



Ref: SEC/PSX/19/818  
Dated: 11 December 2019

Hafiz Maqsood Munshi  
Manager  
Companies & Securities Compliance – RAD  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Karachi

Subject: Non-holding of Annual General Meeting (AGM) for the year ended 30 June 2019

Dear Sir,

This has reference to your letter No.PSX/Gen-5910 dated 5 December 2019, received in this office on 10 December 2019, on the above subject.

In this connection we write to inform that the Company, on 5 November 2019, has informed the SECP that it was not possible for the Company to finalize the financial statements for the year ended 30 June 2019, complete the audit process and hold the AGM within the extended time viz. by 27 November 2019. The Company therefore requested the SECP to allow the Company to seek direction under section 147 of the Companies Act 2017 at a time when the Company is reasonably certain about timing of AGM 2019. The SECP vide its letter dated 13 November 2019 has advised the Company to hold its AGM for the year ended 30 June 2019 without any delay. Copies of the letters are attached for ease of reference.

The audit of the financial statements for the year ended 30 June 2019 are in process. As soon as the financial statements are finalized and audited, the Company shall apply to SECP for seeking direction to hold the AGM for FY19 and will inform to PSX accordingly.

Thanking you,  
Yours sincerely,

**Mohammad Atif**  
General Manager, Corporate Affairs & Payroll & Funds

Encl. As above

Ref: SECK/AGM (109)/19/ 798  
Date: 05 November 2019

**Mr. Abid Hussain**  
Executive Director, Corporate Law Division,  
Securities and Exchange Commission of Pakistan  
7<sup>th</sup> Floor, NIC Building  
63 Jinnah Avenue, Blue Area, Islamabad

**Sub: Direction under Section 147 of the Companies Act 2017 for holding Annual General Meeting (AGM) of K-Electric for the year ended 30 June 2019**

Dear Sir,

We write with reference to our application dated 24 September 2019 seeking 30-day extension for holding AGM of the Company for the year ended 30 June 2019. The SECP approved the said extension vide letter dated 27 September 2019. Copies of the above correspondence along with certificate from our statutory auditors for the FY 2018 have been enclosed for ease of reference.

We are pleased to state you that AGM of the Company for FY 2018 was held yesterday (4 November 2019) ahead of time limit specified under SECP direction to hold the AGM by 15 November 2019. The audited financial statements for the year ended 30 June 2018 were laid before and unanimously approved by the shareholders of the Company. At the said AGM, the shareholders reappointed A.F. Ferguson & Co. and BDO Ebrahim & Co. as joint statutory auditors of the Company for FY 2019.

The preparation and audit of financial statements of the Company for the year ended 30 June 2019 is being completed expeditiously. However, as mentioned in auditors' certificate that the delay in finalization and audit of financial statements for FY 2018 will also impact upon preparation of financial statements and audit process for the year ended 30 June 2019. Further, the auditors have also elaborated that the trade debts write off verification exercise, as required under the Company's Multi Year Tariff determination, is in progress after conclusion of which related impacts shall be incorporated in the Company's financial statements for the year ended 30 June 2019.

In view of the foregoing, we have to state that it will not be possible for the Company to finalize the financial statements for the year ended 30 June 2019, complete the audit process and hold the AGM within the extended time viz. by 27 November 2019.

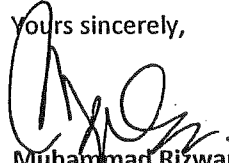
We assure SECP that all efforts are being made to finalize the audited financial statements for FY 2019 at the earliest and hold AGM by the end of first quarter of 2020. We will be more certain about the exact timeline as the audit work and verification exercise mentioned above progresses. We therefore request the SECP to allow the Company to seek direction under Section 147 of the Companies Act 2017 at a time when the Company is reasonably certain about timing of AGM 2019.



The SECP is further requested to condone the delay in releasing the quarterly accounts for the period ended 30 September 2019, which are contingent upon finalization of Annual Audited Financial Statements for FY 2019.

Affidavit and original paid challan for application fee of Rs. 15,000 (Rupees fifteen thousand only) are attached.

Yours sincerely,



**Muhammad Rizwan Dalia**  
Chief People Officer & Company Secretary

Encl: As above



SECP

Corporate Supervision Department  
Company Law Division

Say No to Corruption

No. EMD/233/401/2002-332

November 13, 2019

Company Secretary  
K-Electric Limited,  
KE House, 39-B,  
Sunset Boulevard, DHA II,  
Karachi



**SUBJECT: DIRECTION UNDER SECTION 147 OF THE COMPANIES ACT, 2017 FOR HOLDING ANNUAL GENERAL MEETING OF K-ELECTRIC LIMITED FOR THE YEAR ENDED JUNE 30, 2019**

Dear Sir,

Please refer to the application dated November 5, 2019 in terms of which K-Electric Limited ("Company") has requested to allow it to seek direction under section 147 of the Companies Act, 2017 (the "Act") at a time when the Company is reasonably certain about the timing of holding of Annual General Meeting ("AGM") for the year ended June 30, 2019. The Company has further requested to condone the delay in transmitting the quarterly accounts for the period ended September 30, 2019. The application seeking direction under section 147 of the Act has, however, not been filed by any member or director of the Company.

2. As per relevant record, the Company was given an extension of 30 days period to hold its AGM for the year ended June 30, 2019 latest by November 27, 2019. The Company, however, through its aforesaid application has shown its inability to hold its AGM for the year ended June 30, 2019 within extended period.
3. In connection with this, please note that the Act does not envisage to allow to seek direction under section 147 of the Act for holding AGM for an indefinite future date. As per aforesaid application, the Company is not reasonably certain about the timing of holding of its AGM for the year ended June 30, 2019. Therefore, your aforesaid application has not been acceded to by the competent authority and is not being considered for direction under section 147 of the Act.
4. Moreover, I am also directed to inform you that the competent authority has advised the Company to hold its AGM for the year ended June 30, 2019 without any delay.

Regards,

Muhammad Anwar Hashmi  
Additional Joint Director (CSD)

SECURITIES AND EXCHANGE  
COMMISSION OF PAKISTAN  
NIC Building, 63 Jinnah Avenue,  
Islamabad, Pakistan

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