

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of Kot Addu Power Company Limited (“Company”) will be held at the Islamabad Serena Hotel, Khayban-e-Suhrawardy, Islamabad and through video link (as requested) on Tuesday, October 24, 2023 at 10.00 a.m. to transact the following business:

Ordinary Business

1. To confirm the Minutes of the 26th Annual General Meeting of the Company held on October 27, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2023 together with Directors’ and Auditor’s Reports thereon.
3. To approve the final cash dividend of Rs. 5.00 per share, that is, 50% for the year ended June 30, 2023 as recommended by the Board of Directors. This is in addition to the interim dividend of Rs. 3.50 per share, that is, 35% already paid making a total cash dividend of Rs. 8.50 per share, that is, 85% during the year.
4. To appoint Auditors and fix their remuneration for the year ending June 30, 2024. The present Auditors, Messrs. A. F. Ferguson & Co., Chartered Accountants being eligible, offer themselves for reappointment.

Special Business

5. To approve the circulation of the Annual Audited Financial Statements to the members through QR enabled code and web-link by passing the following ordinary resolutions proposed in the statement of material facts:

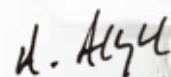
RESOLVED that approval of the members of Kot Addu Power Company Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to circulate the Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enabled code and web-link instead of circulation through CD/DVD/USB.

FURTHER RESOLVED that the Chief Executive and the Company Secretary be and is/are hereby singly and/or jointly empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary actions for the purposes of implementing the QR enabled code.

6. To transact any other business with the permission of the Chairman.

Lahore
September 6, 2023

By Order of the Board



A. Anthony Rath
Company Secretary

Notes:

Closure of Share Transfer Books

1. The share transfer books of the Company will remain closed from October 18, 2023 to October 24, 2023 (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 October 17, 2023 will be treated in time for the purposes of payment of the final cash dividend (subject to approval of the members) and to attend and vote at the Meeting.

Appointment of Proxy

1. 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.
2. 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.
3. Form of Proxy is herewith enclosed.

CDC Account Holders

4. CDC account holders are in addition are 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.

5. Procedure for E-Voting

- a. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "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, 2017 in the manner and subject to conditions contained in the Regulations.
- b. Detail of E-Voting facility will be shared through e-mail with those members of the Company 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 on October 17, 2023. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and email addresses no later than October 17, 2023.

- 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 vote for Agenda Item No. 5 online from October 21, 2023 till October 23, 2023 before 5:00 p.m. Voting shall close on October 23, 2023 at 5:00 p.m. A vote once cast by a member shall not be allowed to be changed.

6. Procedure for Voting Through Postal Ballot

- a. Members may alternatively opt for voting through Postal Ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available for downloading on the Company’s website (www.kapco.com.pk).
- b. Members must ensure that a duly filled and signed Ballot Paper alongwith a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company’s address, 5-B/3, Gulberg-III, Lahore-54660 or email at chairman@kapco.com.pk one day before the AGM, that is, on October 23, 2023 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

7. 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 27th AGM 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.

8. 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, Pakistan

Consent for Video Conferencing Facility

Members can also avail video conferencing 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 the AGM, that is October 13, 2023.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conferencing 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 conferencing 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 conferencing facility at _____.

Signature of member

Statement Under Section 134(3) of the Companies Act, 2017 Concerning the Special Business to be Transacted at the Annual General Meeting

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on October 24, 2023.

Item No. 5 of the Agenda - To approve the circulation of the Annual Audited Financial statements to the members through QR enabled code and web-link by passing an ordinary resolution proposed in the statement of material facts.

The Securities and Exchange Commission of Pakistan ("SECP") vide SRO 389(1)/2023 dated March 21, 2023 has allowed the listed companies to circulate the Annual Audited Financial Statements including Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Directors Report, etc. ("Annual Audited Financial Statements") to its members through QR enabled code and web-link. This will enable the Company to use of technological advancements and cost savings.

