



EMBE WATER AND SANITATION COMPANY LIMITED

P.O. Box 195 – 60104 SIAKAGO

Tel: 068-21001,

Email embewater@yahoo.com

All Correspondence to be addressed to:

The **CHIEF EXECUTIVE OFFICER**

The Chairman, Embe Water and Sanitation Company Ltd

Members/Stakeholders of the Company

All Directors

Auditors of the Company – Auditor General

NOTICE OF THE NINTH (9TH) ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting (AGM) of Embe Water and Sanitation Company Limited will be held on **Friday, 8th December, 2023** at the **Hotel Eastern, Siakago** starting 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 that there was the 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 Managing Director's Reports

To adopt the Chairman's and Managing Director's Reports

5. Report of the Auditors and Financial Statements for the year ended 30th June 2022

To receive and consider the Audited Financial Statements with the Directors' and Auditors' reports thereon for the year ended 30th June 2022

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 in accordance with the provisions of Section 724 (1) of the Companies Act 2015

7. Election of Directors

a) Resignation

- i. To note that Director Luceta Njeri Ngari, who represented Business Community, has resigned after having been appointed as a Chief Officer in the County Government of Embu
- ii. To note the resignation of Director Jane Gicuku Mugo who represented Women Organizations

b) Cessation

- i. To note the cessation of Director Eng. Richard Njiru Mbogo who represented the County Government of Embu
- ii. To note the cessation of Director Eng. Albert Njeru Gatuta who represented the County Government of Embu

c) Report of the Selection Committee

To receive and adopt the report of the Selection Committee

d) Election of Directors

To elect directors to fill the two (2) vacancies in the Board;

- i. One (1) Director representing Women Organizations
- ii. One (1) Director representing Business Community

8. Directors' Remuneration

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

SPECIAL BUSINESS

9. (a) 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 Water Services Regulations 2021, and with good corporate governance practice – as per attached Schedule of Resolutions
- 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

(b) Change of Company Status

To resolve to change Embe Water and Sanitation Company Limited from a company limited by guarantee to a company limited by shares wholly owned by the County Government of Embu in reference to the Water Act, 2016 and Water Services Regulations, 2021

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 time set for 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
Embe Water and Sanitation Company Limited
P.O. Box 195 – 60104
SIKAKAGO

Date: 13th November, 2023

CC. County Secretary	- County Government of Embu
Chief Executive Officer	- Water Services Regulatory Board
Chief Executive Officer	- Tana Water Works Development Agency
General Manager	- Embe Water and Sanitation Company Limited

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 or her behalf. A proxy need not be a member of the Company. To be valid, a form of proxy must be duly completed by the member and lodged with the Company Secretary at the Company's Offices 24 hours before the time of the meeting failing which it will be invalid.

In the case of a corporation, the proxy must be under its common seal or signed by an officer or duly authorized attorney of the corporation. Form of proxy is herewith attached.

ATTACHMENTS

1. Proxy Form



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FORM OF PROXY

I/We being a member/members of Embe Water and Sanitation Company Limited hereby appoint of (Address) or failing him/her, 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 the **8th December, 2023** and at any adjournment thereof.

Signed this -----day of ----- 2023