

CAD/PSX/25-06-003
12 June 2025

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Impediments in holding Election of Directors of K-Electric Limited

Dear Sir,

K-Electric Limited (KEL) wishes to inform you that the Election of Directors of the Company, which was scheduled to be held on 29th July 2025, cannot be conducted at this point in time.

In this respect, please refer to the enclosed copy of our self-explanatory letter to the concerned Registrar of Companies, under the requirements of section 158(1) of the Companies Act, 2017, notifying the impediments in holding the election of directors.

We would appreciate your assistance in communicating this information to Trading Right Entitlement (TRE) Certificate Holders of the Exchange.

Yours faithfully,



Rizwan Pesnani
Chief Risk Officer & Company Secretary

Encl.: As above

CAD/SEC/25-06-002
12 June 2025

Mr. Kashif Mehmood
Joint Registrar of Companies
Company Registration Office
Securities and Exchange Commission of Pakistan
Ground Floor, Dawood Centre
Beaumont Road, Civil Lines
Karachi

**Subject: Intimation under Section 158 of the Companies Act, 2017
Impediments in holding Election of Directors of K-Electric Limited**

Dear Sir,

I am writing to you in my capacity as the Company Secretary of K-Electric Limited ("the Company"), and under the authority of the Board of Directors.

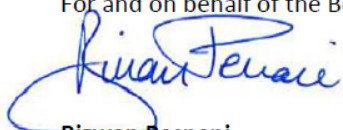
In compliance with section 158 of the Companies Act, 2017, I wish to inform you that the Election of Directors of the Company, which was scheduled to be held on 29th July 2025, cannot be conducted at this point in time. This is pursuant to the Ad-Interim Order of the Honorable High Court of Sindh dated 21 October 2022 (copy enclosed as Annexure-A) and the directions issued by the Securities and Exchange Commission of Pakistan (SECP) dated 08 November 2022 (copy enclosed as Annexure-B), both of which restrain the Company from making any changes in the composition of its Board of Directors. In light of these binding directions, the Company is legally unable to proceed with the said elections.

The Company and its Board remain committed to taking all necessary measures in accordance with applicable legal and regulatory requirements and in this respect, the Company has already consulted with the SECP (copy of letter dated 29 May 2025 is enclosed as Annexure-C) and also intends to approach the Court on the way forward, in view of the approaching expiry of the Board's term.

This intimation is being submitted in accordance with the provisions of Section 158 of the Companies Act, 2017, for your record and necessary action.

Should you require any further information or clarification, please do not hesitate to contact the undersigned.

Yours truly,
For and on behalf of the Board of Directors



Rizwan Pesnani
Chief Risk Officer & Company Secretary

Encl: As above

Cc: (1) Registrar of Companies
Licensing and Registration Division
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Blue Area
Islamabad

(2) Chief Regulatory Officer
Pakistan Stock Exchange Limited
Administration Block
Stock Exchange Building
Stock Exchange Road
Karachi

Order Sheet

IN THE HIGH COURT OF SINDH AT KARACHI

Suit No. Nil of 2022

(Al Jomah Power Limited & another v/s IOCF SPV 21 Ltd. & others)

Date	Order with Signature of Judge
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1. For orders on CMA No. 15627/2022 (Urgent application) ;
2. For orders on office objections at flag 'A' ;
3. For orders on CMA No. 15628/2022 (Stay) ;

21.10.2022

Mr. Mehmood Y. Mandviwalla, Advocate for the plaintiffs
a/w M/S Hasan M. Mandviwalla and Hassan Ali Advocates.

