KTM
KOHINOOR TEXTILE MILLS LIMITED
Registered Office : 42-LAWRENCE ROAD, LAHORE PAKISTAN. PHONE: 042-36302261-62 FAX : 92-42-36368721

PUCARS/Courier
KTML/PSX-16/004
March 31, 2020

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Extraordinary General Meeting of the Members of Kohinoor Textile Mills Limited (the "Company") scheduled to be held on **Thursday, April 23, 2020 at 11:00 AM** at its Registered Office, 42-Lawrence Road, Lahore, for circulation amongst the TRE Certificate Holders of the Exchange.

Further, in pursuance of clause 5.6.4(b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith also a copy of the Notice, prior to publication of Extraordinary General Meeting of the Company. This notice will be published in the newspapers, both Urdu and English languages.

Yours faithfully,
For Kohinoor Textile Mills Limited

(Muhammad Ashraf)
Company Secretary.

Encl. As above

KOHINOOR TEXTILE MILL LIMITED
Registered Office: 42-Lawrence Road, Lahore.
Phone: 042-36302261-62

KMLG
Kohinoor Maple Leaf Group

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Ordinary Business:

To elect Eight (08) Directors of the Company, as fixed by the Board of Directors in their meeting held on February 26, 2020, in accordance with the provisions of Section 159 of the Companies Act, 2017, for a term of three years commencing April 23, 2020, in place of the following retiring Directors: -

1) Mr. Tariq Sayeed Saigol
2) Mr. Taufique Sayeed Saigol
3) Mr. Sayeed Tariq Saigol
4) Mr. Waleed Tariq Saigol
5) Mr. Danial Taufique Saigol
6) Mr. Shafiq Ahmed Khan
7) Mr. Arif Ijaz
8) Syed Mohsin Raza Naqvi

BY ORDER OF THE BOARD

KOHINOOR TEXTILE MILLS LIMITED

(MUHAMMAD ASHRAF)
Company Secretary

Lahore: April 02, 2020

Notes:

1. The Share Transfer Books of the Company will remain closed from April 17, 2020 to April 23, 2020 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on April 16, 2020, will be considered in time to determine voting rights of the shareholders for attending the meeting.

2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy. Owing to recent outbreak of COVID-19 and for safety point of view, the shareholders are requested to encourage their attendance by proxies and note e-mail of the Company Secretary: muhammad.ashraf@kmlg.com for comments.

3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form or may be provided at the time of meeting.

4. The shareholders will be allowed to exercise their right to vote through postal ballot subject to Sections 142 and 143 of the Act and Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.

5. Members holding aggregate 10% or more shareholding, residing in a city other than Lahore, may demand the facility of video link for participation in the Extraordinary General Meeting.

   In this regard, please fill the following and submit at the Registered Office of the Company situated at 42-Lawrence Road, Lahore, at least 07 days prior to the date of Extraordinary General Meeting.

   "I/We, __________________ of __________________, being a member of Kohinoor Textile Mills Limited, holder of ________ Ordinary Share(s) as per Registered Folio / CDC A/c # _____ hereby opt for video conference facility at __________.

   ____
   Signature of Member(s) / Attorney"
   (Please affix also company stamp, in case of corporate entity)

6. Any member who seeks to contest election to the office of director should file a notice in writing of his/her intention along with consent to offer himself/herself for election of Directors with the Company at its Registered Office not later than fourteen days before the date of the extraordinary general meeting at which elections to be held. In accordance with applicable provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, the consent should accompany the relevant declarations and undertakings.

7. Shareholders are requested to notify change in their addresses, in case of book entry securities in CDS to their respective CDS participants and in case of physical shares to the Share Registrar, if not earlier notified.

Statement(s) of Material facts under Section 166(3) and 134(3) of the Companies Act, 2017 regarding election of Independent Directors.

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the names of Mr. Shafiq Ahmed Khan and Mr. Zulfikar Monnoo have been proposed for election as independent directors and they meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection has been made due to their respective core competencies, diversity, requisite skill, knowledge and experience and will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017.

