



NOTICE OF EXTRA-ORDINARY
GENERAL MEETING

THURSDAY, JUNE 22, 2023

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 (the Company) will be held on Thursday, June 22, 2023 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, to increase the Authorized Share Capital of the Company from Rs. 3,000,000,000 (Rupees Three Billion) divided into 300,000,000 ordinary shares of Rs 10/- each to Rs. 35,000,000,000 (Rupees Thirty-Five Billion) divided into 3,500,000,000 ordinary shares of Rs 10/- each and to alter the Clause V of the Memorandum of Association to incorporate the aforesaid change therein.
2. To alter Article 37(a) of Articles of Association in order to empower the Board of Directors of the Company to capitalize any sum or sums forming part of any undivided profits of the Company.
3. To consider and if deemed fit, to approve in pursuance of S.R.O. 389(I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate annual audited financial statements (including balance sheet, profit and loss account, directors report, auditors report etc.) to its members through QR enabled Code and weblink instead of transmitting the same in the form of CD/DVD/USB.

Statement of Material Facts under section 134(3) of the Companies Act, 2017 pertaining to the aforesaid special business along with draft Special Resolutions are annexed with this Notice.

By order of the Board:



Muhammad Asadullah Khan

Company Secretary

Lahore: June 1, 2023

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning special business to be transacted at the EOGM of the Company to be held on June 22, 2023.

Item No. 1: Increase in Authorized Share Capital of Kohat Cement Company Limited

In order to cater for the future increase in paid up share capital of Kohat Cement Company Limited (the Company) through issuance of Right / Bonus shares, the Board of Directors (the Board) of the Company in its meeting held on May 30, 2023, has approved and recommended that the authorised share capital of the Company be increased from Rs. 3,000,000,000 (Rupees Three Billion) divided into 300,000,000 ordinary shares of Rs. 10/- each to Rs. 35,000,000,000 (Rupees Thirty-Five Billion) divided into 3,500,000,000 ordinary shares of Rs. 10 each by creation of 3,200,000,000 new ordinary shares of Rs. 10/- each.

The new shares, whenever issued, shall carry same voting rights and rank pari passu with the existing ordinary shares in all respect/matters in conformity with the provisions of the Companies Act, 2017.

The proposed increase in authorised share capital will also necessitate amendments in Clause V of the Memorandum of Association (MoA) of the Company, therefore, the Board has also recommended alternation in MoA to reflect the increase in the authorised share capital.

The comparative analysis of existing clause V of MoA with the proposed new clause is as under:

Existing Clause	Proposed Clause
The authorised share capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion) divided into 300,000,000 ordinary shares of Rs. 10 (Rupees Ten) each with the powers to increase or reduce the capital and to divide the share capital into different classes consisting of ordinary shares only.	The authorised share capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion) <u>Rs 35,000,000,000 (Rupees Thirty-Five Billion)</u> divided into 300,000,000 <u>3,500,000,000</u> ordinary shares of Rs. 10 (Rupees Ten) each with the powers to increase or reduce the capital and to divide the share capital into different classes consisting of ordinary shares only.

No Director or Chief Executive of the Company or their relatives has any direct or indirect interest in the proposed increase in authorised share capital and alteration in MoA, except in their capacities as Director / Chief Executive / shareholders.

Statement by the Board of Directors – “We the Board of Directors of the Company hereby confirm that the proposed alteration in the Memorandum of Association of the Company is in line with the applicable provisions of the law and regulatory framework.”

A copy each of the existing and proposed MoA indicating the proposed amendment are available for inspection at the registered office and head office of the Company, from 9:00 am to 5:00 pm on any working day upto the last working day before the date of the EOGM.

The following resolutions are proposed to be passed as Special Resolutions with or without any modification(s), addition(s) or deletion(s):

“Resolved that the authorised share capital of Kohat Cement Company Limited (the Company) be and is hereby increased from Rs. 3,000,000,000 (Rupees Three Billion) divided into 300,000,000 ordinary shares of Rs. 10/- each to Rs. 35,000,000,000 (Rupees Thirty-Five Billion) divided into 3,500,000,000 ordinary shares of Rs. 10/- each

by creation of 3,200,000,000 new ordinary shares of Rs. 10/- each.