1. Urgency granted.
2. Learned counsel undertakes to comply with the office objections before the next date of hearing.
3. It is contended, *inter alia*, that the plaintiff-companies own 46.2% shares in the defendant No.3-company which is the holding company of the defendant No.4-company (K-Electric) ; defendant No.3 is the majority shareholder of K-Electric holding 66.4% shares therein ; K-Electric is owned and controlled collectively by the plaintiffs and defendant No.1 ; the defendant No.1-company was promoted and is owned by Abraaj Group and other investors ; due to the acquisition of shares of defendant No.3 by defendant No.1, Abraaj Group obtained the management and control of defendant No.3 and K-Electric ; through a Share Purchase Agreement dated 14.11.2005 (agreement), K-Electric was privatized and sold to defendant No.3 ; the transfer of beneficial ownership and or change in the Board or management of K-Electric is in advanced stages ; such transfer and change was/is subject to the 'Transfer Restrictions' stipulated in the agreement ; clause 5.3 of the agreement provides that any change in the control of K-Electric would be subject to national security clearance by defendant No.5 / Government of Pakistan ; and, such transfer and change was/is also subject to various statutory and regulatory approvals by the competent authorities. It is further contended that an Annual General Meeting of K-Electric is scheduled to be held on 26.10.2022 wherein the sale of K-Electric and the transfer of its beneficial ownership and change in its Board and management will be considered despite the fact that the agenda of the said meeting, as per the notice dated 05.10.2022 (page 341) of the said meeting, does not include such consideration.



Learned counsel for the plaintiff submits that defendant No.1 is attempting to transfer the beneficial ownership in K-Electric and change in its Board and management in gross violation of clause 9.4 of the agreement. He points out that vide letter dated 20.10.2022 (page 355) addressed to the Securities and Exchange Commission of Pakistan (SECP), K-Electric has confirmed that defendant No.3 has decided to make certain changes to its nominee directors on the Board of K-Electric. He submits that the transfer of the beneficial ownership in K-Electric and or any change in its Board and management cannot be effected without the approval of 75% of its shareholders ; and, the election of its directors also cannot take place without the approval of its shareholders and regulators. The plaintiffs are directed to file an amended title within three (03) days by joining SECP as a defendant in the present Suit. Subject to filing the amended title, let notice be issued to the defendants as well as to the learned DAG for 08.11.2022. Till then, no change shall be effected in the present Board of Directors of defendant No.4 / K-Electric.



Sd/- Nadeem Akhtar

Judge

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN****OFFSITE – II DEPARTMENT
SUPERVISION DIVISION**

No. EMD/TO/01/2008/91

November 08, 2022

Chief Executive Officer,
K-Electric Limited,
KE House, 39-B, Sunset Boulevard,
Phase-II, Defense Housing Authority,
Karachi.



Subject: Direction under section 125 of the Securities Act, 2015

Dear Sir,

This is with reference to the subject noted above. In this regard, please find enclosed Direction issued by the Securities and Exchange Commission of Pakistan ("the Commission") dated November 08, 2022 under section 125 of the Securities Act, 2015 for your necessary action and compliance.

Regards,

Sabeel Ahmed
Assistant Director

Cc: Chief Regulatory Officer, Pakistan Stock Exchange, Stock Exchange Building, Stock, Exchange Road. Karachi.

**SECURITIES AND EXCHANGE
COMMISSION OF PAKISTAN**

NIC Building, 63 Jinnah Avenue,
Islamabad Pakistan

PABX: +92-51-9207091-4, Fax: +92-51-9100423, 9100471, Email: webmaster@secp.gov.pk, Website: www.secp.gov.pk



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

OFFSITE – II DEPARTMENT
SUPERVISION DIVISION

No. EMD/TO/01/2008

November 08, 2022

Chief Executive Officer,
K-Electric Limited,
KE House, 39-B, Sunset Boulevard,
Phase-II, Defense Housing Authority,
Karachi.

Subject: Direction under section 125 of the Securities Act, 2015

WHEREAS, K-Electric Limited (“the Target Company”) is a Public Limited Company and its shares are quoted on the Pakistan Stock Exchange (“PSX”).

2. **AND WHEREAS**, KES Power Limited (“KES”) is a majority shareholder of the Target Company holding 18,335,542,678 shares constituting 66.40% of the total outstanding voting shares of the Target Company.

