

KOHAT CEMENT COMPANY LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EOGM) of Kohat Cement Company Limited will be held on Monday, March 21, 2022 at 11:00 AM at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat to transact the following special business:

1. To consider and if deemed fit, pass a special resolution, as proposed in the statement of material facts, with or without modification(s), pursuant to the provisions of Section 199 and all other applicable provisions of the Companies Act, 2017, for investment in the form of short-term running finance of upto PKR 600 Million in Ultra Kraft (Private) Limited, an associated company, as per terms and conditions disclosed to the members.
2. To consider and if deemed fit, pass a special resolution, as proposed in the statement of material facts, with or without modification(s), pursuant to the provisions of Section 199 and all other applicable provisions of the Companies Act, 2017, for issuance of a Corporate Guarantee for an amount of upto PKR 400 million for a period of seven (7) years in favour of National Bank of Pakistan (NBP) to secure long term financial assistance to be extended by NBP to Ultra Kraft (Private) Limited, an associated company as per terms and conditions disclosed to the members.

The statement of material facts under Section 134 (3) of the Companies Act, 2017 concerning the special business and draft resolutions are annexed with the notice of EOGM circulated to the members of the Company.

By order of the Board:



Muhammad Asadullah Khan
Company Secretary

Lahore: Monday, February 28, 2022

Notes:

1. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will be closed from March 15, 2022 to March 21, 2022 (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 March 14, 2022 will be treated in time for the purpose of attending the meeting.

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. Form of proxy in English and Urdu Language is enclosed herewith and also available on Company's website: www.kohatcement.com.

3. 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 at address given hereinabove.

4. Attendance at EOGM

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 EOGM.

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.

- 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.

The members attending the meeting physically shall be required to comply with the Covid-19 related SOPs issued by the Federal/Provincial Governments/ Departments.

5. Attendance through Electronic Medium

In view of surge of Covid 19, the Company shall provide video link facility for attending this meeting for the safety and well-being of the members and general public. The members are encouraged to attend the EOGM online through ZOOM, by following the below guidelines:

- (a) To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/ passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) to the Company Secretary through WhatsApp at 0300-4513435 or email ID: mis@kohatcement.com by March 17, 2022.

Name of member	CNIC No.	CDC Account No/Folio No.	Cell Number.	Email address

- (b) The members who shall be registered after the necessary verification shall be provided a zoom link in email to attend the meeting. The Login facility will remain open from start of the meeting till its proceedings are concluded.
- (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.

6 Deposit of Physical Shares in to CDC Account:

The Shareholders having physical shareholding may open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into script-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 Stock Exchange. Further, Section 72 of the Companies Act, 2017 (the Act), states that after the commencement of the Act from a date notified by SECP, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the promulgation of the Act.

- 7. The Notice of Extra-Ordinary General Meeting has been placed on the Company's website www.kohatcement.com in addition to its dispatch to the shareholders.

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 Extraordinary General Meeting (the "EOGM") of Kohat Cement Company Limited (the "Company or KCCL") to be held on March 21, 2022.

Ultra Kraft (Private) Limited (UKPL)

UKPL is a private limited company incorporated on September 03, 2020. KCCL and UKPL are subsidiaries of ANS Capital (Private) Limited (ANS). ANS holds 55% and 76% equity shares of KCCL and UKPL respectively. UKPL is setting up a Paper Sack manufacturing plant with production

capacity of 120 million bags per annum. The plant is being set up in M3 Industrial City Faisalabad. The total project cost is PKR 1,467 million which shall be financed by equity and debt in the ratio of 33:67. The project was initiated in March 2021 and is expected to complete the installation of plant & machinery in March 2022. The expected date of commercial operations is April 2022. - Presently, approximately 60% of the cement packaging is being done in Paper Sacks which are mostly preferred in Punjab and Sindh because of general public acceptability and higher resale value whereas PP bags are mostly used in Northern parts of the country and also for exports due to weather conditions. Present installed capacity of cement industry is around 70 million tons per annum whereas at present the cement industry is operating at 70% capacity utilization and accordingly the current total requirement of cement sacks is 980 million bags per annum (588 million Paper Bags and 392 million PP Bags).

