



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/16/25
October 05, 2020

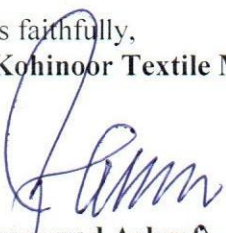
NOTICE OF 52ND ANNUAL GENERAL MEETING FOR THE YEAR ENDED JUNE 30, 2020

Dear Sir,

In pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith a copy of the Notice, prior to publication of Annual General Meeting of **Kohinoor Textile Mills Limited** to be held on Tuesday, October 27, 2020 at 12:00 Noon at 42-Lawrence Road, Lahore, for circulation amongst the TRE Certificate Holders of the Exchange.

This notice will be published in the newspapers, both Urdu and English languages.

Yours faithfully,
For Kohinoor Textile Mills Limited


(Muhammad Ashraf)
Company Secretary



Encl: As Above

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**KOHINOOR TEXTILE MILLS LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36302261-62, Fax # 042-36368721



Kohinoor Maple Leaf Group

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Tuesday, October 27, 2020 at 12:00 Noon** at its Registered Office, 42-Lawrence Road, Lahore, to transact the following business: -

Ordinary Business:

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2020 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To approve final cash dividend for the year ended June 30, 2020 at Re. 1/- per share i.e. 10%, as recommended by the Board of Directors. This is in addition to the interim cash dividend already paid to the shareholders at Re. 1/- per share i.e. 10%, thus making a total cash dividend at Rs. 2/- per share i.e. 20% for the year.
- 3) To appoint Auditors for the year ending on June 30, 2021 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. Riaz Ahmad & Company, Chartered Accountants, the retiring auditors who being eligible have offered themselves for re-appointment.

Special Business:

- 4) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"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, 2020 to October 31, 2021 (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 26, 2019 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,500 million which is valid till October 31, 2020.

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."

- 5) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"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



Capital Limited, a subsidiary of the Company, upto an aggregate sum of Rs. 500 million (Rupees five hundred million only) for a period of one year commencing November 01, 2020 to October 31, 2021 (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.

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.”

- 6) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2020 by passing the following special resolution with or without modification: -

“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, 2020 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”

- 7) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2021 by passing the following special resolution with or without modification: -

“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, 2021.

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.”

(Statement under Section 134(3) of the Act pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.)

Lahore:
October 06, 2020

By order of the Board
(Muhammad Ashraf)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 20, 2020 to October 27, 2020 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company’s Share Registrar, M/s. Vision Consulting Ltd, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on October 19, 2020 will be considered in time for the purpose of above entitlement and to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form. 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. A member shall not be entitled to appoint more than one proxy.



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3. 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.
4. In light of the threat by the evolving coronavirus (COVID-19) situation, the Securities and Exchange Commission of Pakistan vide Circular No. 5 dated March 17, 2020 has advised the Company to modify their usual planning for Annual General Meeting (the "AGM") in order to protect the well-being of the shareholders.

The shareholders who are interested to attend the AGM through Video Conferencing, are hereby requested to get themselves registered with the Company Secretary office by providing the following detail at the earliest but not later than 72 hours before the time of AGM (i.e. before 12:00 Noon on October 24, 2020) through following means:

- a) Mobile/WhatsApp: 0321-7775170
- b) E-mail: muhammad.ashraf@kmlg.com

Shareholders are advised to mention Name, CNIC Number, Folio/CDC Account Number, cell number and e-mail ID for identification.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their e-mail addresses. On the date of AGM, shareholders will be able to login and participate in the AGM proceedings through their smartphone/computer devices.

In view of the above, the shareholders can also provide their comments/suggestion for the proposed agenda items of the AGM by using the aforesaid means.

5. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their written consent on a Standard Request Form available on website www.kmlg.com in order to avail this facility. The audited financial statements for the year ended June 30, 2020 are available on website of the Company. Further, the Company has sent its Annual Report 2020 through CD/DVD/USB to the shareholders at their available Registered Addresses instead of hard copy. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder.
6. Shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
7. 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 this Act, 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 Ltd.

