



**HYDERABAD ELECTRIC SUPPLY COMPANY HYDERABAD**  
**OFFICE OF THE COMPANY SECRETARY HESCO**

3<sup>RD</sup> FLOOR ROOM NO.301 WAPDA OFFICES COMPLEX HUSSAINABAD HYDERABAD

Phone No.022-9260017  
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Cell # 03002044407  
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No.HESCO/BOD/CSI/1757-72

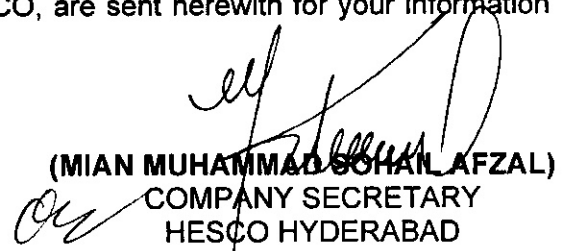
Date 17.06.2021

1. **Engr. Shaikh Jamil Gul**, Chairman BOD, Plot # 2-C 9<sup>th</sup> Zamzama Commercial Lane, Phase-5, DHA, Karachi (Cell # 03008208676).
2. **Syed Zahir Hassan Rizvi**, Director BOD, 88/II/II 10<sup>th</sup> Lane Kh-e-Sehar Phase-VII DHA Karachi (Cell # 03082225027).
3. **Mr. Mohammad Rashid Hussain** Director BOD, Flat No.203, Plot No.222-H, Block-2, PECHS, Karachi (Cell # 03228187192)
4. **Mr. Ali Ahmed Palh**, Director BOD, Palh House 76-A/II/II 32<sup>nd</sup> Street Khayaban-e-Sehar Defence Karachi (Cell # 03042650047).
5. **Mr. Shahid Zaki**, Director BOD, 7/1 Khayaban-e-Hafiz DHA Phase-V Karachi (Cell # 03028228753).
6. **Engr. Irfan Ahmad**, Director BOD, 133/1, 12<sup>th</sup> Street, Khayaban-e-Bokhai, DHA Ph-6 Karachi (Cell # 03453377750)
7. **Mr. Akbar Azam Rajar**, Director BOD, Deputy Secretary (E&D) Power Division GoP Islamabad (051-9221964).
8. **Ms. Shahnaz Akhtar**, Director BOD / Deputy Secretary (CF-II) ministry of Finance Q-Block Room No.123 GoP Islamabad (051-9202063)
9. **Mr. Imtiaz Ali Shah**, Director BoD, Director Alternative Energy, Energy Department Govt. of Sindh, 3<sup>rd</sup> Floor State Life Insurance Corporation of Pakistan Building No.3, Dr. Ziauddin Ahmed Road, Opposite C.M. House, Karachi (Cell #03333533344)
10. **Mr. Rehan Hamid**, Director BOD/CEO HESCO, (022-9260023).
11. **Mr. Zulfiqar Ahmad Farooqui** Director BoD Living Icon, Plot No.C/25, Block-B, Unit No.5 Latifabad Hyderabad (03203581596).
12. **Mr. Muhammad Rashid Khan**, Director BoD, House No.F66\_1153/3 Tuls Dass Road Gari Khata Hyderabad (03003019872)
13. **Mir Janullah Khan Talpur**, Director BoD, PO Box Kotmirs Landhi via Mirwah Gurchani, District Mirpurkhas Sindh (03337655557)

**Subject: MINUTES OF 189<sup>th</sup> BOD OF HYDERABAD ELECTRIC SUPPLY COMPANY LIMITED.**

The minutes of 189<sup>th</sup> BOD meeting of Hyderabad Electric Supply Company Limited held on 07.06.2021 at Committee Room, HESCO Power Wing Colony, Hussainabad Hyderabad, duly signed by the Chairman BOD HESCO, are sent herewith for your information please.

DA : As above

  
(MIAN MUHAMMAD SOHAIL AFZAL)  
COMPANY SECRETARY  
HESCO HYDERABAD

Copy to:

1. General Manager (Operation) HESCO Hyderabad.
2. Chief Engineers HESCO \_\_\_\_\_ (all)
3. Chief Commercial Officer HESCO Hyderabad.
4. Chief Financial Officer HESCO Hyderabad.
5. DG/ Admn & HR Director HESCO Hyderabad.
6. Chief Internal Audit HESCO Hyderabad.
7. Master file.



