



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 107th Annual General Meeting (AGM) of K-Electric Limited will be held at Pearl Continental (PC) Hotel, Grand Ball Room (Ground Floor), Club Road Karachi on Tuesday 30 July 2019 at 10:30 a.m. to transact the following business:

Ordinary Business

1. To confirm minutes of the Annual General Meeting (AGM) held on 19 September 2017.
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 2017.
3. To elect directors in place of retiring directors.
The Board of Directors has fixed the number of directors to be elected under Section 159(1) of the Companies Act, 2017 at thirteen (13). The retiring director are: -

1. Ikram Ul-Majeed Sehgal	7. Mubasher H. Sheikh
2. Syed Moonis Abdullah Alvi	8. Nayyer Hussain
3. Khalid Rafi	9. Chaudhary Khaqan Saadullah Khan
4. Dr. Ahmed Mujtaba Memon	10. Syed Mohammad Akhtar Zaidi
5. Muhammad Zubair Motiwala	11. Waseem Mukhtar
6. Shan A. Ashary	12. Adeeb Ahmad
4. To appoint Auditors for FY 2017-18 and fix their remuneration.

Special Business

5. To consider and, if deemed fit, pass the following as Special Resolutions, with or without modification, to amend the Memorandum & Articles of Association of the Company in order to be aligned with the provisions of the Companies Act 2017 and to remove the articles added pursuant to the requirement of "Companies (E-voting) Regulations 2016" since repealed and replaced with the "Companies (Postal Ballot) Regulations 2018

RESOLVED THAT the words "Companies Ordinance 1984" wherever appearing in the Memorandum & Articles of Association of the Company be and are hereby replaced and substituted with the words "Companies Act 2017".

RESOLVED FURTHER THAT the Article 47-A and Article 50-A, previously added to comply with the requirements of now repealed "Companies (E-voting) Regulations 2016" be and are hereby deleted and removed."

RESOLVED FURTHER THAT the Chief Executive Officer and/or the Company Secretary be and are hereby jointly or severally authorized to take such other steps, execute such other documents and make necessary corporate and other actions and 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.

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

By order of the Board

Muhammad Rizwan Dalia

Chief People Officer & Company Secretary
K-Electric Limited

Karachi, 8 July 2019

Note:

- (i) The Share Transfer Books of the Company, for the purpose of attending AGM, will remain closed from 23 to 30 July 2019 (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 22 July 2019 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 to the Share Registrar of the Company (**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**) 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.

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 below 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.

C. Election of Directors

Any person seeking to contest the election to the office of director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company at its Registered Office, no later than fourteen (14) days before the above said meeting.

- a) Intention to offer himself or herself for election as a director in accordance with the provisions of the Companies Act, 2017.
- b) Consent to act as director in Form-28, duly completed, as required under Section 167 of the Companies Act, 2017.
- c) Detailed profile along with office address for placement onto the Company's website seven (7) days prior to the date of election in terms of SRO 25(1) 2012 of 16 January 2012; and
- d) signed declarations in respect of being compliant with the requirements of the Code of Corporate Governance Regulations 2017 and the eligibility criteria as set out in the Companies Act 2017 to act as director of a listed company.

D. Postal Ballot

Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143-145 of the Companies Act 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

Video Conference Facility

Company may provide **video-conference facility** during the meeting to members collectively holding 10% or more shareholding and considering geographical dispersal of its members and availability of such facility in that city, as per the applicable SECP law, provided their consent to participate in the meeting through video conference receives at least 10 days prior to date of meeting. In order to avail this video-conference facility, the following information needs to be provided to Company's Share Registrar:

I / We, _____ of _____ being a member of K-Electric Limited, holder of _____ ordinary shares as per registered Folio No. / CDC Account No. _____ hereby opt for video conference facility at _____.

signature of member

Availability of audited financial statements on Company's website

The audited financial statements of the Company for the year ended 30 June 2017 have been made available on the Company's website (www.ke.com.pk).

Payment of Dividend through Electronic Mode (Mandatory)

Pursuant to Section 242 of the Companies Act 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Members are, therefore, requested to provide mandatory information duly signed, along with a copy of valid CNIC to their respective Participant/CDC Investor Account Services in case of Book Entry Form, or to Company's Share Registrar (CDC) in case of Physical Form at the earliest. Dividend Mandate Form is available at Company's website: <http://www.ke.com.pk>.

Submission of copy of CNIC / NTN Certificate (Mandatory)

Members are requested to please provide valid copy of CNIC / NTN Certificate to their respective Participant/CDC Investor Account Services in case of Book Entry Form, or to Company's Share Registrar (CDC) in case of Physical Form, duly quoting thereon Company's name and respective folio number.

Deduction of Tax on Dividend – Finance Act 2018

Pursuant to the Finance Act 2018, applicable rates of deduction of Income Tax under section 150 of Income Tax Ordinance 2001 on dividend payments will be as follows:

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|---|-----|
| 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 duly signed, to their respective Participant/CDC Investor Account Services in case of Book Entry Form, or to the Company's Share Registrar (CDC) in case of Physical Form. 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.

Dissemination of Annual Audited Financial Statements and Notice of Meeting on CD

Pursuant to SECP's SRO dated 31 May 2016 and in accordance with the special resolution passed by shareholders of the Company at AGM held on 19 September 2017, the Annual Audited Financial Statements for FY2017 are being disseminated to the members through CD. However, a shareholder may submit a written request for provision of a hard copy of the said financial statements. Requisite Form is available at the Company's website: <http://www.ke.com.pk>.

Transmission of Annual Audited Financial Statements and Notice of Meeting through Email (Optional)

Further, pursuant to SECP's SRO dated 08 September 2014, members desirous of having Company's financial statements / Notice of Meeting through email are requested to fill-in the requisite form available at the Company's website: <http://www.ke.com.pk>.

Statement on material facts under section 134(3) of the Companies Act 2017

The Proposed amendments in the Memorandum & Articles of Association of the Company are of technical nature and necessitated due to:

- I. Promulgation of Companies Act 2017 by repealing and substituting Companies Ordinance 1984. Therefore, reference to the repealed Companies Ordinance 1984, wherever appearing in the Memorandum & Articles of Association of the Company is proposed to be replaced and substituted with Companies Act 2017.
- II. With the notification of Companies (Postal Ballot) Regulations 2018 by SECP, thereby, repealing the Companies (E-voting) Regulations 2016, Article 47-A and 50-A became redundant and are therefore proposed to be deleted.

The Board of Directors, at its meeting held on 4 July 2019, observed that the said amendments in the Memorandum & Articles of Association of the Company are required to align the document in line with the new Act/Law and has therefore recommended to place the said amendments before the members at the AGM for consideration and approval.

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