



# KOHINOOR MILLS LIMITED

**REGISTERED OFFICE AND MILLS:** 8<sup>th</sup> 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 Extraordinary General Meeting**

Notice is hereby given that an Extraordinary General Meeting of the members of Kohinoor Mills Limited (the "Company") will be held on Tuesday, September 9, 2025 at 12:30 p.m., at the Registered Office of the Company situated at 8 Kilometer Manga Raiwind Road, District Kasur to transact the following business:

### **Special Business:**

To consider and, if deemed fit, to pass the following resolution as a special resolution in terms of 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** pursuant to 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 Rupees 10/- be subdivided into ten (10) ordinary shares of face value of Rupee 1/- each, with no change in the rights, privileges and entitlements attached to the shares.

**Further resolved that** the Clause V of the Memorandum of Association of the Company be and is hereby amended to reflect the above subdivision as mentioned in detail in the Statement under Section 134(3) annexed to this Notice.

**Resolved further that** the Chief Executive Officer of the Company or the Company Secretary of the Company be and are hereby authorized and empowered singly to do all acts, deeds and steps necessary to give effect to 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' Registers, determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements.

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

**By Order of the Board**

**Kasur:**  
August 19, 2025

**(MUHAMMAD RIZWAN KHAN)**  
Company Secretary



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## **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 (EoGM) of the Company to be held on Tuesday, September 9, 2025.

### **Recommendation of the Board of Directors**

The Board of Directors of the Company in terms of Section 85(1)(c) of the Companies Act, 2017, recommended and sought approval of the shareholders on the following special business:

- **Sub-division of Company ordinary shares:** To sub-divide the face value of ordinary shares of the Company from Rupees 10 to Rupee 1 per share i.e., in the ratio of 10 shares for each 1 share held and;
- **Amendment to Memorandum of Association:** To amend Clause V of the Memorandum of Association to reflect the proposed sub-division of shares subject to receipt of all regulatory and legal approvals.

### **Benefits of Recommendation**

To enhance market liquidity, improve investor accessibility, and broaden the shareholder base. This move is expected to encourage wider investor participation and strengthen the Company's presence in the equity market.

### **Share Subdivision and Capital Restructuring**

Following the subdivision, the subscribed and paid-up capital of the Company, currently comprising 50,911,011 ordinary shares of Rupees 10 each, will be subdivided into 509,110,110 ordinary shares of Rupee 1 each i.e., without altering the total amount of paid-up/authorized capital.

### **Allotment/Credit of Shares**

The Company will announce a book closure date, falling after the shareholders' approval of the proposed special resolution. Consequently, the eligible shareholders of the Company will receive 10 shares in place of every 1 share held as on the effective date with no change in their rights, privileges and entitlements attached to the shares as compared to the existing shares.

### **Director's interest**

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.



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

Memorandum of Association	
Existing Clause V	Proposed Clause V
The authorized share capital of the Company is Rs. 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 220,000,000 (Two Hundred Twenty Million) ordinary shares of Rs.10/- each (Rupees Ten only) and 30,000,000 (Thirty Million) preference shares of Rs.10/- each (Rupees 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 Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights privileges or condition 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.	The authorized share capital of the Company is Rs. 2,500,000,000/- (Rupees Two Billion Five Hundred Million only) divided into 2,200,000,000 (Two Billion Two Hundred Million) ordinary shares of Re.1/- each (Rupee one only) and 300,000,000 (Three Hundred Million) preference shares of Re.1/- each (Rupee one 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 Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights privileges or condition 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.

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## NOTES:

### BOOK CLOSURE:

The share transfer books of the Company for Ordinary Shares will remain closed from September 3, 2025 to September 9, 2025 (both days inclusive). Physical transfers and deposit requests under Central Depository System received at the close of business hours on September 2, 2025, by the Company's Shares Registrar M/s Hameed Majeed Associates (Pvt.) Ltd, HM House, 7 Bank Square, Lahore, will be considered in time for the purpose of determining voting rights of the shareholders for attending the meeting.

