

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice** is hereby given that an Extraordinary General Meeting ("EOGM") of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Friday, August 15, 2025 at 11:00 AM** at its Registered Office, 42-Lawrence Road, Lahore, to transact the following business: -

### **Special Business:**

To consider and, if deemed fit, pass the following resolution as a special resolution under Section 85 of the Companies Act, 2017, with or without modification, for the purpose of subdivision of the share capital of the Company, as recommended by the Directors: -

**Resolved that** in accordance with Section 85 of the Companies Act, 2017 and Clause V of the Memorandum of Association of the Company, the existing capital of the Company is hereby altered in a manner that each one (01) ordinary share of the Company, having face value of Rs. 10/- be subdivided into five (05) ordinary shares of face value of Rs. 2/- each, with no change in their rights, privileges and entitlements.

**Resolved further that** the Authorized Share Capital of the Company be and is hereby subdivided from 370,000,000 Ordinary Shares of face value of Rs. 10/- each to 1,850,000,000 Ordinary Shares of face value of Rs. 2/- each and 30,000,000 Preference Shares of face value of Rs. 10/- each to 150,000,000 Preference Shares of face value of Rs. 2/- each.

**Resolved further that** the Clause V of the Memorandum of Association of the Company be and is hereby amended to reflect the abovementioned change in Authorized Capital of the Company.

**Resolved further that** the issued and paid-up capital of the Company be and is hereby subdivided from 269,299,456 Ordinary Shares of Rs. 10/- each to 1,346,497,280 Ordinary Shares of Rs. 2/- each.

**Resolved further that** the Chief Executive Officer of the Company or the Company Secretary, be and are hereby authorized and empowered **singly** to take all necessary steps to effectuate the aforementioned resolution and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' register, determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements.

Attached to the Notice is the Statement of Material Facts as required under Section 134(3) of the Companies Act, 2017.

BY ORDER OF THE BOARD



**(Muhammad Ashraf)**  
Company Secretary

Lahore: July 25, 2025

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

This statement sets out below the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Kohinoor Textile Mills Limited (the "Company") to be held on **Friday, August 15, 2025**:

Since the market price of ordinary shares of the Company has experienced a substantial increase and the management of the Company wishes to enhance affordability and broaden access to the Company's shares for wider investor base without diminishing the underlying value of existing shareholders' equity by increasing number of issued and paid-up shares in terms of Section 85(1)(c) of the Companies Act, 2017. Therefore, the Board of Directors have proposed subdivision of Company's capital by decreasing the face value of shares from Rs.10/- to Rs. 2/-. Resultantly, the shareholders will receive five (05) ordinary shares of face value Rs. 2/- each against every one (01) ordinary share of Rs. 10/- held in their names as on the effective date to be announced later.

The new shares proposed to be created, as a result of subdivision, shall have no change in the rights and privileges attached to the shares as compared to the existing shares. The new shares with reduced face value of Rs. 2/- will be issued to the shareholders' either in physical form or by crediting in their investor accounts maintained with Central Depository Company of Pakistan Limited (CDC), as the case may be, as per the entitlement of respective shareholders on the effective date.

The Company's existing subscribed and paid-up capital, currently comprising 269,299,456 ordinary shares of Rs.10/- each, will be split into 1,346,497,280 ordinary shares of Rs. 2/- each in the ratio of 5 ordinary shares for every 1 ordinary share held.

The Board of Directors approved and recommended the proposed resolution to be passed as a special resolution under Section 85 of the Companies Act, 2017 and amendment in Clause V of the Memorandum of Association of the Company. The Board confirms also that the proposed alterations comply with the applicable laws and regulatory framework.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.

Original and amended copies of the Memorandum and Articles of Association have been kept at the Registered Office of the Company which can be inspected on any working day during usual business hours till the date of EOGM.

For the purpose of the subdivision of shares and resultant increase in the number of shares, the existing Clause V of the Memorandum of Association also needs amendment.