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OFFICE OF THE COMPANY SECRETARY HESCO  
3<sup>RD</sup> FLOOR ROOM NO.301 WAPDA OFFICES COMPLEX HUSSAINABAD HYDERABAD

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No.HESCO/BOD/CSI/1757-72


Date (17-06-2021)

1. **Engr. Shaikh Jamil Gul**, Chairman BOD, Plot # 2-C 9<sup>th</sup> Zamzama Commercial Lane, Phase-5, DHA, Karachi (Cell # 03008208676).
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13. **Mir Janullah Khan Talpur**, Director BoD, PO Box Kotmirs Landhi via Mirwah Gurchani, District Mirpurkhas Sindh (03337655557)

**Subject: MINUTES OF 189<sup>th</sup> BOD OF HYDERABAD ELECTRIC SUPPLY COMPANY LIMITED.**

The minutes of 189<sup>th</sup> BOD meeting of Hyderabad Electric Supply Company Limited held on 07.06.2021 at Committee Room, HESCO Power Wing Colony, Hussainabad Hyderabad, duly signed by the Chairman BOD HESCO, are sent herewith for your information please.

DA : As above

  
(MIAN MUHAMMAD SOHAIL AFZAL)  
COMPANY SECRETARY  
HESCO HYDERABAD

Copy to:

1. General Manager (Operation) HESCO Hyderabad.
2. Chief Engineers HESCO \_\_\_\_\_ (all)
3. Chief Commercial Officer HESCO Hyderabad.
4. Chief Financial Officer HESCO Hyderabad.
5. DG/ Admn & HR Director HESCO Hyderabad.
6. Chief Internal Audit HESCO Hyderabad.
7. Master file.

## MINUTES OF MEETING

Meeting : **189<sup>th</sup> BOD MEETING**

Date : 07.06.2021 (Monday)

Time : 11.00 a.m.

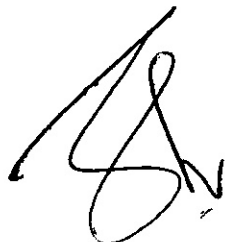
Venue : COMMITTEE ROOM HESCO POWER WING COLONY  
HYDERABAD.

### ATTENDEES.

- |                                 |                        |
|---------------------------------|------------------------|
| 1. Engr. Shaikh Jamil Gul.      | Chairman BoD           |
| 2. Mr. Mohammad Rashid Hussain  | Director BoD.          |
| 3. Mr. Shahid Zaki              | Director BOD (On line) |
| 4. Syed Zahir Hassan Rizvi.     | Director BoD           |
| 5. Engr. Irfan Ahmed.           | Director BoD           |
| 6. Ms. Shahnaz Akhtar.          | Director BOD (On line) |
| 7. Mr. Akbar Azam Rajar.        | Director BOD (On line) |
| 8. Mr. Ali Ahmed Palh.          | Director BoD           |
| 9. Mr. Imtiaz Ali Shah          | Director BOD (On line) |
| 10. Mr. Zulfiqar Ahmad Farooqui | Director BoD           |
| 11. Mr. Muhammad Rashid Khan    | Director BoD           |
| 12. Mir Janullah Khan Talpur    | Director BoD           |
| 13. Mr. Rehan Hamid             | Director BoD/CEO       |
| 14. Mian Muhammad Sohail Afzal  | Company Secretary.     |

### ATTENDEE OFFICERS OF HESCO

- |                         |                     |
|-------------------------|---------------------|
| 1. Mr. Muzaffar Nizam   | HR & Admn Director  |
| 2. Mian Sohail Afzal    | Manager (HRM)       |
| 3. Mr. Saeed Ahmad Khan | Deputy Manager (CM) |



The proceedings of 189<sup>th</sup> BOD meeting were started with the recitation of the verses from the Holy Quran. Engr. Shaikh Jamil Gul, Chairman of the BOD presided over the meeting. The Chairman welcomed all the members especially Mr. Rehan Hamid newly appointed CEO HESCO and three newly nominated Board Members namely Mr. Zulfiqar Ali Farooqui, Mr. Rashid Ahmad Khan and Mir Janullah Khan Talpur (The representatives of the consumers from the civil society). The Chairman urged the management to work hard for betterment of the company and appreciated their efforts made so far. Session was formally started after the introduction of all the honorable members of the Board.

