

KOHINOOR SPINNING MILLS LIMITED

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra ordinary General Meeting ("EOGM") of Kohinoor Spinning Mills Limited will be held on April 11, 2022, at 10:00 AM. at the 7/E-3, Mian Boulevard, Gulberg-III, Lahore to transact the following business:

Ordinary Business

To confirm the minutes of the annual general meeting held on October 28, 2021.

Special Business

1. To consider and if thought fit approve an increase in the authorized share capital of the Company and for this purpose pass the following special resolution, with or without any amendments and to approve the consequent amendments in the Memorandum and Articles of Association of the Company, subject to requisite approvals, if any:

RESOLVED THAT the authorized share capital of the company be and is hereby increased from Rs. 1,500,000,000/- divided into 300,000,000 shares Rs. 5/-each to Rs. 2,200,000,000/-divided into 440,000,000 shares of Rs.5/- each ranking pari passu in every respect with the existing ordinary shares of the Company.

RESOLVED FURTHER THAT, in consequence of the said increase in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company and Article 5 of the Articles of Association of the Company be and here by replaced accordingly, to read as follows:

Existing Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs.2,200,000,000/- (Rupees Two Billion Two Hundred Million Only) divided into 440,000,000 (Rupees four hundred forty million) shares of Rs.5/-each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

Article 5 of the Article of Association

The Authorized capital of the Company is Rs.2,200,000,000/- (Rupees Two Billion Two Hundred Million Only) divided into 440,000,000 (Rupees four hundred forty million) shares of Rs.5/-each.

2. To consider and if thought fit approve the utilization plan of factory's land and for this purpose pass the following special resolution, with or without any amendments, subject to requisite approvals, if any:

RESOLVED THAT, the company has decided for the optimal utilization of owned land by way of commercial development, disposal or any other way as the company thinks expedient, in part or full, for the greater interest of the company and its shareholders.

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company be and is hereby authorized to take all necessary steps and execute documents including legal and corporate formalities and file all requisite documents with Securities & Exchange Commission of Pakistan as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions according to the applicable Laws and Regulations.

Company Secretary

Notes:

The individual Members who have not yet submitted photo copy of their valid Computerized National Identity Card (CNIC) to the Company/Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, Corplink (Private) Limited, Wings Arcade 1-K, Commercial Model Town, Lahore.

The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC/NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

Share Transfer Books will be closed from April 05, 2022 to April 11, 2022 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar Corplink (Private) Limited, Wings Arcade 1-K, Commercial Model Town, Lahore by the close of the Business on April 04, 2022 will be treated in time to attend and vote at the meeting.

All Members/Share holders are entitled to attend and vote at the meeting. A Member may appoint a proxy who need not to be a member of the Company.

Duly completed instrument of proxy, and the other authority under which it is signed, or a notari ally certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office 7/E-3, Mian Boulevard, Gulberg, III, Lahore at least 48 hours before the time of the meeting.

Any change of address of Members should be immediately notified to the Company's Share Registrars, Corplink (Private) Limited, Wings Arcade 1-K, Commercial Model Town, Lahore.

CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

For Attending the Meeting:

In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attend in the meeting.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

For Appointing Proxies:

In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.

The proxy form shall be witnessed by two person whose names, addresses and CNIC number shall be mentioned on the form.

Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

The proxy shall produce his/her original CNIC or original passport at the time of meeting.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

Video Conference Facility:

i) Pursuant to the provision of the Companies Act, 2017 the share holder residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 7 days prior to the date of the meeting on the Standard Form.

I/We, of being a member of Kohinoor Spinning Mills Limited, holder of Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at (Please insert name of the City)

Signature of member _____

CNIC # _____

Folio # _____

FORM OF PROXY

EXTRA ORDINARY GENERAL MEETING

I/We (_____) of (_____) in the district of (_____) Being a member of Kohinoor Spinning Mills Limited and holder of _____ ordinary shares as per Registration Folio No. /CDC Participant I.D. No. /Sub-Account No. _____ CNIC No./Passport No. _____ of _____ entitled to vote, hereby appoint Mr./Mrs./Miss _____ of _____ (full address) _____ (being member of the Company) as my/our proxy to attend, act and vote for me/us and on behalf a the Extra ordinary General Meeting of the Company to be held on April 11, 2022 and/or at any adjournment thereof.

Dated: _____

Signature _____

Presence of: _____

1. _____

2. _____

Important Note

- This form of proxy, duly completed and signed, must be deposited at the registered office of the company situated at 7/E-3, Mian Boulevard, Gulberg-III, Lahore.
- This form should be signed by the Member or by his/her attorney duly authorized in writing. If the member is a Corporation, its common seal should be affixed to the instrument.
- A member entitled to attend and vote at the meeting may appoint any other Member as his/her proxy to attend and vote on his/her behalf except that a corporation may appoint a person who is a Member.
- For CDC Account Holders/Corporate Entities

In addition to the above, following requirements have to be met:

- The Proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.
- Attested copies of CNIC or Passport of the beneficial owner and proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form.

STATEMENT OF MATERIAL FACT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

The statement set out the material facts concerning the special business to be transacted at the Extra ordinary General Meeting of the Company to be held on April 11, 2022.

1. Increase in Authorized Capital of the Company and consequent amendments in Memorandum & Articles of Association of the Company.

In order to cater for future increase of paid-up share capital, the authorized share capital needs to be enhanced. In the light of the same and for future potential issuance of shares, the Company seeks to increase its authorized share capital from Rs. 1,500,000,000/- divided into 300,000,000 shares of Rs.5/-each to Rs. 2,200,000,000 divided into 440,000,000 shares of Rs.5/- each and make the necessary amendments to Memorandum and Article of Association of the Company.

Existing Clause V of the Memorandum of Association

The capital of the Company is Rs. 1,500,000,000/- (Rupees One Billion Five Hundred Million) divided into 300,000,000 (Three hundred million) ordinary shares of Rs. 5/-each with the rights privileges and condition attaching thereto as are provided by the regulations of the company for the time being with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such special rights, privileges or conditions as may be determined by or in accordance with the Article of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

Proposed Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs.2,200,000,000 (Rupees Two Billion Two Hundred Million Only) divided into 440,000,000 shares (Four Hundred Forty Million) of Rs.5/-each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

Existing Article 5 of the Article of Association

The capital of the Company is Rs. 1,500,000,000/- (Rupees One Billion Five Hundred Million only) divided into 300,000,000 (Three Hundred Million) ordinary shares of Rs. 05/- (Rupees Five each).

Proposed Article 5 of the Article of Association

The Authorized capital of the Company is Rs. 2,200,000,000/- (Rupees Two Billion Two Hundred Million Only) divided into 440,000,000 (Four Hundred Forty Million) shares of Rs. 5/-each.

2. Optimal utilization of existing land of the factory will be carved out by way of commercial development, as the existing location of land is marked commercial due to the surroundings of commercial buildings and properties or disposal of land in part or full or any other way as the company thinks expedient for the greater interest of the company and its shareholders. This will lead company to the efficient and effective usage of company's fund.

Company Secretary