



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/22/45

FORM 17
March 9, 2022

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

Subject: Notice of Extraordinary General Meeting

Dear Sir,

Enclosed please find herewith a copy of the Notice of the Extraordinary General Meeting to be held on **Thursday, March 31, 2022 at 2:30 p.m.** at the registered office of the Company situated at 8 Kilometer Manga Raiwind Road, District Kasur.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours truly,
For Kohinoor Mills Limited

MUHAMMAD RIZWAN KHAN
Company Secretary

ENCL: As above

CC to:

Executive Director / HOD
Offsite-II Department
Supervision Division
Securities and Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue , Blue Area
ISLAMABAD



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to all the members of Kohinoor Mills Limited (the "Company") that the Extra-Ordinary General Meeting of the Company will be held at 8 K.M. Manga Raiwind Road, District Kasur, the registered office of the Company on Thursday, 31 March 2022 at 2:30 P.M. to transact the following business:

Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting held on 27 October 2021.
2. To elect seven (7) directors as fixed by the Board of Directors in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) years. The names of the retiring Directors are as follows:
 - a. Mr. Rashid Ahmed
 - b. Mr. Aamir Fayyaz Sheikh
 - c. Mrs. Safia Fayyaz
 - d. Mr. Ismail Aamir Fayyaz
 - e. Mr. Riaz Ahmed
 - f. Mr. Shahbaz Munir
 - g. Mr. Matiuddin Siddiqui

Other Business:

3. Any other Business with the permission of the Chair.

Place: Kasur
Dated: 09 March 2022

By Order of the Board

Muhammad Rizwan Khan
Company Secretary

A statement of material facts as required under section 166(3) of the Companies Act, 2017 concerning the manner of selection of independent directors is annexed to the notice of meeting being circulated to the members of the Company.

NOTES:

1. Closure of Share Transfer Books

The Share Transfer books of the Company will be closed from 25 March 2022 to 31 March 2022 (both days inclusive). Transfer received at the address of M/s Hameed Majeed Associates (Pvt)



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Limited, HM House, 7 Bank Square, Lahore at the close of business on 24 March 2022 will be treated in time.

2. Notice of Intention by Persons seeking to Contest Elections

Any person who seeks to contest the election of directors shall, whether he is retiring or otherwise, file with the Company the following documents at its registered office or send through an email at cs.kml@kohinoormills.com not later than fourteen (14) days before the date of the meeting:

- I) Notice of his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
- II) Form 28 i.e. consent to act as director prescribed under Section 167 of the Companies Act, 2017.
- III) A detailed profile along with his / her office address as required under SECP's SRO 25(I)/2012 dated 16 January 2012.
- IV) Declaration confirming that:
 - a. He/she is a member of the Company and in the case of having physical shares will mention folio number and in case of a member, who has deposited his / her shares into Central Depository Company of Pakistan Limited ("CDC") will mention Participant ID number and the account number maintained with the member of stock exchange.
 - b. His / her name is borne in the register of national tax payers (except where he / she is a nonresident) mentioning NTN.
 - c. He / she has not defaulted in payment of any loan to a banking company, a DFA or a NBFIs or being a member of stock exchange has not been declared as a defaulter by that stock exchange.
 - d. He/she is not ineligible to become a director of the Company under any applicable law and regulation(s) (including PSX Regulations).
 - e. He/she is aware of duties and powers as director under the relevant laws, Memorandum and Articles of Association of the Company and PSX Regulations.
 - f. He/she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
 - g. He/she is not serving as a director in more than seven (7) listed companies simultaneously – provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
- V) Independent director(s) will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - a. Declaration by independent director under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and



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- b. Undertaking on non-judicial stamp paper that he /she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

3. Participation in the EOGM

A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies completed in all respect, in order to be effective, must be received at the Registered Office of the Company not less than forty eight (48) hours before the time of meeting. The proxy form has been annexed with this notice as Annex – A and is also available on the Company website. All the account holders whose registration details are uploaded as per CDC Regulations shall authenticate their identity by showing original CNIC at the time of attending the meeting. In case of corporate entity, a certified copy of resolution of the Board of Directors / valid Power of Attorney having the name and specimen signature of the nominee should be produced at the time of meeting.

