



KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-36369340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

Corp./KML/23/75
October 4, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
KARACHI

Subject: Notice of Annual General Meeting

Dear Sir,

In accordance with Clause 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed a copy of the Notice of Annual General Meeting of Kohinoor Mills Limited to be held on October 26, 2023 at 02:30 p.m., prior to its publication in the newspaper for circulation amongst the Certificate Holders of the Exchange.

Yours truly,
For Kohinoor Mills Limited

MUHAMMAD RIZWAN KHAN
Company Secretary

ENCL: As above

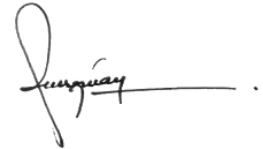
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Company will be held at 8 Kilometer, Manga Raiwind Road, District Kasur on Thursday, October 26, 2023 at 2:30 p.m., to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Chairman's Review, Directors' and Auditors' Reports thereon.
2. To approve final cash dividend for the year ended June 30, 2023 at Rs. 3.00 per ordinary share of Rs. 10/- each i.e., 30.00% as recommended by the Board of Directors.
3. To appoint auditors for the year ending June 30, 2024 and fix their remuneration.
4. To transact any other business of the Company with permission of the Chair.

By Order of the Board



(MUHAMMAD RIZWAN KHAN)
Company Secretary

Kasur:
Thursday, October 5, 2023

NOTES

1. Closure of Share Transfer Books

The share transfer books of the Company for Ordinary Shares will remain closed from October 19, 2023 to October 26, 2023 (both days inclusive) for determination of above entitlement and to attend and vote at the Annual General Meeting. Physical transfers and deposit requests under Central Depository System received at the close of business hours on Wednesday, October 18, 2023, by the Company's Shares Registrar M/s.Hameed Majeed Associates (Pvt.) Ltd, HM House, 7 Bank Square, Lahore, will be considered in time for the purpose of above entitlement and to determine voting rights of the shareholders for attending the meeting.

2. Shareholders are advised to follow the under mentioned guidelines for attending the meeting:

For Attending the Meeting

- a. In case of individuals/joint-account holders, as per registration details available with the Company, shall authenticate his/her/their identity by presenting his/her/their original CNIC or original Passport at the time of attending the meeting.
- b. In case of corporate entity, the board's 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

For Appointing Proxies

- a. A shareholder entitled to attend and vote at this meeting may appoint any other shareholder as proxy to attend the meeting and a proxy so appointed shall have the same rights of attending, speaking and voting at the general meeting as are available to the shareholders. A proxy must be a shareholder of the Company.
- b. If a shareholder appoints more than one proxy and more than one instruments of proxy are deposited by a shareholder with the Company, all such instruments of proxy shall be rendered invalid.
- c. In case of individual/joint-holders, shareholders as per registration details available with the Company shall attach an attested copy of his/her/their Computerized National Identity Card (CNIC) / Passport with the Proxy Form. The proxy shall produce his/her/their original CNIC or original passport at the time of the meeting.
- d. In case of corporate entity, as per registration details available with the Company the board of Directors' resolution / power of attorney with specimen signature of the nominee should be attached with the proxy form. The nominee shall also produce his/her original CNIC or original passport at the time of the meeting.
- e. The instrument of appointing a proxy must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- f. The form of proxy is attached with this notice and is also available on investor page of website of the Company i.e., www.kohinoormills.com

Video Conference Facility

In accordance with the requirements of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the Annual General Meeting. The request for the video-link facility shall be received by the Shares Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

3. Audited Financial Statements and Notice of Meeting

- a) As per notification by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023, the Company obtained the approval of shareholders as on June 20, 2023 for circulation of annual audited financial statements together with the required reports through QR enabled code and web link which can be downloaded from the following link/QR code:

<http://kohinoormills.com/uploads/financialstatement/KMLAnnualReport2023.pdf>



- b) The notice of meeting is being dispatched to members as per requirements of the Companies Act, on their registered address, containing the QR code and the web link address to view and download the annual audited financial statements together with the reports and documents at all times; and has been also placed on the website of the Company.

