NOTICE OF 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of Kot Addu Power Company Limited will be held at the Islamabad Serena Hotel, Khayban-e-Suhrawardy, Islamabad on Thursday, October 19, 2017 at 9.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To confirm the Minutes of the 20th Annual General Meeting of the Company held on October 20, 2016.

2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2017 together with Directors' and Auditor's Reports thereon.

3. To approve the final cash dividend of Rs. 4.75 per share, that is, 47.50% for the year ended June 30, 2017 as recommended by the Board of Directors. This is in addition to the interim dividend of Rs. 4.30 per share, that is, 43% already paid making a total cash dividend of Rs. 9.05 per share, that is, 90.50% during the year.

4. To appoint Auditors and fix their remuneration for the year ending June 30, 2018. The Board of Directors, on the recommendation of the Audit Committee of the Company, has proposed the appointment of Deloitte Yousuf Adil, Chartered Accountants, as External Auditors, for the year ending June 30, 2018.

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

By Order of the Board

A. ANTHONY RATH
Company Secretary

August 22, 2017
Islamabad

NOTES:

1. The share transfer books of the Company will remain closed from October 13, 2017 to October 19, 2017 (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 12, 2017 will be treated in time for purposes of payment of the final cash dividend (subject to approval of the Members) and to attend and vote at the Meeting.

2. 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.

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

4. CDC account holders will in addition have to follow the under mentioned 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 National Identity Card (NIC) 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 CDS.

   (ii) In case of 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 Meeting.

5. **DIVIDEND MANDATE (MANDATORY)**

   In order to make the process of payment of cash dividend more efficient, SECP vide its Circular No. 18/2017 dated August 1, 2017 has instructions so that the shareholders can get their dividend credited in their respective bank accounts electronically without any delay. The shareholders, therefore, must authorize the Company to credit the dividend directly to their bank account for all future dividend declared by the Company. Accordingly, all CDC shareholders are requested to send their bank account details to the Company's Share Registrar at the address given below. Shareholders who hold shares with Participant/Central Depository Company of Pakistan Limited (CDC) are advised to provide the mandate to the concerned Stock Broker / Central Depository Company of Pakistan Limited.

6. **SUBMISSION OF COPY OF CNIC (MANDATORY)**

   The Securities and Exchange Commission of Pakistan (SECP) vide their SRO 779(i) 2011 dated August 18, 2011 has directed the company to print your CNIC number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued / dispatched to you. In order to comply with the regulatory requirement, you are requested to kindly send photocopy of your CNIC to your Participant / Investor Account Services or to us (in case of physical shareholding) immediately to Company's Shares Registrar, THK Associates (Private) Limited.

7. **TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH E-MAIL:**

   SECP vide SRO 787(1)/2014 dated September 8, 2014 has provided an option to receive audited financial statements electronically through email. Hence, members who hold shares in physical form and are interested in receiving the annual reports electronically in future are required to submit their e-mail addresses and consent for electronic transmission to the Shares Registrar of the Company. CDC shareholders are requested to submit their email address and consent directly to their broker (Participant)/CDC Investor Account Services.

8. In compliance with SECP notification No. 634(1)/2014 dated July 10, 2014, the audited financial statements and reports of the Company for year ended June 30, 2017 are being placed on the Company's website: www.kapco.com.pk for the information and review of shareholders.

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

   THK ASSOCIATES (PRIVATE) LIMITED
   First Floor, 40-C, Block-6
   P.E.C.H.S.
   Karachi 75400, Pakistan