

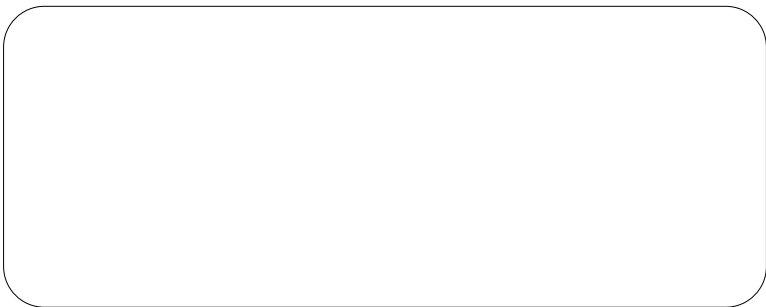
BOOK POST



KOT ADDU POWER COMPANY LIMITED

**NOTICE OF 12th
EXTRAORDINARY
GENERAL MEETING**

**To be held on
October 2, 2024 at 10:30 a.m.**



NOTICE OF 12TH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Twelfth Extraordinary General Meeting of Kot Addu Power Company Limited will be held at the Serena Hotel, Khayban-e-Suhrawardy, Islamabad (and through video-link, as requested) on Wednesday, October 2, 2024 at 10:30 a.m. to transact the following business:

1. To confirm the Minutes of the Twenty Seventh Annual General Meeting of the Company held on October 24, 2023.

Special Business

2. To consider and pass with or without modification the following resolutions as a special resolution of Company:

RESOLVED that Article 41(i) of the Articles of Association of the Company be and is hereby deleted.

RESOLVED FURTHER that Article 52.1 of the Articles of Association of the Company be and is hereby amended as follows:

The number of Directors shall not be less than seven (7), or such other number as may be required under applicable law. The Board shall fix the number of elected Directors of the Company not later than thirty-five (35) days before the convening of a general meeting at which Directors are to be elected, and the number so fixed shall not be changed except with the prior approval of the general meeting at which the election is to be held.

RESOLVED FURTHER that the Company Secretary be and is hereby empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary actions in relation to this matter.

Ordinary Business

3. To elect eight (8) 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, 2024. The names of the retiring Directors are as follows:
 - i. Lt. General (Retd) Sajjad Ghani
 - ii. Mr. Aqeel Ahmed Nasir
 - iii. Mr. Hafiz Mohammad Yousaf
 - iv. Mr. Saad Iqbal
 - v. Mr. Naveed Asghar Chaudhry
 - vi. Mr. Jamil Akhtar
 - vii. Ms. Mahwish Humayun Khan

4. To transact any other business with the permission of the chairman.

By Order of the Board



A. Anthony Rath
(Company Secretary)

Islamabad
September 3, 2024

Notes:

1. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from September 26, 2024 to October 2, 2024 (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 25, 2024 will be treated in time for purposes of attending and voting at the Meeting.

2. Election of Directors

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 (marked to the attention of the Company Secretary) at its Corporate Office located at 5-B/3, Gulberg-III, Lahore, 54660 not later than 14 days before October 2, 2024 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") in any of the following categories in compliance with the requirements of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:

- Female Director
- Independent Director
- Other Director

- c) consent to act as director under Section 167 of the Companies Act;
- d) an attested copy of his/her Computerized National Identity Card ("CNIC")/Passport and National Tax Number;
- e) other offices and directorship held;
- f) in case of independent director, compliance with the requirements of Section 166 of the Companies Act. A member contesting as independent director shall also submit a declaration on stamp paper that he/she qualifies the criteria of eligibility and Independence as notified under the Companies Act and rules and regulations issued thereunder;

- g) a declaration on stamp paper that:
- he/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, any other provision of the Companies Act and any other applicable laws, rules and regulations (including the Listing Regulations of the Pakistan Stock Exchange Limited ("PSX");
 - he/she is not serving as director of more than seven listed companies simultaneously including as an alternate director;
 - 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 PSX, and the Listed Companies (Code of Corporate Governance) Regulations, 2019; and
- h) a detailed profile along with his/her office address for placement on the Company's website as required under

SRO 1196(1)/2019 dated October 3, 2019 issued by the Securities and Exchange Commission of Pakistan ("SECP").

