

NOTICE OF ELEVENTH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Eleventh Extraordinary General Meeting of Kot Addu Power Company Limited will be held at 10.30 a.m. at the Islamabad Serena Hotel, Khayban-e-Suhrawardy, Islamabad and through video-link (as requested) on Saturday, October 2, 2021 to transact the following business:

1. To confirm the minutes of the Tenth Extraordinary General Meeting of the Company held on March 24, 2021.
2. To elect seven (7) directors as fixed by the Board under Section 159(1) of the Companies Act and the Company's Articles of Association for a period of three years commencing from October 2, 2021. The names of the retiring Directors are as follows:
 - i. Lt. General Muzammil Hussain (Retd.)
 - ii. Mr. Aqeel Ahmed Nasir
 - iii. Mr. Hafiz Muhammad Yousaf
 - iv. Mr. Naveed Asghar Chaudhry
 - v. Mr. Saad Iqbal
 - vi. Mr. Jamil Akhtar
 - vii. Ms. Zunaira Azhar
3. To transact any other business with the permission of the chairman.

By Order of the Board



A. Anthony Rath
(Company Secretary)

Lahore
August 17, 2021

Notes:

Closure of Share Transfer Books

1. The share transfer books of the Company will remain closed from September 25, 2021 to October 2, 2021 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, THK Associates (Private) Limited at the close of business on September 24, 2021 will be treated in time for purposes of attending and voting at the Meeting.

Election of Directors

2. A 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, 2021 the following:
- 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 ("**Companies Act**");
 - c) Consent to act as director-Form 28 duly completed and signed under Section 167(1) of the Companies Act;
 - d) A copy of Computerized National Identity Card (CNIC);
 - 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 ("**SECP**"); and
 - f) A declaration confirming that:
 - i. He/She is not serving as a director in more than seven (7) listed companies including the Company;
 - 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, the Company's Memorandum & Articles of Association and Listing Regulations of the Pakistan Stock Exchange; Listed Companies (Code of Corporate Governance) Regulations, 2019 to be elected 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 person or is not a sponsor, director or officer of a corporate brokerage house.

Statement of Material Facts under Section 166(3) of the Companies Act

3. Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by candidates intending to contest election of directors as independent director:
 - a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019; and
 - b) Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Appointment of Proxy

4. 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.
5. 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 Share Registrar, THK Associates (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.
6. Form of Proxy is herewith enclosed.

CDC Account Holders

7. CDC account holders are in addition required to follow the guidelines of Circular No.1 dated January 26, 2000 of the SECP 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 CNIC or original passport at the time of attending the Meeting. Members are also required to bring their Participants' I.D. Number and Account Numbers in CDS.
 - (ii) **In case of a corporate entity:** Board of Directors Resolution / Power of Attorney with specimen signature of nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

Postal Ballots

8. 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 subject to fulfilling the requirements of Section 143 and 144 of the Companies Act.

Video Conference Facility and Attendance

9. Due to the prevailing situation caused by Covid-19 pandemic, SECP has instructed listed companies to modify their usual planning for general meetings. Accordingly, Members may attend the Meeting virtually. To attend the Meeting virtually, a Member is required to send an email to general.meetings@kapco.com.pk with email address, name, folio number, CNIC Number and number of shares held in his/her name with subject "Registration for 11th EGM of KAPCO". A video link to join the Meeting will be shared with Members whose emails, containing all the required particulars, are received not later than 48 (forty-eight) hours before the time of the Meeting.

Members attending the Meeting in person will be required to comply with SoPs protocols/guidelines for their own and others safety.

Change of Address

10. Members are requested to immediately notify change of address to the Company's Share Registrar at the following address:

THK Associates (Private) Limited
KAPCO Share Registrar
Plot No. 32-C, Jami Commercial Street 2
Phase VII, DHA
Karachi, 75500

IMORTANT NOTICES**E-Dividend (Mandatory)**

1. In accordance with the provisions of Section 242 of the Companies Act, 2017 and E Dividend Regulations of the SECP through S.R.O. 1145(I)/2017 dated November 6, 2017, it is mandatory for the Company to pay cash dividend to the Members only through electronic mode directly into the bank account designated by the Member.

In order to receive dividends directly into bank accounts, Members are requested to fill in Dividend Mandate Request Form available at Company's website www.kapco.com.pk and to send the same duly signed alongwith copy of CNIC to the Company's Share Registrar, in case of physical shares. In case the shares are held on the CDS, the Form required to be submitted directly to the Member's broker/participant/CDC Account Services.

In case of non-compliance, the Company will be constrained to withhold payment of dividend to such Member.

Conversion of Physical Shares into CDS

2. In compliance with the requirements of Section 72 of the Companies Act, every existing listed company shall be required to replace his/her physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, that is, May 30, 2017.

Members having physical share certificates are requested to convert their shares from physical form into book entry form as early as possible. It would facilitate the Members in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for issuance of duplicate shares and readily available for sale and purchase in open market at better rates.