Comparison of existing and proposed alteration in the respective capital clause of the Memorandum of Association, is provided below: -

<b>MEMORANDUM OF ASSOCIATION</b>	
<b>EXISTING CLAUSE V</b>	<b>PROPOSED CLAUSE V</b>
<p>The authorized share capital of the Company is Rs. 4,000,000,000/- (Rupees four Billion Only) divided into 370,000,000 (Three Hundred Seventy Million) ordinary shares of Rs. 10/- each (Ten Only) and 30,000,000 (Thirty Million) preference shares of Rs. 10/- each (Ten Only), with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Regulations of the Company for the time being, 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 or Regulations of the Company.</p>	<p>The authorized share capital of the Company is Rs.4,000,000,000/- (Rupees Four Billion Only) divided into 1,850,000,000 (One Billion Eight Hundred Fifty Million) ordinary shares of Rs.2/- each (Two-Rupees) and 150,000,000 (One Hundred Fifty Million) preference shares of Rs.2/- each (Two-Rupees), with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Regulations of the Company for the time being, 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 or Regulations of the Company.</p>

**Notes:**

1. The Share Transfer Books of the Company will remain closed from **August 08, 2025 to August 15, 2025** (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore, at the close of business on **August 07, 2025** will be considered in time to determine voting rights of shareholders for attending the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the Registered Office of the Company not later than 48 hours before the time of meeting.
3. Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her original CNIC or Passport to prove his/her identity, and in case of Proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of Corporate entities should bring Board's resolution/Power of Attorney with specimen signatures required for the purpose.
4. Pursuant to provisions of Section 134 of the Companies Act, 2017, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the Extra Ordinary General Meeting via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at [muhammad.ashraf@kmlg.com](mailto:muhammad.ashraf@kmlg.com) by August 12, 2025:-

Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

6. The Notice of EOGM has also been posted on the Company's website [www.kmlg.com](http://www.kmlg.com). Further the notice of meeting is being dispatched to the members as per requirements of the Companies Act, 2017 on their registered addresses and e-mailed to the shareholders who have provided their valid email IDs to the Company. Furthermore, the notice has been published in English and Urdu languages in a daily newspaper of respective language having nationwide circulation..
7. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, the shareholders are requested to provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
8. Individual Members who have not yet submitted a copy of their valid Computerized National Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and mention the folio number and name of your entity thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
9. As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017, i.e. May 30, 2017.  
  
The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
10. In view of prohibition under Section 185 of the Companies Act, 2017, the Company will not distribute gifts in any form to its members in the general meetings.
11. Members are requested to notify immediately any change in their addresses. Shareholders maintaining their shares in electronic form should have their addresses updated with their participant or CDC Investor Accounts Service.
12. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or The Manager of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, subject to requirements of Sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right to vote for the

special business(es) in the EOGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

**Procedure for E -Voting:**

- (a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on **August 07, 2025**.
- (b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- (c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from **August 09, 2025, 09:00 AM** and shall close on **August 14, 2025 at 5:00 PM**. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

**Procedure for Voting Through Postal Ballot:**

- (a) Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.kmlg.com](http://www.kmlg.com) to download.
- (b) The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC) / Passport should reach the Chairman of the meeting through post on the Company's registered address, 42-Lawrence Road, Lahore or email at [chairman@kmlg.com](mailto:chairman@kmlg.com) one day before the Extraordinary General Meeting i.e. on **August 14, 2025 till 05:00 PM**. The signature on the ballot paper shall match with the signature on CNIC.

