



KOHINOOR TEXTILE MILLS LIMITED

Registered Office : 42-LAWRENCE ROAD, LAHORE PAKISTAN. PHONE: 042-36302261-62 FAX : 92-42-36368721

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

PUCARS / Courier
KTML/PSX/15/87
October 26, 2019

ADOPTION OF SPECIAL RESOLUTIONS BY THE SHAREHOLDERS IN ANNUAL GENERAL MEETING

Dear Sir,

Pursuant to requirements of the Listing Regulations of the Pakistan Stock Exchange Limited, we are pleased to enclose herewith certified true copy of the Special Resolutions duly adopted by the Shareholders in the Annual General Meeting of Kohinoor Textile Mills Limited held on **Saturday, October 26, 2019 at 12:00 Noon** at 42-Lawrence Road, Lahore, the Registered Office of the Company, for your reference and record.

Yours faithfully,
For Kohinoor Textile Mills Limited,

(Muhammad Ashraf)
Company Secretary

Encl. As Above



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ABSTRACT FROM MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON SATURDAY, OCTOBER 26, 2019 AT 12:00 NOON AT 42-LAWRENCE ROAD, LAHORE, THE REGISTERED OFFICE OF THE COMPANY.

SPECIAL RESOLUTIONS

- 1) **“Resolved that** the Chief Executive Officer of Kohinoor Textile Mills Limited (the “Company”) be and is hereby authorized to make a long term equity investment, in accordance with Section 199 of the Companies Act, 2017, in the ordinary share capital of Maple Leaf Cement Factory Limited, a subsidiary of the Company, upto Rs. 3,343.935 million for subscribing 85% right shares numbering 278,661,217 in the ratio of 85 shares for every 100 shares held of Rs. 10/- each at a price of Rs. 12/- per share (inclusive of premium of Rs. 2/- per share).

Resolved further that the Chief Executive Officer of the Company be and is hereby authorized to take any or all necessary actions to subscribe Right Shares and dispose off the shares so subscribed as and when he thinks fit on behalf of the Company.

Resolved further that the Company Secretary be and is hereby authorized 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 he thinks fit on behalf of the Company.”

- 2) **“Resolved by way of special resolution that** consent and approval of Kohinoor Textile Mills Limited (the “Company”) be and is hereby accorded under Section 199 of the Companies Act, 2017 (the “Act”) for investment in the form of loans / advances from time to time to Maple Leaf Cement Factory Limited, a subsidiary of the Company, upto an aggregate sum of Rs. 1,500 million (Rupees one thousand five hundred million only) for a period of one year commencing November 01, 2019 to October 31, 2020 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on October 27, 2018 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2019.

Resolved further that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the subsidiary company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution.”

- 3) **“Resolved that** the transactions conducted with the Related Parties as disclosed in the note 34 of the unconsolidated financial statements for the year ended June 30, 2019 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”

- 4) **“Resolved that** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2020.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

**Certified True Copy
For Kohinoor Textile Mills Limited**

Secretary