Further Resolved that Clause V of the Memorandum of Association of the Company be and is hereby altered to read as under:

“V. The authorised share capital of the Company is Rs. 35,000,000,000 (Rupees Thirty-Five Billion) divided into 3,500,000,000 ordinary shares of Rs. 10 (Rupees Ten) each with the powers to increase or reduce the capital and to divide the share capital into different classes consisting of ordinary shares only.

Further Resolved that the ordinary shares when issued shall carry equal voting rights and rank pari passu with the existing shares of the Company in all respects/matters in conformity with the provisions of the Companies Act, 2017.

Further Resolved that Mr. Nadeem Atta Sheikh, Chief Executive of the Company and / or Mr. Muhammad Asadullah Khan, Company Secretary be and are hereby authorized singly to do all acts, matters, deeds and things and take all necessary steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and to comply with all other regulatory

requirements to implement this resolution.”

Item No. 2 – Amendment in Articles of Association

The Board of Directors (the Board) of Kohat Cement Company Limited (the Company) in its meeting held

on May 30, 2023, has approved and recommended alteration in Article 37(a) of Articles of Association (AoA) in order to empower the Board of Directors of the Company to capitalize any sum or sums forming part of any undivided profits of the Company.

The comparative analysis of existing clause 37(a) of AoA with the proposed new clause is as under:

Existing Clause	Proposed Clause
The Company may from time to time by resolution passed in General Meeting, capitalize any sum or sums forming part of any undivided profits of the Company, whether or not standing to the credit of any reserve, and direct the appropriation of the sum or sums so capitalized to be divided amongst the members of the Company who should have been entitled thereto if the same were distributed by way of dividend, and provide for the distribution of such capitalized profits by way of capital distribution by directing that the same shall be used to pay up any unissued shares of the Company of any denomination or denominations on behalf of such members, and that the shares so paid up shall be distributed as capital amongst such members in proportion to the amount which would have been received by them, if such profits had been distributed by way of dividend, as aforesaid, and in satisfaction of their shares and interests in the sum or sums so capitalized as aforesaid. Only fully paid-up shares shall be issued under this Article.	The <u>Board of Directors of the</u> Company may from time to time by resolution passed in General Meeting , capitalize any sum or sums forming part of any undivided profits of the Company, whether or not standing to the credit of any reserve, and direct the appropriation of the sum or sums so capitalized to be divided amongst the members of the Company who should have been entitled thereto if the same were distributed by way of dividend, and provide for the distribution of such capitalized profits by way of capital distribution by directing that the same shall be used to pay up any unissued shares of the Company of any denomination or denominations on behalf of such members, and that the shares so paid up shall be distributed as capital amongst such members in proportion to the amount which would have been received by them, if such profits had been distributed by way of dividend, as aforesaid, and in satisfaction of their shares and interests in the sum or sums so capitalized as aforesaid. Only fully paid-up shares shall be issued under this Article.

No Director or Chief Executive of the Company or their relatives has any direct or indirect interest in the proposed alteration in AoA, except in their capacities as Director / Chief Executive / shareholders.

Statement by the Board of Directors – “We the Board of Directors of the Company hereby confirm that the proposed alteration in the Articles of Association of the Company is in line with the applicable provisions of the law and regulatory framework.”

A copy each of the existing and proposed AoA indicating the proposed amendment are available for inspection at the registered office and head office of the Company, from 9:00 am to 5:00 pm on any working day upto the last working day before the date of the EOGM.

The following resolutions are proposed to be passed as Special Resolutions with or without any modification(s), addition(s) or deletion(s):

“Resolved that Article 37(a) of the Articles of Association of Kohat Cement Company Limited (the Company) be and is hereby substituted to read as under:

‘The Board of Directors of the Company may from time to time, capitalize any sum or sums forming part of any undivided

profits of the Company, whether or not standing to the credit of any reserve, and direct the appropriation of the sum or sums so capitalized to be divided amongst the members of the Company who should have been entitled thereto if the same were distributed by way of dividend, and provide for the distribution of such capitalized profits by way of capital distribution by directing that the same shall be used to pay up any unissued shares of the Company of any denomination or denominations on behalf of such members, and that the shares so paid up shall be distributed as capital amongst such members in proportion to the amount which would have been received by them, if such profits had been distributed by way of dividend, as aforesaid, and in satisfaction of their shares and interests in the sum or sums so capitalized as aforesaid. Only fully paid-up shares shall be issued under this Article.’