The following agendas were discussed: -

**Agenda # 01. NOMINATION OF MR. REHAN HAMID CHIEF EXECUTIVE OFFICER HESCO AS DIRECTOR BOD**

**POINTS OF DISCUSSION:**

1. The Company Secretary informed that Ministry of Energy (Power Division) conveyed the approval for appointment of Mr. Rehan Hamid as the Chief Executive Officer HESCO Hyderabad vide Notification No.3(2)/2018-DISCOs dated 01.06.2021 and subsequently, the Board in its 188<sup>th</sup> meeting held on 01.06.2021 appointed the Mr. Rehan Hamid as the CEO HESCO on the terms and conditions mentioned in the employment contract, approved by the cabinet, and conveyed by Power Division vide letter dated 23.12.2020.
2. The Company Secretary also informed that the Board Resolution, in this regard, was issued by Company Secretary vide No.1525-47 Dated 01.06.2021 and Mr. Rehan Hamid Chief Executive Officer took over the charge of the post of CEO HESCO Hyderabad on 01.06.2021
3. It was apprised to the Board members that by virtue of holding the post of Chief Executive Officer HESCO, the officer shall also be the Executive Director, BOD HESCO. It was further apprised that the clause 188 (3) of the Companies Act, 2017 lays down that "the Chief Executive Officer" shall if he is not already a "Director" of the Company, be deemed to be its Director and be entitled to all rights and privileges and subject to all the liabilities of that office".



**Agenda# 02 NOMINATION OF MR. ZULFIQAR ALI FAROOQUI, MR. RASHID AHMAD KHAN AND MIR JANULLAH KHAN AS DIRECTOR BoD (THE REPRESENTATIVES OF CIVIL SOCIETY)**

**POINTS OF DISCUSSION:**

1. The Company Secretary informed that the Ministry of Energy (Power Division) GoP Islamabad vide No.7(1)/2018-DISCOs dated 28.12.2020 and vide Notification dated 07.05.2021, has nominated Mr. Zulfiqar Ahmad Farooqui, Mr. Muhammad Rashid Khan and Mir Janullah Khan Talpur as Directors on the BoD HESCO (The representatives of the consumers from the Civil Society).
2. The Board welcomed the new Members on HESCO BoD and asked Company Secretary to ensure further necessary action as per Companies Act, 2017 and CGR, 2013)

**Agenda #03 CONFIRMATION OF MINUTES 181, 182, 184, 185, 186, 187, 188 OF MINUTES**

The Company Secretary submitted the minutes of 181<sup>st</sup>, 182<sup>nd</sup>, 184<sup>th</sup>, 185<sup>th</sup>, 186<sup>th</sup>, 187<sup>th</sup> and 188<sup>th</sup> BoD meetings for approval and confirmation of the same. Mr. Akbar Azam Rajar said that these minutes couldn't be received along with the agenda, so the minutes from his side are confirmed subject to incorporation of his amendments input in each of the minutes of these meetings.

**DECISION:**

The BoD agreed and resolved to confirm the minutes of 181<sup>st</sup>, 182<sup>nd</sup>, 184<sup>th</sup>, 185<sup>th</sup>, 186<sup>th</sup>, 187<sup>th</sup> and 188<sup>th</sup> BoD meetings.

**Agenda #04 IMPLEMENTATION STATUS OF 181, 182, 184, 185 AND 186 BoD MEETINGS**

**DECISION:**

The implementation status will be discussed in next BoD meeting.

**ACTION POINTS:**

| Point of Action       | Responsibility    | Time line        | Status |
|-----------------------|-------------------|------------------|--------|
| Implementation status | Company Secretary | Next BoD meeting | Open   |



**Agenda #05 ASSIGNMENT OF ADDL. CHARGE OF COMPANY SECRETARY**

**POINTS OF DISCUSSION:**

1. The Board deliberated on the nomination of Mian Muhammad Sohail Afzal Dir (HRM) as the Company Secretary in place of Ms. Hina Talpur, Chief Financial Officer as per recommendations by the HR Committee and showed its satisfaction keeping in view the qualifications and experience held by the officer. However, the members suggested that the said assignment of the charge will be on temporary basis till the regular appointment of the Company Secretary.
2. The Board Members also considered the name of Mr. Khalid Mehmood Manager (PMU) for the post of Company Secretary but suggested that he should continue his job against engineering cadre posts due to shortage of engineers.
3. The Board members also discussed the grant of compensation equivalent to Rs.30000/- p.m. to the incumbent and agreed to the proposal as the same had already been approved by the former BOD.
4. The Board also directed the DG (HR) to ensure payment of compensation Rs.30000/- p.m. to Ms. Hina Talpur against her previous services as Company Secretary and the DG (HR) affirmed to comply with the directions of the BoD

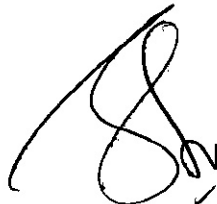
**DECISION:**

The BoD unanimously agreed and resolved to accord approval for assigning the charge of the post of Company Secretary, on temporary basis, to Mian Muhammad Sohail Afzal, Director (HRM) HESCO in addition to his own duties alongwith compensatory allowance of Rs.30,000/- per month.