**INFORMATION ABOUT SCRUTINIZER**

Pursuant to requirement of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Extraordinary General Meeting (EOGM) of Kohinoor Textile Mills

NAME OF SCRUTINIZER	MESSRS. JUNAIDY SHOAIB ASAD, CHARTERED ACCOUNTANTS
Qualification and Experience	<p>The firm has grown over the last decade as a leading multi disciplinary organization offering auditing taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country.</p> <p>M/s Junaidy Shoaib Asad, Chartered Accountants. is a member of UHY International, one of the world's leading accounting and business advisory network, with offices in over 330 business centers in 90 countries across the globe.</p>

	<p>The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of USAID.</p>
Purpose of appointment	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the EOGM to transact business that pertains to subdivision of shares in terms of Section 85 of the Companies Act, 2017.</p> <p>Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under Regulation 11A.</p>

## **BALLOT PAPER**

Postal Ballot Paper for voting through post for the Special Business at the Extraordinary General Meeting to be held on **Friday, August 15, 2025 at 11:00 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

**Address:** Kohinoor Textile Mills Limited,  
42-Lawrence Road, Lahore, Pakistan

**E-mail address:** [chairman@kmlg.com](mailto:chairman@kmlg.com)

**Phone:** +92-42-36302261-62

**Website:** [www.kmlg.com](http://www.kmlg.com)

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) copy to be attached	

Additional information and enclosures (in case of representative of body corporate, corporation, and Federal Government).

Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

### **Instructions For Poll**

1. Please indicate your vote by ticking (✓) the relevant box.
2. In case if both the boxes are marked as (✓), your poll shall be treated as **"Rejected"**.

I/we hereby exercise my/our vote in respect of the following special resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

<b>NATURE AND DESCRIPTION OF RESOLUTION(S)</b>	<b>I/We assent to the Resolution(s) (FOR)</b>	<b>I/We dissent to the Resolution(s) (AGAINST)</b>
To consider and, if deemed fit, pass the following resolution as a special resolution under Section 85 of the Companies Act, 2017, with or without modification, for the purpose of subdivision of the share capital of the Company, as recommended by the Directors: -		



NATURE AND DESCRIPTION OF RESOLUTION(S)	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
<p><b>Resolved that</b> in accordance with Section 85 of the Companies Act, 2017 and Clause V of the Memorandum of Association of the Company, the existing capital of the Company is hereby altered in a manner that each one (01) ordinary share of the Company, having face value of Rs. 10/- be subdivided into five (05) ordinary shares of face value of Rs. 2/- each, with no change in their rights, privileges and entitlements.</p> <p><b>Resolved further that</b> the Authorized Share Capital of the Company be and is hereby subdivided from 370,000,000 Ordinary Shares of face value of Rs. 10/- each to 1,850,000,000 Ordinary Shares of face value of Rs. 2/- each and 30,000,000 Preference Shares of face value of Rs. 10/- each to 150,000,000 Preference Shares of face value of Rs. 2/- each.</p> <p><b>Resolved further that</b> the Clause V of the Memorandum of Association of the Company be and is hereby amended to reflect the abovementioned change in Authorized Capital of the Company.</p> <p><b>Resolved further that</b> the issued and paid-up capital of the Company be and is hereby subdivided from 269,299,456 Ordinary Shares of Rs. 10/- each to 1,346,497,280 Ordinary Shares of Rs. 2/- each.</p> <p><b>Resolved further that</b> the Chief Executive Officer of the Company or the Company Secretary, be and are hereby authorized and empowered <b>singly</b> to take all necessary steps to effectuate the aforementioned resolution and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' register, determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements..</p>		

**Notes:**

1. Dully filled ballot paper should be sent to the Chairman at 42-Lawrence Road, Lahore or email at [chairman@kmlg.com](mailto:chairman@kmlg.com)
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman one day before EOGM i.e. on August 14, 2025. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at: [www.kmlg.com](http://www.kmlg.com) Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

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**Shareholder / Proxy Holder Signature/Authorized Signatory**  
(In case of corporate entity, please affix company stamp)

Place: \_\_\_\_\_  
Date: \_\_\_\_\_





# KOHINOOR TEXTILE MILLS LIMITED

Registered Office: 42-Lawrence Road, Lahore.

