

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of Shareholders of **KOHINOOR POWER COMPANY LIMITED** will be held on **Wednesday, October 28, 2026 at 11:30 A.M.**, at 06-Egerton Road, Opposite LDA Plaza, Lahore to transact the following business: -

Ordinary Business

1. To confirm the minutes of the last Annual General Meeting held on October 28, 2025.
2. To receive and adopt the Annual Audited Accounts for the year ended June 30, 2026 along with Directors' and Auditors' Reports thereon.
3. To appoint Auditors of the Company to hold office till the conclusion of next Annual General Meeting and to fix their remuneration.

Special Business

4. To consider, ratify and approve the transactions carried out with related parties during financial year ended June 30, 2025 & June 30, 2026 and to authorize the Board of Directors to approve all the transactions with the related parties carried out or to be carried out during the financial year ending June 30, 2027 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts.

"Resolved that, the related party transactions carried out by the Company during the financial year ended June 30, 2025 & June 30, 2026 and as disclosed in Financial Statements for the Year ended June 30, 2025 & June 30, 2026 (Note No. 31.1) be and are hereby ratified and approved"

Further Resolved that, the Board of Directors of the Company be and is hereby authorized to undertake the transactions to be conducted with the Related Parties during the financial year ending on June 30, 2027 and to take all necessary steps including but not limited to signing/executing any purchase order/document on behalf of the Company as may be required and to authorize any other officer of the Company to do so in order to implement this resolution.

Resolved further that, these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval."

5. Any other business with the permission of the Chair.

Attached to this Notice is a statement of material facts along with draft resolutions proposed to be passed as special resolutions in relation to the aforesaid special businesses, as required under Section 134(3) of the Companies Act, 2017.

By Order of the Board



Company Secretary

Lahore: October 05, 2026

Notes:

1. Share Transfer Books of the Company will remain closed from **October 22, 2026 to October 28, 2026 (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, 2026** will be treated in time.
2. 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 10-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, 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.

3. 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.
4. Members are requested to notify the Company change in their addresses, if any.

5. Transmission Of Annual Report

In terms of approval of the shareholders of the Company in their Annual General Meeting held on October 27, 2023 and pursuant to SECP's Notification No. SRO 389(1)/2023 dated 21st March, 2023. The Annual Report for the financial year ended on 30th June, 2026 of the Company containing inter alia the audited financial statements, auditors' report, directors, and chairman's reports thereon may be viewed and downloaded by following QR code and weblink:

Weblink	QR Code
https://www.kpcl.com.pk/kp/annual_reports.php	

The Annual Report has been emailed to those shareholders who have provided their valid email address to the Company.

The shareholders who wish to receive a hard copy of the Annual Report may send to the Company Secretary/Share Registrar, the Standard Request Form available on the website of the Company www.kpcl.com.pk. The Company then will provide a free of Cost hard copy of Annual Report to the shareholders within one week of the request.

6. Voting through Postal Ballot (electronic voting and by ballot paper)

In terms of SECP's Notification No. 451(I)/2025 dated 13th March, 2025; the members of Kohinoor Power Company Limited can only cast their votes through postal ballot (by post or through e-voting) in respect of all Special Business. Accordingly, the members shall be provided e-voting and postal ballot facilities for casting their votes in respect of Special Business in the manner and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

Procedure for E-Voting

- i. Details of e-voting facility (including web address, login details and password) will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers and e-mails address available in the register of members of the Company.
- ii. The security codes will be communicated to members through SMS from the web portal of M/s Corplink (Private) Limited (being the e-voting service provider).
- iii. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- iv. E-voting lines will start from October 24, 2026, 09:00 a.m. and shall close on October 27, 2026 at 05:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for voting through ballot paper

- i. The members may alternatively opt for voting through postal ballot. Ballot paper in prescribed form is attached with this Notice and is also available on the Company's website www.kpcl.com.pk to download.

- ii. The members must ensure that the duly filled and signed ballot paper, along with Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, 10-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore or email at umer.islam@saigols.com, by 5:00 pm, October 27, 2026. Postal ballot received after this time/ date shall not be considered for voting. The signature on the ballot paper shall match with signature on the CNIC.

7. Participation in the AGM through Video link Facility

The SECP through its Circular No. 4 dated February 15, 2021 & Circular No. 6 dated March 03, 2021 has directed listed companies to arrange participation of shareholders in Annual General Meeting through Video Link Facility in addition to allowing physical attendance by the members. The members who are willing to attend and participate in the AGM can do so through video-link via smartphones, computers, tablets, etc. To attend the AGM through video-link, members are requested to get their following particulars registered by sending an email or WhatsApp at the number/address given below, at least 48 hours before the time of the AGM, and download video-link from <https://zoom.us/download>.

