



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, +92-333-4998801-8 Fax: 092-42-35391946
National Tax Number :0658184-6

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that Extra-Ordinary General Meeting of the shareholders of Kohinoor Mills Limited will be held at its Registered Office situated at 8th Kilometer, Manga Raiwind Road, Distt. Kasur, on Monday, April 01, 2019 at 03:00 p.m. to transact the following businesses:

1. To confirm the minutes of the 31st Annual General Meeting held on October 25, 2018.
2. To elect seven (7) Directors as fixed by the Board of Directors in accordance with the provisions of Section 159 (1) of the Companies Act, 2017, for a term of three years commencing March 31, 2019, in place of the following retiring Directors:
 - i. Mr. Aamir Fayyaz Sheikh
 - ii. Mr. Asad Fayyaz Sheikh
 - iii. Mr. Ali Fayyaz Sheikh
 - iv. Mr. Rashid Ahmed
 - v. Mr. Riaz Ahmed
 - vi. Mr. Shahbaz Munir
 - vii. Mr. Matiuddin Siddiqui (NIT-Nominee)

The above retiring directors are eligible for re-election.

3. To transact such other business which may be placed before the meeting with the permission of the Chair.

By Order of the Board

(MUHAMMAD RIZWAN KHAN)
Company Secretary



Place: Kasur
Dated: March 08, 2019

NOTES:

1. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company a notice of his/her intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017, fourteen (14) days before the date of the meeting along with the following documents:
 - i. Consent to act as a director on Form 28 under Section 167 of the Companies Act, 2017.
 - ii. A detailed profile along with his/her office address as required under SRO 634(1)/2014 dated July 10, 2014 issued by the Securities and Exchange Commission of Pakistan for placement on the Company's website.
 - iii. Declaration confirming that:
 - He/she is aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and Listing Regulations of Pakistan Stock Exchange.
 - He/she is compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017.
 - He/she is not serving as director in more than five (5) listed companies simultaneously, provided that this limit shall not include directorship in the listed subsidiaries of a listed holding company.
2. The shares transfer books of the Company will remain closed from March 23, 2019 to April 01, 2019 (both days inclusive). Transfers received in order at Shares Registrar of the Company i.e., M/s. Hameed Majeed Associates (Pvt.) Limited, H.M House, 7 Bank Square, Lahore up to the close of business hours on March 22, 2019, will be considered in time.
3. Shareholders are advised to follow the under mentioned guidelines for attending the meeting:



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A. 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.

B. 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
4. Shareholders individually or collectively holding 10% or more shareholding can provide their consent to participate in the meeting through video conference at least seven days prior to date of the meeting. Considering the geographical dispersal of the shareholder, the Company shall arrange video conference facility subject to the availability of such facility in that city. The Company will intimate shareholders regarding venue of the video-link facility at least five days before the date of the general meeting along with complete information necessary to enable them to access the facility.

In this regard, shareholders are requested to fill the following application and submit to the Registered Office of the Company seven days before the date of holding of the general meeting:

I/Weofbeing a shareholder of Kohinoor Mills Limited, holder of
 Ordinary shares as per Registered Folio number/CDC A/c #
 hereby opt for video conference facility at

Signature of Shareholder

- 5. If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then the Company shall provide its shareholders with the option of e-voting or voting by postal ballot in accordance with the provisions of Companies (Postal Ballot) Regulations, 2018.

Shareholders who wish to participate through e-voting, kindly provide immediately or not later than seven days from the date of General Meeting, through a letter duly signed by the shareholder i.e., Name, Folio /CDC Account Number, E-mail address and Contact numbers. Shareholders are requested to notify/submit the above information; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the Shares Registrar of the Company i.e., M/s. Hameed Majeed Associates (Pvt.) Ltd, H.M. House, 7 Bank Square, Lahore.

- 6. Shareholders are requested to immediately notify the change in address, if any.

 