

KHYBER Tobacco Company Limited

P.O BOX 12, NOWSHERA ROAD, MARDAN
KHYBER PAKHTUNKHWA, PAKISTAN.
TEL: +92 (937) 843329
FAX: +92 (937) 843329
NTN NO. 2257984-2

Notice of 64th Annual General Meeting

Notice is hereby given that the 64th Annual General Meeting of the members of Khyber Tobacco Company Limited will be held on Monday, 28th October 2019 at 11.00 a.m. at Company registered office, Nowshera Road, Mardan to transact the following business;

ORDINARY BUSINESS

1. To confirm the minutes of the 63rd Annual General Meeting held on 05th December 2019.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June, 2019 together with the Directors' and Auditors' Reports thereon.
3. To appoint Auditors for the year ending 30 June 2020 and to fix their remuneration. The Audit Committee and the Board of Directors have recommended *M/S Deloitte Yousaf Adil & Co, Chartered Accountants* to be appointed as auditors of the Company till the next Annual General Meeting.

SPECIAL BUSINESS

4. To consider and adopt new Articles of Association of the Company to replace the existing Articles of Association so as to comply with Companies Act, 2017, SECP Regulations and PSX Regulations and pass the following Special Resolution.

RESOLVED THAT new Articles of Association of the Company, be and are hereby adopted to replace the existing Articles of Association so as to comply with Companies Act, 2017, SECP Regulations and PSX Regulations

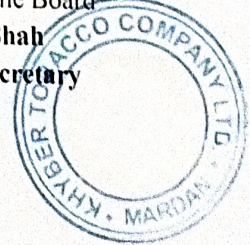
FURTHER RESOLVED THAT the Chief Executive and the Company Secretary be and are hereby authorized, jointly and severally, to take necessary steps to give effect to this resolution.

5. To transact any other business with the permission of the Chairman.

Statement of Material Facts under section 134(3) of the Companies Act, 2017 is attached. Copies of existing Articles of Association and new set of Articles of Association will be available at the meeting for review by the members

Mardan
04 October, 2019

Pir Farhan Shah
By Order of the Board
Pir Farhan Shah
Company Secretary





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Notes:

1. Closure of Share Transfer books:

The Share Transfer Books of the Company will remain closed from 21st October 2019 to 28th October 2019 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi, at the close of business on 21st October, 2019 will be in time to determine the above mentioned entitlement.

2. Participation in the Annual General meeting:

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy and such proxy will have the right to attend, speak and vote in place of that member. Forms of proxy must be lodged with the Secretary of the Company at the registered office of the Company not less than 48 hours before the time of the Meeting.

3. Guidelines for CDC Accountholders:

Attendance of members who have deposited their shares into Central Depository Company of Pakistan Limited shall be in accordance with the following;

a) For attending the meeting:

- i) In case of individuals, the account holder or subaccount holder and/or the person whose securities are in group account and their registration details are uploaded as per regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii) In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

b) For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owner and of the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

4. Change of Address:

Members are requested to promptly notify any change in their addresses to our Share Registrar, M/s Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi.

5. Placement of Accounts on website.

The financial statements of the Company for the year ended June 30, 2019 along with reports have been placed at the website of the Company and can be downloaded from www.khybertobacco.com.



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6. Transmission of Annual Financial Statements electronically.

The Company law allows transmission of annual audited financial statement together with various reports along with notice of annual general meeting to its members electronically. Members who wish to avail this facility may convey their email addresses.

PARTICIPATION THROUGH VIDEO CONFERENCE

7. If the Company receives consent from members holding 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility. Format of the request form may be down loaded from Company website mentioned above.