



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 Ltd,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

PUCARS / Courier
KTML/PSX-17/82
March 28, 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Extraordinary General Meeting scheduled to be held on **Wednesday, April 19, 2023 at 11:30 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company, for circulation amongst the TRE Certificate Holders of the Exchange.

Further, in pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith also a copy of the Notice prior to publication in the newspapers both Urdu and English languages.

Yours faithfully,
For Kohinoor Textile Mills Limited


(Muhammad Ashraf)
Company Secretary



Encl.: As Above



Kohinoor Textile Mill Limited

Registered Office: 42-Lawrence Road, Lahore.

Phone: 042-36302261-62



Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (the "EOGM") of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Wednesday, April 19, 2023 at 11:30 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -

Ordinary Business:

To elect Eight (08) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 (the "Act") for a term of three years commencing April 23, 2023 in place of the following retiring Directors: -

- | | |
|----------------------------|-------------------------------|
| 1) Mr. Tariq Sayeed Saigol | 2) Mr. Sayeed Tariq Saigol |
| 3) Mr. Waleed Tariq Saigol | 4) Mr. Danial Taufique Saigol |
| 5) Ms. Jahanara Saigol | 6) Syed Mohsin Raza Naqvi |
| 7) Mr. Shafiq Ahmed Khan | 8) Mr. Zulfikar Monnoo |

BY ORDER OF THE BOARD



(MUHAMMAD ASHRAF)
Company Secretary

Lahore: March 29, 2023

Notes:

1. The register of members of the Company will remain closed from April 13, 2023 to April 19, 2023 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore by close of business upto (5:00 PM) on April 12, 2023 will be treated in time to determine entitlement of the transferees to attend and vote at the EOGM.
2. Any member who seeks to contest an election to the office of directors shall, whether he is retiring director or otherwise, file with the Company at its Registered Office, 42-Lawrence Road, Lahore, not later than fourteen days before the date of the meeting at which elections are to be held: -

- (a) Notice of his/her intention to offer himself/herself for election of directors in terms of provisions of Section 159(3) of the Act together with his/her consent to act as a director under Section 167 of the Act;
 - (b) A detailed profile along with mailing address for placement on the Company's website;
 - (c) A candidate must be a member of the Company at the time of filing his/her notice of intention for contesting election of directors except a person representing a member, which is not a natural person;
 - (d) Attested copy of valid CNIC/Passport and NTN;
 - (e) His/her Folio No., CDC Account No. / CDC Sub-Account No.;
 - (f) The selection of independent directors shall be as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as an independent director shall submit a declaration and an undertaking on non-judicial stamp paper that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and the regulations notified thereunder;
 - (g) A declaration confirming that;
 - (i) He/she is aware of his/her duties and powers under the relevant laws, Memorandum and Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited.
 - (ii) He/she is not ineligible to become a director of a listed company under any of the provisions of the Act, any other applicable law, rules and regulations.
3. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the Registered Office of the Company not later than 48 hours before the time of meeting.
4. Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her CNIC or Passport to prove his/her identity, and in case of Proxy must enclose an attested copy of his/her CNIC or Passport. Representative of Corporate entities should bring Board's resolution/Power of Attorney with specimen signatures required for the purpose.
5. Pursuant to provisions of Section 134 of the Act, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.



6. The Securities and Exchange Commission of Pakistan (“SECP”) vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the Extraordinary General Meeting via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at muhammad.ashraf@kmlg.com by **April 17, 2023:-**

Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

7. Pursuant to Companies (Postal Ballot) Regulations, 2018, where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
8. Members are requested to notify immediately any change in their addresses.
9. The notice of EOGM has also been posted on the Company’s website.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The Company is required to have two (2) independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the names of Messrs Syed Muhammad Shabbar Zaidi & Zulfikar Monnoo having shown their willingness and being eligible, have been chosen in accordance with Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 for proposed appointment as independent directors. The persons will be elected in the same manner as other directors are elected in terms of provisions of Section 159 of the Act. The above persons have been chosen after exercising due diligence applying the following criteria: -

- a) Respective competencies, diversity, skill, knowledge and experience; and
- b) Name appearing in the data bank maintained by Pakistan Institute of Corporate Governance (PICG), duly authorized by the SECP and in accordance with the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Directors have not any direct or indirect interest in the above said business except that they may consent for election of directors.



**KOHINOOR TEXTILE MILL LIMITED**

Registered Office: 42-Lawrence Road, Lahore.
Phone: 042-36302261-62



Kohinoor Maple Leaf Group

NOTICE OF EXTRAORDINARY GENERAL MEETING

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By Order of the Board
(Muhammad Ashraf)
Company Secretary

Lahore: March 29, 2023

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(g) A declaration confirming that;

(i) He/she is aware of his/her duties and powers under the relevant laws, Memorandum and Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited.

(ii) He/she is not ineligible to become a director of a listed company under any of the provisions of the Act, any other applicable law, rules and regulations.

3. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the Registered Office of the Company not later than 48 hours before the time of meeting.
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8. Members are requested to notify immediately any change in their addresses.
9. The notice of EOGM has also been posted on the Company's website.

Statements under Sections 166(3) of the Act regarding election of independent directors is annexed to this notice of meeting, being sent to the shareholders.



KIM**کوہ نور ٹیکسٹائل ملز لمیٹڈ****KMLG**
Kahlnoor Maple Leaf Group

رجسٹرڈ آفس: 42- لارنس روڈ لاہور۔ فون نمبر 62-042-36302261

اطلاع برائے غیر معمولی عام اجلاس

بذریعہ نوٹس ہذا مطلع کیا جاتا ہے کہ کوہ نور ٹیکسٹائل ملز لمیٹڈ (کمپنی) کے ارکان کا غیر معمولی عام اجلاس ("EOGM")، کمپنی کے رجسٹرڈ آفس، 42- لارنس روڈ، لاہور پر بروز بدھ 19 اپریل 2023ء کو صبح 11:30 بجے درج ذیل امور کی انجام دہی کیلئے منعقد ہوگا۔

عمومی امور:

مندرجہ ذیل سبکدوش ہونے والے ڈائریکٹران کی جگہ 23 اپریل 2023 کو شروع ہونے والی تین سالوں کی مدت کے لئے کمپنیز ایکٹ 2017ء (ایکٹ) کی دفعہ 159 کی شرائط کے مطابق، بورڈ آف ڈائریکٹرز کی طرف سے مقرر کردہ کمپنی کے آٹھ (08) ڈائریکٹران کا انتخاب کرنا:-

- | | | |
|-----------------------------|----------------------------|--------------------------|
| (1)۔ جناب طارق سعید سہگل | (2)۔ جناب سعید طارق سہگل | (3)۔ جناب ولید طارق سہگل |
| (4)۔ جناب دانیال توفیق سہگل | (5)۔ محترمہ جہاں آراء سہگل | (6)۔ سید محسن رضا نقوی |
| (7)۔ جناب شفیق احمد خان | (8)۔ جناب ذوالفقار منو | |

محکم بورڈ

محمد اشرف (کمپنی سیکریٹری)

لاہور:.....29 مارچ 2023ء

نوٹس:.....

1۔ کمپنی کے ارکان کا رجسٹرڈ 13 اپریل 2023ء تا 19 اپریل 2023ء (بشمول دونوں دن) بند رہے گا۔ متعلقہ کمپنی کے شیئرز رجسٹر اری میگز وژن کنسلٹنگ لمیٹڈ، C-5، ایل ڈی اے فلینس، لارنس روڈ، لاہور میں 12 اپریل 2023ء کو کاروبار کے اختتام (5:00 بجے) تک موصول ہونے والی اجلاس میں شرکت اور حصص داران کے حق رائے دہی کے تعین کے لئے بروقت تصور ہوگی۔

2۔ کوئی بھی ممبر جو ڈائریکٹر کے عہدہ کے لیے انتخاب میں حصہ لینے کا خواہشمند ہو، چاہے وہ ریٹائر ہونے والا ڈائریکٹر ہو یا بصورت دیگر، کمپنی کے رجسٹرڈ آفس، 42- لارنس روڈ، لاہور میں، اجلاس جس میں انتخابات ہونے ہیں کی تاریخ سے چودہ دن پہلے تک داخل کرے گا:-

(a) ایکٹ کے سیکشن (3) 159 اور 167 کی دفعات کے مطابق ڈائریکٹر کے طور پر کام کرنے کے لیے اپنی رضامندی کے ساتھ ڈائریکٹرز کے انتخاب کے لیے اپنے آپ کو پیش کرنے کے ارادے کا نوٹس؛

(b) کمپنی کی ویب سائٹ پر تعیناتی کے لیے میٹنگ ایڈریس کے ساتھ ایک تفصیلی پروفائل؛

(c) امیدوار کو ڈائریکٹرز کے انتخاب میں حصہ لینے کے ارادے کا نوٹس داخل کرنے کے وقت کمپنی کا ممبر ہونا چاہیے، سوائے اس شخص کے جو کہ کسی ممبر کی نمائندگی کر رہا ہو، جو کہ فطری شخص نہیں ہے۔

(d) موثر CNIC / پاسپورٹ اور NTN کی تصدیق کاپی؛

(e) فوٹیو نمبر، CDC اکاؤنٹ نمبر / CDC ذیلی اکاؤنٹ نمبر؛

(f) آزاد ڈائریکٹرز کا انتخاب کمپنیز ایکٹ، 2017 کے سیکشن 166 کے تقاضوں کے مطابق ہوگا۔ کوئی بھی ممبر جو آزاد ڈائریکٹر کے طور پر حصہ لینا چاہتا ہے وہ ڈیپلکریٹیشن اور نان جوڈیشل اسٹامپ پیپر پر انڈر ٹیکنگ جمع کرانے کا کمپنیز ایکٹ 2017ء کے تحت مطلع کردہ اہلیت اور آزادی کے معیار اور مطلع کردہ ضوابط کے تحت وہ اہل ہے؛

