



KOHINOOR
ENERGY LIMITED



SAIGOLS

KEL/COR/STOK/2017/168
September 27, 2017

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building/Road,
Karachi.

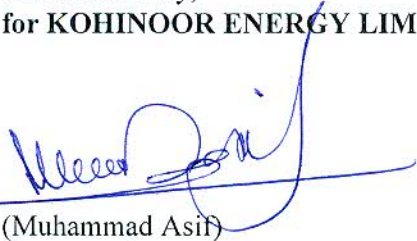
Subject: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Please find enclosed a copy of the Notice of the Annual General Meeting to be held on October 23, 2017 (Monday) at 12:30 P.M. at Islamabad Club, Main Murree Road, Islamabad for circulation amongst your members.

Thanking you.

Yours faithfully,
for **KOHINOOR ENERGY LIMITED**


(Muhammad Asif)
Company Secretary

Encl: As Above

SAY NO TO CORRUPTION



KOHINOOR ENERGY LIMITED



SAIGOLS

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of shareholders of Kohinoor Energy Limited will be held on October 23, 2017 (Monday) at 12:30 P.M. at Islamabad Club, Main Murree Road, Islamabad to transact the following business:

a) **Ordinary Business:**

1. To confirm minutes of the Annual General Meeting held on October 19, 2016.
2. To receive and adopt the Annual Audited Accounts of the Company for the financial year ended June 30, 2017 alongwith Directors' and Auditors' Reports thereon.
3. To approve final dividend @ 20% i.e. Rs. 2.00 per share as recommended by the Board of Directors in addition to the two interim dividends already paid @17.5% i.e. Rs. 1.75 per share and @15% i.e. Rs.1.50 per share making a total dividend @52.5% i.e. Rs.5.25 per share for the financial year 2016-17.
4. To appoint Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

b) **Special Business:**

- I. To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s) to alter the Articles of Association of the Company:-

“**Resolved** that in accordance with the provisions of Section 38 and other applicable provisions of the Companies Act, 2017, and subject to requisite permission and clearance, the following new Article 36A be and is hereby inserted after the existing Article 36 of the Articles of Association of the Company:

“**36A. E-Voting** Subject to any rules or regulations that may be made from time to time by the Securities and Exchange Commission of Pakistan (the SECP), in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the SECP.”

Resolved further that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and to make necessary filings and complete legal formalities as may be required to implement this resolution.”

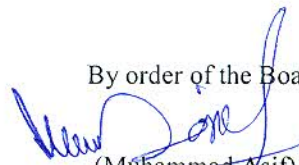
- II. To consider dissemination of annual audited accounts of the Company through CD/DVD/USB instead of transmitting the same in the form of printed copies and approve the following resolution as a Special Resolution with or without modification:-

“**Resolved** that the Company be and is hereby authorized to circulate the annual balance sheet and profit and loss account, auditors report and directors report etc (“annual audited accounts”) to the shareholders through CD/DVD/USB at their registered addresses in accordance with the SRO 470(I)/2016 dated May 31, 2016 of the Securities and Exchange Commission of Pakistan.”

5. Any other business with the permission of the Chair

Lahore:
September 20, 2017

By order of the Board


(Muhammad Asif)
Company Secretary

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Notes:

1. The Share Transfer Books of the Company will remain closed from October 16, 2017 to October 23, 2017 (both days inclusive). Transfers received at our Share Registrar Office M/S CORPLINK (PVT) LIMITED situated at Wings Arcade, 1-K, Commercial, Model Town, Lahore upto the close of business hours on October 15, 2017 will be treated in time for the purpose of entitlement of cash dividend to the transferees and for determination of entitlement to attend and vote at the meeting.
2. A member eligible to attend and vote at this meeting may appoint his / her proxy to attend and vote instead of him/her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.
3. Members are requested to notify the Company for change in their addresses, if any.

4. **Submission of copy of CNIC (Mandatory):**

The Securities and Exchange Commission of Pakistan (SECP) vide their S.R.O. 831 (i) 2012 dated July 05, 2012 has directed to print your Computerized National Identity Card (CNIC) number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued / dispatched to you. In order to comply with this regulatory requirement, you are requested to kindly send photocopy of your CNIC to your Participant / Investor Account Services or to us (in case of physical shareholding) immediately to Company's Share Registrar, M/S CORPLINK (PVT) LIMITED

5. **Dividend Mandate:**

In terms of Section 242 of the Companies Act 2017 in case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. In this regard please provide the following information to Company's Share Registrar, M/S CORPLINK (PVT) LIMITED:

Bank Account Details of Shareholder	
Title of Bank Account	
Bank Account Number	
Bank's name	
Branch name and address	
Cell number of shareholder	
Landline number of shareholder, if any	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate to the company and the concerned share registrar.	
Name, signature, folio # and CNIC number of shareholder	
Notes:	
(1) Those shareholders, who hold shares in book entry form in their CDS accounts, will provide the above dividend mandate information directly to their respective Participant / CDC Investor Account Services Department.	
(2) If dividend mandate information has already been provided by you, ignore this request.	



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6. Transmission of Annual Financial Statements Through Email (Optional):

In pursuance of the directions given by the SECP vide SRO 787 (I)/2014 dated Sep 08, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. www.kel.com.pk and send the said form duly signed by the shareholder along with copy of his/her CNIC to the Company's Share Registrar M/s CorpLink (Pvt) Limited.

7. Video Conference Facility

Pursuant to provisions of SECP Circular No 10 of 2014 dated May 21, 2014, if the Company receives consent from Members holding aggregate 10% or more shareholding residing in geographical location participate in the meeting through video conference at least 10 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 order to vote through e-voting and avail video conference facility, please fill the requisite forms and submit to within time frame mentioned in forms. In this regard please provide the following information to Company's Share Registrar, M/S CORPLINK (PVT) LIMITED. The form is also available on Company website at Investor Information Section.

I/We, _____ of _____ being a member of Kohinoor Energy Limited holder of _____ Ordinary Share(s) as per Register Folio No _____ hereby opt for Video Conference Facility at _____

Signatures

Statement Under Section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on Monday, October 23, 2017.

Item (b) of the Agenda

In order to give effect to the Companies (E-Voting) Regulations, 2016 issued by the Securities & Exchange Commission of Pakistan, shareholders' approval is being sought to amend the Articles of Association of the Company.

The Securities and Exchange Commission of Pakistan vide its SRO 470(I)/2016 dated May 31, 2016 has allowed the companies to circulate annual audited accounts to its members through CD/DVD/USB at their registered addresses, therefore the Board of Directors of Kohinoor Energy Limited ("the Company") in their meeting held on September 20, 2017 has recommended for transmission of Annual Audited Accounts of the Company to its members through CD/DVD/USB at their registered addresses instead of transmitting the said accounts in hard copies, however, the hard copies of the annual audited accounts will be supplied to the members, on demand, at their registered addresses, free of cost, within one week of such demand.

If a member prefers to receive hard copies for all the future annual audited accounts, then such preference of the members shall be given to the Company in writing on the standard Request Form available on the website of the Company and the Company will provide hard copies of all the future annual audited accounts to such member.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above said business except to the extent of shares that are held by them in the Company.