8. Shareholders are requested to notify / update the following information & documents with their respective CDS participants and in case of physical shares to our Share Registrar, if not earlier notified / updated: -
 - a. Change in their addresses;
 - b. Pursuant to requirement of Section 242 of the Companies Act, 2017, any dividend payable in cash declared by a listed company shall **only** be paid through electronic mode directly into the bank account designated by the entitled shareholder. Accordingly, shareholders who have not yet provided / updated their International Bank Account Number (IBAN) details, are



requested to furnish the information as provided on website of the Company on priority basis. In case of non-submission of IBAN of 24 digits, the Company will withhold the payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017;

- c. Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
- d. Filer & Non-Filer shareholders will pay tax on dividend income @15% and 30% respectively. Therefore, please ensure that their name(s) have been entered into Active Taxpayers List (ATL) provided on website www.fbr.gov.pk of the Federal Board of Revenue (FBR), despite the fact that the shareholder is a filer, before entitlement date i.e. October 19, 2020, otherwise tax on their cash dividend will be deducted @30% instead of 15%;
- e. As per clarification of FBR, each joint holder is to be treated individually as either a 'Filer' or 'Non-Filer' and tax will be deducted on the basis of shareholding notified by each joint holder. Accordingly, such shareholder(s) may notify in writing within 07 days from entitlement date i.e. October 19, 2020 as per following format to our Share Registrar. If no notification is received to our Share Registrar, then it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s): -

Folio/CDC A/c. No.	Total Shares	Principal Shareholder		Joint Shareholder(s)		Signature(s)
		Name & CNIC #	Shareholding Proportion (No. of Shares)	Name & CNIC #	Shareholding Proportion (No. of Shares)	

- f. Withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore;
- g. Members are requested to submit their Notarized Declarations (CZ-50) as per Zakat & Ushr Ordinance, 1980 if they want to claim exemption towards non-deduction of zakat on cash dividend;
- h. 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 Ltd, 3-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.



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4- COVID-19 کی صورتحال کے پیش نظر، سیکورٹی اینڈ کنٹریکٹنگ کمیشن آف پاکستان (SECP) نے 2020 کے ستمبر 5 مورخہ 17-03-2020 میں کینیڈا کو تیار کردہ ایک کینیڈا بولڈرز اور عام اجلاس کی صحت اور حفاظت کے پیش نظر عمومی اجلاسوں کے انعقاد میں توجہ دینی کی جانے والے ہذا، جو مخصوص اداران دینے کو فائنلنگ کے ذریعے سالانہ عام اجلاس (AGM) میں شرکت کرنے کے خواہش مند ہوں و درج ذیل تفصیلات مہیا کرتے ہوئے کینیڈا بولڈرز کے پاس فوٹو رجسٹر کروائیں جو کہ AGM کے انعقاد کے 72 گھنٹوں یعنی دوپہر 12 بجے پر 24 اکتوبر 2020ء سے پہلے مہیا کریں۔

a) - Mobile/Whats App: 0321-7775170 b) - E-Mail: muhammad.ashraf@kmlg.com

خصوص اداران سے درخواست ہے کہ وہ شناخت کیلئے اپنا نام شناختی کارڈ نمبر، فوٹو، ای سی ڈی ایف اکاؤنٹ نمبر، موبائل نمبر اور ای میل ایڈریس فراہم کر سکیں۔

مندرجہ بالا معلومات حاصل ہونے پر کئی ان کے ای میل ایڈریس پر لاگ ان کیجیے گی جس سے وہ اپنے مارت موبائل فون یا کمپیوٹر کے ذریعے AGM کی کارروائی میں شرکت کر سکیں گے۔ مخصوص اداران اجلاس کے ایجنڈا پر تیار کردہ اور منظور شدہ جات درج بالا ای میل پر بھیج سکتے ہیں۔

