

**NOTICE OF
EXTRAORDINARY
GENERAL MEETING
SEPTEMBER 09, 2020**



Kohinoor Spinning Mills Limited

Kohinoor Spinning Mills Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of shareholders of KOHINOOR SPINNING MILLS LIMITED will be held on Wednesday, September 09, 2020 at 11:00 A.M. at 7/1 E-3 Main Boulevard Gulberg-III, Lahore to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on November 27, 2019.
2. To elect Eight directors, being the number fixed by the Board of Directors for a term of three years in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of retiring directors are;
 1. Khawaja Mohammad Jawed
 2. Khawaja Mohammad Jahangir
 3. Khawaja Mohammad Tanveer
 4. Khawaja Mohammad Kaleem
 5. Khawaja Mohammad Nadeem
 6. Mr. Mohammad Naveed
 7. Mr. Mohammad Hamza Yousaf
 8. Mohammad Tariq Sufi.

The retiring directors are eligible to offer themselves for re-election

OTHER BUSINESS:

3. To transact any other business with the permission of Chair.

BY ORDER OF THE BOARD

Lahore.

August 17, 2020

Company Secretary

NOTES:

1. A Statement of material facts under section 166(3) is being sent to the members with the notice of the meeting.
2. The share transfer books of the Company shall remain closed from September 02, 2020 to September 09, 2020 (both days inclusive). Transfers received in order at the office of the Company's shares registrar at the close of business on Monday, August 31, 2020 will be treated in time for purpose of determine the entitlements to attend and vote at the EOGM.
3. Any person who seeks to contest election to the office of director of the company should file his consent and declaration not latter than 14 days before the date of Extraordinary General Meeting of the company as required under Section 159(3) of the Companies Act, 2017.

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4. A member eligible to attend and vote at this meeting is entitled to appoint another member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company and shall produce his/her original Computerized National Identity Card (CNIC) or passport at the time of meeting. Proxies in order to be effective must be received at the registered office of the Company not later than forty-eight (48) hours before the time of holding the meeting.
5. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
6. Any individual beneficial owner of Central Depository Company of Pakistan Limited (CDC), entitled to attend and vote at this meeting, must bring his/her original CNIC or passport, Account and participants' I.D numbers to prove his/her identity, and in case of proxy must enclose an attested copy of his / her CNIC or passport.
7. All CDC Shareholders are requested to immediately notify change in address, if any directly to their CDC participant (brokers)/CDC Investor Account Services. Physical Shareholders are requested to immediately notify change in address, if any, to the Company's Share Registrar, at the following address:

M/s Corplink (Pvt.) Limited
Wings Arcade, 1-K(Commercial),
Model Town, Lahore.
Tel: 042-35916714 , 35916719, 35839182
Fax: 042-35869037. www.corplink.com.pk

8. **Video Conference Facility**

Pursuant to the provisions of the Section 132(2) of Companies Act, 2017 the shareholders residing in other cities and holding at least 10% of the total paid up capital may demand the Company to provide the facility of video link for participation in the meeting. The demand for video-link facility shall be received at Shares Registrar address given here in above at least (ten) 10 days prior to the date of EOGM.

9. **Voting Through Postal Ballot**

In accordance with the Companies (Postal Ballot) Regulations, 2018, the member may exercise their right of vote through postal ballot.

10. **Placement of EOGM Notice on the Website**

The notice of EOGM has been placed on Company's website:
<http://www.kohinoorspinningmills.com/>

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STATEMENTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS

This explanatory statements sets out the material facts pertaining to the business to be transacted at the Extra-Ordinary General Meeting of the Company to be held on September 09, 2020.

Election of Directors

The term of office of the Directors of the Company will expire on 08 September, 2020. In term of section 159(1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of elected directors at Eight (8) to be elected in the extra ordinary general meeting for a period of three years.

Any person who seeks to consent election to the office of director shall, whether he is a retiring director or otherwise, file with the Company the following documents at its registered office, 7/1 E-3 Main Boulevard Gulberg-III, Lahore, not later than fourteen days before the day of the meeting.

1. His/her Folio No./ CDC Investors Account No. CDC Participant No./Sub-Account No.;
2. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director in Form-29 prescribed under the Companies Act, 2017.
3. A detailed profile along with office address as required under SECP's SRO 634 (1)/2014 dated 10 July 2014.
4. An attested copy of valid computerized National Identity Card (CNIC) / Passport and National Tax Number.
5. A declaration under clause 3 of the listed companies (Code of Corporate Governance) Regulations, 2017 ("Regulations") issued by the securities and Exchange Commission of Pakistan ("SECP");
6. Declaration by independent Director under clause 6(2) of the Regulations;
7. Declaration that he/she is not ineligible to become a director in terms of section 153 of the Act or any other applicable provisions of the Act, Rules, Regulations, Circular or directive issued by the SECP, in this regard.

The candidates for election are requested to read the relevant provisions of the Act, the listed Companies (Code of Corporate Governance) Regulations, 2017 and ensure compliance with the requirements in letter and spirit.

Independent directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166 of the Act. The Companies (Manner and Selection of Independent Directors) Regulation, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by the Securities and Exchange Commission of Pakistan. The present Directors of the Company have no interest in the above said business except being eligible for re-election as director of the Company.

