

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of **Kohinoor Industries Limited** will be held on **Friday, March 24, 2023 at 11:00 A.M.**, at 06-Egerton Road, Opposite LDA Plaza, Lahore to transact the following business: -

1. To confirm the minutes of the Annual General Meeting held on October 28, 2022.
2. To elect Seven Directors as fixed by the Board under Sections 159 and 161 of the Companies Act, 2017 for a period of three years. The following Directors retire and are eligible for re-election:
 1. Mr. M. Naseem Saigol
 2. Mr. Muhammad Murad Saigol
 3. Mr. Muhammad Zeid Yousuf Saigol
 4. Mr. Muhammad Omer Farooq
 5. Mr. Muhammad Asif
 6. Mrs. Sadaf Kashif
 7. Mr. Rashid Ahmad Javaid
3. Any other business with the permission of the Chair.

A statement of material facts under Section 166(3) of the Companies Act, 2017 pertaining to the election of directors is being sent to the shareholders along with this Notice.

By Order of the Board

(Khawaja Saifee Sultan)
Company Secretary

Lahore: March 03, 2023

Notes:

1. Share transfer books of the Company will remain closed from March 18, 2023 to March 24, 2023 (both days inclusive). Physical transfers/CDS transactions ID's received in order at "Company Registrar office M/s Corplink (Pvt.) Limited", wings arcade, 1-K, Commercial, Model Town, Lahore on March 17, 2023 will be treated in time.
2. Any person who seeks to contest the election of Directors shall file with the Company at 17-Aziz Avenue, Canal Bank, Gulberg-V, Lahore the Registered Office of the Company, not later than fourteen (14) days before the day of the Meeting, his/her intention to offer himself/herself for Election of Directors in terms of Section 159(3) of the Companies Act, 2017 along with his/her consent to act as Director, if elected. Such consent should be accompanied by the following declaration:

- a. I am not serving as a director on more than seven listed companies in Pakistan.
 - b. I am aware of my duties and powers under the relevant law(s) and the Memorandum & Articles of Association of Kohinoor Industries Limited and the Listing Regulations of Pakistan Stock Exchange.
 - b. I have not been convicted by a court of law for an offense involving moral turpitude;
 - c. I have not been declared debarred by any court of law for lacking fiduciary behaviour.
 - d. I am a registered tax payers at NTN # _____.
 - e. I have not been convicted by a court of competent jurisdiction as a defaulter in payment of a loan to a Banking Company, a Development Finance Institution or a Non-Banking Financial Institution, or being a member of a Stock Exchange have not been declared as a defaulter by such Stock Exchange.
 - f. Neither I nor my Spouse is engaged in the business of Stock Brokerage.
 - g. I am not ineligible to become Director under section 153 or 157 of the Companies Act, 2017.
3. A member entitled to attend and vote at this Meeting may appoint another Member as his/her proxy. Proxies in order to be effective, must be received at 17-Aziz Avenue, Canal Bank, Gulberg-V, Lahore the Registered Office of the Company not later than forty-eight hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
 4. Members whose shares are deposited with Central Depository System are requested to bring their original National Identity Cards or original Passports along with their Account Numbers in Central Depository System for attending the meeting.
 5. Members are requested to notify the Company change in their addresses, if any.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166(3) of the Companies Act 2017 required that a statement of material facts is annexed to the notice of the extraordinary general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company Kohinoor Industries Limited is required to have independent directors on its Board in accordance with Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that independent directors are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.