

KOHAT CEMENT COMPANY LIMITED

Through PUCAR & Courier

Form-4

Ref. No. KCCL/TCL/21/38

September 10, 2021

The General Manager
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on October 04, 2021 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,


Muhammad Asadullah Khan
Company Secretary

Encl: As above.



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



KOHAT CEMENT COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 42nd Annual General Meeting (AGM) of the shareholders of **Kohat Cement Company Limited** (the "Company") will be held on Monday, **October 04, 2021** at 11:00 A.M., at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

Ordinary Business


1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2021 together with Auditors' and Directors' Reports and Chairman's Review.
2. To appoint Auditors and to fix their remuneration.

The members are hereby notified that the retiring auditors M/s. KPMG Taseer Hadi & Co. Chartered Accountants have given their consent to act as Auditors of the Company and Board Audit Committee & the Board of Directors have also recommended their reappointment.

Special Business

3. To ratify and approve transactions carried out with Related Parties in the ordinary course of business during the financial year ended June 30, 2021; under the authority of the members as given in the last annual general meeting held on October 28, 2020.
4. To authorize the Chief Executive of the Company to approve all transactions with Related Parties carried out and to be carried out in the ordinary course of business during the financial year ending June 30, 2022 and till the date of next Annual General Meeting, and to further authorize him to take any and all necessary steps and to sign/execute any and all such documents/annexures on behalf of the Company as may be required.

By order of the Board:


Muhammad Asadullah Khan
Company Secretary

Lahore: September 13, 2021



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Statement under Section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning special business to be transacted at the Annual General Meeting of the Company to be held on October 04, 2021.

Item No. 3: Ratification / Approval of Related Party Transactions

The Company carried out following transactions with its related parties in the ordinary course of business at arms' length basis in accordance with the Policy of related party transaction approved by the Board of Directors and under the authority of special resolution of the members as approved by them in the last annual general meeting held on October 28, 2020. All these transactions were presented before the Board of Directors for their review and consideration as recommended by the Audit Committee on quarterly basis pursuant to Clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019.

Name of Related Party	Interested Directors	Nature of relationship	Description of transaction	Pricing Policy	Amount (Rs.)
Kohat Cement Educational Trust (KCET)	Mr. Aizaz Mansoor Sheikh	Trustees of KCET	Contribution made to KCET (which runs school within the vicinity of KCCL factory)	n/a	4,818,679
	Mr. Nadeem Atta Sheikh				
	Mr. Muhammad Rehman Sheikh	Son of Mr. Aizaz Mansoor Sheikh			
	Mrs. Hafsa Nadeem	Spouse of Mr. Nadeem Atta Sheikh			
	Mr. M. Atta Tanseer Sheikh	Brother of one of the Trustees of KCET			
Ultra Pack (Pvt.) Ltd. (UPPL)	Mr. Aizaz Mansoor Sheikh	Substantial shareholders and directors of ANS Capital which is holding Company of KCCL and UPPL	Purchase of poly propylene bags for packing of cement	Open Market Price	1,336,482,978
	Mr. Nadeem Atta Sheikh				
	Mr. Muhammad Rehman Sheikh				
	Mrs. Hafsa Nadeem	Shareholders of ANS Capital which is holding Company of KCCL and UPPL			
	Mr. M. Atta Tanseer Sheikh				

The following resolution is proposed to be passed as Special Resolution with or without any modification:

“Resolved that following transactions carried out in the ordinary course of business at arm's length basis with the related parties, in accordance with the Policy of related party transactions approved by the Board of Directors, during the financial year ended June 30, 2021 be and are hereby ratified, approved and confirmed.



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Name of Related Party	Description of transaction	Amount (Rs.)
Kohat Cement Educational Trust (KCET)	Contribution made to KCET (which runs a school within the vicinity of KCCL factory)	4,818,679
Ultra Pack (Pvt.) Limited	Purchase of poly propylene bags for packing of cement	1,336,482,978

Item No. 4: Authorization to the Company to transact with certain related parties

The Company shall continue to carry out transactions with its Related Parties (detailed as under) in its ordinary course of business at arm's length basis during the financial year ending June 30, 2022 and till the date of next annual general meeting. The majority of directors are interested in these transactions due to the reasons mentioned below, therefore, these related party transactions have to be approved by the members of the Company in terms of Sections 207 and 208 of the Companies Act, 2017.

Name of Related Party	Interested Directors	Nature of relationship	Description of transaction	Pricing Policy
Ultra Pack (Private) Limited (UPPL)	Mr. Aizaz Mansoor Sheikh	Substantial shareholders and directors of ANS Capital which is holding Company of KCCL and UPPL	Sale of cement and purchase of poly propylene bags for packing of cement	Open market price
	Mr. Nadeem Atta Sheikh			
	Mr. Muhammad Rehman Sheikh			
	Mrs. Hafsa Nadeem			
	Mr. M. Atta Tanseer Sheikh			
Kohat Cement Educational Trust (KCET)	Mr. Aizaz Mansoor Sheikh	Trustees of KCET	Contribution towards operational costs of a school within the vicinity of Kohat Cement Factory being run by KCET	n/a
	Mr. Nadeem Sheikh			
	Mr. Muhammad Rehman Sheikh	Son of Mr. Aizaz Mansoor Sheikh		
	Mrs. Hafsa Nadeem	Spouse of Mr. Nadeem Atta Sheikh		
	Mr. M. Atta Tanseer Sheikh	Brother of one of the Trustees of KCET		
Ultra Kraft (Private) Limited (UKPL)	Mr. Aizaz Mansoor Sheikh	Substantial shareholders and directors of ANS Capital which is holding Company of KCCL and UKPL	Sale of cement and purchase of paper bags for packing of cement	Open market price
	Mr. Nadeem Atta Sheikh			
	Mr. Muhammad Rehman Sheikh			
	Mrs. Hafsa Nadeem			
	Mr. M. Atta Tanseer Sheikh			



