

## NOTICE OF 106<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 106<sup>th</sup> Annual General Meeting (AGM) of K-Electric Limited shall be held at Pearl-Continental (PC), Grand Ball Room (Ground Floor), Club Road, Karachi on Tuesday, 19 September 2017 at 11:00 a.m. to transact the following business:

### Ordinary Business

1. To confirm minutes of the Annual General Meeting (AGM) held on 16 October 2015.
2. To consider, approve and adopt the annual audited financial statements of the Company (with the Directors' and Auditors' Reports thereon) for the year ended 30 June 2016.
3. To appoint Auditors for FY 2016-17 and to fix their remuneration.

### Special Business

4. To consider and pass the following, with or without modification, as Special Resolutions to amend the Articles of Association of the Company in order to enable the e-voting mechanism, to provide video conferencing facility to the members for attending general meetings of the Company and to circulate annual audited financial statements of the Company through CD/DVD/USB as directed / notified by SECP subject to requisite approvals and specified conditions / requirements:

**RESOLVED THAT** subject to necessary approvals, Articles of Association of the Company be and are hereby amended as follows:

- i) To add new article 47-A under the heading "Proxy"  
**47-A:** "A member may opt for e-voting in a general meeting of the Company in accordance with the provisions and requirements under the Companies (E-Voting) Regulations 2016 notified by SECP on 22 January 2016 and any other provision, condition and requirement as notified by SECP from time to time in this respect, shall be deemed to be incorporated in these Articles of Association, irrespective of other provisions of these Articles of Association and notwithstanding anything contradictory therein. Members may appoint members as well as non-members as PROXIES for the purposes of e-voting to the extent permitted under the applicable laws."
- ii) To add new article 50-A under the heading "Form of Proxy"  
**50-A:** "An instrument of proxy in relation to e-voting shall be in the following form or a form as near thereto as may be:

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of K-Electric Limited, holder of \_\_\_\_\_ ordinary share(s) as per registered Folio/Account No. \_\_\_\_\_ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer (Mr. \_\_\_\_\_) as my/our proxy and will exercise e-voting as per the Companies (E-voting) Regulations 2016 and hereby demand for poll for resolutions.

My secured email address is \_\_\_\_\_, please send login details, password and electronic signature through email."

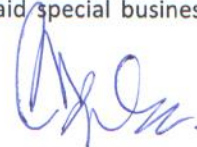


- iii) To add new article 26-A under the heading "General Meetings/Annual General Meetings"  
**26-A:** "The Company may provide video conference facility to its members for attending the general meetings at places other than the town where general meeting is convened subject to fulfillment of such conditions, consent and meeting the requirements relating to number of members and time limit as notified by SECP vide circular no.10 of 2014 dated 21 May 2014 and any other conditions / guidelines notified by SECP from time to time."
- iv) To add new article 94-A under the heading "Copies of Directors' Report and Balance Sheet to be sent to Members"  
**94-A:** The Company may, with prior consent of the member(s), circulate notices of general meetings and annual balance sheet and profit and loss account, auditors' report and directors' report (annual audited accounts) to its member(s) through email. Further, the Company may, with consent of the members obtained in general meeting in accordance with the provisions of SECP's SRO No.470(1)/2016 dated 31 May 2016 and subject to compliance with the conditions specified therein, and any other conditions / instructions as notified by SECP from time to time in this respect, circulate the annual balance sheet and profit and loss accounts, auditors' report and directors' report (annual audited accounts) to its members through CD/DVD/USB at their registered addresses. However, if a member prefers to receive hard copies for all the future annual audited accounts then such preference of the member shall be given to the Company in writing and thereafter the Company shall provide hard copies of all the future annual audited accounts to such member.

**RESOLVED FURTHER THAT** the Chief Executive Officer and/or the Company Secretary, be and are jointly or severally authorized to take such other steps, execute such other documents and make necessary corporate and other actions & statutory filings as may be necessary / expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.

A statement under Section 134(3) of the Companies Act 2017, relating to the aforesaid special business to be transacted at the AGM, is annexed.

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



By order of the Board

**Muhammad Rizwan Dalia**

Company Secretary, K-Electric Limited

Karachi, 25 August 2017

**Note:**

- (i) The Share Transfer Books of the Company, for the purpose of attending AGM, will remain closed from 12 September to 19 September 2017 (both days inclusive). Transfer received at CDC Share Registrar Department, Central Depository Company of Pakistan Limited, CDC House 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 by the close of business on Monday, 11 September 2017 will be treated in time.
- (ii) A member entitled to attend and vote at the meeting may appoint a proxy in writing to attend the meeting and vote on the member's behalf. A proxy must be a member of the Company.

- (iii) Duly completed forms of proxy must be deposited with the Company Secretary at the KE **Corporate Affairs Department, First Floor, Block-A, Elander Road Power House, Off I.I. Chundrigar Road, Karachi-74200** no later than 48 hours before the time fixed for the meeting.
- (iv) Shareholders (non-CDC) are requested to promptly notify the Share Registrar of the Company of any change in their addresses. All the shareholders holding their shares through the CDC are requested to please update their addresses with their participants.
- (v) Shareholders who have not yet submitted attested photocopies of their Computerized National Identity Cards (CNIC) to the Company are requested to send the same at the earliest.

CDC account holders will further have to follow the undermentioned guidelines as laid down in Circular 1 dated 26 January, 2000 issued by the Securities & Exchange Commission of Pakistan.

