



KOHINOOR TEXTILE MILLS LIMITED

**NOTICE OF
EXTRAORDINARY GENERAL MEETING**

**TO BE HELD ON
TUESDAY, JUNE 20, 2023 AT 12:00 NOON**



KOHINOOR TEXTILE MILLS LIMITED

Registered Office: 42-Lawrence Road, Lahore.
Phone: 042-36302261-62



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Kohinoor Textile Mills Limited (the "Company") will be held on **Tuesday, June 20, 2023 at 12:00 Noon** at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -

Special Business:

- 1) To consider and, if thought fit, pass the following resolutions as Special Resolution with or without modification: -

Resolved that the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,000,000,000 divided into 400,000,000 Shares of Rs. 10/- each, comprising 370,000,000 Ordinary and 30,000,000 Preference Shares to Rs.30,000,000,000 divided into 3,000,000,000 Shares of Rs. 10/- each, comprising 2,970,000,000 Ordinary and 30,000,000 Preference Shares of Rs. 10/- each.

Resolved further that the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V with the following new clause:-

V. The Authorised Share Capital of the Company is Rs. 30,000,000,000 (Rupees thirty billion only) divided into 3,000,000,000 (three billion only) Shares of Rs.10/- (Rupees ten only) each, comprising 2,970,000,000 Ordinary and 30,000,000 Preference Shares with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Regulations of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or Regulations of the Company.

Resolved further that any Director or Company Secretary of the Company be and are hereby **singly** authorised to do all acts, deeds, things and to take any or all necessary actions to complete all legal formalities and file all necessary documents in this regards as they think fit on behalf of the Company".

- 2) To consider dissemination of annual audited financial statements through QR enabled code and weblink instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a Special Resolution with or without modification: -

Resolved that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated 21st March, 2023, be and is hereby approved while considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB be discontinued."

BY ORDER OF THE BOARD

(Muhammad Ashraf)
Company Secretary

Lahore: May 30, 2023

NOTES:

1. The Share Transfer Books of the Company will remain closed from **June 14, 2023 to June 20, 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 **June 13, 2023** will be considered in time to determine voting rights of the 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 Extraordinary 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 **June 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 Members, who desire for receiving the annual audited financial statements through e-mail, are requested to provide their e-mail addresses to the Share Registrar of the Company for the purpose. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder on Standard Request Form available on Company's website www.kmlg.com.
8. 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.
9. The notice of EOGM has also been posted on the Company's website.
10. Members are requested to notify immediately any change in their addresses.
11. 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 Extraordinary General Meeting of the Company to be held on **June 20, 2023**.

Increase in Authorized Share Capital

Kohinoor Textile Mills Limited (the "Company") is a Public Listed Limited Company and its Registered Office is situated at 42-Lawrence Road, Lahore. The principal activity of the Company is manufacturing of yarn and cloth, processing and stitching the cloth and trade of textile products.

At present, the authorized share capital of the Company is Rs. 4,000,000,000 (Rupees four billion only) divided into 400,000,000 shares of Rs. 10 each, comprising 370,000,000 ordinary and 30,000,000 preference shares of Rs. 10 each. The issued, subscribed and paid up ordinary share capital of the Company is Rs. 2,992,964,560 divided into 299,296,456 ordinary shares of Rs. 10 each.

Owing to prevailing lacklustre sequential growth and uncertain economic conditions coupled with unprecedented increase in cost of financing as a consequence of current high interest rates, borrowing capacity of private sector has been severely hampered. Further, all concessionary loan facilities especially for export sector have been withdrawn. Any support by way of subsidized financing and/or immediate relief of lowering the policy rate is not expected in near future.

In view of the foregoing, it is proposed to increase the Authorized Capital to Rs. 30 billion enabling the Company to implement its growth plans without repeated formalities and keep the same as smooth and cost effective as possible. For this purpose, it is intended to pass with or without modification the above resolutions as Special Resolutions. Further, the Board of Directors has recommended that the Memorandum of Association of the Company be substituted with the existing clause V of the Memorandum of Association with a view to cover any future increase in the Paid up Capital of the Company as and when necessary. The available cushion in ordinary authorized share capital of the Company is inadequate and in view of any future capitalization by way of Bonus or Right Shares, it seems expedient to increase the ordinary authorized share capital. The Directors of the Company have no special or extraordinary interest, directly or indirectly, in the above resolutions except to the extent of their shareholding in the Company. The said alteration(s) will not affect anyone's interest unfavorably in the Company. Such new shares, whenever issued, shall rank pari passu with the existing shares in all respect.

The Memorandum and Articles of Association of the Company has been kept at the Registered Office and can be inspected from **10:00 AM to 12:00 Noon** on all working days upto **June 19, 2023**.