Since the post of Company Secretary cannot be immediately advertised due to the APNS issue, the matter of APNS and Inquiry against the accused delinquent officer (s) was also discussed at length and the following directions were rendered to the HESCO management:

**DIRECTIONS:**

- i) Chief Executive Officer HESCO was directed to get resolved the long-standing issue of ban on publications of HESCO with APNS/PID within 10



days with request to Mr. Ali Ahmad Palh, Director BoD, to assist the Management in this regard.

- ii) HESCO management to get the pending disciplinary proceedings finalized against the accused delinquent officer responsible for misappropriation, if any, which led to the imposition of ban on HESCO's publications and caused huge financial loss to the company in monetary terms.

**ACTION POINTS:**

| Point of Action        | Responsibility    | Time line        | Status |
|------------------------|-------------------|------------------|--------|
| Issuance of resolution | Company Secretary | Next BoD meeting | Open   |

**Agenda # 06. PROMOTION – INDUCTION OF OFFICERS BPS 17**

**POINTS OF DISCUSSION:**

1. The Board members deliberated on the proceedings of the promotion board and urged DG (HR) to confirm that no enquiry / disciplinary case was pending against any officer at the time of promotion board and necessary certificates were obtained from the concerned quarters in this regard.
2. DG (HR) confirmed that necessary codal formalities had already been completed well in time before the meeting of the promotion board.
3. A few Board members also advised the Management to submit the promotion cases well in time to the Board for better understanding of the case and the management ensured to comply with the instructions.
4. HR Committee also informed the Board that sufficient deliberations had already been made on the of promotion board proceedings in **49<sup>th</sup> and 50<sup>th</sup> HRC meetings** held on 28.05.2021 and 04.06.2021, respectively.
5. DG (HR) also apprised the Hon'able Board Members that in case of penalties imposed upon the officers, to be considered for promotion, penalties' marks are deducted from the overall score of their performance evaluation and subsequently, only those officers



are recommended "Fit for Promotion" on seniority cum fitness basis who qualify the minimum threshold of 50 in case of promotion from BPS-17 to BPS-18.

6. The Board members were also apprised that Jr. Engineers (BPS-17) inducted on the basis of M.Sc. as Sr. Engineers (BPS-18) would only be posted against the posts related to Research and Design etc. as per instructions of PEPCO till their immediate senior is not promoted.

**DECISION:**

The BoD unanimously agreed and resolved to accord approval for the proceedings of Promotion Board for promotion of 09 No. of Jr. engineers (BPS-17) to Sr. Engineer (BPS-18) and induction of 01 No. Jr. Engineer (BPS-17) as Sr. Engineer (BPS-18) based on qualification who have been declared "FIT" by the promotion Board in its meeting held on 04.05.2021 against vacancies falling in their respective quotas. With respect to posting of the Senior Engineer promoted based on qualification, the Board was apprised that PEPCO's instructions issued vide OM dated 02.05.2011 regarding restriction of posting on research and design related assignments for inductee Engineers under MSc / Ph.D. quota will remain in force till their immediate seniors are regularly promoted against the post on which officer was inducted.

**DIRECTION:**

The BoD directed that PEPCO's instructions issued vide OM dated 02.05.2011 regarding restriction of posting on research and design related assignments for inductee Engineers under MSc / Ph.D. quota will remain in force till their immediate seniors are regularly promoted against the post on which officers was inducted.