- c) Members' can also opt to obtain the annual audited financial statements and notice of AGM through e-mail. In this regard, shareholders are requested to send a written consent by post/courier on a standard request form available on the above mentioned website of the company to Company's Shares Registrar M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore, or by sending a scanned copy of duly filled and signed form by email to Company Secretary at cskml@kohinoormills.com

4. Shareholders are requested to notify/submit the undermentioned information and documents, if not earlier provided / notified within 10 days before the entitlement date i.e., October 18, 2023, in the following manner:

- **CDC Investor Account Holders** to CDC Investor Account Services (IAS)
- **CDC Sub-Account Holders** to their respective Participant (broker)
- **Physical Shareholders** to Company's Shares Registrar (viz CDC)

- a) Mandatory submission of CNIC / NTN: Pursuant to the directives of the Securities and Exchange Commission of Pakistan (SECP), CNIC numbers of shareholders are mandatory. Shareholders are therefore requested to submit a copy of their valid CNIC (if not provided earlier) to Company's Shares Registrar M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore. Corporate entities are required to send valid and legible copies of their National Tax number (NTN) or NTN certificate(s) and must quote the name of the company and respective folio numbers thereon while sending the copies.

In case of non-submission of valid and legible copy of CNIC/NTN, the Company will be constrained to withhold the disbursement of dividend till such time the CNIC/NTN copy is provided to the Shares Registrar of the Company.

- b) Dividend Mandate: In terms of Section 242 of the Companies Act, 2017, listed companies are required to pay cash dividend only through electronic mode directly into the bank account designated by the entitled shareholders. In order to comply with this requirement, shareholders are therefore requested to immediately provide the dividend mandate i.e., name, folio number, bank account number (IBAN), title of account, complete mailing address of the bank, branch address, branch code, email and contact numbers to the Shares Registrar of the company in case of physical shares and to the CDC in case of shares are held electronically.
- c) Deduction of Withholding Tax on Dividend: Shareholders who are filers, are advised to make sure that their names are entered into latest ATL provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as person not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.
- d) For shareholders holding their shares jointly as per the clarification issued by the FBR, withholding tax will be determined separately as per status of their names appearing in the ATL for principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar in writing as follows:

Kohinoor Mills Limited					
Folio/ CDC A/c No.	Total Shares	Principal shareholder		Joint Shareholder(s)	
		Name & CNIC #	Shareholding proportion (No of Shares)	Name & CNIC #	Shareholding proportion (No of Shares)

- e) Exemptions - Deduction of Tax and Zakat on Dividend entitlement: Members who wants to avail the exemptions on their respective dividend entitlement are requested to furnish the following documents to the Company/Shares Registrar, if not provided earlier:
- Valid income tax exemption certificate issued by the concerned Commissioner of inland Revenue in order to avail tax exemption under Section 150 of the Income Tax Ordinance, 2001 (tax on dividend) where the statutory exemption under clause 47B of Part IV of Second Schedule is available and want to avail exemption under Section 150 of the Ordinance, otherwise tax will be deducted under the provisions of laws.
 - Zakat exemption certificate/undertaking as per Zakat & Ushr Ordinance, 1980.
5. Shareholders' still holding physical shares is/are being notified again that 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 within a period not exceeding four years from the promulgation of the Act, i.e., May 30, 2017. Shareholders' having physical shares is/are advised to open CDC sub-account with any of the broker or Investor Account directly with CDC to place their physical shares into scrip less form as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.
 6. Shareholders are requested to notify change in their mailing address to our Shares Registrar at the earliest.
 7. For any query/problem/information, shareholders may contact the Company's Shares Registrar M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore, Land Line: (00-92-42) 37235081 and 82.