3. **AND WHEREAS**, news reports published in newspapers on October 12, 2022, October 13, 2022, and October 20, 2022 reported that a large part of the controlling stake in the Target Company has been acquired by Sage Venture Group Limited (“Sage”), a British Virgin Islands registered special purpose company.

4. **AND WHEREAS**, the Target Company made announcement on PSX dated October 20, 2022 under section 96 and section 131 of the Securities Act, 2015 (“the Act”) that changes have been consummated involving IGCF General Partner Limited (IGCF GP), being the fund manager, and the Infrastructure and Growth Capital Fund L.P. (Fund), being the owner of the Fund assets. In particular, controlling interests in IGCF GP and certain limited partnership interests in the Fund have been acquired by Sage, wholly owned by Asia PaK Investments Limited.

5. **AND WHEREAS**, the Target Company made announcements on PSX dated October 20, 2022 and October 24, 2022 respectively that Mr. Boudewijn Clemens Wentink, Mr. Khaqan Saadullah Khan and Ms. Sadia Khurram has resigned as non-executive directors nominated by KES on the board of the Target Company.

6. **AND WHEREAS**, subsequent to the aforesaid announcements made by the Target Company dated October 20, 2022, the Securities and Exchange Commission of Pakistan (“the Commission”) sought detailed information from the Target Company regarding the changes in ownership structure vide letter dated October 26, 2022 to assess the compliance of Part IX of the Act (Takeovers), that is awaited as the Target Company has sought further time to provide the requisite information.



SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

OFFSITE – II DEPARTMENT SUPERVISION DIVISION

Continuation Sheet - 1 -

7. **AND WHEREAS**, irrespective of the above fact with regard to information sought from the Target Company, the Commission is responsible for monitoring the compliance of applicable legal provisions with respect to takeover regime as envisaged under the Act and other laws administered by the Commission to safeguard the interest of investors and the general public.
8. **AND WHEREAS**, the resignation of three non-executive directors nominated by KES on the board of the Target Company subsequent to announcement made by the Target Company regarding acquisition of controlling interests in IGCF GP and limited partnership interests in the Fund by Sage raises suspicions that indirect shareholding of the Target Company through KES has been changed.
9. **NOW THEREFORE**, in view of the above, I, therefore, in exercise of powers conferred under section 125 (d) of the Act, hereby direct the Target Company that the composition of the current board of directors of the Target Company shall not be changed, whatsoever, till further orders of the Commission.
10. This direction is issued with immediate effect and without prejudice to any other action that the Commission may initiate in accordance with applicable laws.

(Imran Inayat Butt)
Executive Director

CC: Additional Registrar, Company Registration Office, Karachi, with the instructions not to record anything contrary to the Direction.



CAD/SEC/25-05-006
29 May 2025

The Director
Enforcement Division
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Blue Area
Islamabad

Subject: Impediments in holding Election of Directors of K-Electric Limited

Dear Sir,

I am writing to you in my capacity as the Company Secretary of K-Electric Limited ("the Company").

I wish to inform you that the last Election of Directors of the Company was held on 29 July 2022 and as such, the term of the present Board of Directors is due to expire this year. However, pursuant to the Ad-Interim Order of the Honorable Sindh High Court dated 21 October 2022 (copy enclosed as Annexure-A) and the directions issued by the Securities and Exchange Commission of Pakistan dated 08 November 2022 (copy enclosed as Annexure-B), the Company is restrained from making any changes in the composition of its Board of Directors.

In view of the above, we would seek your guidance as to way forward so that the Company remains compliant with the provisions of the law in the context of election of directors.

We look forward to your response in this regard

Yours truly,

A handwritten signature in blue ink, appearing to read 'Rizwan Pesnani', with a blue circular stamp or seal partially visible to the left.

Rizwan Pesnani
Chief Risk Officer & Company Secretary

Encl: As above