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PROXY FORM

Form of Proxy - Extraordinary General Meeting

The Company Secretary
Kohinoor Spinning Mills Limited
7/1 E-3 Main Boulevard Gulberg III, Lahore

Folio # / CDC A/C #.	
Participant I.D	
Account #	
Shares held	

I/We _____ of _____
being a member (s) of KOHINOOR SPINNING MILLS LIMITED hold _____ ordinary shares hereby
appoint Mr./Mrs./Miss _____ of
_____ or failing him/her _____ of
_____ as my /our Proxy to attend and vote for me/us and on my/our behalf
at the Extraordinary General Meeting of the Company to be held on Wednesday, September 09, 2020 at 11:00
a.m. at 7/1 E-3 main boulevard gulberg III, Lahore and at every adjournment thereof.

Signed this _____ day of _____ 2020.

1. Witness: _____
Signature: _____
Name: _____
Address: _____
CNIC: _____



2. Witness: _____
Signature: _____
Name: _____
Address: _____
CNIC: _____

Signature: _____

(Signature appended above should agree with the specimen signatures registered with the Company.)

NOTES:

1. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote instead of him/her at the meeting.
2. The instrument appointing a proxy should be signed by the member (s) or by his/her attorney duly authorized in writing. If the member is a corporation, its common seal should be affixed on the instrument.
3. CDC shareholders are requested to bring with them their Computerized National Identity Cards alongwith the participants' ID number and their account numbers at the time of attending the Extraordinary General Meeting in order to facilitate identification of the respective shareholders.
4. The instrument appointing a proxy, together with Power of Attorney, if any, under which it is signed or notarially certified copy thereof, should be deposited at the Company's office not later than 48 hours before the time of holding the meeting.

پراکسی فارم (مختار نامہ)

رجسٹر فوئیو نمبر

یکڑی
کوہ نور سپننگ ملز لمیٹڈ

E-3 7/1 مین بلیوارڈ گلبرگ-III لاہور۔

میں اہم ساکن

بجیت رکن عام _____ عام حصص بمطابق شیئر رجسٹر فوئیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹسپٹ (شرکت) آئی ڈی نمبر _____) بذریعہ

محترم / محترمہ _____ ساکن _____

جو کہ اپنی کامیابی کے لیے بمطابق شیئر رجسٹر فوئیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹسپٹ (شرکت) آئی ڈی نمبر _____) یا کسی غیر موجودگی میں محترم / محترمہ _____ ساکن _____

جو کہ اپنی کامیابی کے لیے بمطابق شیئر رجسٹر فوئیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹسپٹ (شرکت) آئی ڈی نمبر _____) کو

مورخہ 09 ستمبر 2020ء صبح 11:00 بجے، بمقام E-3، 1/7 مین بلیوارڈ گلبرگ III، لاہور میں منعقد ہونے والے کمپنی کے غیر معمولی اجلاس عام میں

شرکت اور حق رائے دہی استعمال کرنے یا کسی بھی التواء کی صورت اپنا / ہمارا بطور مفقار (پراکسی) مقرر کرتا ہوں / کرتے ہیں۔

دستخط _____ آج بروز _____ تاریخ _____ 2020ء

دستخط کھنی کے ہاں رجسٹرڈ نمونہ دستخطوں کے مطابق ہونے چاہئیں

5 روپے کارسیدی ٹکٹ چسپاں کریں

1. گواہ _____ 2. گواہ _____

دستخط _____ دستخط _____

نام _____ نام _____

پتہ _____ پتہ _____

شناختی کارڈ نمبر _____ شناختی کارڈ نمبر _____

نوٹ:

1- ایک ممبر (رکن) جو اجلاس میں شرکت اور ووٹ دینے کا اہل ہو، اپنی جگہ کسی کو بطور نائب شرکت کرنے اور ووٹ دینے کا حق تفویض کر سکتا ہے۔

2- پراکسی تقرری کے آلات پر رکن یا اس کے باقاعدہ بااختیار انارنی کی طرف سے دستخط شدہ ہونے چاہئیں۔ اگر رکن ایک کارپوریشن ہے، تو اس کی مشترکہ

مہر آلات پر ثبت ہونی چاہئے۔

3- سی ڈی صی حصص داران سے التماس ہے کہ متعلقہ حصص داران کی شناخت کی سہولت کے لئے غیر معمولی اجلاس عام میں شرکت کے وقت اپنے کمپیوٹر انڈ

قومی شناختی کارڈ معہ پارٹسپٹس کا آئی ڈی نمبر اور اپنے اکاؤنٹ نمبر لازماً ہمراہ لائیں۔

4- پراکسی تقرری کے آلات، معہ پاور آف انارنی، اگر کوئی ہو، جس کے تحت یہ دستخط شدہ ہے یا اس کی نوٹریٹی کا پٹی، اجلاس کے وقت سے کم از کم 48 گھنٹے قبل

کمپنی کے دفتر میں جمع کرائے جانے چاہئیں۔

Book Post
Printed Matter

If undelivered please return to:

Kohinoor Spinning Mills Limited
Corporate & Shares Department
7/1-E-3 Main Boulevard Gulberg III, Lahore.
Tel : (042) 3571 7510 Fax : (042) 3575 5760