Item No. 1 – Approval for Investment by way of short-term running finance in Ultra Kraft (Private) Limited, an associated company

The information required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is as under:

Due Diligence:

Since the majority of the directors are interested, the necessary due diligence for the proposed investment was carried out by the senior management personnel and reviewed by the disinterested directors. Due diligence report shall be made available for inspection of members in the EOGM.

Audited Financial Statements of UKPL

The audited financial statements of UKPL for the year ended 30 June 2021 shall be made available to the members for inspection at the EOGM.

Interest of Investee Company, its sponsors and directors in the Company

UKPL is not a member of the Company, however, its following sponsors/directors are employees/members of the Company. They have no other interest except to the extent of their remunerations and shareholding in the Company detailed as follows:

Sr. No.	Name	Shareholding in UKPL		Shareholding in KCCL		Position in KCCL
		No.	% age	No.	% age	
1	ANS Capital (Private) Limited, the holding Company/member/sponsor of UKPL	3,799,997	76%	110,482,320	55%	Holding Company / Sponsor
2	Mr. Ali Aizaz Sheikh, Chief Executive / Director of UKPL	1	0.00%	780	0.0004%	Member and full time employee
3	Mr. Faisal Atta Sheikh, Director of UKPL	1	0.00%	5,950	0.003%	
4	Mr. Ibrahim Tanseer Sheikh, Director of UKPL	1	0.00%	10,500	0.005%	

Disclosures regarding associated company and investment

(a) Regarding associated company: -

Sr.	Requirements	Information																				
i	Name of associated company	Ultra Kraft (Private) Limited (UKPL)																				
ii	Basis of relationship	UKPL is an associated company of KCCL as both UKPL and KCCL are subsidiaries of ANS Capital (Pvt.) Limited (ANS). ANS owns and controls 76% equity shares of UKPL and 55% equity shares of KCCL.																				
iii	Earnings per share for the last three years (PKR)	N/A as UKPL has been incorporated on September 03, 2020 and has not yet commenced commercial operations.																				
iv	Break-up value per share, based on the latest audited financial statements	Rs. 98.03 – with Sponsors Loan Rs. 10.37 – without Sponsors Loan																				
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<div>Audited Financial Statements of UKPL for the year ended June 30, 2021.</div> <div>– Balance Sheet</div> <table><tr><th>Particulars</th><th>(Rs.)</th></tr><tr><td>Non-current Assets</td><td>1,080,265,702</td></tr><tr><td>Current Assets</td><td>69,243,782</td></tr><tr><td>Total Equity</td><td>490,141,318</td></tr><tr><td>Non-current Liabilities</td><td>600,000,000</td></tr><tr><td>Current Liabilities</td><td>59,368,166</td></tr></table> <div>– Profit and Loss Account</div> <table><tr><td>Other Income</td><td>11,748,603</td></tr><tr><td>Profit from operations</td><td>N/A</td></tr><tr><td>Profit before taxation</td><td>5,491,123</td></tr><tr><td>Profit for the year after taxation</td><td>3,898,697</td></tr></table>	Particulars	(Rs.)	Non-current Assets	1,080,265,702	Current Assets	69,243,782	Total Equity	490,141,318	Non-current Liabilities	600,000,000	Current Liabilities	59,368,166	Other Income	11,748,603	Profit from operations	N/A	Profit before taxation	5,491,123	Profit for the year after taxation	3,898,697
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Sr.	Requirements	Information
vi	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <p>(i) description of the project and its history since conceptualization;</p> <p>(ii) starting date and expected date of completion of work;</p> <p>(iii) time by which such project shall become commercially operational;</p> <p>(iv) expected time by which the project shall start paying return on investment; and</p> <p>(v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	<p>UKPL was incorporated on September 03, 2020 to set up a Paper Sack manufacturing plant with production capacity of 120 million bags per annum. The plant is being set up in M3 Industrial City Faisalabad.</p> <p>The project was initiated in March 2021 and is expected to complete the installation of plant & machinery in March 2022.</p> <p>Expected COD is April 2022.</p> <p>By June 30, 2022</p> <p>Total cash investments of PKR 540.27 million have been made by the sponsors and associated company detailed as under: Sponsors and their associates; PKR 488.27 Million Associated Company; PKR 52.00 Million</p>