**ACTION POINTS:**

| Point of Action        | Responsibility    | Time line        | Status |
|------------------------|-------------------|------------------|--------|
| Issuance of resolution | Company Secretary | Next BoD meeting | Open   |





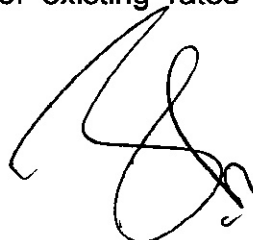
**Agenda # 07. ENHANCEMENT OF PART TIME WAGES (FOR CLEANING PURPOSE)**

**POINTS OF DISCUSSION:**

1. The Board deliberated on the enhancement of part time wages from Rs.8000/- p.m. to Rs.10000/- p.m. as proposed by the Management and showed its concern that why did their wages were not enhanced well in time.
2. DG (HR) informed the Honorable Board Members that in the past, concerned Commissioners / Deputy Commissioners of the area had been fixing the rates of Part Timers through their notifications but since long their offices had not issued such notifications.
3. The Board urged the Management to also fix the hours of work in respect of part timers, usually up to 04 hours/day, and they should be restricted to perform only cleaning functions in their respective offices. The Board also stressed to look for janitorial services from the open market and also devise some mechanism to pay such part timers as per their work hours to ensure that they should not be underpaid. However, the transparency must be ensured so that merit may not be violated by anyone.
4. The Board Members also deliberated and urged the management to keep in view also the instructions of Govt. of Sindh regarding fixation of minimum wage rate while fixing the wages of part timers working in HESCO.
5. DG (HR) requested the Board to enhance the wages of part timers @ 25% of existing wages of Rs.8000/- and fix new wages as Rs.10000/-p.m. on the analogy of Finance Division (Regulation Wing), Govt of Pakistan Islamabad O.M No. F. No. 14(1)R-3/2021-90 dated 03.03.2021 regarding 25% Disparity Reduction Allowance which the Board has also adopted for HESCO employees. However, the management will submit revised comprehensive policy regarding fixation of wages of part timers, in due course, in the light of directions of the Honorable Board.

**DECISION:**

The BoD unanimously agreed and resolved to accord approval for enhancement of 25% of existing rates of Rs.8000/- on the analogy of



above-mentioned Finance Division O.M. and its subsequent adoption by BoD HESCO & re-fix the part timers' rates as Rs.10,000/- per month.

**DIRECTION:**

The BoD directed DG (HR) to bring comprehensive policy regarding part timers incorporating nature of work, hours of work, wage rate per hour, wage rate prescribed by the Govt. of Sindh, availability of janitorial services in the market etc. within 03 months.

**ACTION POINTS:**

| Point of Action        | Responsibility    | Time line        | Status |
|------------------------|-------------------|------------------|--------|
| Issuance of resolution | Company Secretary | Next BoD meeting | Open   |

**Agenda# 08 EX-POST FACTO LEAVE CASE OF MR. FAHEEM AHMAD SHAIKH JR. ENGINEER**

**POINTS OF DISCUSSION:**

1. The Board deliberated and asked DG(HR) whether the said officer has given his request in writing regarding ex-post facto approval of his leave of 407 days giving the justified reason of his late arrival in Pakistan. DG(HR) informed that the officer has submitted his request in writing giving the reason that he could not join his duties due to cancellation of his flight schedule due to COVID-19 / lockdown.
2. The Board members agreed to allow the officer ex-post approval of consolidated 407 days leave due to unavoidable circumstances beyond his control. However, the Board urged the management of revise policies as well as book of financial powers so that such petty matters may not come at Board level and the same are decided at the management level. The Board members clarified that they cannot interfere in the day-to-day affairs of the company and that they are not required for indulging into petty operational matters rather their domain is to formulate and give policy decisions.



**DECISION:**

The BoD unanimously agreed and resolved to allow Mr. Faheem Ahmad Shaikh, Assistant Manager (M&T), a consolidated leave of 407 days as per following detail subject to relevant rules:

- i) 12.02.2019 to 11.06.2019 (120 days) on full pay.
- ii) 12.06.2019 to 24.03.2020 (287 days) on half average pay.

**DIRECTION:**

The BoD directed the management to revise leave rules alongwith other HR policies and Book of Financial Powers to dispose of such petty cases at the level of Chief Executive Officer HESCO so that the Board could invest its valuable time in policy decisions.

**ACTION POINTS**

| Point of Action        | Responsibility    | Time line | Status |
|------------------------|-------------------|-----------|--------|
| Issuance of resolution | Company Secretary | Next BoD  | Open   |

**Agenda# 09 ESTABLISHMENT OF MARKET IMPLEMENTATION AND REGULATORY AFFAIRS DEPARTMENT (MIRAD) IN HESCO**

**DECISION:** Not Discussed. Referred back to HR Committee for further Recommendations.

**ACTION POINTS:**

| Point of Action                         | Responsibility | Time line                 | Status |
|---|----------------|---------------------------|--------|
| Item will be placed before HR Committee | DG(HR)         | Next HR Committee meeting | Open   |



