



KOHAT CEMENT COMPANY LIMITED

NOTICE OF 45th ANNUAL GENERAL MEETING

NOTICE is hereby given that 45th Annual General Meeting (AGM) of the shareholders of Kohat Cement Company Limited (the "Company") will be held on Tuesday, October 15, 2024 at 11:00 A.M., at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

- Ordinary Business**
- To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2024 together with Auditors' and Directors' Reports and Chairman's Review.
 - To appoint Auditors of the Company 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 the Board Audit Committee & the Board of Directors have recommended their name for reappointment as auditors of the Company.
- Special Business**
- To ratify and approve transactions carried out with Related Parties in the ordinary course of business during the financial year ended June 30, 2024, under the authority of the special resolution passed in the last annual general meeting held on October 16, 2023.
 - 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, 2025 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.
 - To consider and if deemed fit, approve renewal of investment in the form of short-term running finance of upto PKR 600 Million in Ultra Kraft (Private) Limited (UKPL), an associated company, as per terms and conditions disclosed to the members.
 - To consider and if deemed fit, pass, with or without modification(s), addition(s) or deletion(s), special resolutions as proposed in the statement of material facts, pursuant to the provisions of Section 88 and all other applicable provisions of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, for purchase/buy-back by Kohat Cement Company Limited (the Company) upto 12,000,000 (Twelve Million) of its own issued ordinary shares, having face value of Rs. 10 each, through the Pakistan Stock Exchange Limited (PSX) at the spot/current price acceptable to the Company prevailing during the purchase period.
- The Statement of material facts pursuant to the provision of the Companies Act, 2017 concerning the special business and draft resolutions proposed to be passed have been dispatched to the members along with this notice.

(By Order of the Board)
Iqra Khalid
Company Secretary

Lahore: September 24, 2024

- Notes:**
- Closure of Share Transfer Books**
The register of members and the share transfer books of the Company will remain closed from Wednesday, October 09, 2024 to Tuesday, October 15, 2024 (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 Tuesday, October 08, 2024 will be treated in time for the purpose of attending the Annual General Meeting (the AGM).
 - 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 notorially 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.
 - 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 AGM. 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.
 - Attendance through Electronic Medium**
The Company shall provide video link facility for attending this meeting. The members are encouraged to attend the AGM 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 0324-4184734 or email ID, mis@kohatcement.com by October 12, 2024.

Name of Member	CNIC No.	CDC Account No / Folio No.	Cell Number	Email address
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- (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 her email ID, mis@kohatcement.com or WhatsApp no. 0324-4184734

- Transmission of Annual Report**
i. In terms of the approval of the members of the Company in their Extra Ordinary General Meeting held on June 22, 2023 and pursuant to the SECP's Notification No. SRO 389 (1)/2023 dated March 21, 2023, the Annual Report for the financial year ended on June 30, 2024 of the Company containing inter alia the audited financial statements, auditors report, directors' and Chairman's reports thereon may be viewed and downloaded by following the QR Code and web-link as given hereunder:

WEBLINK	QR CODE
http://www.kohatcement.com/financial_reports.aspx	

- Annual Report has also been e-mailed to those shareholders who have provided their valid e-mail IDs to the Company
- 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 www.kohatcement.com 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.

- The notice of Annual General Meeting along with statement of material facts under section 134(3) of the Companies Act, 2017 has been placed on Company's website www.kohatcement.com in addition to its dispatch to the shareholders.



(Voting shall be held at Annual General Meeting of 11:00 am on October 15, 2024)

Duly filled-in ballot paper shall be sent to the Chairman at his designated email address mis@kohatcement.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below;

Nature and Description of resolutions

I/We assent to Resolutions FOR AGAINST

Agenda No. 3: To ratify and approve transactions carried out with Related Parties during the financial year ended June 30, 2024
The following resolutions are approved as Special Resolutions with or without any modification(s), addition(s) and deletion(s):
"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 of Kohat Cement Company Limited, during the financial year ended June 30, 2024 be and are hereby ratified, approved and confirmed."