(b) General disclosures: -

Sr.	Requirements	Information
i	Maximum amount of investment to be made	Rs. 600 million
ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>To support the associated company in meeting its working capital requirements and to earn Markup on short term finance which shall increase the profitability of the Company and add to the shareholders' value.</p> <p>Period of investment is one year commencing from March 22, 2022.</p>
iii	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-</p> <p>(i) justification for investment through borrowings;</p> <p>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis;</p>	The investment will be made from the Company's own funds.
iv	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<p>Maximum amount of short- term finance shall be PKR 600 million. Tenure shall be one year from March 22, 2022. Mark up shall be charged @ 3M KIBOR + 1.50% or at average borrowing cost of the Company, whichever is higher. Mark up shall be recovered on quarterly basis within 15 days of the end of the quarter. Non-payment of mark-up within stipulated time period shall entail a further mark-up/penalty at the rate of 5% per annum on unpaid amount.</p>

Sr.	Requirements	Information			
V	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	UKPL and KCCL are subsidiaries of ANS Capital (Private) Limited.			
		The directors, sponsors and majority shareholders of KCCL are also directors / members of ANS Capital (Private) Limited, holding company of UKPL as mentioned herein.			
		None of the directors, sponsors, majority shareholders and their relatives have any interest directly or indirectly in the UKPL or the proposed arrangement, except that the following directors and their relatives have their shareholding/directorship in ANS Capital (Pvt.) Limited, which is the holding company of UKPL.			
		Name of interested director, his relatives and position in KCCL	Shareholding in ANS Capital	%age of total share capital of ANS Capital	Position in ANS Capital
		Aizaz Sheikh, Director	19,561,041	28.59%	Director
		Shahnaz Aizaz, spouse of Aizaz Sheikh	499,501	0.73%	Member
		Omer Aizaz Sheikh, son of Aizaz Sheikh and employee in KCCL	2,719,501	3.98%	Director
		Ali Aizaz Sheikh son of Aizaz Sheikh and employee in KCCL	2,819,501	4.12%	Member
		Aminah Aizaz Sheikh daughter of Aizaz Sheikh	2,375,501	3.47%	Member
		Azaan Mansoor Sheikh son of Omer Aizaz Sheikh	100,000	0.15%	Member
		Nadeem Atta Sheikh, Director	28,647,044	41.87%	Director
		Hafsa Nadeem, Director	1,895,501	2.77%	Member
Faisal Atta Sheikh, son of Nadeem Atta Sheikh and Hafsa Nadeem and employee in KCCL	100,000	0.15%	Director		

Sr.	Requirements	Information			
		Asad Atta Sheikh, son of Nadeem Atta Sheikh and Hafsa Nadeem and employee in KCCL	100,000	0.15%	Director
		Hamza Atta Sheikh, son of Nadeem Atta Sheikh and Hafsa Nadeem	100,000	0.15%	Member
		Muhammad Rehman Sheikh, Director	2,819,501	4.12%	Director
		Muhammad Atta Tanseer Sheikh, Director	2,225,001	3.25%	Member
		Ibrahim Tanseer Sheikh, brother of M Atta Tanseer Sheikh and employee in KCCL	2,225,007	3.25%	Director
		Mujtaba Tanseer Sheikh brother of M Atta Tanseer Sheikh	2,225,001	3.25%	Member
vi	in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	N/A			
vii	any other important details necessary for the members to understand the transaction;	N/A			