**Agenda# 10: REVISION OF COMPOSITION OF EXISTING SUB-COMMITTEES & CONSTITUTION OF NEW SUB-COMMITTEES OF BOD HESCO.**

**POINTS OF DISCUSSION:**

1. The BoD members deliberated that as 03 new members have also joined the Board, therefore, there is a dire need to revise the existing sub-committees of the Board and constitute some new sub-committees of the Board keeping in view the guidelines of SECP and requirement of the company.
2. The Board members proposed to constitute Nomination, Legal, Strategic Planning and Technical sub-committees of the Board keeping in view the SECP guidelines, business complexity of the company and legal issues involved in it.
3. The Board unanimously agreed to revise the composition of existing sub-committees and constitute new sub-committees of the Board. Detail is as under: -

**DECISION:**

**1: HR Committee (Revised)**

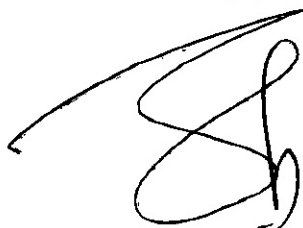
- |                                  |          |
|----------------------------------|----------|
| 1. Mr. Mohammad Rashid Hussain   | Convener |
| 2. Mr. Ali Ahmed Palh            | Member   |
| 3. Mr. Akbar Azam Rajar          | Member   |
| 4. Mr. Zulfiqar Ahmad Farooqui   | Member   |
| 5. Mr. Shahid Zaki               | Member   |
| 6. Chief Executive Officer HESCO | Member   |

**2: Procurement Committee (Revised)**

- |                                 |          |
|---------------------------------|----------|
| 1. Mr. Zahir Hassan Rizvi       | Convener |
| 2. Mr. Jamil Gul Shaikh         | Member   |
| 3. Ms. Shahnaz Akhtar           | Member   |
| 4. Mr. Imtiaz Ali Shah          | Member   |
| 5. Mr. Irfan Ahmad              | Member   |
| 6. Chief Executive Office HESCO | Member   |

**3: Audit Committee (Revised)**

- |                                |          |
|--------------------------------|----------|
| 1. Mr. Shahid Zaki             | Convener |
| 2. Ms. Shahnaz Akhtar          | Member   |
| 3. Mr. Mohammad Rashid Hussain | Member   |
| 4. Mr. Muhammad Rashid Khan    | Member   |



**4: Risk Management Committee (Revised)**

- |                                  |          |
|----------------------------------|----------|
| 1. Mr. Irfan Ahmad               | Convener |
| 2. Mr. Zulfiqar Ahmad Farooqui   | Member   |
| 3. Syed Zahir Hassan Rizvi       | Member   |
| 4. Mr. Akbar Azam Rajar          | Member   |
| 5. Mir Janullah Khan             | Member   |
| 6. Chief Executive Officer HESCO | Member   |

**5: Strategic Planning & Technical Committee (New)**

- |                                  |          |
|----------------------------------|----------|
| 1. Mr. Imtiaz Ali Shah           | Convener |
| 2. Mr. Irfan Ahmad               | Member   |
| 3. Ms. Shahnaz Akhtar            | Member   |
| 4. Syed Zahir Hassan Rizvi       | Member   |
| 5. Chief Executive Officer HESCO | Member   |

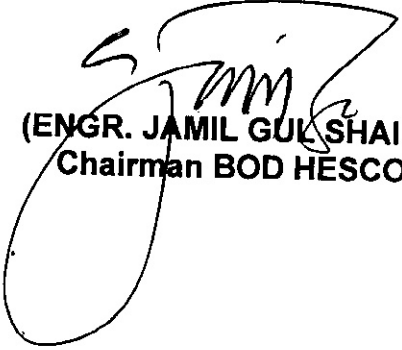
**6: Nomination & Legal Committee (New)**

- |                                  |          |
|----------------------------------|----------|
| 1. Mr. Ali Ahmad Palh            | Convener |
| 2. Mr. Muhammad Rashid Khan      | Member   |
| 3. Mr. Akbar Azam Rajar          | Member   |
| 4. Mir Janullah Khan Talpur      | Member   |
| 5. Chief Executive Officer HESCO | Member   |

**ACTION POINTS:**

| Point of Action        | Responsibility    | Time line | Status |
|------------------------|-------------------|-----------|--------|
| Issuance of Resolution | Company Secretary | Next BOD  | Open   |

There being no further business to transact, the meeting ended with a vote of thanks to and from the Chair.

  
(ENGR. JAMIL GUL SHAIKH)  
Chairman BOD HESCO