

# KOHINOOR SPINNING MILLS LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of **KOHINOOR SPINNING MILLS LIMITED** will be held on Monday, October 28, 2024 at 9:00 a.m. at 7/1 E-3 Main Boulevard Gulberg-III, Lahore to deal with the following matters:-

### Ordinary Business

- To receive and adopt the audited accounts of the Company for the year ended June 30, 2024 together with the reports of directors and auditors thereon.
- To appoint auditors for the year ending June 30, 2024 and to fix their remuneration. The Company has received a notice from a shareholder holding more than 10% shareholding that he intends to propose the name of M/S Saeed Ul Hassan & Co., Chartered Accountants as Company's auditors for the year ended June 30, 2025 in accordance with the provision of Section 246(3) of the Companies Act, 2017. The present auditors, retire and being eligible for re-appointment offer themselves for re-appointment.

### Special Business

- To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to lease out land, building together with plant and machinery of Unit-03 the Company:**  
"RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 to lease out its land, building together with plant and machinery of Unit-3.  
**FURTHER RESOLVED THAT** the Chief Executive and CFO be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution  
**RESOLVED FURTHER THAT** the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by Registrar of Companies, Securities and Exchange Commission of Pakistan which suggestion, direction and advice shall be deemed to be part of this special resolution without the need of the shareholders to pass fresh Special Resolution."
- To approve the circulation of the Company's annual balance sheet, profit and loss account, auditor's report and directors' report, etc. ("Annual Report"), to the members of the Company through QR code and weblink, in terms of the S.R.O. 389(I)/2023 dated March 21, 2023 issued by Securities Exchange Commission of Pakistan (SECP), and if deemed fit, pass the following resolutions as Ordinary Resolutions with or without modification(s):**  
"RESOLVED THAT the transmission/circulation of the Annual Report to the members of the Company through QR code and weblink, in terms of the Notification S.R.O. 389(I)/2023 dated March 21, 2023, issued by the Securities Exchange Commission of Pakistan, be and is hereby approved."  
"RESOLVED FURTHER THAT the Chief Executive Officer and CFO of the Company be and are hereby singly authorized to do all acts, deeds and things in connection and ancillary thereto as may be required or expedient to give effect to the above resolution."

### Other Business

To transact any other business which may be brought forward with the permission of the Chair.

Lahore:  
October 07, 2024

**BY ORDER OF THE BOARD**  
**HASSAN AHMAD KHAN**  
Company Secretary

### NOTES:

#### BOOK CLOSURE NOTICE

The Shares Transfer Books of the Company will remain closed from **22-10-2024 to 28-10-2024** (both days inclusive). Transfers received in order in all respect up to the close of business hours on October 21, 2024 at Share Registrar Office, M/S Corplink (Pvt.) Limited, Wing Arcade, 1 Commercial, Model Town, Lahore, will be considered in time for attending and voting at the meeting.

#### ATTENDANCE AT THE MEETING

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. The proxy form is available at the Company's website (<http://www.kohinoorspinningmills.com>). Members through book entry system under Central Depository Company of Pakistan Limited, are advised to must bring their original National Identity Cards/ Passport along with copy of their particulars of CDC Account duly authenticated by the concerned Participant/Investor Account Services for verification and also follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No. 1 of 2000:

#### A. For Attending the Meeting

- In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport along with copy of CDC Account Registration details duly authenticated by the concerned Participant/Investor Account Services at the time of attending the Meeting.
- In case of corporate entity, the person attending the meeting on behalf of the corporate entity must produce Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in his favor along with copy of proxy form submitted with the Company, the Board Resolution/Power of Attorney must contain specimen signature of the person attending meeting.

#### B. For Appointing Proxies

- In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the CNIC or the passport of beneficial owners, proxy holder and witnesses shall be furnished with the proxy form.
- The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- In case of corporate entity, Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in favor of proxy holder along with proxy form to the Company, the Board Resolution/Power of Attorney must contain specimen signature of proxy holder.

#### Video Conference Facility

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city. The Company will intimate members 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 form and submit to the Registered Office of the Company seven days before the date of holding of the general meeting:

I/We.....of.....being a member of Kohinoor Spinning Mills Limited, holder of ..... ordinary shares as per Registered Folio No./CDC A/C # .....hereby opt for video conference facility at.....

Signature of Member

#### Video Link Facility for Meeting

The members can also attend the meeting via video link. 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 mail at [saeed@chakwalgroup.com.pk](mailto:saeed@chakwalgroup.com.pk) by or before the close of business hours (05:00 pm) October 24, 2024

Name of Member / Proxy holder	CNIC No.	Folio No./CDC Account No.	Cell No./Whatsapp No.	Email ID

The video-link and login credentials will be shared with shareholders whose e-mails, containing all the required particulars, are received at the given e-mail address within above time frame.

#### Procedure for E-Voting:

- In accordance with the Companies (Postal Ballot Regulations) 2018 (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all business classified as special business under the Companies Act, 2017 in the manner and subject conditions contained in the Regulations.
- Detail of e-voting facility will be shared through e-mail with those members of the Company who have valid cell numbers/e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business hours on October 21, 2024. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and e-mail addresses on or before October 21, 2024.
- Identity of the Members who intend to cast vote through e-voting shall be authenticated through electronic signatures or authentication for login.
- Members shall cast vote for the agenda online from October 25, 2024 to October 27, 2024 till 5:00 p.m. A vote once cast by a member shall not be allowed to be changed.

#### Procedure for Voting Through postal Ballot:

- Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.kohinoorspinningmills.com](http://www.kohinoorspinningmills.com) to download.
- The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's Registered Office, 7/1 E-3, Main boulevard Gulberg-3, Lahore, or e-mail at [chairman@chakwalgroup.com.pk](mailto:chairman@chakwalgroup.com.pk) one day before the meeting i.e. on October 27, 2024 before 5:00 p.m. In case, member is a corporate entity, the Board's resolution/power of attorney with specimen signatures shall also be furnished (unless it has been provided earlier) along with ballot paper to the Company. A postal ballot received after this time/date shall not be considered for voting. The signatures on ballot paper shall match with signatures on the CNIC.

#### E-voting Service Provider:

M/S Corplink (Private) Limited

#### Appointment of Scrutinizer:

The Board of the Company has appointed M/s. SAEED UL HASSAN & CO. Chartered Accountants, a QCR rated audit firm to act as the Scrutinizer of the Company for Polling on

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