(c) Additional disclosure in case of investments in the form of loans, advances and guarantees: -

Sr.	Requirements	Information
i	Category-wise amount of investment;	Short-term running finance of upto PKR 600 million.
ii	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	Average borrowing cost of KCCL on similar financing facilities available to the Company from different commercial banks during July 2021 to December 2021 is 3M KIBOR + 1.15%
iii	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	KCCL shall charge mark-up at the rate of 1.50% above three months KIBOR or at the average borrowing cost of the Company, whichever is higher. Non-payment of mark-up within stipulated time period shall entail a further mark-up/penalty at the rate of 5% per annum on unpaid amount.
iv	Particulars of collateral or security to be obtained in relation to the proposed investment	Cross Corporate Guarantee of UKPL
v	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	There are no conversion features in the subject facility.
vi	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	UKPL may settle and redraw the short-term running finance at its convenience. Mark up shall be paid by UKPL on quarterly basis within 15 days of the end of each quarter. Non-payment of mark-up within stipulated time period shall entail a further mark-up/penalty at the rate of 5% per annum on unpaid amount.

Draft special resolutions:

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

“Resolved that approval of members of Kohat Cement Company Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 and other applicable provisions of the Companies Act, 2017, for investment by way of short term running finance of upto **PKR 600 Million** in Ultra Kraft (Private) Limited (UKPL), an associated Company, to meet its working capital requirements for a term of one year from March 22, 2022 at a mark-up rate of 1.50% above three months KIBOR or at the average borrowing

cost of the Company, whichever is higher, which shall be paid by UKPL within fifteen (15) days of end of each quarter and as per other terms and conditions disclosed to the members and non-payment of mark-up within stipulated time period shall entail a further mark-up/penalty at the rate of 5% per annum on unpaid amount.

Further Resolved that Chief Executive of the Company or any officer of the Company authorized by him be and is hereby authorized to enter into agreement with UKPL in line with the terms approved by the members and to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s)/documents and

to complete all legal formalities including filing of documents as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolutions.

Item No. 2 – Approval for issuance of Corporate Guarantee in favour of National Bank of Pakistan (NBP) to secure the long-term financial assistance to be extended by NBP to Ultra Kraft (Private) Limited (UKPL), an associated company

The information required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is as under:

Due Diligence:

Since the majority of the directors are interested, the necessary due diligence for

the proposed investment was carried out by the senior management personnel and reviewed by the disinterested directors. Due diligence report shall be made available for inspection of members in the EOGM.

Audited Financial Statements of UKPL

The audited financial statements of UKPL for the year ended 30 June 2021 shall be made available to the members for inspection at the EOGM.

Interest of Investee Company, its sponsors and directors in the Company.

UKPL is not a member of the Company, however, its following sponsors/directors are employees/members of the Company. They have no other interest except to the extent of their remunerations and shareholding in the Company detailed as follows:

Sr. No.	Name	Shareholding in UKPL		Shareholding in KCCL		Position in KCCL
		No.	% age	No.	% age	
1	ANS Capital (Private) Limited, the holding Company/member/sponsor of UKPL	3,799,997	76%	110,482,320	55%	Holding Company / Sponsor
2	Mr. Ali Aizaz Sheikh, Chief Executive / Director of UKPL	1	0.00%	780	0.0004%	Member and full time employee
3	Mr. Faisal Atta Sheikh, Director of UKPL	1	0.00%	5,950	0.003%	
4	Mr. Ibrahim Tanseer Sheikh, Director of UKPL	1	0.00%	10,500	0.005%	

Disclosures regarding associated company and investment

(a) Regarding associated company: -

Sr.	Requirements	Information
i	Name of associated company	Ultra Kraft (Private) Limited (UKPL)
ii	Basis of relationship	UKPL is an associated company of KCCL as both UKPL and KCCL are subsidiaries of ANS Capital (Pvt.) Limited (ANS). ANS owns and controls 76% equity shares of UKPL and 55% equity shares of KCCL.
iii	Earnings per share for the last three years (PKR)	N/A as UKPL has been incorporated on September 03, 2020 and has not yet commenced commercial operations.
iv	Break-up value per share, based on the latest audited financial statements	Rs. 98.03 – with Sponsors Loan Rs. 10.37 – without Sponsors Loan

