

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of **Kohinoor Power Company Limited** ("Company") will be held on Tuesday March 01, 2016 at 11:00 A.M. at Registered Office of the Company, 17-Aziz Avenue, Canal Bank, Gulberg-V, Lahore to transact the following business:-

1. To confirm the minutes of Annual General Meeting held on October 31, 2015.
2. To consider and approve the alteration in the Memorandum of Association of the Company by passing the following resolution as Special Resolution with or without modification, addition or deletion.

"RESOLVED that Clause No. III (2), (3) and (4) of the Memorandum of Association of the Company be and is hereby inducted as follows:

"(2) to carry on the business to achieve superior results through investment in equity growth stocks. Although the Company's fund may be invested primarily in ordinary stocks, it may also take a significant position in other than equity securities listed on a stock exchange (e.g. debentures, participation term certificate, Modaraba certificate, etc.) from time to time to protect against capital losses when the stock market appears vulnerable. Selection of securities for the portfolio will be based as far as possible, on their potential capital appreciation possibilities as well as dividend distributions.

"(3) to lease the plant and machinery and building of the Company in such manner and for such consideration, as the Company may think fit.

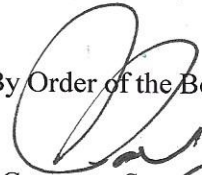
"(4) To promote, establish, run manage and maintain, educational institutions, colleges of arts, research, sciences, information technology and business administration; higher level schools, academics, technical training centers and such other educational institutions as may be considered appropriate for the promotion and advancement of education in the country with national and international affiliations to acquire the services of professors, associate professors, lecturers, teachers, managements skills and other professional from within the country and abroad as would be needed to run and promote university and related educational institutions set up by the Company subject, however, to the permission of competent authority but not to operate itself as a university and not to act as a degree awarding institution.

FURTHER RESOLVED that the Company Secretary be and is hereby authorized to complete all legal and corporate formalities for amendments in Memorandum of Association of the Company.

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

A statement under Section 160(1) (b) of the Companies Ordinance, 1984 pertaining to the special business is being sent to the shareholders along with this Notice.

By Order of the Board


Company Secretary

Lahore: February 08, 2016

Notes:

1. Share Transfer Books of the Company will remain closed from February 24, 2016 to March 01, 2016 (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 February 23, 2016 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 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.
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. **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 2015, 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 12.5% and Non filers of Income Tax return 17.5%. In case of Joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrars, or if no notification, each joint holder shall be assumed to have an equal number of shares.

Company Name	Folio/CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC No.	Shareholding Proportion Of Shares	Name & CNIC No.	Shareholding proportion No. Of Shares

The CNIC number/NTN details is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

Individuals including all joint holders holding physical share certificates are therefore requested to submit a copy of their valid CNIC to the company or its Registrar if not already provided, For shareholders other than individuals, the checking will be done by matching the NTN number, therefore the Corporate shareholders having CDC accounts are requested in their own interest to provide a copy of NTN certificate to check their names in the ATL before the book closure

date to their respective participants/CDC, whereas corporate shareholders holding physical share certificates should send a copy of their NTN certificate to the Company or its Share Registrar. The Shareholders while sending CNIC or NTN certificates, as the case may be must quote their respective folio numbers.

In case of non-receipt of the copy of a valid CNIC or NTN, the Company would be unable to comply with SRO 831(1)/2012 dated July 05, 2012 of SECP and therefore will be constrained under Section 251(2)(a) of the Companies Ordinance, 1984 to withhold dispatch of dividend warrants of such shareholder. Further, all shareholders are advised to immediately check their status on ATL and may, if required take necessary action for inclusion of their name in the ATL. The company as per the new law, shall apply 17.5% rate of withholding tax if the shareholders name, with relevant details, does not appear on the ATL, available on the FBR website on the first day of book closure and deposit the same in the Government Treasury as this has to be done within the prescribed time.

6. 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 160(1) (b) OF THE COMPANIES ORDINANCE, 1984

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of the Company to be held on March 01, 2016 pertaining to alteration in Memorandum of Association of the Company.

Following Clauses needs to be added in the Memorandum of Association of the Company.

The Objects for which the Company is established are all or any of the following:-

2. To carry on the business to achieve superior results through investment in equity growth stocks. Although the Company's fund may be invested primarily in ordinary stocks, it may also take a significant position in other securities listed on a stock exchange (e.g. debentures, participation term certificate, Modaraba certificate, etc.) from time to time to protect against capital losses when the stock market appears vulnerable. Selection of securities for the portfolio will be based as far as possible, on their potential capital appreciation possibilities. The Company's investment policy, with its emphasis on investing in securities for their potential capital appreciation possibilities, may involve a substantially greater portfolio turnover for capital gains.

3. To carry on the business of the development of land for residential and commercial projects and Farm houses and other schemes both in urban and rural areas, planning and construction of commercial markets or multistoried buildings including offices, shopping centers, both inside and outside Pakistan with the permission of concerned authorities and subject to compliance with all relevant laws/rules.

4. To carry on the business of marketing of developed and un-developed land for the purpose of residential and commercial projects, planning and marketing of commercial markets or multistoried building including offices, shopping centers retails outlets, restaurants, hotels, recreational parks, tourism related projects, parking lots and other such building and projects mentioned herein above both inside and outside Pakistan with the permission of concerned authorities and any other relevant law.

5. To purchase, sell, import, export, exchange, manufacture, manipulate, treat, prepare and deal in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, importers and exporters.

These clauses have been inducted to increase the objects of the Company. By inducting these clauses, Company may be able to do business other than Power Generation. This will increase the viability of the Company and it will be beneficial for the Company and its Shareholders in the broader spectrum.