



# KOHINOOR MILLS LIMITED

Registered Office and Mills: 8th K.M. Manga Raiwind Road, District Kasur,  
Tel: +92-42-35391941-5 UAN: +92-42-111-941-941 Cell: +92-333-4998801-8 Fax: 092-42-35391946  
National Tex Number: 0658184-6

Corp./KML/16/11

**FORM 4**  
September 02, 2016

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

**Subject: Notice of Annual General Meeting**

Dear Sir,

Enclosed please find herewith a copy of the Notice of the Annual General Meeting to be held on **October 20, 2016** for circulation amongst the TRE Certificate Holders of the Exchange.

Yours sincerely,  
For Kohinoor Mills Limited

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**MUHAMMAD RIZWAN KHAN**  
Company Secretary

**ENCL:** As above



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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Company will be held at 8 Kilometer, Manga Raiwind Road, District Kasur on Thursday, October 20, 2016 at 2:30 p.m., to transact the following business:-

### A. Ordinary Business:

1. To confirm the minutes of Extra Ordinary General Meeting held on March 31, 2016.
2. To receive, consider and adopt the Audited Accounts for the year ended June 30, 2016, together with Directors' and Auditors' Reports thereon.
3. To appoint auditors for the year ending June 30, 2017 and fix their remuneration.

### B. Special Business:

4. To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s) to alter the Articles of Association of the company:

**"RESOLVED** that in accordance with the provisions of Section 28 and other applicable provisions of the Companies Ordinance, 1984 and subject to requisite permission and clearance, the following new Article 73A be and is hereby inserted after the existing Article 73 in the Articles of Association of the company:

#### 73A. Electronic Voting:

I. This article shall only be applicable for the purposes of electronic voting;

II. The company shall comply with the mandatory requirements of law regarding the use of electronic voting by its members at general meetings. Members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this article."

**"RESOLVED FURTHER** that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement this resolution."

5. To consider dissemination of Annual Audited Accounts through CD/DVD/USB instead of transmitting the same in the form of hard copies. However, for convenience of shareholder Standard Request Form will be uploaded on company website namely [www.kohinoormills.com](http://www.kohinoormills.com) for those who opt to receive Annual Audited Accounts at their registered addresses or through email:


*Continued on next page*



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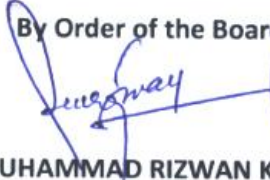
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"RESOLVED that dissemination of information regarding Annual Audited Accounts to the shareholders in soft form i.e CD/DVD/USB as notified by Securities & Exchange Commission of Pakistan vide its SRO 470(I)/2016 dated May 31, 2016 be and is hereby approved."

6. To transact any other business of the Company with permission of the Chair.

Statement of material facts u/s 160 (1) (b) of the Companies Ordinance, 1984 is annexed with this Notice

By Order of the Board  
  
(MUHAMMAD RIZWAN KHAN)  
Company Secretary



Kasur:

Wednesday, September 28, 2016

## NOTES

### 1. Closure of Share Transfer Books

The shares transfer books of the Company will remain closed from October 12, 2016 to October 20, 2016 (both days inclusive). Physical transfers/CDS Transaction IDs received in order at Shares Registrar of the Company i.e., M/s. Hameed Majeed Associates (Pvt.) Ltd, HM House, 7 Bank Square, Lahore, up to October 11, 2016, will be considered in time.

### 2. Participation in the Annual General Meeting

All members entitled to attend and vote at the meeting may appoint another person/ representative as proxy to vote in place of member at the meeting. Proxies in order to be effective must be received at the Company's Registered Office duly stamped and signed not later than 48 hours before the time of holding meeting. A member may not appoint more than one proxy. A copy of shareholder's attested Computerized National Identity Card (CNIC) must be attached with the proxy form.

### 3. CDC Account holders / Sub Account holders

The CDC account holders / sub account holders are requested to bring with them their CNIC along with participant(s) ID numbers and their account numbers at the time of attending the meeting in order to facilitate identification of the respective shareholders. 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.

### 4. Computerized National Identity Card (CNIC) and Change of Address

Members, who have not yet submitted photocopies of their CNIC are requested to send the same at earliest to Shares Registrar of the Company. Shareholders are also requested to promptly notify change in their addresses, if any, to Hameed Majeed Associates (Pvt.) Limited, HM House, 7 Bank Square, Lahore.



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## Statement under Section 160 (1) (b) of the Companies Ordinance, 1984

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 Thursday, October 20, 2016.

### Item 1 of agenda:

#### Insertion of Article 73A in the Articles of Association

Securities and Exchange Commission of Pakistan (SECP) has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1)/2016. The directors have recommended alteration in the Articles of Association by inserting a new Article 73A therein which will give the members option to be part of the decision making in the general meeting of the company through electronic means.

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.

Original and amended copies of the Articles of Association have been kept at the registered office of the company which can be inspected on any working day during usual business hours till the date of Annual General Meeting.

### Item 2 of agenda:

#### Dissemination of information regarding Annual Audited Accounts to the shareholders through CD/DVD/USB

In order to implement SECP directions vide its SRO 470(i)/2016 dated May 31, 2016, with respect to transmission / circulation of information such as Annual Audited Accounts through CD/DVD/USB instead of hard copies, resolution is part of the notice for consensus of shareholders to adopt the newly introduced mode of transmission.

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.