3. Appointment of Proxy

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 Share Registrar, THK Associates (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.

5. CDC Account Holders

CDC account holders are in addition required to follow the guidelines of Circular No.1 dated January 26, 2000 issued by 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 entities: resolution of the board of directors/power of attorney with specimen signature of nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

6. A Proxy Form, both in English and Urdu language, is being separately sent to members along with the Notice of the Meeting.

7. Notice of Meeting as well as Proxy Form in English and Urdu languages have been placed on the Company's website (www.kapco.com.pk).

8. Procedure for E-Voting

a. In accordance with the Companies (Postal Ballot) Regulation, 2018, ("Postal Regulations"), the right to vote through electronic voting facility and voting by post shall be provided to members of

every listed company for, inter alia, all businesses classified as special business under the Companies Act in the manner and subject to the conditions contained in the Postal Regulations.

b. Details of E-Voting facility will be shared through e-mail with members who have valid cell numbers/e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business day on September 25, 2024. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and email addresses no later than September 25, 2024.

c. Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.

d. Members shall cast votes for Agenda Item No. 2 online from September 29, 2024 till October 1, 2024 before 5:00 p.m. Voting shall close on October 1, 2024 at 5:00 p.m. A vote once cast by a member is not permitted to be changed.

9. Procedure for Voting Through Postal Ballot

- a. Members may alternatively opt for voting through Postal Ballot. For convenience of members, a Ballot Paper is annexed with the Notice of the meeting and the same is also available for downloading from the Company's website (www.kapco.com.pk).
- b. Members are required to ensure that a duly filled and signed Ballot Paper along with a copy of his/her CNIC should reach the Chairman of the Meeting through post at the Company's Corporate Office at 5-B/3, Gulberg-III, Lahore-54660 or email at chairman@kapco.com.pk one day before the Meeting, that is, on October 1, 2024 before 5:00 p.m. A Postal Ballot received thereafter shall not be considered. The signature on the Ballot Paper shall duly match with signature on the CNIC.

10. Video Conference Facility and Attendance

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 and number

of shares held in his/her name with subject "Registration for 12th EGM of KAPCO". A video link to join the Meeting will be shared with a member whose email, containing all the required particulars, are received not later than 48 (forty-eight) hours before the time of the Meeting.

11. Change of Address

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

STATEMENTS UNDER SECTION

134(3) of the Companies Act, 2017 in respect of the Special Business

Agenda Item # 2 - Special Business

Article 41(i) of the Articles of Association of the Company makes the removal of any Director, or any other changes in the number or composition of the Board of Directors as a Special Resolution matter requiring approval in general meeting. Further, Article 52.1 of the Articles of Association of the Company, inter alia, fixes the number of elected Directors of the Company to be seven (7).

Section 159 of the Companies Act permits the existing directors of a company to fix the number of directors to be elected in general meeting not later than thirty-five (35) days before convening a meeting and the number so fixed by the existing directors cannot be changed except with the prior approval of general meeting in which the election is to be held. Section 163 of the Companies Act provides a complete mechanism for the removal of a director including a director elected under the provisions of Section 159 of the Companies Act.

In view of the powers given to the directors for fixation of the number of directors to be elected in general meeting under Section 159 of the Companies Act, and the provisions of Section 163 of the Companies Act for a mechanism for removal of a director, it is proposed to delete Article 41(i) of the Articles of Association of the Company and to amend the wording of Article 52.1 of the Articles of Association of the Company as proposed to bring the same in line with the provisions of Section 159 of the Companies Act.

The Board of Directors would like to have the flexibility to fix the number of directors, from time to time, in compliance with the provisions of Section 159 of the Companies Act to cater to the business requirements/challenges of the Company and the desire to diversify the business of the Company.

Any member desirous of viewing the Articles of Association of the Company may contact the Company Secretary at 5/B-3, Gulberg-III, Lahore 54660.