## PROXY FORM

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of **KOHINOOR TEXTILE MILLS LIMITED** hereby appoint \_\_\_\_\_

\_\_\_\_\_  
Name (Folio/CDC A/C No., if Member)

of \_\_\_\_\_ another member of the Company  
as my/our proxy to attend, speak and vote for and on my/our behalf at the Extraordinary General Meeting of  
the Company to be held at its Registered Office, 42-Lawrence Road, Lahore, on **Friday, August 15, 2025**  
**at 11:00 AM** and/or any adjournment thereof.

As witness given under my/our hand(s) \_\_\_\_\_ day of \_\_\_\_\_ 2025.

### 1. Witness:

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

CNIC # : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_

Affix Revenue Stamp  
of Rs. 50/-

### 2. Witness:

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

CNIC # : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
**Signature of Member(s) / Attorney**

(Please affix also company stamp, in case of corporate entity)

**SHARES HELD :** \_\_\_\_\_

Folio No.	CDC Account No.	
	Participant I.D.	Account No.

### Notes:

**CNIC No.**

- 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.
- CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity and in case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passports with Proxy Form.
- 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.



# کوہنور ٹیکسٹائل ملز لمیٹڈ

رجسٹرڈ آفس: ۴۲- لارنس روڈ، لاہور۔

تشکیل نیابت داری (پراکسی فارم)

میں / ہم \_\_\_\_\_

ساکن \_\_\_\_\_

بحیثیت حصہ دار کوہنور ٹیکسٹائل ملز لمیٹڈ \_\_\_\_\_

نام (فولیو/سی ڈی سی اکاؤنٹ نمبر اگر مہر ہو)

ساکن \_\_\_\_\_ کمپنی کے دوسرے ممبر کو اپنی جگہ بروز جمعہ 15 اگست 2025

کو دن کے 11:00 بجے رجسٹرڈ آفس ۴۲- لارنس روڈ، لاہور میں منعقد یا ملتوی ہونے والے غیر معمولی عام اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کے لیے اپنا نمائندہ مقرر کرتا / کرتی ہوں۔

بطور گواہ میرے / ہمارے دستخط سے مورخہ \_\_\_\_\_ 2025 کو دی گئی۔

۵۰ روپے کارسیدی ٹکٹ چسپاں کر کے دستخط کریں
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۱- گواہ

دستخط :  
نام :  
شناختی کارڈ نمبر :  
پتہ :

دستخط \_\_\_\_\_

(ممبر / مجاز افسر)

(کارپوریٹ ادارے کی صورت میں کمپنی کی مہر بھی لگائیں)

۲- گواہ

دستخط :  
نام :  
شناختی کارڈ نمبر :  
پتہ :

حاصل عام حصص

سی ڈی سی اکاؤنٹ نمبر		فولیو نمبر
اکاؤنٹ نمبر	شراکتی آئی ڈی	

کمپیوٹرائزڈ شناختی کارڈ نمبر \_\_\_\_\_

نوٹس:

- (۱) پراکسیز کے مقرر ہونے کے لیے لازم ہے کہ وہ اجلاس سے 48 گھنٹے قبل بمعہ دستخط گواہان اور رسیدی ٹکٹ کمپنی کو موصول ہو جانی چاہئیں۔
- (۲) سی ڈی سی حصص داران اور پراکسی ہولڈرز اجلاس ہذا میں اپنی شناخت ثابت کرنے کے لیے اپنے اصلی کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ ساتھ لائیں اور پراکسی کی صورت میں سی ڈی سی حصص داران اور پراکسی ہولڈرز اپنے کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ کی تصدیق شدہ کاپی پراکسی فارم کے ساتھ لگائیں۔
- (۳) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بمعہ نمائندہ کے دستخط (اگر پہلے مہیا نہیں کی گئیں) پراکسی فارم کے ساتھ لف کرنے ہوں گے۔



**PRINTED MATTER**



*If undelivered, please return to:  
Corporate Department*

**KOHINOOR TEXTILE MILLS LIMITED**

42-LAWRENCE ROAD, LAHORE - PAKISTAN

Phone: 042-36302261-62