5- ممبر جو سالانہ نظر ثانی شدہ مالی حسابات اور AGM فنانسز پر مزید ای میل وصول کرنا چاہتے ہوں، اسے اتنا سہل سے مستفید ہونے کیلئے، یہ سائٹ www.kmlg.com پر دستیاب درخواست نام پانچ تحریری رضامندی ارسال کریں۔ 30 جون 2020 کو ختم ہونے والے سال کیلئے نظر ثانی شدہ مالی حسابات کئی کی ویب سائٹ پر دستیاب ہیں اس کے علاوہ کئی اپنی سالانہ رپورٹ 2020 مخصوص اداران کو ہارڈ کاپی کی بجائے بذریعہ CD/DVD/USB پر ان کے دستیاب رجسٹرڈ ہڈن پر ارسال کر سکتے ہیں۔ تاہم سالانہ رپورٹ کی ہارڈ کاپی مخصوص اداران کی تحریری درخواست پر بغیر قیمت مہیا کی جائے گی۔

6- مخصوص اداران اپنے غیر تعلیم شدہ وادیوں یا دیگر ذریعوں کے حصول کیلئے کئی کے رجسٹرڈ آفس پر رابطہ کر سکتے ہیں اگر کوئی ہو۔

7- کینیڈا ایکٹ 2017ء کی دفعہ 72 تحت ہر ممبر کو ملنے والی کئی اپنے فزیکل شیڈز کو یک انفری فارم کے ساتھ مخصوص انداز میں جمع کرنے کی ضرورت ہوگی اور کمیشن (SECP) کی جانب سے مطلع کی گئی تاریخ سے چار سال کی مدت کے اندر یعنی اس ایکٹ کے آغاز مورخہ 30 مئی 2017ء سے تجاوز نہ کرے۔ فزیکل شیڈز بولڈنگ رکھنے والے شیڈز بولڈرز کی حوصلہ افزائی کی جاتی ہے کہ وہ اپنے کئی بھی برادر کو (CDC) انفریٹرا اکاؤنٹ یا براہ راست CDC-SubAccount کو سونپیں تاکہ ان کے فزیکل شیڈز کو Scrip less شکل میں رکھیں۔ اس سے انہیں کسی طرح سے سہولت ملے گی، جس میں خصوصاً تحصیل اور خص کی فراہمیت ہیں، جب وہ چاہیں کیونکہ پاکستان سٹاک ایکسچینج کے موجودہ قواعد کے تحت ہاری فزیکل خصوص کی تجارت کی اجازت نہیں ہے۔

8- مخصوص اداران سے درخواست ہے کہ درج ذیل معلومات اور دستاویزات ای سی ڈی ایف میں ایک انفری سیکورٹیز کی صورت میں اپنے متعلقہ CDS شراکت دار کو اور مادی خصوص کی صورت میں ہمارے شیڈز رجسٹرڈ مطلع جمع کرائیں۔ اگر پہلے مہیا مطلع آپ کے پاس نہیں کیا گیا۔

(a) اپنے ہڈن میں تھری (b) کینیڈا ایکٹ 2017ء کی دفعہ 242 کی ضروری بات کی حیثیت میں ایسی کئی کی طرف سے امان کر دو کوئی قابل اور ذی یڈیز صرف اہل شیڈز بولڈرز کی طرف سے تقویتیں کر دو۔ بینک اکاؤنٹ میں براہ راست برقی طریقے کے ذریعے ادا کئے جائیں گے۔ اس کے مطابق شیڈز بولڈرز جنہوں نے ابھی تک اپنے انٹرنیشنل بینک اکاؤنٹ نمبر (IBAN) تفصیلات فراہم نہ کیے ہیں، اسے درخواست ہے کہ کئی کی ویب سائٹ پر مہیا شدہ فارمیٹ کے مطابق معلومات ترمیمی بنیاد پر جمع کرائیں۔ 24 اپریل IBAN جمع نہ کرانے کی صورت میں کئی، کینیڈا (ذی یڈیز کی تقسیم) ریگولیشنز 2017ء کے تحت ذی یڈیز کی ادا کیلئے روک لگی (c) جن ممبران نے ابھی تک اپنے کارآمد شناختی کارڈ کی کاپیاں کئی کے پاس نہیں بھیجیں ان سے ایک بار پھر درخواست ہے کہ وہ کئی کے شیڈز رجسٹر اور وین کنسلٹنگ لمیٹڈ، 13-C، ایل ڈی ایس ٹیلیفونس لارنس، ڈالہور پر براہ راست بھیج دیں۔ کار پورٹ اداروں سے NTN کی کاپی کیلئے درخواست کی جاتی ہے اور ان پر اپنے فوٹو ای سی ڈی ایف اکاؤنٹ ضرور رکھیں، شناختی کارڈ اور NTN کی کاپی موصول نہ ہونے کی صورت میں کئی، کینیڈا ایکٹ 2017ء اور اسکے تحت جاری ہونے والے احکامات پر عمل درآمد سے قاصر ہوگی (d) فاکر اور ان فاکر شیڈز بولڈرز ذی یڈیز کی رقم پر بائربتیب 15% اور 30% @ ٹیکس ادا کریں گے۔ اس لئے، براہ مہربانی باوجود اس حقیقت کے کہ شیڈز بولڈر فاکر ہے، 127 اکتوبر 2020 کو سالانہ عام اجلاس میں نقد ذی یڈیز کی منظوری کی تاریخ سے قبل اس بات کو یقینی بنائیں کہ ان کے نام فیڈرل بورڈ آف ریونیو (ایف بی آر) کی ویب سائٹ www.fbr.gov.pk پر فراہم کردہ ایکٹیوٹیکس سینٹرڈ فہرست (ATL) میں داخل ہیں (e) مزید برآں، ایف بی آر سے موصول شدہ وضاحت کے مطابق ہر جو انٹھیر بولڈرز سے انفرادی طور پر 'فاکرز' یا 'انمان فاکرز' کا سٹاک ہوگا اور ایک جو انٹھیر بولڈرز سے نوٹیفائیڈ ٹھیر بولڈنگ کی بنیاد پر ٹیکس منہا کیا جائے گا۔ لہذا، ایسے خصوص اداران جب ذیل فارمیٹ کے مطابق کئی کے شیڈز رجسٹر اور مستحقانہ کی تاریخ یعنی 19 اکتوبر 2020ء سے 7 مئی کے اندر تحریری طور پر مطلع کر سکتے ہیں۔ اگر ٹھیر رجسٹر کوئی نوٹیفیشن موصول نہ ہوا، تو یہ فرض کر لیا جائے گا کہ خصوص اصل خصوص ادارہ جو انٹھیر بولڈرز کے مساوی تناسب میں ہیں:

فیو ای سی ڈی ایف اکاؤنٹ نمبر	کل شیڈز	پرنسپل شیڈز بولڈرز	جو انٹھیر بولڈرز	دستخط
	نام اور قومی شناختی کارڈ نمبر	شیڈز کا تناسب (شیڈز کی تعداد)	نام اور قومی شناختی کارڈ نمبر	شیڈز کا تناسب (شیڈز کی تعداد)

(f) ذی یڈیز مہیا کرنے پر دو ہولڈنگ ٹیکس سے استثنیٰ کے لیے لازم ہے کہ ٹیکس سے استثنیٰ کارآمد حقیقت ہمارے شیڈز رجسٹر اور میمبرز وین کنسلٹنگ لمیٹڈ، 13-C، ایل ڈی ایس ٹیلیفونس لارنس روڈ لاہور پر دستیاب ہیں۔ (g) اداران سے اتنا سہل ہے کہ اگر وہ نقد ذی یڈیز کی رقم کوئی نہ کرانے کی، عانت کیمر کرنا چاہتے ہیں تو ڈاکو یا دیگر بیٹھن کیلئے ڈاکو یا دیگر آڈر جنس 1980ء کے مطابق فوٹو اور نوٹیفیشن (CZ-50) جمع کرائیں (h) کسی استفسار یا معلومات کیلئے شیڈز بولڈرز یا رجسٹرڈ دفتر میں کئی سیکورٹی اور یا عبدالغفار ایف ڈی شیڈز رجسٹر اور وین کنسلٹنگ لمیٹڈ، 13-C، ایل ڈی ایس ٹیلیفونس، لارنس روڈ لاہور فون نمبر 97-36283096 (042) پر رابطہ کریں۔