**A. For attending the meeting**

- (i) In case of individuals, the account holders or sub-account holders, whose registration details are uploaded as per the regulations shall authenticate his/her identity by showing his/her **ORIGINAL CNIC** or **ORIGINAL** passport at the time of attending the meeting.
- (ii) 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.

**B. For appointing proxies**

- (i) In case of individuals, the account holders or sub-account holders, whose registration details are uploaded as per the regulations shall submit the proxy form as per the above requirement.
- (ii) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iii) The proxy shall produce his/her valid ORIGINAL CNIC or ORIGINAL passport at the time of the meeting.
- (iv) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- (v) The proxy form must be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (vi) If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.



**Availability of audited financial statements on Company's website**

The audited financial statements of the Company for the year ended 30 June 2016 have been made available on the Company's website ([www.ke.com.pk](http://www.ke.com.pk)).

**Mandatory submission of Computerized National Identity Card (CNIC)**

Pursuant to SECP directives, the CNIC numbers are mandatory to be printed on all dividend warrants. If you have not yet submitted the copy of your CNIC, it is once again requested to provide attested clear photocopy of your valid CNIC (both sides) mentioning folio /CDC account number to Company's Share Registrar (CDC). In case of non-receipt of copy of valid CNIC, the Company may be constrained to withhold dispatch of any future dividend warrant.

**Dividend Mandate**

Pursuant to SECP's Circular No.18 of 2012 dated 05 June 2012, the shareholders have been given an opportunity to authorize the Company to make payment of cash dividend through direct credit to shareholder's bank account. To opt for the dividend mandate option as stated, the Dividend Mandate Form, is available at Company's website: <http://www.ke.com.pk>.

Those who do not wish to avail this facility, DIVIDEND (if any) will be paid to them through dividend warrant at his / her registered address.

**Deduction of Tax on Dividend – Finance Act 2017**

Pursuant to the Finance Act 2017, effective from 1 July 2017, applicable rates of deduction of Income Tax under section 150 of Income Tax Ordinance 2001 on dividend payments will be as follows:

- |   |     |
|---|-----|
| i. For those who file income tax return         | 15% |
| ii. For those who do not file income tax return | 20% |

In order to process any future dividend payments in accordance with the tax payment status, the shareholders are requested to update their tax paying status (filer / non filer) and provide NTN number and other related information as follows:-

- |   |     |   |
|---|-----|---|
| i. CDC Investor Account Holders   | ... | to CDC Investor Account Services (IAS)  |
| ii. CDC Sub-Account Holders   | ... | to their respective Participant         |
| iii. Physical Shareholders  | ... | to Company's Share Registrar (viz. CDC) |
| iv. Shareholders who hold shares jointly are requested to provide shareholding proportions of Principal Shareholder and Joint Holder(s) in respect of shares held by them to Company's Share Registrar. |     |   |

Please note that non-receipt / non-availability of above information would result in treatment of that shareholder as "non-filer" and will, therefore, be subject to deduction of 20% tax on dividend payments as and when declared by the Company.

**Consent for Electronic Transmission of Audited Financial Statements - Optional**

SECP through its Notification dated 08 September 2014 has permitted companies to circulate audited financial statements along with Notice of AGM to members through email. In order to avail this facility a Standard Request Form is available at the Company's website: <http://www.ke.com.pk>. Soft copies of AR2016 are being emailed to the members having opted to receive such communication through email.



### Statement under section 134(3) of the Companies Act 2017

This statement is annexed to the Notice of the One Hundred Sixth (106<sup>TH</sup>) Annual General Meeting of K-Electric Limited to be held on Tuesday, 19 September 2017 at which special business is to be transacted. The purpose of this statement is to set forth the material facts concerning special business.

- i) **E-Voting:** Pursuant to SECP's "Companies (E-Voting) Regulations 2016", promulgated through SRO-43(1)/2016 dated 22 January 2016, members can also exercise their right to vote through e-voting by giving their consent to the Company in writing on the appointment of execution officer by the Intermediary as a Proxy. The members opting for e-voting shall communicate their intention at least 10 days before the date of general meeting through regular mail or electronic mail at the registered address/email of the Company. Standard Request Form for E-Voting Facility is available at Company's website: <http://www.ke.com.pk>.
- ii) **Video Conference Facility:** Pursuant to SECP's Circular No.10 of 2014 dated 21 May 2014, if the members holding in aggregate 10% or more shareholding residing at geographical location, intend to participate in the meeting through video conference, shall inform the Company at least 10 days prior to the date of general meeting. The Company will arrange video conference facility in that city subject to availability of such facility in that area. Standard Request Form for Video Conference Facility is available at Company's website: <http://www.ke.com.pk>.
- iii) **Transmission of Annual Audited Financial Statements through CD/DVD/USB:** The SECP has allowed companies through SRO-470(1)/2016 dated 31 May 2016 to circulate the annual audited financial statements to its members through CD/DVD/USB at their registered addresses. Printed copy of the financial statements shall be provided to such member(s) who opt for having hard copy on the Standard Request Form available on the Company's website: <http://www.ke.com.pk>.

In order to comply with the requirements and to give effect to SECP's aforesaid Regulations / directives, approval is being sought to amend the Articles of Association of the Company accordingly.

The Directors of the Company have no interest in the said special business.

