

Through PUCAR & Courier

Ref. No. KCCL/TCL/19/25

October 29, 2019

The General Manager

Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: Excerpts of Resolutions passed and adopted by the members in their 40th Annual General Meeting held on 28-October-2019

Dear Sir,

In accordance with Clause 5.6.4(b) of PSX Regulations, we hereby convey that the following resolutions were passed and adopted by the shareholders of the Company in their 40th Annual General Meeting held on Monday, October 28, 2019 at 10:00 AM at Company's Registered Office, Kohat Cement Factory, Rawalpindi Road, Kohat;

Ordinary Business:

1. **Adoption of Annual Audited Accounts together with Auditors' and Directors' Reports and Chairman's Review for the Financial Year ended June 30, 2019.**

"Resolved that the audited financial statements of the Company for the year ended June 30, 2019 together with the auditors' and directors' reports thereon and Chairman's Review Report, as circulated to the Members and laid before the Annual General Meeting, be and are hereby received, approved and adopted".

2. **Approval of final cash dividend for the year ended June 30, 2019.**

"Resolved that as recommended by the Board of Directors, a final cash dividend at the rate of Rs. 2.5/- per ordinary share i.e. 25% out of profits for the year ended June 30, 2019 absorbing Rs. 502,153,243/- be and is hereby approved and declared for payment after deducting income tax and zakat where applicable to such members whose names are borne on the Register of Members / CDS at the close of the business on October 18, 2019.

Resolved Further that the Chief Executive and Company Secretary be and are hereby empowered singly and jointly to give effect to this resolution and take or cause to be taken all necessary actions in respect of the payment of cash dividend to the members."

3. **Appointment of external auditors.**

"Resolved that M/s. KPMG Taseer Hadi & Co., Chartered Accountants be and are hereby appointed as the auditors of the Company to hold office from the conclusion of this meeting held on 28-Oct-2019 to the conclusion of next Annual General Meeting at total remuneration of Rs. 1,575,000/- (Rupees One Million Five Hundred Seventy Five Thousand only) for the annual audit, review of half-year financial statements, review of



Head Office: 37-P, Gulberg II, Lahore - Pakistan.
UAN: +92-42-11-111-KCCL, (5225) Fax: +92-42-3575-4084, 3587-4990
Web: www.kohatcement.com



statement of compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019, certification of CDC and Free Float and out of pocket expenses.”

Special Business:

4. Approval and ratification of transactions with Related Parties carried out during Financial Year ended June 30, 2019.

“Resolved that following transactions carried out in the ordinary course of business at arm’s length basis with the Related Parties during the financial year ended June 30, 2019 be and are hereby ratified, approved and confirmed.

Name of Related Party	Description of transaction	Amount (Rs.)
Palace Enterprises (Pvt.) Ltd.	Accommodation Services received	291,252
Kohat Cement Educational Trust (KCET)	Contribution made to KCET (which runs a school within the vicinity of KCCL factory)	4,363,164
Ultra Pack (Pvt.) Limited	Purchase of poly propylene bags for packing of cement	800,611,529

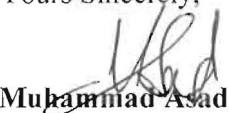
5. Authorization of the Chief Executive of the Company to approve all transactions with Related Parties during the financial year ending June 30, 2020

“Resolved that the Company be and is hereby authorized to carry out the transactions with its Related Parties (detailed as under) as and when required in the ordinary course of business at arm’s length basis during the year ending June 30, 2020 and till the next Annual General Meeting, without any limitation on the amounts of the transactions.

Name of Related Party	Description of transaction
Palace Enterprises (Pvt.) Ltd.	Availing Hotel / accommodation Services
Kohat Cement Educational Trust (KCET)	Contribution towards operational costs of a school within the vicinity of Kohat Cement Factory being run by KCET
Ultra Pack (Pvt.) Limited	Purchase of poly propylene bags for packing of cement

Further Resolved that Chief Executive of the Company be and is hereby authorized to take all necessary steps and to sign/execute any purchase order/document on behalf of the Company as may be required and to authorize any other officer of the Company to do so in order to implement the aforesaid Resolution(s).”

Yours Sincerely,


Muhammad Asadullah Khan
 Company Secretary



Head Office: 37-P, Gulberg II, Lahore - Pakistan.
UAN: +92-42-11-111-KCCL, (5225) **Fax:** +92-42-3575-4084, 3587-4990
Web: www.kohatcement.com