(g) اس بات کی تصدیق کا ڈیپلکریٹیشن کہ؛

(i) وہ متعلقہ قوانین، کمپنی کے میمورنڈم اور آرٹیکلز آف ایسوسی ایشن اور پاکستان اسٹاک ایکسچینج لمیٹڈ کی لسٹنگ ریگولیشنز کے تحت اپنے فرائض اور اختیارات سے واقف ہے۔

(ii) وہ ایکٹ کی کسی بھی شق، کسی دیگر قابل اطلاق قانون، قواعد و ضوابط کے تحت لسٹڈ کمپنی کا ڈائریکٹر بننے کے لیے نااہل نہیں ہے۔

3۔ اجلاس میں شرکت اور ووٹ دینے کا مستحق ممبر اپنی بجائے شرکت اور ووٹ دینے کے لئے کمپنی کے کسی دیگر ممبر کو بطور اپنا پراکسی مقرر کر سکتا رہتی



ہے۔ باقاعدہ مکمل شدہ پراکسی فارم اجلاس کے وقت سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ دفتر میں لازماً جمع کرایا جانا چاہئے۔

4- اجلاس ہذا میں شرکت اور ووٹ دینے کا اہل سی ڈی سی کا کوئی انفرادی مینٹشل اونرز اپنی شناخت ثابت کرنے کے لئے اپنے اصل کمپیوٹرائزڈ قومی شناختی کارڈز (CNIC) / پاسپورٹ لازماً ہمراہ لائیں، بصورت پراکسی، اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) / پاسپورٹ کی مصدقہ کاپی لازماً منسلک کریں۔ کارپوریٹ ادارے کے نمائندہ کو، اس مقصد کے لئے بورڈ کی قرارداد / مختار نامہ معہ نمونہ دستخط لانا چاہئے۔

5- ایکٹ کے سیکشن 134 کی دفعات کے مطابق، اگر کمپنی اجلاس کی تاریخ سے کم از کم سات دن پہلے ویڈیو کانفرنس کے ذریعے اجلاس میں شرکت کے لیے جغرافیائی محل وقوع میں رہائش پذیر، مجموعی 10% یا اس سے زیادہ شیئرز ہولڈنگ رکھنے والے اراکین سے رضامندی حاصل کرتی ہے، تو کمپنی اس شہر میں اس طرح کی سہولت کی دستیابی سے مشروط اس شہر میں ویڈیو کانفرنس کی سہولت کا انتظام کرے گی۔

6- سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") نے اپنے سرکلر نمبر 4 آف 2021 بتاریخ 15 فروری 2021 کے ذریعے اراکین کو الیکٹرانک ذرائع سے شرکت فراہم کرنے کا مشورہ دیا ہے۔ ممبران سارٹ فونز / ٹیبلیٹ کا استعمال کرتے ہوئے ویڈیو لنک کے ذریعے EOGM میں شرکت کر سکتے ہیں۔ ویڈیو لنک کے ذریعے اجلاس میں شرکت کے لیے ممبران اور ان کے پراکسیز سے درخواست کی جاتی ہے کہ وہ کمپیوٹرائزڈ قومی شناختی کارڈ (دونوں اطراف) / پاسپورٹ کی موثر کاپی، بورڈ کی قرارداد / مختار نامہ (بصورت کارپوریٹ شیئرز ہولڈرز) کی تصدیق شدہ کاپی کے ساتھ درج ذیل معلومات 17 اپریل 2023 تک muhammad.ashraf@kmlq.com پر ای میل کے ذریعے فراہم کر کے اپنے آپ کو رجسٹر کریں:-

نام کن اراکسی ہولڈر	فولیو نمبر اسی ڈی سی اکاؤنٹ نمبر	موبائل نمبر / او ایس ایپ نمبر	CNIC نمبر	ای میل آئی ڈی

7- کمپنیز (پوسٹل بیلٹ) ریگولیشنز 2018 کے مطابق، جہاں امیدواران کی تعداد منتخب ہونے والے ڈائریکٹرز کی تعداد سے زیادہ ہے، ارکان کو پوسٹل بیلٹ جو کہ مذکورہ بالا ریگولیشنز میں شامل تقاضوں اور طریقہ کار کے مطابق ڈاک یا کسی الیکٹرونک طریقہ کار کے ذریعے ووٹنگ ہے اپنے ووٹ کا حق استعمال کرنے کی اجازت ہوگی۔

8- ارکان سے درخواست ہے کہ اپنے چٹوں میں کسی تبدیلی کے بارے فی الفور مطلع کریں۔

9- EOGM نوٹس کمپنی کی ویب سائٹ پر بھی پوسٹ کر دیا گیا ہے۔

آزاد ڈائریکٹران کے انتخاب سے متعلق کمپنی ایکٹ 2017 کی دفعہ (3) 166 کے تحت مادی حقائق کا بیان اجلاس کے نوٹس کے ساتھ حصص داران کو بھیجا جا رہا ہے۔

