

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of Shareholders of **KOHINOOR POWER COMPANY LIMITED** will be held on **Friday, October 28, 2022 at 11:30 A.M.**, at 06-Egerton Road, Opposite LDA Plaza, Lahore to transact the following business: -

1. To confirm the minutes of the last Annual General Meeting held on October 28, 2021.
2. To receive and adopt the Annual Audited Accounts for the year ended June 30, 2022 along with Directors' and Auditors' Reports thereon.
3. 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. Syed Zubair Ahmad Shah
 7. Mrs. Sadaf Kashif
4. To appoint Auditors of the Company to hold office till the conclusion of next Annual General Meeting and to fix their remuneration.
5. 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


Company Secretary

Lahore: October 07, 2022

Notes:

1. Share Transfer Books of the Company will remain closed from **October 22, 2022 to October 28, 2022 (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 or before **October 21, 2022** 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 Power Company Limited and the Listing Regulations of Pakistan Stock Exchange.

- c. I have not been convicted by a court of law for an offense involving moral turpitude;
 - d. I have not been declared debarred by any court of law for lacking fiduciary behaviour.
 - e. I am a registered tax payers at NTN # _____.
 - f. 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.
 - g. Neither I nor my Spouse is engaged in the business of Stock Brokerage.
 - h. 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.
6. Annual Audited Financial Statements of the Company for the Financial Year ended June 30, 2022 have been placed on the Company's website i.e. www.kpcl.com.pk
7. **Submission of Copy of CNIC/NTN Details (Mandatory)**
- Pursuant to the directives of the Securities and Exchange Commission of Pakistan CNIC number of individuals is mandatorily required to be mentioned on dividend warrants and pursuant to the provisions of Finance Act 2018, the rate of deduction of income tax under section 150 of the Income Tax Ordinance 2001 from dividend payment have been revised as : for filers of Income Tax return 15.00% and Non-filers of Income Tax return 30.00%.
8. **Payment of Cash Dividend Electronically**
- As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. The shareholders are requested to provide their folio number, name and details of bank account consisting of bank name, branch name, branch code, Account number, Title of Account and IBAN in which they desire their dividend to be credited, failing which the Company will be unable to pay the dividend through any other mode. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same to our share's registrar (M/s Corplink Private Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.) at the earliest possible.

In case shares are held in CDC then the form must be submitted directly to shareholder's broker/participant/CDC Investor account services.

9. Transmission of Annual Financial Statements through E-mail

The Securities and Exchange Commission of Pakistan vide SRO 787(I)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors' and directors' reports along with notice of annual general meeting to its members through e-mail. Members who wish to avail this facility can give their written consent. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same to our share's registrar (M/s Corplink Private Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.)

10. Transmission of Annual Financial Statements through CD/DVD/USB

SECP through its SRO 470(I)/2016 dated May 31, 2016 have allowed companies to circulate the annual balance sheet, profit and loss account, auditors' report and directors' report etc. to its members through CD/DVD/USB at their registered addresses. However, a shareholder may request to the Company Secretary at 17- Aziz Avenue, Canal Bank, Gulberg-V, Lahore to provide printed copy of Annual Financial Statements and the same will be provided at his/her registered address, free of cost, within one week of the demand.

11. Zakat Declarations (CZ-50)

The Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the shares (Rs. 10/- each) under Zakat and Ushr Laws and will be deposited within the prescribed period with the relevant authority, Please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 CZ-50 Form, in case you want to claim exemption, with your brokers or the Central Depository Company Ltd. (in case the shares are held in Investor Account Services on the CDC) or to our Registrars, M/s Corplink Private Limited, 1-K, Commercial Model Town, Lahore (in case the shares are held in paper certificate form). The shareholders while sending the Zakat Declarations, as the case may be must quote company name and respective folio numbers.

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 annual 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 Power Company 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.