STATEMENTS UNDER SECTION

134(3) of the Companies Act, 2017 in respect of the Special Business

Agenda Item # 3 – Election of Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act. A candidate who contests the election as an Independent Director shall be required to meet the requirements and criteria stipulated under Section 166(2) of the Companies Act read with Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and Section 166(3) of the Companies Act requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors, which shall indicate the justification for choosing independent directors. Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence stipulated in Section 166 of the Companies Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP. Further, their selection will be made due to their respective competencies, skills, knowledge and experience.

The present Directors of the Company have no interest, direct or indirect, in the above-said business other than as shareholders of the Company and that they are eligible to contest the election for directorship.

KOT ADDU POWER COMPANY LIMITED

5-B/3, GULBERG III, LAHORE-54660

Ballot Paper For Voting Through Post
(In person and virtual 12th Extraordinary General Meeting to be held
at 10:30 a.m. on Wednesday, October 2, 2024)

Designated email address of the Chairman at which the duly filled in ballot paper may be sent is chairman@kapco.com.pk

Name of member/ joint members	
Registered Address:	
Number of Shares held (as of September 25, 2024) and Folio No.	
CNIC No./Passport No (in case of foreigner) (Copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, Corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by picking tick (✓) mark in the appropriate box below:

Sr. No.	Name and Description of Resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	<p>RESOLVED that Article 41(i) of the Articles of Association of the Company be and is hereby deleted.</p> <p>RESOLVED FURTHER that Article 52.1 of the Articles of Association of the Company be and is hereby amended as follows:</p> <p>The number of Directors shall not be less than seven (7), or such other number as may be required under applicable law. The Board shall fix the number of elected Directors of the Company not later than thirty-five (35) days before the convening of a general meeting at which Directors are to be elected, and the number so fixed shall not be changed except with the prior approval of the general meeting at which the election is to be held.</p> <p>RESOLVED FURTHER that the Company Secretary be and is hereby empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary actions in relation to this matter.</p>		

 Signature of Member(s)

Date:

Place:

NOTES / PROCEDURE FOR SUBMISSION OF BALLOT PAPER

1. Duly filled and signed original postal ballot should be sent to the Chairman, Kot Addu Power Company Limited, 5-B/3, Gulberg-III, Lahore 54660 or a scanned copy of the original postal ballot to be emailed at: chairman@kapco.com.pk.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot forms should be received by the Chairman not later than October 1, 2024 by 5.00 p.m. Postal Ballot(s) received after the date and time stipulated shall not be considered for voting.
4. Signature on Postal Ballot should match the signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot papers shall be rejected.
6. In case of representative of a body corporate and corporation, Postal Ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of board resolution, power of attorney, or authorization letter in accordance with Section(s) 138 or 139 of the Companies Act, as applicable, unless these have already been submitted along with Proxy Form. In case of foreign body corporate etc. all documents must be attested by the Pakistani Embassy having jurisdiction over the member.
7. Ballot Paper has also been placed on the Company's website (www.kapco.com.pk). Members may download the ballot paper from the website or use original/photocopy published in newspapers.

PROXY FORM

12th Extra Ordinary General Meeting

I/We _____ of _____
 being a Member of Kot Addu Power Company Limited (the "Company") holding _____ shares
 hereby appoint _____ of _____ and in case of his / her absence _____
 of _____ who is also a Member of the Company, as my/our proxy to vote for me/us, and on my/our
 behalf at the 12th Extraordinary General Meeting of the Company to be held on Wednesday, October 2, 2024 at 10:30
 am at the Serena Hotel, Khayban-e-Suhrawardy, Islamabad and any adjournment thereof.

Signed this _____ day of _____ 2024.

Folio No.	CDC Account No.
	Participant I.D. Account No.

Witnesses:

1. Signature _____
 Name: _____
 CNIC: _____
 Address: _____

Revenue Stamp Rs 5/-

2. Signature _____
 Name: _____
 CNIC: _____
 Address: _____

 The Signature should agree with the
 Specimen signature registered with
 the Company

Note:

- This Proxy, duly completed, signed and witnessed, must be deposited at the offices of the Company's Registrar, THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street 2, Phase-VII, DHA, Karachi 75400, Pakistan not later than forty-eight (48) hours before the time appointed for the Meeting.
- No person shall act as proxy, if he is not a member of the Company (except that a corporation may appoint a person who is not a Member).
- If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with Company's Registrar, all such instruments or proxies shall be regarded as invalid.
- The Proxy shall produce his/her original CNIC or original passport at the Meeting.
- Attested copy of CNIC or passport of the beneficial owners and the proxy shall be provided with the Proxy form.
- In case of a corporate entity, the board of directors resolution/power of attorney with specimen signature of the nominee shall be submitted along with the Proxy (unless it has been provided earlier).

