



NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of Kot Addu Power Company Limited will be held at the Islamabad Serena Hotel, Khayban-e-Suhrawardy, Islamabad on Wednesday, October 28, 2020 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To confirm the Minutes of the Twenty Third Annual General Meeting of the Company held on October 28, 2019.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2020 together with Directors' and Auditor's Reports thereon.
3. To approve the interim cash dividend of Rs. 1.50 per share, that is, 15% already paid during the year.
4. To appoint Auditors and fix their remuneration for the year ending June 30, 2021. The Board of Directors recommends the appointment of A. F. Ferguson & Co., Chartered Accountants as Auditors of the Company for the year ending June 30, 2021 as suggested by the Audit Committee.
5. To transact any other business with the permission of the Chairman.

By Order of the Board

A. Anthony Rath
(Company Secretary)

Lahore
September 17, 2020

Notes:

1. The share transfer books of the Company will remain closed from October 22, 2020 to October 28, 2020 (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 October 21, 2020 will be treated in time for the purposes to attend and vote at the Meeting.
2. A Member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on his/her behalf, provided such proxy is also a Member.

3. 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 Registrar, THK Associates (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.
4. CDC account holders will also have to follow the following 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 the 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.

IMPORTANT NOTES TO THE SHAREHOLDERS

CNIC Copy

Members are requested to submit a copy of their valid CNIC (only physical shareholders), if not already provided to the Shares Registrar of the Company. Corporate account holders should submit National Tax Number, if not yet submitted. In case of non-submission of CNIC/NTN Certificate (copy), all future dividends will be withheld till provision of these documents.

E-Dividend (Mandatory)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and E Dividend Regulations of the Securities and Exchange Commission of Pakistan through S.R.O. 1145(I)/2017 dated November 6, 2017, it is mandatory to pay cash dividend to the shareholders only through electronic mode directly into the bank account designated by the entitled shareholder.

In order to receive dividends directly into their bank account, shareholders are requested to fill in Dividend Mandate Request Form available at Company's website www.kapco.com.pk and send the same duly signed alongwith copy of CNIC to the Shares Registrar of the Company, in case of physical shares. In case the shares are held on the

CDS, then the Form must be submitted directly to the shareholder's broker/participant/CDC Account Services.

In case of non-receipt of the above information, the Company will be constrained to withhold payment of dividend to such shareholders.

Centralized Cash Dividend Register (CCDR)

Central Depository Company (CDC) has developed Centralized Cash Dividend Register (CCDR), an eServices web portal which would incorporate details pertaining to cash dividends paid, unpaid or withheld by listed companies. The CCDR will help to maintain history of dividends paid to shareholders by listed companies and access of all such information will be provided to the respective shareholders. The web portal will facilitate shareholders of listed companies in retrieving details of cash dividends from the centralized register and using the same for their record purposes.

You may access CCDR via <https://eservices.cdcaccess.com.pk>. In addition, the Dividend/Zakat & Tax Deduction Report can also be obtained directly from your Participant (stock broker) which has been provided to them on their CDS terminals.

Deduction of Income Tax from Dividend under Section 150

The Government of Pakistan through Finance Act, 2019 made certain amendments to Section 150 of the Income Tax Ordinance, 2001 whereby different rates were prescribed for deduction of withholding tax on the amount of dividend paid by the companies in the following manner:

For Active tax payers	15%
For non-active taxpayers	30%

To enable the Company to make tax deduction on the amount of cash dividend @15% instead of @30%, shareholders whose names are not entered in the Active Tax Payers List (ATL) provided on the website of FBR, despite the fact that they are filers are advised to make sure that their names are entered into ATL before the date of payment of any future dividend otherwise tax on their cash dividend (if declared by the Company) will be deducted @30% instead @15%.

Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Active/Non-Active' status of Principal shareholders as well as Joint- holder(s) based on their shareholding proportions, in case of joint accounts.

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Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Active/Non-Active' status of Principal shareholders as well as Joint- holder(s) based on their shareholding proportions, in case of joint accounts.



In this regard, all 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, if not provided yet, to our Shares Registrar at the earliest, in writing as follows, otherwise it will be assumed that share are equally held:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholders	
			Name & CNIC	Shareholding Proportions (No of Shares)	Name & CNIC	Shareholding Proportions (No of Shares)

In another clarification by FBR, valid tax exemption certificate for claim of exemption U/S 150, 151 and 233 of the Income Tax Ordinance, 2001 is required where statutory exemption under Clause 47B of Part-IV of the Second Schedule is available. Such certificate U/S 159(1) of the Income Tax Ordinance, 2001 issued by concerned Commissioner of Inland Revenue is to be produced to avail tax exemption.

The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Shares Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective Folio numbers.

Circulation of Annual Audited Financial Statements via CD/USB/DVD

Annual Financial Statements of the Company for the financial year ended June 30, 2020 have been placed on the Company's website www.kapco.com.pk.

Securities and Exchange Commission of Pakistan (SECP) vide its SRO No.470(1)/2016 dated May 31, 2016 has allowed companies to circulate their Annual Audited Financial Statements along with notice of general meeting to its members through CD/DVD/USB at their registered addresses.

However, shareholders who wish to receive the hard copy of Annual Audited Financial Statements along with notice of general meeting shall have to fill the request form which is available at the Company's website www.kapco.com.pk and send the same to our Shares Registrar or Company Secretary at their respective mailing addresses given at the end of this notice.

Address

The correspondence address of the Company's Registrars, THK Associates (Private) Limited and the Company is as follows:



<u>Shares Registrar</u> THK Associates (Private) Limited First Floor, 40-C, Block-6 P.E.C.H.S. Karachi 75400, Pakistan E-mail: sfc@thk.com.pk ops_dept4@thk.com.pk	<u>Company Contact:</u> Mr. A. Anthony Rath Company Secretary Kot Addu Power Company Limited 5-B/3, Gulberg-III Lahore, 54660, Pakistan anthony.rath@kapco.com.pk m.asif@kapco.com.pk
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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 member]. In this regard please fill the following and submit to the Company's Corporate Office at 5-B/3, Gulberg III, Lahore 54660 at least 10 days before the date of AGM.

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 AGM, 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 AGM 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