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)	7,932,347
Ultra Pack (Private) Limited	Purchase of poly propylene bags for packing of cement	1,621,340,191
	Sale of Company's vehicle	865,000
Ultra Kraft (Private) Limited	Purchase of paper bags for packing of cement	468,898,299

Agenda No. 4: To authorize the Chief Executive of the Company to approve all transactions with Related Parties
The following resolutions are approved as Special Resolutions with or without any modification(s), addition(s) and deletion(s):
"Resolved that Kohat Cement Company Limited (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 financial year ending June 30, 2025 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 (Private) Limited	Purchase of poly propylene bags for packing of cement and Sale of cement
Ultra Kraft (Private) Limited	Purchase of paper bags for packing of cement and Sale of cement

Further Resolved that Chief Executive of the Company be and is hereby authorized to undertake the transaction and 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)."

Agenda No. 5: To approve renewal of investment in associated company
The following resolutions are approved as Special Resolutions with or without any modification(s), addition(s) and deletion(s):
"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 renewal of 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 October 29, 2024 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."

Agenda No. 6: To approve Buy-Back of Shares of the Company
The following resolutions are approved as Special Resolutions with or without any modification(s), addition(s) and deletion(s):
"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 88 and all other applicable provisions of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, for purchase/buy-back upto 12,000,000 (Twelve Million) of its own issued ordinary shares, having face value of Rs. 10 each, in cash, out of the distributable profits/reserves of the Company through the Pakistan Stock Exchange Limited (PSX) at the spot/current price acceptable to the Company prevailing during the purchase period."
Further Resolved that ordinary shares purchased pursuant to these special resolution(s) shall be cancelled in accordance with the Regulations.
Further Resolved that the purchase / buy-back by the Company of its issued ordinary shares shall be made in cash through PSX by utilizing the distributable profits / reserves of the Company and the purchase period shall be from October 23, 2024 to April 12, 2025 (both days inclusive), or till such date the Buy-Back is complete, whichever is earlier.

Further Resolved that Mr. Nadeem Alta Sheikh, Chief Executive of the Company and / or Ms. Iqra Khalid, Company Secretary (each an "Authorized Person") be and are hereby authorized singly to prepare, finalize, execute, issue and file all necessary documents, notices, applications and any ancillary documents, take and do, and / or cause to be taken or done, any / all necessary actions, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as deemed fit for giving effect to the aforementioned resolutions or for the Buy-Back, as well as do all acts, matters, deeds and things which are necessary, incidental and/ or consequential to the principal or any ancillary matters thereto to fully achieve the objectives of aforesaid resolutions.
Further Resolved that the Authorized Person be and is hereby further authorized and empowered singly to take or cause to be taken all actions including, but not limited to, obtaining any requisite regulatory or third party approvals, wherever required, preparing all documents, engaging legal counsel, financial advisors and consultants for the purpose of the Buy-Back, opening accounts/sub-accounts with the Central Depository Company of Pakistan/ Securities Broker, filing of all the requisite statutory forms, returns and all documents as may be required to be filed with the regulator(s) or any other institution(s), executing all such documents or instrument, including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of the implementing, procuring and completing the Buy-Back and all other matters incidental or ancillary thereto.
Further Resolved that the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions that may be suggested, directed and advised by the regulator(s), which shall, if determined to be prudent or necessary by the Authorized Person, be deemed to be part of these resolutions, without the need of the members to pass fresh special resolutions."

Signature of shareholder(s) _____ Place: _____ Date: _____

- NOTES:**
- Duly filled postal ballot should be sent to Chairman, Kohat Cement Company Limited, Kohat Cement Factory Rawalpindi Road, Kohat or email at mis@kohatcement.com on or before October 14, 2024. Any postal ballot received after this date, will not be considered for voting.
 - Copy of CNIC should be enclosed with the postal ballot form.
 - Signature on postal ballot should match with signature on CNIC.
 - Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written and marked with (✓) on both options given in ballot paper will be rejected.
 - In case of representative of body corporate and corporation, Postal Ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act 2017, as applicable, unless these have already been submitted along with Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Pakistani Embassy having jurisdiction over the member.
 - Ballot paper has also been placed on the website of the Company www.kohatcement.com.

کوہاٹ سیمنٹ کمپنی لمیٹڈ

تیس برائے 45 سالانہ اجلاس عام



کوہاٹ سیمنٹ کمپنی لمیٹڈ (Kohat Cement Limited) کے سالانہ اجلاس عام کے انعقاد کے لیے دعوت نامہ جاری ہے۔

- 1- 30 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔
- 2- 12 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔
- 3- 16 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔
- 4- 17 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔
- 5- 18 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔
- 6- 19 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

24 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

نوