

KHYBER TOBACCO COMPANY LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of KHYBER TOBACCO COMPANY LIMITED will be held on **Thursday, February 16, 2023** at 11:00 a.m. at the registered office of the Company, Nowshera Road, Mardan to transact the following business:

Ordinary Business

To elect seven (07) directors for a term of three (03) year starting from **February 16, 2023** in terms of section 159 of the Companies Act 2017.-Pursuant to Section 159 (1) of the Companies Act 2017, the number of Directors has been fixed as seven (07) by the Board of Directors. The names of the retiring Directors are as follows:-

1. Mrs. Samera Irfan
2. Mr. Pir Farhan Shah
3. Mr. Pir Waris Shah
4. Mr. Rahat Ullah
5. Mr. Hazrat Bilal
6. Mr. Khalil Ur Rehman
7. Mr. Zia Ur Rehman

A statement of material facts under Section 166 of the Companies Act 2017 relating to the election of the Directors is annexed with the Notice of EOGM being sent to the members.

Other Business:

To transact any other business with permission of the chairman

By order of the Board

(Pir Farhan Shah)
Company Secretary

Date: January 24, 2023

Notes:

1. **CLOSURE OF SHARE TRANSFER BOOKS**

- (i) The share transfer books of Company will remain closed from **February 07, 2023 to February 16, 2023** (both days inclusive) for the Extraordinary General Meeting.

2. **APPOINTMENT OF PROXIES**

- (i) A member of the Company entitled to attend and vote at the meeting may appoint a person as proxy to attend and vote in place of the member. Proxies in order to be effective must be received at the Company's Registered Office, Nowshera Road, Mardan, duly stamped and signed not later than **48 hours** before the time of holding of the meeting. No account shall be taken of the day that is not a working day. A member shall not be entitled to appoint more than one proxy. Attested copy of member CNIC must be attached with the Proxy Form. The Proxy Form is attached with the notice of meeting being sent to members and is also available at Company's website www.khybertobacco.com.
- (ii) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- (iii) The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iv) Attested copies of CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (v) The proxy shall produce his / her original CNIC or original passport at the time of the meeting.

(vi) In case of corporate entity, 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.

(vii) **CDC Account Holders** will follow the under mentioned guidelines as laid down in **SECP Circular No. 1 dated 26th January 2000**. Members holding investor account with CDC shall be required to bring their CDC particulars, I.D Number and account number.

3. **ELECTION OF DIRECTORS**

(i) In case the number of persons contesting the election exceed the number of persons to be elected as directors as fixed by the Board, the members may exercise their right to vote through voting personally/through proxy/through postal ballot in accordance with Companies (Postal Ballot) Regulations, 2018. For the convenience of the members, ballot paper is annexed to this notice being sent to the members. The same is also available on the Company's website: www.khybertobacco.com.

(ii) **Procedure for Ballot Voting**

The members shall insure that duly filled and signed ballot papers along with copy of CNIC reach the Chairman of the meeting through post on the Company's registered address Nowshera Road, Mardan, or through email at **February 11, 2023** one day before the meeting, during the working hours. The signature on the ballot paper shall match with the signature on CNIC.

4. **Change of Address.**

Members are requested to notify any change in their addresses immediately. For any further assistance, the members may contact the Company or the Share Registrar at the following address:-

Registered Office

Company Secretary
Khyber Tobacco Company Limited,
Nowshera Road, Mardan, KPK,
Pakistan

Tel: + 92 937 844639

Email: info@khybertobacco.com

Website:

<https://www.khybertobacco.com>

KTCL Registrar

M/s CDC Share Registrar Services
Limited CDC House, 99-B, Block B
S.M.C.H.S., Main Shahreh e Faisal
Karachi, Pakistan

Tel: + (92-21) 111-111-500

Email: info@cdcpak.com

Website:

<https://www.cdcpakistan.com>

5. Deposit of Physical Shares in to CDC Account

- a. As per Section 72 of the Companies Act, 2017, every existing Listed Company shall be required to replace its Physical Shares with Book-Entry Form (CDC Accounts) in a manner specified by SECP. Additionally, SECP vide its letter dated 26th March 2021, has directed all the listed companies to pursue its shareholders for conversion of their physical securities into book entry form.
- b. The members having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form. This will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

6. Provision of International Banking Account Number (IBAN Detail)

Under the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No 421(I) 2018 dated 19th March 2021, it is mandatory for a listed Company to pay cash dividend to its members only through electronic mode directly into bank account designated by the entitled members. SECP has also

directed listed companies to pursue its members to obtain International Bank Account Number (IBAN) detail. In order to receive dividends directly into their bank account, members having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company, Shares Registrar M/s CDC Share Registrar Services Limited CDC House, 99-B, Block B S.M.C.H.S., Main Shahreh e Faisal Karachi. Members having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/ participant/ CDC Investor Account Services”.

KHYBER TOBACCO COMPANY LIMITED

Statement of material facts under Section 166(3) of the Company Act, 2017

Under section 159 of the Companies Act, 2017, directors are required to be elected for a term of three years. The last election of directors was held on June 20, 2017. Due to certain impediments, the election due on June 20, 2020 could not take place. Registrar of Companies, SECP Peshawar was informed of the delay. Since there had been inordinate delay in holding of the elections, a majority shareholder made an application under section 158(3) of the Act to Registrar of Companies, SECP, Peshawar to direct the Company to hold the election of directors. A direction has been received from the concerned registrar to hold the election latest by February 28, 2023. In compliance with the said directive, elections are being held on February 16, 2023.

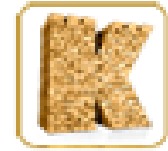
Under Listed Companies (Code of Corporate Governance) Regulations, 2019 the Company is required to appoint two (2) independent directors through the election process. Any person who is eligible under Section 153 and meet the criteria under Section 166(2) of the Companies Act, 2017, may submit nomination for contesting the election as an Independent Director. Independent Directors shall be elected in the same manner as other Directors are elected in terms of Section 159 of the Companies Act, 2017. Final list of contesting Directors will be published in Newspapers not later than seven days before the date of election in terms of Section 159(4) of the Companies Act, 2017.

(Pir Farhan Shah)
Company Secretary

Khyber Tobacco Company Limited

Tel: 0937-844668, 844639

www.khybertobacco.com



**Ballot paper for voting through post for poll to be held
At 11:00 A.M on February 16, 2023 at the registered office of
the Company, Nowshera Road, Mardan**

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

Ktcl.accounts@khybertobacco.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/We hereby exercise my/our vote in respect of the election of directors through postal ballot.

Sr. No.	Name of directors	No. of ordinary shares, used for voting in favor of the director	Number of votes (number of voting shares X number of director to be elected)

Signature of shareholder(s)

Place:

Date:

NOTES:

1. Dully filled postal ballot should be sent to chairman (Name, business, address, email of chairman).
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before **February 15, 2023**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.