| | | Payment received against markup on funds transferred | 1,235 | - |
| Provident fund | Post-employment benefit plan | Contribution to provident fund | 103,558 | 79,117 |
| Other related parties | | Sale of property, plant and equipment | 1,974 | - |

The Saim Family Trust, British Virgin Islands (BVI) through Mercury Management Inc., BVI and Hutton Properties Limited, BVI (related parties) holds 73,390,896 [24.52%] (2022: 73,390,896) and 55,256,992 [18.46%] (2022: 55,256,992) ordinary shares respectively of the Company on which dividend amounting to Rupees Nil (2022: Rupees 146,781,792) and Rupees Nil (2022: Rupees 102,054,984) respectively was paid during the year.

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.





KOHINOOR TEXTILE MILLS LIMITED

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721



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 6 OF THE NOTICE – AUTHORIZATION FOR THE BOARD OF DIRECTORS TO APPROVE THE RELATED PARTY TRANSACTIONS DURING THE YEAR ENDING ON JUNE 30, 2024:

The Company shall be conducting transactions with its related parties during the year ending on June 30, 2024 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, 2024, 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.





KOHINOOR TEXTILE MILLS LIMITED

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721



Kohinoor Maple Leaf Group

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 55th Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, October 19, 2023 at 12:00 Noon** 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, 2023 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To appoint Auditors for the year ending on June 30, 2024 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 Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Cement Factory Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2023 to October 31, 2024 (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 27, 2022 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, 2023.

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 Kohinoor Textile Mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Maple Leaf Capital Limited**, a subsidiary of the Company, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2023 to October 31, 2024 (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 27, 2022 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, 2023.

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 ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2023 by passing the following special resolution with or without modification: -

“**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 38 of the unconsolidated financial statements for the year ended June 30, 2023 and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified, approved and confirmed.”

- 6) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2024 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, 2024.

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

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

Lahore:
September 27, 2023

By order of the Board
(Muhammad Ashraf)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 13, 2023 to October 19, 2023 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company’s Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore, at the close of business on October 12, 2023 will be considered in time to determine voting rights of shareholders for attending the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the Registered Office of the Company not later than 48 hours before the time of meeting.
3. Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her original CNIC or Passport to prove his/her identity, and in case of Proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of Corporate entities should bring Board’s resolution/Power of Attorney with specimen signatures required for the purpose.
4. 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.
5. The Securities and Exchange Commission of Pakistan (“SECP”) vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the Annual General Meeting via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at muhammad.ashraf@kmlg.com by **October 17, 2023:-**



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

6. The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to the requirements of Sections 143 and 144 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.
7. The notice of AGM has also been posted on the Company's website. Further, the notice of meeting is being dispatched to the members as per requirements of the Companies Act, 2017, on their registered address, containing the **QR enabled code and the weblink** address to view and download the annual audited financial statements together with the reports and documents at all times.
8. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their updated e-mail addresses to Share Registrar of the Company. The audited financial statements for the year ended June 30, 2023 are 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. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
10. Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and mention the folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
11. As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017, i.e. May 30, 2017.

The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
12. Members are requested to notify immediately any change in their addresses. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
13. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaffar Ghaffari of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