No Directors have direct or indirect interest in the above said business except that they may consent for election of directors accordingly.

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By Order of the Board
(Muhammad Ashraf)
Company Secretary

Lahore: April 02, 2020

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7. Shareholders are requested to notify change in their addresses, in case of book entry securities in CDS to their respective CDS participants and in case of physical shares to the Share Registrar, if not earlier notified.

8. Statements under Sections 166(3) & 134(3) of the Act regarding election of independent directors is annexed to this notice of meeting, being sent to the shareholders.

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KOHINOOR TEXTILE MILLS LIMITED

KTM

کوہِ نور ٹیکسٹائل ملز لمیٹڈ

KMLG
Kohinoor Maple Leaf Group

رجسٹرڈ آفس: 42۔لارنس روڈ لاہور۔فون نمبر 042-36302261-62

اطلاع برائے غیر معمولی عام اجلاس

بذریعہ ہذا مطلع کیا جاتا ہے کہ کوہِ نور ٹیکسٹائل ملز لمیٹڈ (کمپنی) کے ممبران کا غیر معمولی عام اجلاس، کمپنی کے رجسٹرڈ دفتر، 42 لارنس روڈ، لاہور پر بروز جمعرات 23 اپریل 2020ء کو صبح 11:00 بجے درج ذیل امور کی انجام دہی کیلئے منعقد ہوگا۔

عام امور:

23 اپریل 2020 کو شروع ہونے والی تین سالوں کی مدت کے لئے کمپنیز ایکٹ 2017 کی دفعہ 159 کی شرائط کے مطابق، مندرجہ ذیل سبکدوش ہونے والے ڈائریکٹران کی جگہ، بورڈ آف ڈائریکٹرز کی طرف سے مقرر کردہ تعداد کے مطابق کمپنی کے آٹھ (08) ڈائریکٹران کا انتخاب کرنا:۔

1)۔ جناب طارق سعید سہگل
2)۔ جناب توفیق سعید سہگل
3)۔ جناب سعید طارق سہگل
4)۔ جناب ولید طارق سہگل
5)۔ جناب دانیال توفیق سہگل
6)۔ جناب شفیق احمد خان
7)۔ جناب عارف اعجاز
8)۔ سید محسن رضا نقوی

لاہور: 02 اپریل 2020ء

بحکم بورڈ
(محمد اشرف) کمپنی سیکرٹری

نوٹ:......

1۔ کمپنی کی حصص منتقلی کی کتابیں 17 اپریل 2020ء تا 23 اپریل 2020ء (بشمول دونوں دِن) بند رہیں گی۔ مادی منتقلیاں / سی ڈی ایس ٹرانزیکشن آئی ڈیز کمپنی کے شیئر رجسٹرار، میسرز وژن کنسلٹنگ لمیٹڈ، C-3، ایل ڈی اے فلیٹس، پہلی منزل، لارنس روڈ، لاہور میں 16 اپریل 2020ء کو کاروبار کے اختتام تک موصول ہونے والی اجلاس میں شرکت کے لئے حصص داران کے حق رائے دہی کے تعین کے لئے بروقت تصور ہونگی۔

2۔ اجلاس میں شرکت، بولنے اور ووٹ دینے کا مستحق ممبر کسی دوسرے ممبر کو بطور اپنا پراکسی مقرر کرسکتا/ سکتی ہے۔ سی ڈی سی بینفشل اونرز اور پراکسی ہولڈرز اپنی شناخت ثابت کرنے کے لئے اپنے اصل کمپیوٹرائزڈ قومی شناختی کارڈز (CNIC)/ پاسپورٹ لازماً ہمراہ لائیں۔ بصورت پراکسی، سی ڈی سی بینفشل اونرز اور پراکسی ہولڈرز پراکسی فارم کے ساتھ اپنے CNIC/ پاسپورٹ کی مصدقہ کاپی لازماً منسلک کریں۔ پراکسیاں تا نکہ مؤثر ہوسکیں کمپنی کے رجسٹرڈ دفتر میں اجلاس کے انعقاد سے 48 گھنٹے قبل لازماً وصول ہو جانی چاہئیں اور پراکسی فارم لازماً باقاعدہ مہر، دستخط اور گواہی شدہ ہونے چاہئیں۔ ایک ممبر ایک سے زیادہ پراکسی مقرر کرنے کا اہل نہیں ہوگا۔ حالیہ COVID-19 کی وباء اور تحفظ کے نقطہ نظر کے باعث حصص داران سے بذریعہ پراکسیز اپنی حاضری بنانے کی درخواست کی جاتی ہے اور کمنٹس کے لئے کمپنی سیکرٹری کا ای میل Muhammad.Ashraf@kmlg.com نوٹ کرلیں۔

