

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting of members of **KOHINOOR SPINNING MILLS LIMITED** will be held at the Registered Office of the Company situated at 7/1 E-3, Main Boulevard, Gulberg III, Lahore on Tuesday, November 27, 2018 at 11:45 a.m. to transact the following business:-

### ORDINARY BUSINESSES

1. To confirm the minutes of last annual general meeting held on November 27, 2017.
2. To receive and adopt the audited accounts for the Company for the year ended June 30, 2018, together with the reports of Directors and Auditors' report thereon.
3. To appoint auditors for the year ending June 30, 2019 and to fix their remuneration. The retiring auditors Nasir Javaid Maqsood Imran Chartered Accountants have shown their interest in their reappointment.
4. To transact any other business of the Company with the permission of Chairman.

### SPECIAL BUSINESS

1. To consider and, if thought fit, to pass with or without modification, the following resolutions as special resolutions:

**RESOLVED THAT**, the related party transactions carried out by the Company during the year in normal course of business during the year ended June 30, 2018 be and hereby approved.

**FURTHER RESOLVED THAT**, the chief executive officer of the Company be and is hereby authorized to approve the transaction to be conducted with the related parties in the normal course of business during the current financial year ending June 30, 2018 and till the date of next Annual General Meeting.

2. To consider and, if thought fit, to pass with or without modification the following resolution as special resolution;

**RESOLVED THAT**, the remuneration of two executive directors from 01st July 2018 be and hereby approved as follows:

Name	Salary Per Month (Rupees)
Muhammad Naveed	575,000
Muhammad Hamza Yousaf	175,000

**FURTHER RESOLVED THAT**, the executive directors of the Company be and are hereby entitled to reimbursement of medical bills and company maintained cars.

BY ORDER OF THE BOARD

Lahore:  
November 05, 2018

**HASAN AHMAD KHAN**  
Company Secretary

### NOTES:

1. The shares transfer books for ordinary shares of the Company will be closed from 21-11-2018 to 27-11-2018 (both days inclusive). Valid transfer(s) received in order by our Share Registrar, Corplink (Pvt.) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore by the closure of business on November 20, 2018 will be in treated in time. The same or any change in address, if any, alongside valid copy of CNIC for filing annual return of Company be sent to our share registrar M/s. Corporate (Pvt) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore. Tel: 042-35839182.
2. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as proxy. Proxies, in order to be effective, must be received at the Company's registered office not less than forty eight (48) hours before the time of meeting. Members through CDC appointing proxies must attach attested copy of their Computerized National Identity Card (CNIC) or Passport with the proxy form.
3. The shareholders through CDC, who wish to attend the Annual General Meeting, are requested to please bring, original CNIC. CDC account holder will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

4. In case of corporate entity, certified copy of the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.
5. The financial statements for the year ended June 30, 2018 shall be uploaded on the Company's website www.kohinoorspinningmills.com twenty one days prior to the date of holding of annual general meeting.
6. Pursuant to SECP Notification S.R.O. 787(I)/ 2014 dated September 8, 2014, members may inform the Company to receive the Audited Financial Statements and notices through e-mail by submitting Standard Request Form available on Company's website.
7. 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 alongwith 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

8. Members are requested to promptly notify the Company of any change in their registered address.

## STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS

1. The Company in the normal course of business carried out transaction with related parties. All these transactions were presented before the Board of Directors for their review and consideration as recommended by the Audit committee on quarterly basis.

Since the directors of the Company were interested in the related parties transactions carried out during the financial year ended June 30, 2018 with the related parties due to their common directorship and shareholding in these associated undertakings, therefore, these transactions have been placed before the members of the Company for their approval in the General Meeting. During the year following transaction is made with related parties as per financial statements:

### Purchase of materials and goods:

- Yousaf Weaving Mills Limited Rs. 985,695

### Sale of materials and goods:

- Yousaf Weaving Mills Limited Rs. 264,964

### Advance against goods:

- Chakwal Spinning Mills Limited Rs. 100,000

The transactions with all related parties are entered on arms' length basis.

The Directors are interested to the extent of their directorship/shareholding.

2. As per clause 5.19.1.(d) of PSX Regulations, executive directors (including chief executive officer) shall not be more than one third of elected directors. To comply with this requirement, the Company has decided to appoint only two directors (including chief executive officer) as executive directors. The names of executive directors are Khawaja Muhammad Naveed (Chief Executive Officer) and Muhammad Hamza Yousaf (Director). The remuneration of these directors are proposed to be as follows:

Name	Salary Per Month (Rupees)
Muhammad Naveed	575,000
Muhammad Hamza Yousaf	175,000

Besides salary, above directors are entitled to reimbursement of medical bills and company maintained cars. The two Directors are interested to the extent of their remuneration and other benefits.