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v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<div>Audited Financial Statements of UKPL for the year ended June 30, 2021.</div> <div>– Balance Sheet</div> <table><thead><tr><th>Particulars</th><th>(Rs.)</th></tr></thead><tbody><tr><td>Non-current Assets</td><td>1,080,265,702</td></tr><tr><td>Current Assets</td><td>69,243,782</td></tr><tr><td>Total Equity</td><td>490,141,318</td></tr><tr><td>Non-current Liabilities</td><td>600,000,000</td></tr><tr><td>Current Liabilities</td><td>59,368,166</td></tr></tbody></table> <div>– Profit and Loss Account</div> <table><tbody><tr><td>Other Income</td><td>11,748,603</td></tr><tr><td>Profit from operations</td><td>N/A</td></tr><tr><td>Profit before taxation</td><td>5,491,123</td></tr><tr><td>Profit for the year after taxation</td><td>3,898,697</td></tr></tbody></table>	Particulars	(Rs.)	Non-current Assets	1,080,265,702	Current Assets	69,243,782	Total Equity	490,141,318	Non-current Liabilities	600,000,000	Current Liabilities	59,368,166	Other Income	11,748,603	Profit from operations	N/A	Profit before taxation	5,491,123	Profit for the year after taxation	3,898,697
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(b) General disclosures: -

Sr.	Requirements	Information
i	Maximum amount of investment to be made	Corporate Guarantee of upto PKR 400 million in favour of National Bank of Pakistan.
ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To support the associated company and to earn commission/profit from issuance of corporate guarantee which shall increase the profitability of the Company and add to shareholders' value. Period of investment is seven (7) years from the date of issuance of corporate guarantee.

Sr.	Requirements	Information																				
iii	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (i) justification for investment through borrowings; (ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (iii) cost benefit analysis;	Corporate Guarantee is a non-funded facility and hence doesn't require liquid funds.																				
iv	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Maximum amount of Corporate Guarantee shall be PKR 400 million. Tenure shall be seven years from issuance of guarantee. Commission shall be charged @ 0.12% per quarter payable quarterly in arrears to be paid within 15 days of the end of each quarter. Non-payment of commission within stipulated time period shall entail a further commission/penalty at the rate of 0.05% per quarter.																				
V	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>UKPL and KCCL are subsidiaries of ANS Capital (Private) Limited.</p> <p>The directors, sponsors and majority shareholders of KCCL are also directors / members of ANS Capital (Private) Limited, holding company of UKPL as mentioned herein.</p> <p>None of the directors, sponsors, majority shareholders and their relatives have any interest in the UKPL or the proposed arrangement, except that the following directors and their relatives have their shareholding/ directorship in ANS Capital (Pvt.) Limited, which is the holding company of UKPL:</p> <table><tr><th>Name of interested director, his relatives and position in KCCL</th><th>Shareholding in ANS Capital</th><th>%age of total share capital of ANS Capital</th><th>Position in ANS Capital</th></tr><tr><td>Aizaz Sheikh, Director</td><td>19,561,041</td><td>28.59%</td><td>Director</td></tr><tr><td>Shahnaz Aizaz, spouse of Aizaz Sheikh</td><td>499,501</td><td>0.73%</td><td>Member</td></tr><tr><td>Omer Aizaz Sheikh, son of Aizaz Sheikh and employee in KCCL</td><td>2,719,501</td><td>3.98%</td><td>Director</td></tr><tr><td>Ali Aizaz Sheikh son of Aizaz Sheikh and employee in KCCL</td><td>2,819,501</td><td>4.12%</td><td>Member</td></tr></table>	Name of interested director, his relatives and position in KCCL	Shareholding in ANS Capital	%age of total share capital of ANS Capital	Position in ANS Capital	Aizaz Sheikh, Director	19,561,041	28.59%	Director	Shahnaz Aizaz, spouse of Aizaz Sheikh	499,501	0.73%	Member	Omer Aizaz Sheikh, son of Aizaz Sheikh and employee in KCCL	2,719,501	3.98%	Director	Ali Aizaz Sheikh son of Aizaz Sheikh and employee in KCCL	2,819,501	4.12%	Member
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Sr.	Requirements	Information			
		Aminah Aizaz Sheikh daughter of Aizaz Sheikh	2,375,501	3.47%	Member
		Azaan Mansoor Sheikh son of Omer Aizaz Sheikh	100,000	0.15%	Member
		Nadeem Atta Sheikh, Director	28,647,044	41.87%	Director
		Hafsa Nadeem, Director	1,895,501	2.77%	Member
		Faisal Atta Sheikh, son of Nadeem Atta Sheikh and Hafsa Nadeem and employee in KCCL	100,000	0.15%	Director
		Asad Atta Sheikh, son of Nadeem Atta Sheikh and Hafsa Nadeem and employee in KCCL	100,000	0.15%	Director
		Hamza Atta Sheikh, son of Nadeem Atta Sheikh and Hafsa Nadeem	100,000	0.15%	Member
		Muhammad Rehman Sheikh, Director	2,819,501	4.12%	Director
		Muhammad Atta Tanseer Sheikh, Director	2,225,001	3.25%	Member
		Ibrahim Tanseer Sheikh, borthor of M Atta Tanseer Sheikh and employee in KCCL	2,225,007	3.25%	Director
		Mujtaba Tanseer Sheikh brother of M Atta Tanseer Sheikh	2,225,001	3.25%	Member