4. Election of Directors (Postal Ballots)

Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017 members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.

The shareholders shall ensure duly filled and signed ballot papers along with copy of CNIC, in case of any individual and in case of body corporate, acceptable identification documents should reach the Chairman of the meeting through post at the Company's registered address or by email to cs.kml@kohinoormills.com by 30 March 2022. The format for the ballot paper has been annexed with this notice as Annex – B and is also available on the Company's website.

Statement of Material Facts under Section 166(3) of the Companies Act 2017

Section 166(3) of the Companies Act, 2017 requires circulating of statement of material facts with the notice of the general meeting called for the purpose of election of directors, which shall indicate the justification for appointment of independent Directors.

Being a listed company, Kohinoor Mills Limited is required to have at least two (2) or one-third members, whichever is higher, on the Board as independent directors in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that the required number of independent directors is elected in accordance with the provisions of the Companies Act 2017.



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After the contestants file their notices / intention to stand for elections, the Company shall assess the relevant qualification and experience ensuring that their names are duly included in data bank maintained by PICG.

Moreover, the Company shall also exercise its due diligence before selecting a person as independent director that the person meets the independence criteria as mentioned in Section 166 of the Companies Act, 2017 as well as related Regulations.





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Annex – A PROXY FORM

I/We _____
Of _____ in the district of _____ being a shareholder of
KOHINOOR MILLS LIMITED hereby appoint _____
_____ of _____ another shareholder of the Company or failing him/her
appoint _____
of _____ another shareholder of the Company as my / our proxy to vote for me/us
and on my/our behalf, at the **Extra Ordinary General Meeting** of the Company to be held on **Thursday, 31 March 2022 at 02:30
p.m.** at 8 K.M. Manga Raiwind Road, District Kasur, Pakistan, and at any adjournment thereof.

As witness my/our hand seal this _____ day of _____, 2022

Folio No.	CDC Account Holders		No. of Ordinary Shares held
	Participant I.D. No.	Account / Sub-Account No.	

Signatures of shareholder/attorney on
Ten Rupees
Revenue Stamp to be affixed here

*The Signature should agree with
the specimen registered with the
Company or should be as per
CNIC*

CNIC / Passport No. _____

Witness 1

Signature _____
Name _____
CNIC No. _____
Address _____

Witness 2

Signature _____
Name _____
CNIC No. _____
Address _____

NOTES:

- 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.
- 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.
- 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.
- 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.
- 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.



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Annex – B

Ballot paper for voting through post for poll to be held on 31 March 2022 at 2:30 PM

Kohinoor Mills Limited
Registered & Mills Address: 8 K.M. Manga Raiwind Road, District Kasur
Website URL: www.kohinoormills.com

Chairman: Mr. Rashid Ahmed
Email: cs.kml@kohinoormills.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of election of directors through postal ballot as follows:

Agenda No. 2

To elect seven (7) directors as fixed by the Board of Directors in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) years.

Sr. No.	Name of Directors	No. of Ordinary shares, used for voting in favour of the Director	Number of votes (number of voting shares X number of Director to be elected)

Signature of shareholder(s)

Place:

Date:



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Notes:

1. Dully filled postal ballot should be sent to the Chairman at 8 K.M. Manga Raiwind Road, District Kasur or through email at cs.kml@kohinoormills.com
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach to the office of Chairman on or before 30 March 2022 during working hours. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of corporate entity, Corporation and Federal Government, postal ballot must be accompanied with copy of CNIC of authorized person, attested copy of board of directors' resolution / power of attorney with specimen signature of the authorized person should be attached. In case of foreign body corporate etc all documents must be attested from the counsel general of Pakistan/Embassy having jurisdiction over the member.
7. Members may download the ballot paper from the website of the company www.kohinoormills.com
8. A member shall have such number of votes as is equal to the product of the number of voting shares held by him and the number of directors to be elected.
9. A member may give all his votes to a single candidate or divide them between more than one of the candidates in such manner as he may choose.