KHYBER
Tobacco Company Limited

P.O BOX 12, NOWSHERA ROAD, MARDAN
KHYBER PAKHTUNKHWA, PAKISTAN.
TEL: +92 (937) 843329
FAX: +92 (937) 843329
STRN # 05-05-2402-003-46

KHYBER TOBACCO COMPANY LIMITED

Notice of 63rd Annual General Meeting

Notice is hereby given that the 63rd Annual General Meeting of the members of Khyber Tobacco Company Limited will be held on 05 December 2018 at 11.00 a.m. at its registered office, Nowshera Road, Mardan to transact the following business;

ORDINARY BUSINESS

1. To confirm the minutes of the 62nd Annual General Meeting held on 28 October 2017.
2. To receive, consider and adopt the audited financial statements of the company for the year ended 30 June, 2018 together with the Directors' and Auditors' Reports thereon.
3. To approve the final dividend in the form of cash dividend @ Rs. 8.31 per share as recommended by the Board of Directors.
4. To appoint Auditors for the year ending 30 June 2019 and to fix their remuneration. The Audit Committee and the Board of Directors have recommended M/S Deloitte Yousuf Adil & Co., Chartered Accountants be appointed as auditors of the Company till the next Annual General Meeting.

Mardan
Board

By Order of the

13 November, 2018

Pir Farhan Shah
Company

Secretary

KHYBER TOBACCO COMPANY LTD. MARDAN

Notes:

1. **Closure of Share Transfer books:**
   The Share Transfer Books of the Company will remain closed from 29 November 2018 to 5 December 2018 (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 28 November 2018 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.

P.O BOX 12, NOWSHERA ROAD, MARDAN
KHYBER PAKHTUNKHWA, PAKISTAN.
TEL: +92 (937) 843329
FAX: +92 (937) 843329
STRN # 05-05-2402-003-46

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.

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. **Payment of Cash Dividend Electronically**
As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled members. A notice of the forgoing seeking information from members for payment of dividend through electronic mode is being sent to the members separately. The members are requested to provide their folio number, name and details of bank account consisting of bank name, branch name, branch code, Account number, Title of Account and IBAN/swift code in which they desire their dividend to be credited, failing which the Company will be unable to

KHYBER
Tobacco Company Limited

P.O BOX 12, NOWSHERA ROAD, MARDAN
KHYBER PAKHTUNKHWA, PAKISTAN.
TEL: +92 (937) 843329
FAX: +92 (937) 843329
STRN # 05-05-2402-003-46

pay the dividend through any other mode. Standard requested form has also been placed on website of the Company. The members are requested to send the information on the same at the earliest possible date. In case shares are held in CDC then the form must be submitted directly to shareholder's broker/participant/CDC Investor account services.

6. Confirmation for filing status of Members:

All members of the company are hereby informed that the rates of deduction of income tax from dividend has been revised through Finance Act, 2017 effective 1st July 2017 as follows:

1	Rate of tax deduction for filer of income tax returns	15%
2	Rate of tax deduction for non-filer of income tax returns	20%

To enable the Company to make tax deduction on the amount of cash dividend at the rate of 15% instead of 20%, members whose names are not entered into the Active Tax-payers List available on the website of FBR, although they are filers, are advised to immediately make sure that their names are entered into the Active Tax-payers List, otherwise tax on their cash dividend will be deducted at the rate of 20% instead of 15%.

7. CNIC/NTN number on dividend warrant:

Members are requested to provide attested photocopies of their CNIC to the Company at its registered address in order to comply with SRO 831 (1) 2012 of 5 July 2012 which requires that the dividend warrant should bear the Computerized National Identity Card (CNIC) number of the registered member. Issuance of dividend warrants will be subject to submission of CNIC by individual and NTN by corporate shareholders.

8. Placement of Accounts on website.

The financial statements of the Company for the year ended June 30, 2018 along with reports have been placed at the website of the Company www.khybertobacco.com.

9. Transmission of Annual Financial Statements through email

The Securities and Exchange Commission of Pakistan vide SRO 787(1)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors' and Directors' reports along with notice of annual general meeting to its members through email. Members who wish to avail this facility can give their consent.

10. Transmission of Annual Financial Statements through CD/DVD/USB

KHYBER
Tobacco Company Limited

P.O BOX 12, NOWSHERA ROAD, MARDAN
KHYBER PAKHTUNKHWA, PAKISTAN.
TEL: +92 (937) 843329
FAX: +92 (937) 843329
STRN # 05-05-2402-003-46

SECP through its SRO 470(I)/2016 dated May 31, 2016 have allowed companies to circulate the annual balance sheet, profit and loss account, auditors' report and directors' report etc. to its members through CD/DVD/USB at their registered address. In view of the above the members are requested to intimate if they desire to receive the financial statements and reports through any of these means. These are also available on Company's website www.khybertobacco.com.

11). 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.

In this regard, please fill the following and submit at the registered office of the Company situated at Nowshera Road, Mardan at least 10 days prior to the date of Annual General Meeting:

I/We ______________________________ of ______________________ being a members of Khyber Tobacco Company Limited, holding ______________ ordinary shares as per registered Folio / CDC Account No. ______________________ hereby opt for video conference facility at __________________.

____

____

Date **Signature**