

NOTICE OF NINTH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Ninth Extraordinary General Meeting of Kot Addu Power Company Limited will be held at 10.00 a.m. at the Islamabad Serena Hotel, Khayban-e-Suhrawardy, Islamabad on Tuesday, October 2, 2018 to transact the following business:

1. To confirm the minutes of the 21st Annual General Meeting of the Company held on October 19, 2017.
2. To elect seven (7) directors as fixed by the Board under Section 159(1) of the Companies Act, 2017 and the Company's Articles of Association for a period of three years commencing from October 2, 2018. The names of the retiring Directors are as follows:
 - i. Lt. General (Retd) Muzammil Hussain
 - ii. Mr. Aftab Mahmood Butt
 - iii. Mr. Owais Shahid
 - iv. Mr. Aqeel Ahmed Nasir
 - v. Mr. Saad Iqbal
 - vi. Mr. Muhammad Arshad Ch.
 - vii. Mr. Muhammad Ikram Khan
3. To transact any other business with the permission of the chairman.

By Order of the Board

A. Anthony Rath
(Company Secretary)Lahore
August 15, 2018**Notes:**

1. The share transfer books of the Company will remain closed from September 25, 2018 to October 2, 2018 (both days inclusive). Transfers received in order at the office of the Company's Shares Registrar, THK Associates (Private) Limited at the close of business on September 24, 2018 will be treated in time for purposes of attending and voting at the Meeting.
2. Any Member who seeks to contest the election of the office of director shall, whether he/she is a retiring director or otherwise, file with the Company at its Corporate Office at 5-B/3, Gulberg-III, Lahore, 54660 not later than 14 days before October 2, 2018 the following:

**Power Project**
Kot Addu Power Complex
Kot Addu, District Muzaffargarh
Punjab - Pakistan
PABX +92 66 230 1047-9
Fax +92 66 230 1025**Registered Office**
House No. 4
Street No. 54-A, F-7/4
Islamabad, 44210
Pakistan



- a) His/ Her Folio No. /CDC Investor Account No / CDC Participant A/C No. / Sub-Account No. He/ She must be a member of the Company at the time of filing of his/her consent for contesting election of directors.
 - b) A notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Companies Act, 2017;
 - c) Consent to act as director in Form 28 duly completed and signed under Section 167(1) of the Companies Act, 2017;
 - d) A copy of Computerized National Identity Card (CNIC); and
 - e) A detailed profile along with his/ her office address as required under SRO 634(1)2014 dated July 10, 2014 of the Securities and Exchange Commission of Pakistan.
 - f) A declaration confirming that:
 - i. He/ She is not serving as a director in more than five (5) listed companies including the Company (excluding the listed subsidiaries listed holding companies);
 - ii. He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulations of the Pakistan Stock Exchange;
 - iii. He/ she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of the Pakistan Stock Exchange; Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as director/independent director of the Company.
 - iv. He/ She is not engaged in the business of brokerage, or is not a spouse of such persons or is not a sponsor, director or officer of a corporate brokerage house.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, provided such proxy is also a Member.
 4. An instrument of proxy and the Power of Attorney or other authority (if any) under which it is signed, or a Notary Public certified copy of such Power of Attorney, in order to be valid, must be deposited with the Company's Shares Registrar, THK Associates (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.
 5. CDC account holders will in addition have to follow the below mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 of the Securities & Exchange Commission of Pakistan for attending the Meeting:



- (i) **In case of individuals:** The account holder or sub account holder and / or the person whose securities are registered on CDS; and their registration details are uploaded as per the 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. The Members are also required to bring their Participants' I.D. number and account numbers in CDS.
 - (ii) **In case of a 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.
6. Members are requested to immediately notify any change of address to the Company's Shares Registrar, THK Associates (Private) Limited at the following address.

THK Associates (Private) Limited
KAPCO Shares Registrar
First Floor, 40-C, Block-6
P.E.C.H.S.
Karachi, 75400

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 RELATING TO JUSTIFICATION FOR CHOOSING THE APPOINTEE FOR APPOINTMENT AS INDEPENDENT DIRECTOR

In compliance with Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who are in compliance with the Section 166(2) of the Companies Act, 2017.

In accordance with the Companies (Postal Ballot) Regulations, 2018, Members may cast their votes through postal ballot. To facilitate this, the Company will publish the requisite ballot paper in newspapers together with its placement on the Company's website, if required, at least seven (7) days before the election date.

Form of proxy is enclosed herewith.



Consent for Video Conference Facility

Members can also avail video conference facility in [name of cities where facility can be provided keeping in view geographical dispersal of members]. In this regard please fill the following and submit to the Company's Corporate Office at 5-B/3, Gulberg III, Lahore 54660 ten (10) days before holding of the EGM.

If the Company receives consent from Members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting though video conference at least 10 days prior to date of the Meeting, the Company will arrange video conference facility in that city (subject to availability of such facility in that city).

The Company will intimate Members regarding venue of video conference facility at least 5 days before the date of the EGM along with complete information necessary to enable them to access such facility.

I/We, _____ of _____
_____, being a member of Kot Addu Power Company Limited, holder
of _____ Ordinary Share(s) as per Register Folio No.
_____ hereby opt for video conference facility at
_____.

Signature of Member