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Palace Enterprises (Private) Limited (PEL)	Mr. Aizaz Mansoor Sheikh ✓	Shareholders and Directors of PEL ✓	Availing hospitality Services, etc. ✓	Open market price ✓
	Mr. Nadeem Atta Sheikh ✓			
	Mrs. Hafsa Nadeem ✓	Shareholder of PEL and spouse of Mr. Nadeem Atta Sheikh ✓		
	Mr. Muhammad Rehman Sheikh ✓	Shareholder of PEL and son of Mr. Aizaz Mansoor Sheikh ✓		
	Mrs. Hijab Tariq ✓	Shareholder of PEL ✓		

These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The following resolutions are proposed to be passed as Special Resolutions with or without modification:

“**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, 2022 and till the next Annual General Meeting, without any limitation on the amounts of the transactions.

Name of Related Party	Description of transaction
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 ✓	Sale of cement and purchase of poly propylene bags for packing of cement ✓
Ultra Kraft (Pvt.) Limited ✓	Sale of cement and purchase of paper bags for packing of cement ✓
Palace Enterprises (Private) Limited ✓	Availing Hospitality Services, etc. ✓

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).”

Notes:

1. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will be closed from Monday, **September 27, 2021** to Monday, **October 04, 2021** (both days inclusive). Physical transfers / CDS transactions IDs received in order at the Company’s Independent Share Registrar Office, **M/s Hameed Majeed Associates (Pvt.) Limited, HM House, 7-Bank Square, Lahore**, up to the close of business on Friday, **September 24, 2021** will be treated in time for the purpose of attending the meeting.



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2. **Right to appoint Proxy**

A member is entitled to appoint a proxy in his/her place to attend, speak and vote instead of him/her. A member can appoint only one proxy in his/her place who can exercise all rights of a member in the meeting. The instrument appointing a proxy, duly stamped and signed, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power of attorney or authority must be deposited at the Head Office of the Company, 37-P, Gulberg-II, Lahore not later than 48 hours (excluding non-working days) before the time of the meeting. A proxy must be a member of the Company and all members are entitled to inspect during the business hours of the Company all proxies lodged with the Company. Form of proxy in English and Urdu Language is enclosed herewith and also available on Company's website: www.kohatcement.com.

3. **Attendance through Video-Conference**

Pursuant to the provisions of the Companies Act, 2017, the shareholder(s) residing in a city holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the annual general meeting. The demand for video-link facility shall be received by the Company Secretary at the head office of the Company, 37-P, Gulberg II, Lahore, at least seven (7) days prior to the date of the meeting on the Standard Form which can be downloaded from the Company's website: www.kohatcement.com.

4. **Attendance through Electronic Medium**

The members are encouraged to attend the AGM online through ZOOM, by following the below guidelines:

- a. The member shall get himself registered for Zoom meeting by filling and submitting the request on proforma available on Company's website (www.kohatcement.com) along with legible copy of CNIC, not later than September 27, 2021 to the Company Secretary through courier at 37-P Gulberg 2, Lahore or by e-mail at mis@kohatcement.com.
- b. Zoom Link shall be sent by the Company only on email ID/Phone Number registered with the CDC (in case of book entry securities) or with the Share Registrar (in case of physical shares).
- c. Members may send their comments / suggestions on any of the agenda item to Company Secretary on its email ID; mis@kohatcement.com or whatsapp no.0300-4513435.

5. **Intimation of Change in Address**

The members are requested to notify the change of their registered addresses, if any, immediately to Company's Independent Share Registrar.

6. **Placement of Annual Report on Website & its Circulation through DVD/CD**

The Annual Report containing financial statements of the Company for the year ended 30 June 2021 along with Auditors and Directors Report thereon, the Chairman's



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Review and notice of AGM etc. have been circulated through CDs and have also been placed on the company's website: www.kohatcement.com.

The shareholders who wish to receive hard copy of the Annual Report may send to the Company Secretary / Share Registrar, the Standard Request Form available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand.

7. **Transmission of Annual Report through Email**

In pursuance of the directions given by SECP vide SRO 787 (1)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Report in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a standard request form available on the Company's website: www.kohatcement.com and send the said form duly filled in and signed to the Company's Share Registrar.

8. **Attendance at AGM**

A corporation or company being a member of the Company may appoint any of its officials or any other person through a resolution of its board of directors to attend and vote at the meeting.

The members should quote their folio number/ CDS IDs in all correspondence with the Company and should bring original document at the time of attending the AGM.

CDC account holders will further have to follow the following guidelines as laid down in Circular No. 1 dated 26th January 2000 issued by the Securities & Exchange Commission of Pakistan.

For attending the meeting

- i) In case of individuals, the account holder or sub account holder and/ or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/ her original computerized national identity card (CNIC) or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature of the nominee along with his original CNIC or original passport shall be produced (unless it has been provided earlier) at the time of the meeting.

For appointing proxies

- i) In case of individuals, the account holder or sub account holder and/ or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the requirements stated above.



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- ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the Proxy Form. ✓
 - iii) The proxy shall produce his/ her original CNIC or original passport at the time of the meeting. ✓
 - iv) In case of corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature along with his original CNIC or original passport shall be submitted (unless it has been provided earlier) along with proxy form to the Company. ✓
9. **Deposit of Physical Shares in to CDC Account:** ✓
- As per Section 72 of the Companies Act, 2017, the company is required to replace its physical shares with book-entry form. The Shareholders having physical shareholding are requested to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form. This will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange. ✓



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