### PROXIES

A member eligible to attend and vote at this meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must reach the Company's Registered Office not less than 48 hours before the time for holding of the meeting. Proxies of the members through CDC shall be accompanied with attested copies of their CNIC. In case of a corporate entity, the Board resolution/power of attorney with specimen signature shall be furnished along with proxy for to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.

### VIDEO CONFERENCE FACILITY

- Pursuant to Section 134 of the Companies Act, 2017, Shareholders individually or collectively holding 10% or more of the total paid up share capital may demand the facility of video link for participating in the EoGM. The request for video link facility shall be received by the Share Registrar at their address at least 7 days before the date of meeting on the standard form available on the website of the Company.
- Securities and Exchange Commission of Pakistan has advised vide Circular No. 4 of 2021 dated February 15, 2021 to provide participation of members through electronic means. The members can also attend the meeting via video link using smart phone/tablets. Members and their proxies are requested to register themselves by providing the following information along with valid copy of CNIC (both sides) /passports, attested copy of the Board Resolution/Power of Attorney (in case of corporate shareholder) through email at cskml@kohinoormills.com by September 4, 2025:

Name of Member/ Proxy holder	Folio No./ CDC Account No.	Cell No./ Whatsapp No.	CNIC No.	Email I.D.



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## ELECTRONIC VOTING / POSTAL BALLOT FACILITY

The shareholders will be allowed to exercise their right to vote through electronic voting facility by post for all businesses classified as special business under the Companies Act, 2017 and subject to conditions contained in the Companies (postal Ballot) Regulation, 2018.

### Procedure for E-Voting:

- a) Details of e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers and email addresses available in the register of members of the Company by the close of business on September 2, 2025.
- b) The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of M/s. Hameed Majeed Associates (Pvt) 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) Members shall cast vote online at any time from September 4, 2025, 9:00 a.m. to September 8, 2025 by 5:00 p.m. (the closing day and time of voting). Once the vote on the 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, the Ballot paper is annexed to this notice and the same is also available on the Company's website [www.kohinoormills.com](http://www.kohinoormills.com) for download.
- b) The members shall ensure that the duly filled and signed ballot paper along with a copy of Computerized National Identity Card (CNIC)/Passport should reach the Chairman through post at the Company's registered address i.e., 8 Kilometer Manga Raiwind Road, District Kasur or by sending email at [chairman@kohinoormills.com](mailto:chairman@kohinoormills.com) on or before September 8, 2025 by 5:00 p.m. The Signatures on the ballot paper must match with signatures on the CNIC.

### E-voting Service Provider

M/s. Hameed Majeed Associates (Pvt) Limited



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## CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM

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 shares are encouraged to open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip less form, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

## CIRCULATION OF NOTICE

The notice of Extraordinary General Meeting has been posted on the website of the Company i.e., [www.kohinoormills.com](http://www.kohinoormills.com) for information. Further, as per the requirements of the Companies Act, 2017, the notice is also being dispatched to the members on their registered addresses and emailed to the shareholders who have provided their valid email addresses to the Company. Furthermore, the notice has been also published in English and Urdu languages in newspapers having daily circulation nationwide.

## PROHIBITION OF GIFTS

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway/packages) in any form or manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense and companies failing to comply may face penalties.

## SHAREHOLDERS PERSONAL INFORMATION

Shareholders who have not yet submitted a copy of his/her valid CNIC are requested once again to submit a copy of their valid CNIC and dividend mandate i.e., name, folio number, bank account number (IBAN), title of account, complete mailing address of the bank, branch address, branch code, email and contact numbers. Corporate entities are required to send valid and legible copies of their National Tax number (NTN) or NTN certificate(s) and must quote the name of the company and respective folio numbers thereon while sending the copies to the Shares Registrar of the Company.

Shareholders are requested to notify immediately for change in their mailing address, if any, to our Shares Registrar at the earliest.

## COMPANY'S SHARES REGISTRAR

M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7 Bank Square, Lahore, Contact Numbers (Land Line): (00-92-42) 37235081 and 82.

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