Dissemination of information regarding Annual Audited Financial Statement to the shareholders through QR enabled code and weblink

In order to implement SECP notification with respect to transmission / circulation of information such as annual audited financial statements through **QR enabled code and weblink** instead of CD/DVD/USB, and will also be provided through e-mail if they desire to receive the same at their e-mail addresses. Special resolution is a part of the notice for concurrence of shareholders to adopt the newly introduced mode of transmission. However, for convenience of shareholders Standard Request Form is available on Company's website for those who opt to receive the hard copy of annual audited financial statements with relevant documents at their registered addresses.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.



KOHINOOR TEXTILE MILLS LIMITED

Registered Office: 42-Lawrence Road, Lahore.

PROXY FORM

I/We _____

of _____

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

_____ **Name (Folio/CDC A/C No., if Member)**

of _____ another member of the Company

or failing him/her _____

_____ **Name (Folio/CDC A/C No., if Member)**

of _____ another member of the Company

as my/our proxy to attend, speak and vote for and on my/our behalf at the Extraordinary General Meeting of the Company to be held at its Registered Office, 42-Lawrence Road, Lahore, on **Tuesday, June 20, 2023 at 12:00 Noon** and/or any adjournment thereof.

As witness given under my/our hand(s) _____ day of _____ June 2023.

1. Witness:

Signature : _____

Name : _____

CNIC # : _____

Address : _____

Affix Revenue Stamp
of Rs. 50/-

2. Witness:

Signature : _____

Name : _____

CNIC # : _____

Address : _____

Signature of Member(s) / Attorney

(Please affix also company stamp, in case of corporate entity)

SHARES HELD : _____

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

Notes:

CNIC No. - -

- 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.
- CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity and in case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form or may be provided at the time of meeting.



کوہ نور ٹیکسٹائل ملز لمیٹڈ

رجسٹرڈ آفس: ۴۲- لارنس روڈ، لاہور۔

تشکیل نیابت داری (پراکسی فارم)

میں / ہم _____

ساکن _____

بحیثیت حصہ دار کوہ نور ٹیکسٹائل ملز لمیٹڈ _____

نام (فولیو ای ڈی سی اکاؤنٹ نمبر اگر مہر ہو)

ساکن _____ یا بصورت دیگر _____

نام (فولیو ای ڈی سی اکاؤنٹ نمبر اگر مہر ہو)

ساکن _____ کو اپنی جگہ بروز منگل 20 جون 2023

کو دوپہر 12:00 بجے رجسٹرڈ آفس ۴۲- لارنس روڈ، لاہور میں منعقد یا ملتوی ہونے والے غیر معمولی عام اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کے لیے اپنا نمائندہ مقرر کرتا / کرتی ہوں۔

بطور گواہ میرے / ہمارے دستخط سے مورخہ _____ جون 2023 کو دی گئی۔

۵۰ روپے کارسیدی ٹکٹ چسپاں کر کے دستخط کریں

۱- گواہ

دستخط : _____
نام : _____
شناختی کارڈ نمبر : _____
پتہ : _____

دستخط _____
(نمبر اجازت فر)
(کارپوریٹ ادارے کی صورت میں کمپنی کی مہر بھی لگائیں)

۲- گواہ

دستخط : _____
نام : _____
شناختی کارڈ نمبر : _____
پتہ : _____

حاصل عام حصص

سی ڈی سی اکاؤنٹ نمبر		فولیو نمبر
اکاؤنٹ نمبر	شراکتی آئی ڈی	

کمپیوٹرائزڈ شناختی کارڈ نمبر _____

نوٹس:

(۱) پراکسیز کے منوثر ہونے کے لیے لازم ہے کہ وہ اجلاس سے 48 گھنٹے قبل بمعہ دستخط گواہان اور رسیدی ٹکٹ کمپنی کو موصول ہو جانی چاہئیں۔

(۲) سی ڈی سی حصص داران اور پراکسی ہولڈرز اجلاس ہذا میں اپنی شناخت ثابت کرنے کے لیے اپنے اصلی کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ ساتھ لائیں اور پراکسی کی صورت میں سی ڈی سی حصص داران اور پراکسی ہولڈرز اپنے کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ کی تصدیق شدہ کاپی پراکسی فارم کے ساتھ لگائیں۔

(۳) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بمعہ نمائندہ کے دستخط (اگر پہلے مہیا نہیں کی گئیں) پراکسی فارم کے ساتھ لف کرنے ہوں گے یا اجلاس ہذا کے وقت مہیا کر سکتے ہیں۔

PRINTED MATTER



*If undelivered, please return to:
Corporate Department*

KOHINOOR TEXTILE MILLS LIMITED
42-LAWRENCE ROAD, LAHORE - PAKISTAN
Phone: 042-36302261-62