

TETU ABERDARE WATER & SANITATION COMPANY LIMITED



P. O. Box 1089 – 10100, NYERI

Telephone: 0796-976-937

Email: teawasco@gmail.com

Chairman – Tetu Aberdare Water and Sanitation Company Limited

All other Directors

All members/stakeholders of the Company

Auditors of the Company - Auditor General

NOTICE OF THE TWELFTH (12TH) ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that the Twelfth (12th) Annual General Meeting (AGM) of Tetu Aberdare Water and Sanitation Company Limited will be held at the Wamagana Catholic Hall, Nyeri County, on Thursday, 6th July, 2023 at 11.00 am to transact the following business:-

AGENDA

- 1. Constitution of the Meeting**
The Company Secretary to read the notice convening the meeting after determining if there was requisite quorum
- 2. Chairman's Report**
To receive the Chairman's Report
- 3. Managing Director's Report**
To receive the Managing Director's Report
- 4. Adoption of the Chairman's and the Managing Director's Report**
To adopt the Chairman's and the Managing Director's Report
- 5. Report of the Auditors and Financial Statements for the year ended 30th June, 2021:**
To receive and consider the Company's Audited Financial Statements for the year ended 30th June 2021 together with the chairman's, directors' and auditors' reports therein
- 6. Appointment and Remuneration of Auditors:**
To note that the Auditor General shall continue in office as Auditors of the Company and to authorize the directors to fix their remuneration
- 7. Election of Directors –**
 - a) To note the cessation of Director Pauline Ndegwa who represented the County Government of Nyeri

- b) To elect Mr. Bernard Kiama Kariuki, Chief Officer, Water, Irrigation, Environment & Climate Change as a director having been nominated by the County Government of Nyeri vide letter reference no. CGN/CE/W/WSP/II/(80)
- c) To note that Director Lucy Waguthii Ndung'u, representing Farmers Organizations, retires by rotation and may offer herself for re-election having served the first term
- d) To receive and adopt the report of the selection committee
- e) To elect a director to fill the vacancy in the Board

8. Directors' Remuneration

To authorize the Board to fix the remuneration of the directors in accordance with benchmarks and guidelines in the Water Sector

SPECIAL BUSINESS

9. Amendments to the Memorandum and Articles of Association

- i. To consider, and if thought fit, pass a Special Resolution pursuant to Section 22 of the Companies Act 2015, to amend and approve the Memorandum and Articles of Association of the Company to be in line with the Companies Act No. 17 of 2015, with the Water Act 2016, with the WASREB Corporate Governance Guidelines for the water services sector 2019, and with good governance practice as per the schedule of amendments on the Company website www.teawasco.co.ke
- ii. To consider, and if thought fit, pass a Special Resolution pursuant to Section 22 of the Companies Act 2015, to adopt the revised Memorandum and Articles of Association of the Company

10. Any Other Business

To transact any other business of the Annual General Meeting for which written notice has been received by the Company Secretary 48 hours before the Annual General Meeting in accordance with the Companies Act 2015.

BY ORDER OF THE BOARD



**FCS. Richard K. Gikuhi, MBA,
MKIM, HSC Company Secretary
Tetu Aberdare Water and Sanitation
Company Ltd P. O. Box 1089 - 10100
NYERI**

Date: 6TH JUNE 2023

**cc. The CECM Water, Irrigation, Environment and Climate Change - County
Government of Nyeri The County Secretary - County Government of Nyeri
The Chief Executive Officer – Tana Water Works Development Agency
The Chief Executive Officer – Water Services Regulatory Board
The Managing Director – Tetu Aberdare Water and Sanitation Company Ltd**

Notes:

A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the company. To be valid, the proxy form must be duly completed and signed by the member and must be received by the Company Secretary at the Company's Office situated Off Nyeri – Kamakwa Road, not later than 48 hours before the meeting or any adjournment thereof.

If the appointer is a corporation or a Government Office, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such Corporation or Government Office.

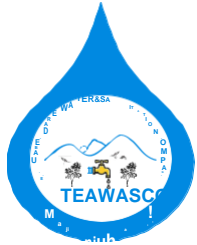
ATTACHMENTS

1. Proxy Form

FORM OF PROXY

TETU ABERDARE WATER & SANITATION COMPANY LIMITED

P. O. Box 1089 – 10100, NYERI
Telephone: 0796-976-937



Email: teawasco@gmail.com

I/We being a member/members of

Tetu Aberdare Water and Sanitation Company Ltd hereby

appoint

of (Address)

or failing him

of (Address)

and failing him the Chairman of the meeting to be my/our proxy, to vote for me/us and on my our behalf at the Annual General Meeting of the Company to be held on 6th July, 2023 and at any adjournment thereof.

Signed this day of2023

Signed