KOHINOOR

KOHINOOR SPINNING MILLS LIMITED

TÜV
ISO 9001:2000
CERTIFIED

7/1 E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.
Tel: 92-42-35757108, 35717510-17 Fax: 92-42-35764036, 35764043, 35757105
E-mail: ksml@pol.com.pk

09 November 2017

Mr. Muhammad Ghufran

Deputy General Manager

Paksitan Stock Exchange Limited

Stock Exchange Building, Stock Exchange Road

Karachi.

SUBJECT: ISSUE OF FURTHER SHARES WITHOUT RIGHT ISSUE

Sir

This is with reference to your letter referenced PSX/C-530-2851 dated 17th April 2017 titled Notice of Extra Ordinary General Meeting. As required, please find attached following documents:

1) Certified true copy of special resolution adopted by the shareholders in the EOGM;

2) Payment of Rs. 428,572 (85,714,285 shares@Rs.5 per share nominal value);

3) Approval of SECP under Section 86(1) of the Companies Ordinance 1984;

4) Return of allotment (i.e. Form 3);

5) Auditors' certificate confirming increase in paid up capital of the Company along with total paid up capital after issuance of shares as otherwise than right;

6) Not applicable as no tax deduction is made;

7) Payment of supervisory fee of SECP (10% of Rs. 428,572).

Abdullah
13/11/2017.

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In case you need further information, please do contact the undersigned without any hesitation.

Thanking you in anticipation.

For Kohinoor Spinning Mills Limited

(Hasan Ahmad Khan)

(Company Secretary)

CC:

The Director (SSED)

Securities Market Division

Securities & Exchange Commission of Pakistan

NIC Building, Jinnah Avenue, Blue Area

Islamabad.

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CERTIFIED COPY OF TEXT OF SPECIAL RESOLUTION PASSED BY THE MEMBERS OF KOHINOOR SPINNING MILLS LIMITED IN MEETING HELD ON 05-05-2017 AT REGISTERED OFFICE 7/1 E-3 MAIN BOULEVARD GULBERG-III, LAHORE.

"**Resolved that** the special resolution passed by the shareholders on 30 December 2016 for conversion of Directors' loan into equity be and is hereby rescinded.

Further Resolved that, subject to compliance with the provisions of all applicable laws and requisite regulatory approvals, permissions and sanctions, including the approvals of the Securities and Exchange Commission of Pakistan (the "**SECP**") under first proviso to Section 86 (1) of the Companies Ordinance, 1984 ("**Ordinance**"), approval of the shareholders of Kohinoor Spinning Mills Limited (the "**Company**") be and is hereby accorded to increase the paid up share capital of the Company from Rs. 650 million divided into 130 million ordinary shares of PKR 5 each to Rs. 1,078,571,425 divided into 215,714,285 ordinary shares of PKR 5 each by the issuance of additional 85,714,285 Ordinary Shares at Rs. 7 (including premium of Rs. 2) each of by way of otherwise than right shares, total PKR. 599,999,995 to the following Directors of the Company against their outstanding loans towards the Company"

	No. of Shares	Face Value (PKR)	Premium (PKR)	Total (PKR)
Mr Khawaja Mohammad Kaleem	42,285,714	211,428,570	84,571,428	295,999,998
Mr Khawaja Mohammad Nadeem	5,857,143	29,285,715	11,714,286	41,000,001
Mr Khawaja Mohammad Naveed	37,571,428	187,857,140	75,142,856	262,999,996
Total	85,714,285	428,571,425	171,428,570	599,999,995

Further resolved that the shares when issued shall from the date of their allotment, rank pari passu in all respects with the existing fully paid Ordinary Shares and the recipient of such shares shall enjoy similar rights and entitlements in respect of these shares as in respect of previously held shares, from the date of allotment.

Further resolved that the Chief Executive Officer and / or Company Secretary of the Company, be and are hereby authorized singly and / or jointly ("**Authorized Persons**") to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares.