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THK Associates (Private) Limited
Plot No. 32-C, Jami Commercial
Street 2, Phase-VII, DHA
Karachi 75500, Pakistan
Tel: +92 (0)21 111 000 322
Fax: +92 (0)21 35310190

if undelivered please return to:
The Company Secretary
Kot Addu Power Company Limited

5-B/3, Gulberg III
Lahore 54660, Pakistan

میں / ہم: _____ ساکن _____
کوٹ اوہ پور کھیتی لمینڈ (فولیو نمبر / سی ڈی سی / اکاؤنٹ نمبر / شیئرز کا شمار) _____ بذریعہ مذاققر کرتا ہوں _____
ساکن _____ فولیو نمبر / سی ڈی سی اکاؤنٹ نمبر: _____ پاس کی _____
ناکامی میں _____ ساکن _____
فولیو نمبر / سی ڈی سی اکاؤنٹ نمبر: _____ جو کہ میری / ہماری غیر موجودگی میں میرے / ہمارے پراکسی (نمائندے) کے طور پر کھیتی کے 12 ویں غیر معمولی
اجلاس عام منصفہ 2 اکتوبر 2024ء بروز بدھ دن 10:30 بجے بمقام میرنا ہوٹل، خمیا بان سہروردی، اسلام آباد والی میننگ میں شرکت کرے گا اور میری / ہماری جگہ وٹ استعمال
کرے گا۔

رپونینو
مہر

میں بطور گواہ اس _____ دن _____ 2024

دستخط کھیتی کے پاس موجود نمونہ
کے دستخط کے مطابق ہونا چاہئے

دستخط منظور کنندہ: _____

گواہان:

1- دستخط _____ نام _____
2- دستخط _____ نام _____
پتہ _____
پتہ _____
شناختی کارڈ / پاسپورٹ نمبر _____ شناختی کارڈ / پاسپورٹ نمبر _____

ہدایت:

- 1- پراکسی کی تقرری کی یہ دستاویز مکمل کر کے اپنے اور گواہان کے دستخط کے ساتھ اجلاس کے انعقاد سے کم از کم 48 گھنٹے پہلے کھیتی کے رجسٹرار کے دفتر ٹی ایچ کے ایبوسی اش (پرائیویٹ) لمینڈ، پلاٹ نمبر C32 جی کمرشل سٹریٹ 2، فیو 7، ڈی ایچ اے، کراچی پہنچانی چاہیے۔
- 2- کوئی بھی پراکسی کے طور پر کام / عمل نہیں کر سکتا اگر وہ کھیتی کا ممبر نہیں ہے۔ (مساوے اس کے کارپوریشن کسی شخص کو مقرر کر سکتی ہے جو ممبر نہیں ہے)۔
- 3- اگر ایک ممبر کھیتی کے رجسٹرار کے پاس ایک سے زائد پراکسی مقرر کرتا ہے اور پراکسی کی ایک سے زائد دستاویز جمع کراتا ہے تو ایسی دستاویزات پراکسی کو غیر موثر تصور کیا جائے گا۔
- 4- پراکسی کو اجلاس کے وقت اپنا اصل قومی شناختی کارڈ یا اصل پاسپورٹ دکھانا ہوگا۔
- 5- سی ڈی سی شیئرز ہولڈرز اور ان کے نمائندگان سے التماس ہے کہ وہ اپنے کمپیوٹر انٹرنیٹ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی پراکسی فارم کے ساتھ جمع کروائیں۔
- 6- کارپوریٹ ادارہ کی صورت میں، بورڈ کی قرارداد / مختار نامہ یا دیگر تھرائٹی نمائندے (پراکسی) کے دستخط کے ساتھ کھیتی کو جمع کرانا ہوگا۔

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