3۔ کارپوریٹ ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ معہ نمونہ دستخط پراکسی فارم کے ہمراہ لف کیا جانا چاہئے (اگر پہلے مہیا نہیں کیا گیا) یا اجلاس کے وقت فراہم کیا جاسکتا ہے۔

4۔ شیئر ہولڈرز کو کمپنیز (پوسٹل بیلٹ) ریگولیشنز 2018 کی ریگولیشن 11 اور ایکٹ کی دفعات 142 اور 143 کے حوالہ سے پوسٹل بیلٹ کے ذریعے اپنے ووٹ کا حق استعمال کرنے کی اجازت ہوگی۔

5۔ لاہور کے علاوہ شہر میں سکونتی مجموعی 10% یا زیادہ شیئر ہولڈنگ کے ممبران، غیر معمولی عام اجلاس میں شرکت کے لئے وڈیو لنک کی سہولت کا مطالبہ کرسکتے ہیں۔

بابت ہذا میں، براہِ مہربانی درج ذیل فارم پُر کرکے کمپنی کے رجسٹرڈ دفتر واقع 42 لارنس روڈ لاہور میں غیر معمولی عام اجلاس کی تاریخ سے کم از کم 07 یوم قبل جمع کرائیں۔

''میں / ہم .... ساکن .... بحیثیت رکن کوہِ نور ٹیکسٹائل ملز لمیٹڈ، ممبر .... عام حصص بمطابق رجسٹرڈ فولیو نمبر / سی ڈی سی اکاؤنٹ نمبر .... بذریعہ ہذا .... میں وڈیو کانفرنس کی سہولت اختیار کرنا چاہتا ہوں / چاہتے ہیں۔

دستخط ممبر / اٹارنی

(کارپوریٹ ادارے کی صورت میں براہِ مہربانی کمپنی کی مہر بھی ثبت کریں)

6۔ کوئی ممبر جو عہدہ ڈائریکٹر کے انتخابات میں حصہ لینے کا خواہشمند ہو کو کمپنی کے رجسٹرڈ دفتر میں ڈائریکٹرز کے انتخاب کے لئے خود کو پیش کرنے کا اپنا تحریری رضامندی نوٹس غیر معمولی عام اجلاس کی تاریخ سے کم از کم چودہ یوم قبل جمع کرانا چاہئے جس میں انتخابات منعقد ہونگے۔ کمپنیز ایکٹ 2017، لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 اور کمپنیز (مینر اینڈ سلیکشن آف انڈیپینڈنٹ ڈائریکٹرز) ریگولیشنز 2018ء کی قابل اطلاق شرائط کے مطابق، رضامندی سے متعلقہ ڈیکلریشن اور انڈرٹیکنگز کے ہمراہ ہونی چاہئے۔

7۔ حصص داران سے درخواست ہے کہ اپنے پتوں میں تبدیلی کے بارے، سی ڈی ایس میں بُک انٹری سیکورٹیز کی صورت میں اپنے متعلقہ سی ڈی ایس شراکت دار کو اور مادی حصص کی صورت میں شیئر رجسٹرار کو مطلع کریں اگر پہلے مطلع نہیں کئے۔

8۔ آزاد ڈائریکٹرز کے انتخاب سے متعلق کمپنیز ایکٹ 2017 کی دفعہ (3)166 اور (3)134 کے تحت مادی حقائق کا بیان

KOHINOOR TEXTILE MILLS LIMITED