



KHYBER TOBACCO COMPANY LIMITED

Notice of 65th Annual General Meeting

Notice is hereby given that the 65th Annual General Meeting of the members of Khyber Tobacco Company Limited will be held on Wednesday, 28th October 2020 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 64th Annual General Meeting held on 28th October 2019.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June, 2020 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
3. To appoint Auditors for the year ending 30 June 2021 and to fix their remuneration. The Audit Committee and the Board of Directors have recommended *M/S Deloitte Yousuf Adil, Chartered Accountants* to be appointed as auditors of the Company till the next Annual General Meeting.

SPECIAL BUSINESS

4. To increase authorized share capital of the Company and pass the following resolution as special resolution.

RESOLVED THAT authorized share capital of the Company, be increased from Rs.200,000,000/- divided into 20,000,000 ordinary shares of Rs 10/- each to Rs.600,000,000/- divided into 60,000,000 ordinary shares of Rs. 10/- each.

FURTHER RESOLVED THAT in Clause 5 of the Memorandum of Association, the figures and amount be substituted as Rs. 600,000,000 divided into 60,000,000 ordinary shares of Rs.10/- each.

FURTHER RESOLVED THAT the Chief Executive and the Company Secretary, be and are, hereby authorized to, jointly as well as severally, to do all necessary acts to give effect to the 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 being sent to the members with this Notice.

Mardan
Board

07 October, 2020



By Order of the

Pir Farhan Shah
Pir Farhan Shah

**Company
Secretary**



Notes:

1. Closure of Share Transfer books:

The Share Transfer Books of the Company will remain closed from 22nd October 2020 to 28th October 2020 (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, 2020 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.



KHYBER
Tobacco Company Limited

P.O BOX 12, NOWSHERA ROAD, MARDAN,
KHYBER PAKHTUNKHWA, PAKISTAN.
TEL: + 92-937-844639
FAX: + 92-937-843329
NTN No. 2257984-2

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, 2020 along with reports have been placed at the website of the Company and can be down loaded from www.khybertobacco.com.

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.



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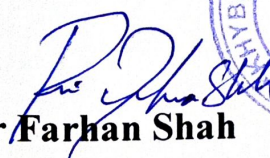
KHYBER TOBACCO COMPANY LIMITED

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

In order to meet further capital needs of the Company, the Board of Directors have proposed that authorized capital of the Company be increased from Rs 200 million divided into 20 million ordinary shares of Rs.10/- each to Rs. 600 million divided into 60 million ordinary shares of Rs. 10/- each. The proposal is being placed before the members in the forthcoming annual General meeting of the Company being held on October 28, 2020. Following Special Resolution will be placed before the members for adoption, with or without modification.

RESOLVED THAT authorized share capital of the Company, be increased from Rs.200,000,000/- divided into 20,000,000 ordinary shares of Rs 10/- each to Rs.600,000,000/- divided into 60,000,000 ordinary shares of Rs. 10/- **FURTHER RESOLVED THAT** in clause 5 of the Memorandum of Association, the figures and amount be substituted as Rs. 600,000,000 divided into 60,000,000 ordinary shares of Rs.10/- each.

FURTHER RESOLVED THAT the Chief Executive and the Company Secretary, be and are, hereby authorized to, jointly as well as severally, to do all necessary acts to give effect to the resolution.


Pir Farhan Shah
Company Secretary