Sr.	Requirements	Information
vi	in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	N/A
vii	any other important details necessary for the members to understand the transaction;	N/A

(c) Additional disclosure in case of investments in the form of loans, advances and guarantees: -

Sr.	Requirements	Information
i	Category-wise amount of investment;	Corporate Guarantee of up to PKR 400 million.
ii	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period.	Company paid commission to commercial banks on similar facilities @ 0.11% per quarter during July 2021 to December 2021.
iii	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Commission shall be charged at higher of 0.12% per quarter or at the average commission charged to the Company by the commercial banks on similar credit facilities. Non-payment of commission within stipulated time period shall entail a further commission/penalty at the rate of 0.05% per quarter.
iv	Particulars of collateral or security to be obtained in relation to the proposed investment	Cross Corporate Guarantee of UKPL
v	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not applicable
vi	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The Company shall recover the commission on corporate guarantee on quarterly basis within a period of 15 days after the close of each quarter. Non-payment of commission within stipulated time period shall entail a further commission/penalty at the rate of 0.05% per quarter.

Draft special resolutions:

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

“Resolved that approval of members of Kohat Cement Company Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized in terms of Section 199 and other applicable provisions of the Companies Act, 2017, for issuance of a Corporate Guarantee for an amount of upto **PKR 400 million** for a period of seven (7) years from the date of its issuance in favour of National Bank of Pakistan (NBP) to secure long term financial assistance to be extended by NBP to Ultra Kraft (Private) Limited, an associated company as per terms and conditions disclosed to the members.

Further Resolved that Commission shall be charged by the Company at a rate of 0.12% per quarter or at the average commission charged to the Company by the commercial banks on similar credit facilities, whichever is higher, which shall be recovered quarterly in arrears, within 15 days of close of each quarter and non-payment of commission within stipulated time period shall entail a further commission/penalty at the rate of 0.05% per quarter.

Further Resolved that Chief Executive of the Company or any officer of the Company authorized by him be and is hereby authorized to enter into agreement(s) with the UKPL in line with the terms approved by the members and to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s)/documents and to complete all legal formalities including filing of documents as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolutions.