Resolved Further that Chief Executive Officer or Company Secretary of the Company be and is hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file documents as

may be necessary or incidental for the purposes of implementing this resolution.”

Item No. 3 – Circulation of annual audited financial statements to the members through QR enabled Code and weblink

The Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023 has allowed companies to circulate annual audited financial statements (including balance sheet, profit and loss account, directors and auditors reports etc.) to its members through QR enabled code and weblink instead of transmitting same through CD/DVD/USB; therefore, the Board of Directors of the Company in its meeting held on May 30, 2023, has approved and recommended for transmission of Annual Reports including audited financial statements of the Company to its members through QR enabled code and weblink instead of transmitting the same through CD/DVD/USB. However, hard copy of annual audited financial statements will be supplied to the shareholders, on demand, at their registered address, free of cost, within one week of receipt of such demand.

No Director or Chief Executive of the Company or their relatives has any direct or indirect interest in the proposed resolution except in their capacities as Director / Chief Executive / shareholders.

The following resolutions are proposed to be passed as Ordinary Resolutions with or without any modification(s), addition(s) or deletion(s):

“Resolved that circulation of annual audited financial statements (including balance sheet, profit and loss account, directors report, auditors reports and other reports contained therein etc.) of Kohat Cement Company Limited (the Company) to its shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023, be and is hereby approved.

Resolved Further that Chief Executive Officer or Company Secretary of the Company be and is hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file documents as may be necessary or incidental for the purposes of implementing this resolution.”

Notes:

1. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from **Tuesday, June 13, 2023 to Thursday, June 22, 2023** (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, H.M. House, 7-Bank Square, Lahore**, up to the close of business on **Monday, June 12, 2023** will be treated in time for the purpose of attending the EOGM.

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 EOGM. 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 Company shall provide video link facility for attending this meeting. 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 June 19, 2023.

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 the agenda item to Company Secretary on his email ID; mis@kohatcement.com or WhatsApp no.0300-4513435.

5. Voting through electronic voting and by post

The members of Kohat Cement Company Limited shall be provided where applicable, e-voting facility or voting by post in accordance with provisions of the Companies Act, 2017 and requirements of the Companies (Postal Ballot) Regulations, 2018.

6. 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.

7. 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 PSX.

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.

8. 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 every 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.

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.** _____ (or failing him _____ of _____ 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 Thursday, **June 22, 2023 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 _____ 2023.

Signature:

Please affix
Rupees Ten
revenue stamp

Witnesses:

1. Signature: _____
Name: _____
Address: _____

CNIC _____
or _____
Passport No. _____

Witnesses:

1. 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 Shareholders 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 ہندہ _____
ضلع _____ بھیت نمبر کوہاٹ سینٹ کمپنی لمیٹڈ (سی ڈی سی / فو لیو نمبر _____) مسٹی / مسنہار _____
ساکن _____ (سی ڈی سی / فو لیو 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 22 جون 2023ء بروز جمعرات صبح 11:00 بجے کمپنی کے رجسٹرڈ آفس کوہاٹ سینٹ کمپنی لمیٹڈ، 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 ریونیو
سٹیپ چسپاں کریں۔

گواہان

1- _____ دستخط: _____
2- _____ 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 نامزدگی کا فارم (پراکسی) میٹنگ 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 شخص کو غیر معمولی اجلاس میں شرکت اور ووٹ دینے کیلئے نامزد
کئے ہوئے ممبر نہ ہو۔
- حصہ داران اور ان کے نمائندوں سے درخواست ہے کہ وہ پراکسی فارم کے ممبرانہ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول جمع کروائیں۔

Book Post



kohatcement.com

If undelivered please return to

KOHAT CEMENT COMPANY LIMITED

37-P, Gulberg II, Lahore, Pakistan

Tel: +92 -42-111-111-KCCL (5225) Fax: +92-423-5754084, 5874990

Email: mis@kohatcement.com