

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of shareholders of Kohinoor Energy Limited will be held on October 24, 2024 (Thursday) at 01:00 P.M. at Islamabad Club, Islamabad to transact the following business:

1. To confirm minutes of the Annual General Meeting held on October 25, 2023.
2. To receive and adopt the Annual Audited Accounts of the Company for the financial year ended June 30, 2024 alongwith Directors' and Auditors' Reports thereon.
3. To approve three interim dividends already paid @40% i.e. Rs. 4.00 per share, @55% i.e. Rs. 5.50 per share and @50% i.e. Rs. 5.00 per share making a total dividend @ 145% i.e. Rs. 14.50 per share for the financial year 2023-24.
4. To appoint Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.
5. To elect seven directors as fixed by the Board of Directors in its meeting held on August 20, 2024 under Section 159 of the Companies Act, 2017 for a term of three years commencing from October 30, 2024. The retiring Directors are:
6. Any other business with the permission of the Chair

A Statement of material facts under section 166(3) of the Companies Act 2017 pertaining to the election of Directors is being sent to the shareholders alongwith the Notice

1. Mr. M. Naseem Saigol	5. Mr. Muhammad Omer Farooq
2. Mr. Muhammad Zeid Yousuf Saigol	6. MS. Sadaf Kashif
3. Mr. Muhammad Murad Saigol	7. Mr. Faisal Riaz
4. Syed Manzar Hassan	

Lahore:
September 25, 2024

By Order of the Board
Khawaja Safee Sultan

Company Secretary

Notes:

1. The share transfer books of the Company will remain closed from October 18, 2024 to October 24, 2024 (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 17, 2024 will be treated in time 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 Head office situated at Near Tablighi Ijima, Raiwind Bypass, Lahore, not less than 48 hours before the time for holding the. A member shall not be entitled to appoint more than one proxy. 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 members through CDC are requested to bring original CNIC, A/C No. and Participant ID to produce at the time of attending the meeting. Shareholders are requested to immediately notify their change in address, if any to share registrar.
3. As per Section 72 of the Companies Act, 2017, the shareholders having physical shares are requested to convert the shares into book-entry (CDC).
4. The Company's Annual Report 2024 can be accessed and downloaded from KEL's website using the following link or scanning the QR Code.

<https://kel.com.pk/ANNUAL%20REPORT%202024.pdf>



5. Participation in the AGM through Video link Facility

The SECP through its Circular No. 4 dated 15 February 2021 and Circular No. 6 dated 03 March 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 at <https://kel.com.pk/page-investor-information>

Name	Folio/CDS A/C No.	CNIC No	Cell phone	Email

Signature of Member

WhatsApp	0341-0780786	Email	j.manzoor@kel.com.pk
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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

6. E-Voting/ Voting by Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulation

7. Election of Directors

Any person who seeks to contest the election of directors shall file at Head Office of the Company, Near Tablighi Ijima, Raiwind Bypass, Lahore, not later than 14 days before the day of the meeting, notice of his/her intention to offer himself/herself for election of directors together with:

- a) Consent to act as Director as required under Section 167(1) of the Companies Act, 2017.
- b) Consent to act as Director in Form-28, as prescribed under the Companies (General Provisions and Forms) Regulation, 2018;
- c) Declaration in respect of being complaint with requirements of the Code of Corporate Governance and the eligibility criteria as set out in the Section 153 of the Companies Act, 2017 to act as Director or an independent Director of a listed Company; and
- d) Detailed profile alongwith office addressed for placement onto the Company's website within 14 days prior to the date of election in terms of SRO dated December 10, 2015
- e) A director must be holding qualification share of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable for instances mentioned in Section 153(i) of the Act.
- f) Attested copy of valid CNIC and NTN;
- g) Independent director(s) will be elected through the process of election of director in terms of section 159 of the Act and he/she shall meet the criteria laid down in Section 166 of the Act, the Companies (Manner and Selection of Independent Directors) Regulations 2018 and Guide Book on Corporate Governance and Frequently Asked Question June 5, 2020, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
 - Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018;
 - The Final list of contesting directors will be circulated no later than seven days before the date of said meeting, in term of section 159 (4). Further, the website of the Company will be updated with the required information.
- h) In election of Directors, voting shall be held for three categories:
 - (i) Female Director, (ii) Independent Directors, (iii) Other Directors

THE STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent director(s) shall be elected through the process of election of director in terms of section 159 of the Act and he/she shall meet the criteria laid down in Section 166 of the Act, the Companies (Manner and Selection of Independent Directors) Regulations.

None of the Directors of the Company have any personal interest in the aforesaid Special Business except in their capacity as Shareholders or Directors of the Company.

Lahore:
September 25, 2024

Khawaja Safee Sultan

Company Secretary

Plant / Head Office

Near Tablighi Ijima, Raiwind Bypass, Lahore

Tel # 042-35392317 | Fax # 042-35393415-17

Shares Registrar

M/S CORPLINK (Pvt) Ltd. Wings Arcade, 1-K, Commercial, Model Town, Lahore. Tel # 042-35916719 | Fax # 042-35869037