The Company shall circulate the Annual Audited Financial Statements through email in case email address has been provided by a member to the Company and the consent of member to receive the copies through email is not required.

The Company shall send the complete financial statements with relevant documents in hard copy to the members, at their registered addresses, free of cost, within one week, if a request is made by the member on the standard request form available on the Company's website (www.kapco.com.pk).

None of the Directors have any interest, directly or indirectly, in the aforesaid special business.

Important Notes to the Members

CNIC Copy

1. Members are requested to submit a copy of their valid CNIC (only physical members), if not already provided to the Share 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)

2. 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(1)/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.

Unclaimed Dividend

3. The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached such members to claim their unclaimed dividend in accordance with the law.

Members, whose dividends are still unclaimed, are hereby once again advised to approach the Company to claim their outstanding dividend amounts. An updated list of unclaimed dividend is available on the Company's website www.kapco.com.pk.

Centralized Cash Dividend Register (CCDR)

4. 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 members by listed companies and access of all such information will be provided to the respective members. The web portal will facilitate members 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.

Conversion of Physical Shares into CDS

- In compliance with the requirements of Section 72 of the Companies Act, every existing listed company is 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.

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 have been 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% |

Active tax payers should ensure that their names duly appear on the Active Tax Payers List (ATPL) of the Federal Board of Revenue (FBR). You may visit the FBR website for assistance. Should the name of a member be absent on the ATPL, the Company will be constrained to deduct tax at 30% notwithstanding that such member may be an income tax filer.

In case of joint accounts, FBR has clarified that withholding tax will be determined separately on 'Active/ Non-Active' status of principal members as well as joint-holder(s) based on their shareholding proportions. Members holding shares jointly are advised to provide shareholding proportions of principal member and joint-holder(s) in respect of shares held by them, if not already provided, at the earliest to the Share Registrar on the

following format, otherwise it will be assumed that share are held in equal proportion:

| Company Name | Folio/CDS Accounts Number | 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 under section 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.

Corporate Members having CDC accounts are required to provide their National Tax Number (NTN) to their participants. Corporate physical Members should send a copy of their NTN certificate to the Share Registrar. Members 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, 2023 have been placed on the Company's website (www.kapco.com.pk).

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

Notwithstanding the above, the Company will provide hard copies of the Annual Report, 2023, to any Member on their request at their registered address within one (1) week of receiving such request.

Kot Addu Power Company Limited

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

Ballot Paper For Voting Through Post

(In person and virtual 27th Annual General Meeting to be held at 10:00 a.m. on Tuesday, October 24, 2023)

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 October 17, 2023) 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 resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|---------|--|-------------------------------------|--|
| 1 | <p>RESOLVED that approval of the members of Kot Addu Power Company Limited (the "Company") be and is hereby accorded and the Company be and is hereby authorized to circulate the Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enabled code and web-link instead of circulation through CD/DVD/USB.</p> <p>FURTHER RESOLVED that the Chief Executive and the Company Secretary be and is/are hereby singly and/or jointly empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary actions for the purposes of implementing the QR enabled code.</p> | | |

Signature of Member(s)

Date:

Place:

Notes / Procedure for Submission of Ballot Paper:

- Duly filled and signed original postal ballot should be sent to the Chairman, Kot Addu Power Company Limited, 5-B/3, Gulberg-III, Lahore or a scanned copy of the original postal ballot to be emailed at: chairman@kapco.com.pk.
- Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal Ballot forms should reach the Chairman of the meeting on or before October 23, 2023 by 5.30 p.m. Any Postal Ballot received after this date, will not be considered for voting.
- Signature on Postal Ballot should match the signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, in correct, defaced, torn, mutilated, over written ballot papers will be rejected.
- In case of representative of 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 2017, as applicable, unless these have already been submitted along with Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Pakistani Embassy having jurisdiction over the member.
- Ballot paper has also been placed on the Company's website of the Company (www.kapco.com.pk). Members may download the ballot paper form the website or use original/photocopy published in newspapers.