



**CPS GOVERNANCE CENTRE
LIMITED**

CPS Governance Centre, Kilimanjaro Road, Upper Hill
P.O. Box 46935-00100, Nairobi, Kenya
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NOTICE IS HEREBY GIVEN THAT THE 7TH ANNUAL GENERAL MEETING OF THE CPS GOVERNANCE CENTRE LIMITED WILL BE HELD ON JUNE 5, 2019 AT THE CPS GOVERNANCE CENTRE, KILIMANJARO ROAD, UPPER HILL, NAIROBI STARTING AT 11.00 A.M.

AGENDA

1. To note the presence of quorum and the meeting as properly convened and constituted.
2. To read the notice convening the Annual General Meeting.
3. To consider and adopt minutes of the Fifth Annual General Meeting held on June 7, 2018.
4. To receive, consider and adopt the Chairman's report.
5. To receive, consider and adopt the audited financial statements of the company for the year ended December 31, 2018 together with the reports of directors and auditors thereon.
6. To consider and appoint the auditors of the company for the financial year 2019 and to authorize the directors to fix the auditors' remuneration.
7. To consider and approve directors' remuneration for the financial year ended 31st December 2018.
8. To note that the directors do not recommend the payment of dividends for the financial year ended 31st December 2018.
9. Re-election of Directors:
 - 9.1. Calvin Nyachoti retires by rotation in accordance with the Company's Articles of Association and being eligible offers himself for re-election.
 - 9.2. CS Obare Nyaega retires by rotation in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
10. Election of Directors

There is one vacancy in the Board of Directors and Members who are interested to become Directors of the Company should forward their names to the Secretariat by 5.00pm on 4th June 2019.



A Subsidiary of the Institute of Certified Public Secretaries of Kenya

Elections to be held at the Annual General Meeting.

11. To consider any other business of which due notice will have been received by the Company Secretary 48 hours before the meeting.

BY THE ORDER OF THE BOARD



**OLMARA REGISTRARS LLP
COMPANY SECRETARIES**

P.O. Box 42502-00100
NAIROBI

Dated: 13th May 2019

Note: A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend in his stead. A proxy need not also be a member. To be valid, a form of proxy, which is provided with this Notice, must be duly completed by the member and must be lodged with the Company Secretary, PO Box 42502 - 00100, Nairobi not later than forty-eight hours before the meeting.

Circulation: (i) All Directors
(ii) All Shareholders
(iii) The Auditors