Availability of Relevant Documents

All the relevant documents pertaining to proposed special resolutions are available for inspection at the registered office of the Company from 9:00 a.m. to 5:00 p.m. on any working day, up to the last working day before the date of the EOGM. The same shall also be available for inspection by the members in EOGM.

KOHAT CEMENT COMPANY LIMITED

FORM OF PROXY

Extra-Ordinary General Meeting

I/We _____ of _____ being a member of **Kohat Cement Company Limited** (the Company) and holder of _____ (No.) Ordinary shares as per **Share Register Folio No.** _____ and/or **CDC Participant I.D. No.** _____ and **Sub Account No.** _____ hereby appoint _____ of _____, another member of the Company having **Folio No.** _____ and/or **CDC Participant I.D. No.** _____ and **Sub Account No.** _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, March 21, 2022 at **11:00 A.M.** at the registered office of the Company, **Kohat Cement Factory, Rawalpindi Road, Kohat** and at any adjourned meeting thereof.

Signed this _____ day of _____ 2022.

Signature:

Please affix
Rupees Ten
revenue stamp

Witnesses:

1. Signature: _____
Name: _____
Address: _____

CNIC or
Passport No. _____

2. Signature: _____
Name: _____
Address: _____

CNIC or
Passport No. _____

Note:

1. In order to be effective, 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. No person shall be appointed as a proxy who is not a member of the Company qualified to vote except that a Company/ Corporation being a member may appoint a person who is not a member for attending and voting at the meeting.
2. CDC account holders and their proxies are requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the company.

کوہاٹ سیمنٹ کمپنی لمیٹڈ

پراکسی فارم
غیر معمولی عام اجلاس

میں مسٹی / مسنہار
ساکن رہنما سندھ
ضلع _____ بحیثیت ممبر کوہاٹ سیمنٹ کمپنی لمیٹڈ (سی ڈی سی / فولیو نمبر _____) مسٹی / مسنہار
ساکن _____ (سی ڈی سی / فولیو نمبر _____) کو بطور مختار (پراکسی) مقرر کرتا ہوں / کرتی ہوں، تاکہ وہ میری جگہ اور میری
طرف سے کمپنی کے غیر معمولی عام اجلاس جو بتاریخ 21 مارچ 2022ء بروز پیر صبح 11:00 بجے کمپنی کے رجسٹرڈ آفس کوہاٹ سیمنٹ فیکٹری، راولپنڈی روڈ، کوہاٹ میں منعقد
ہو رہا ہے میں یا اس کے کسی ملاتوی شدہ اجلاس میں ووٹ ڈالے۔
یہ پراکسی فارم آج مورخہ _____ کو درج ذیل گواہان کی موجودگی میں دستخط ہوا۔

دستخط شیئر ہولڈر:

برائے مہربانی ۱۰ روپے مالیت کی رپونڈ
سٹیپ چسپاں کریں۔

گواہان

1-

2-

دستخط:

دستخط:

نام:

نام:

پتہ:

پتہ:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

پاسپورٹ نمبر:

پاسپورٹ نمبر:

نوٹ:

- پراکسی (نمائندے) کو فعال بنانے کے لئے ہامزدگی کا فارم (پراکسی) مینٹیک سے کم از کم 48 گھنٹے (علاوہ ہفتہ وار سرکاری تعطیلات) قبل کمپنی کو موصول ہو جانا چاہئے، کوئی بھی شخص
پراکسی (نمائندہ) مقرر نہیں کیا جاسکتا اور نہ وہ ووٹ دینے کا اہل ہو سکتا ہے جو کمپنی کا ممبر نہ ہو، ماسوائے کمپنی کارپوریشن ایجسٹڈ کو غیر معمولی اجلاس میں شرکت اور ووٹ دینے کیلئے نامزد
کئے ہوئے ممبر نہ ہو۔
- سی ڈی سی اکاؤنٹ ہولڈرز اور ان کے نمائندوں سے درخواست ہے کہ وہ پراکسی فارم کے ہمراہ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقل جمع کروائیں۔