Name	Folio/CDS Account No.	CNIC No	Cell phone	Email

Signature of Member

WhatsApp	Email
0321-8561366	umer.islam@saigols.com

Upon receipt of requests, the video-link login credentials will be shared with the interested shareholders on their email addresses or WhatsApp messages. The members can send their comments/suggestions related to the agenda items of the meeting through the above-mentioned means.

8. Attendance through Video-Conference

Pursuant to SECP's Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location other than the city of the Meeting, to participate in the meeting through video conference at least 07 (seven) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following and submit to Head Office address of the Company at least 07 (seven) days before the date of general meeting.

I/We _____ of _____, being member(s) of Kohinoor Power Company Limited holder of _____ Ordinary share(s) as per Register Folio No. ____ hereby opt for video conference facility at _____.

9. Replacement Of Physical Shares Into CDC Account

Members, who hold physical shares, are advised to convert their shares into electronic form in terms of section 72 of the Companies Act, 2017.

10. Prohibition of Distribution of Gifts

No gifts will be distributed at the Annual General Meeting as prohibited under Section 185 of the Companies Act, 2017.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts pertaining to the Special Business to be transacted at the 35th Annual General Meeting of Kohinoor Power Company Limited.

Item No. 4 of the Agenda - Ratification and Approval of Related Party Transactions and Authorization for Future Transactions

The transactions conducted with related parties during the financial year ended June 30, 2025 & June 30, 2026 were executed on commercial terms and placed before the Board of Directors for review and approval as required under the Companies Act, 2017, and the applicable regulations of the Securities and Exchange Commission of Pakistan (SECP).

Since some of the related party transactions contemplated during the upcoming financial year ending June 30, 2027, may be ongoing or routine in nature, the Board seeks the approval of shareholders by way of Special Resolutions to authorize the Board of Directors and/or its delegates to conduct and approve these transactions from time to time until the next Annual General Meeting.

- **Nature and Scope of Transactions:** Sale and purchase of goods, materials, services, sharing of expenses, and financial/corporate arrangements with associated companies and related parties as disclosed in the financial statements.
- **Pricing/Commercial Basis:** All transactions are conducted at arm's length basis in accordance with the comparable uncontrolled price method or other applicable transfer pricing principles as reviewed by the Audit Committee and approved by the Board.
- **Interest of Directors:** The Directors are interested in the resolution to the extent of their shareholding and/or directorships in the respective associated undertakings, but only to the extent normal corporate governance permits. No director has a personal or direct material conflict of interest apart from their common fiduciary positions.

The related party transactions for the preceding year are available for inspection by members in the annual financial statements, and details for the upcoming year will be presented to shareholders in the next AGM for statutory ratification.

KOHINOOR POWER COMPANY LIMITED

BALLOT PAPER FOR VOTING THROUGH POST

For poll at the Annual General Meeting of Kohinoor Power Company Limited to be held on Wednesday, October 28, 2026 at 11:30 a.m. at 06-Egerton Road, Opposite LDA Plaza,, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

umer.islam@saigols.com

Name of shareholder/joint shareholders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached)	
<u>Additional Information and enclosures</u> (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Special Business
1. To consider, ratify and approve the transactions carried out with related parties during financial year ended June 30, 2025 & June 30, 2026 and to authorize the Board of Directors to approve all the transactions with the related parties carried out or to be carried out during the financial year ending June 30, 2027 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts. “Resolved that, the related party transactions carried out by the Company during the financial year ended June 30, 2025 & June 30, 2026 and as disclosed in Financial Statements for the Year ended June 30, 2025 & June 30, 2026 (Notes No. 31.1) be and are hereby ratified and approved.” Further Resolved that, the Board of Directors of the Company be and is hereby authorized to undertake the transactions to be conducted with the Related Parties during the financial year ending on June 30, 2027 and to take all necessary steps including but not limited to signing/executing any purchase order/document on behalf of the Company as may be required and to authorize any other officer of the Company to do so in order to implement this resolution. Resolved further that, these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval.

Sr. No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Special Resolutions as per Agenda # 4 (as given above)			

Signature of shareholder(s)

Place: _____

Date: _____

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled postal ballot should be sent to the Chairman, if sent via courier to 10-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore, and if sent via email to umer.islam@saigols.com
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman of the meeting on or before October 27, 2026, during working hours. Any postal ballot received after this date will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated or over written ballot paper will be rejected.
6. Ballot Paper has also been placed at the website of the Company www.kpcl.com.pk Members may download the ballot paper from the website or use original/photocopy published in newspapers.