



## NOTICE

**NOTICE IS HEREBY GIVEN** that the Forty-Seventh Annual General Meeting of the Company will be held at the Pride In Hotel & Conferencing, Pride Conference Centre, off Westlands Road, Westlands, Nairobi, on Wednesday, 20 June 2018 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To read the notice convening the meeting, table the proxies and note the presence of a quorum.
2. To confirm the minutes of the Forty-Sixth Annual General Meeting of the Company held on 29 June 2017.
3. To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2017 together with the Chairman's Statement and the reports of the Directors and Auditors thereon.
4. To note that the Directors do not recommend payment of a dividend (2016: Nil) for the financial year ended 31 December 2017.
5. To approve the Directors' remuneration as provided in the Audited Financial Statements for the year ended 31 December 2017.
6. To re-elect a Director, Mr Davindar S Devgun retires by rotation in accordance with Article 113 of the Company's Articles of Association, and does not offer himself for re-election.
7. To note that PKF Kenya continue in office as Auditors to the Company by virtue of Section 719(2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for the ensuing financial year.

### SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following Special Resolutions as recommended by the Directors:
  - a) "That subject to obtaining the relevant approvals from the Capital Markets Authority and other regulatory authorities, the Company be and is hereby delisted from the Nairobi Securities Exchange".
  - b) "That Chairman of the meeting be and is hereby authorized to vote for the resolution on behalf of a shareholder who accepts the offer but fails to attend the Annual General Meeting".
9. To consider and, if thought fit, to pass the following Special Resolution as recommended by the Directors: "That subject to the above Resolutions being passed and the necessary approval being obtained from the Registrar of Companies, the Company be and is hereby converted into a private Company".
10. Any other business of which due notice has been received.

### BY ORDER OF THE BOARD

**Equatorial Secretaries and Registrars  
Company Secretaries**

Dated: **8 May 2018**

### Note:

1. In accordance with Section 298 of the Companies Act, 2015 a member entitled to attend and vote at this meeting is entitled to appoint proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy which is attached to this notice must be duly completed and signed by the member and must either be lodged at the Registered office of the Company, Express House, Road A, off Enterprise Road, P O Box 40433-00100, Nairobi or with the Company Secretaries, Equatorial Secretaries and Registrars, Kalamu House, Grevillea Grove P O Box 47323, 00100-Nairobi, so as to reach not later than 11.00 a.m. on Monday, 18 June 2018.
3. In case of a corporate body, the proxy must be executed under its common seal or under the hand of a duly authorized officer or an attorney of such corporation.