



KOHINOOR MILLS LIMITED

REGISTERED OFFICE AND MILLS: 8th K.M. Manga Raiwind Road, District Kasur.
Tel: 092-42-36369340 UAN 92-42-111-941-941 Cell: 092-333-4998801-10 Fax: 092-42-35395064

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to all the members of Kohinoor Mills Limited (the "Company") that the Extra-Ordinary General Meeting of the Company will be held at 8 Kilometer Manga Raiwind Road, District Kasur, the registered office of the Company on Wednesday, March 26, 2025 at 2:30 P.M. to transact the following business:

- To elect seven (7) directors as fixed by the Board of Directors in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) years. The names of the retiring Directors are as under and are eligible for re-election:
 - i. Mr. Rashid Ahmed
 - ii. Mr. Aamir Fayyaz Sheikh
 - iii. Mr. Ismail Aamir Fayyaz
 - iv. Ms. Imrat Aamir Fayyaz
 - v. Mrs. Hajra Arham
 - vi. Mr. Muhammad Anwarul Haq Siddiqui
 - vii. Mr. Matiuddin Siddiqui

The Board of Directors of the Company at its meeting held on February 19, 2025, fixed the number of Directors to be elected as seven (7) i.e., two (2) seats for "female directors" category, two (2) seats for "independent directors" category and three (3) seats for "other directors" category.

A statement of material facts is annexed with the Notice of EOGM circulated to the shareholders.

By Order of the Board

Muhammad Rizwan Khan
Company Secretary

Place: Kasur

Dated: March 05, 2025

NOTES:

1. Closure of Share Transfer Books

The Share Transfer books of the Company will be closed from March 20, 2025 to March 26, 2025 (both days inclusive). Transfer received at the address of M/s Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore at the close of business on March 19, 2025 will be treated in time for the purpose of attending and voting at the meeting.

2. Election of Directors

- A. Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors fixed the number of Directors at seven (7) to be elected in the EOGM of the Company for a period of



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three (3) years. In terms of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the election will be held in the following categories for number of seats specified:

Category	Number of Seats
Female Director	2
Independent Directors	2
Other Directors	3

If the number of members who offer themselves in each category is not more than the number of directors to be elected in such category, such members will be elected unopposed without the voting process.

- B. Every candidate for the election must be a member of the company except for the person representing a member who is a non-natural person.
- C. Any person who seeks to contest the election of directors shall, whether he is retiring or otherwise, file with the following documents/information with the Company at its registered office not later than fourteen (14) days before the date of the meeting:
- i. Notice of his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017, stating any one category in which he/she intends to be elected as required under Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - ii. Consent to act as director on appendix to Form-9 under Section 167 of the Companies Act, 2017, along with an attested copy of CNIC, NTN or passport.
 - iii. Detail of other directorships and offices held.
 - iv. A detailed profile of the candidate including his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019.
 - v. The candidates are requested to read the relevant provisions/ requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulation, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
 - vi. A declaration confirming that:
 - He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.
 - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Rules Book of Pakistan Stock Exchange, Memorandum and Articles of Association of the Company and all other applicable laws/rules/regulations/codes etc.
 - He/she is not a minor, neither of unsound mind nor an un-discharged insolvent.



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- He/she is borne on the register of National Taxpayers.
- He/she has not been convicted by a court as defaulter in payment of loan to a financial institution, development financial institution and non-banking financial institution.
- He/she is not serving as director, including alternate director, in more than seven listed companies simultaneously.
- Neither he/she nor his/her spouse is engaged in the business of stock brokerage.
- He/she is a member of the Company and in the case of having physical shares will mention folio number and in case of a member, who has deposited his / her shares into Central Depository Company of Pakistan Limited (“CDC”) will mention Participant ID number and the account number maintained with the member of stock exchange.

D. Independent Director(s) shall be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:

- a. Declaration by independent director under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and
- b. Undertaking on the appropriate denomination of non-judicial stamp paper that he /she meets the requirements of sub-regulation (1) of the Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

3. Participation in the EOGM

A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies in order to be effective must be received at the Registered Office of the Company not less than forty eight (48) hours before the time for holding the meeting. The proxy form along with notes/instructions has been annexed with this notice and is also available on website of the Company i.e., www.kohinoormills.com.

CDC Shareholders entitled to attend and vote at the meeting must bring his/her Participant ID and Account/Sub-Account number along with original CNIC or original passport to authenticate his/her identity. In case of corporate entity, a certified copy of resolution of the Board of Directors / valid Power of Attorney having the name and specimen signature of the nominee should be produced at the time of meeting.

4. Video Link Facility

The members can also participate in the Extraordinary General Meeting through video link facility. To attend the EOGM through video link, members and their proxies are requested to register their following particulars by sending an email at cs.kml@kohinoormills.com



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Folio / CDC Account No.	No. of shares held	Name	CNIC No.	Cell No.	Email address

The video link and login credentials will be shared with the shareholders whose emails, containing all the requested particulars, are received at the give email address by or before the close of business hours on 19 March 2025.

5. Procedure for E-Voting and Voting Through Postal Ballots

The Company will provide the facility of electronic voting and voting by post if the number of persons who offer themselves to be elected is more than the number of Directors fixed under section 159(1) of the Companies Act, 2017.

Statement of Material Facts under Section 166(3) of the Companies Act 2017

Section 166(3) of the Companies Act, 2017 requires circulating of statement of material facts with the notice of the general meeting called for the purpose of election of directors, which shall indicate the justification for appointment of independent Directors.

Being a listed company, Kohinoor Mills Limited is required to have at least two (2) or one-third members, whichever is higher, on the Board as independent directors in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that the required number of independent directors is elected in accordance with the provisions of the Companies Act 2017.

After the contestants file their notices / intention to stand for elections, the Company shall assess the relevant qualification and experience ensuring that their names are duly included in data bank maintained by PICG.

Moreover, the Company shall also exercise its due diligence before selecting a person as independent director that the person meets the independence criteria as mentioned in Section 166 of the Companies Act, 2017 as well as related Regulations.

No directors have direct or indirect interest in the above said business other than as shareholder of the Company and that they are eligible to contest the election for directorship.

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