Further resolved that the Authorized Persons, be and are hereby further authorized singly and / or jointly, to take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to obtaining all requisite regulatory

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approvals, preparation and circulation of the notice of the General Meeting, preparing the resolutions to be placed before the General Meeting; engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares and all other matters incidental or ancillary thereto.

Further resolved that the Company be and is hereby authorized to take all such actions including but not limited to the filing the requisite applications (through the Authorized Persons or their appointed consultants) for seeking permission from the Securities and Exchange Commission of Pakistan and such other regulatory authorities as may be required for issuance of further capital without right offering and all matters relating thereto.

Resolved further that all acts, deeds, and actions taken by the Authorized Persons pursuant to the above resolutions for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company.

Further resolved that the aforesaid special resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders, SECP and / or any other regulatory body which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s)."

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SECP

No.CSD/CI/28/2005 – 619

October 10, 2017

Mr. Hasan Ahmad Khan
Company Secretary
Kohinoor Spinning Mills Limited
7/1 E-3, Main Boulevard,
Gulberg-III,
Lahore
Fax: 042-35764036

Subject: Application for approval for issue of further shares other than right issuance

Dear Sir,

Please refer to your letter dated September 11, 2017 and previous correspondence regarding the aforementioned subject.

2. In this connection, I am pleased to inform you that the competent authority on the basis of special resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting (EOGM) held on May 05, 2017, information provided to the Commission and circumstances of the case presented by Company has allowed the Company to issue 85,714,285 shares at price of Rs.7.00 per share by way of shares otherwise than right under Section 83 of the Companies Act, 2017 to the following:

i.	Mr. Khawaja Mohammad Kaleem	42,285,714 shares
ii.	Mr. Khawaja Mohammad Nadeem	5,857,143 shares
iii.	Mr. Khawaja Mohammad Naveed	37,571,428 shares
	Total	85,714,285 shares

3. The aforesaid approval is, however, subject to the following conditions:

a) Shares shall be issued within 60 days from the date of this letter under intimation to this office;
b) The Company shall inform the Commission within 07 days of the issuance of shares;
c) The aforesaid parties shall not divest their shareholding for a period of three years;
d) The aforesaid approval for issuance of shares is being given based on the documents/ information provided, relevant laws and regulations and hence the Commission bears no responsibility whatsoever for the (express or implied) agreements between the lenders and the Company.

4. It may be noted that the aforesaid is issued without prejudice to the relevant requirements of Securities Act, 2015, if applicable.

5. Please acknowledge receipt.

Amina Aziz
Director
Corporate Supervision Department

cc: Pakistan Stock Exchange
Stock Exchange Building, Stock Exchange Road, Karachi-74000, Pakistan.

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NASIR JAVAID MAQSOOD IMRAN
Chartered Accountants

CPAAI

Islamabad Office:
Office # 12 & 13 3rd Floor
Fazal Arcade,
F-11 Markaz, Islamabad.
Tel: 051-2228138
Fax: 051-2228139
E-mail:
njmiconsultants@gmail.com

TO WHOM IT MAY CONCERN

This is to certify that Kohinoor Spinning Mills Limited has increased its paid up capital by 85,714,285 at price of Rs 7 per share by way of shares otherwise than right under section 83 of the companies act 2017 to the following:

i.	Mr Khawaja Mohammad Kaleem	42,285,714 shares
ii.	Mr. Khawaja Mohammad Nadeem	5,857,143 shares
iii.	Mr. Khawaja Mohammad Naveed	37,571,428 shares

Furthermore total paid up capital of company after the issuance of share under subject is as follows:

No of shares 215,714,285 shares

Amount		Rupees
On account of Nominal value	Rs 5 per share	1,078,571,425
On account of premium	Rs 2 per share	171,428,570
Total		1,249,999,995

This certificate is being issued on the specific request of the Company.

Islamabad
Nasir Javed Maqsood Imran

Chartered Accountants
19 October 2017

Karachi Office:
904, 9th Floor, Q.M. House, Plot No. 11/2, Ellander Road, Opp. Shaheen Complex, Off. I.I Chundrigar Road, Karachi Pakistan
Tel: 021-32212382, 32212383, 32211516, Fax: 021-32211515

Lahore Office: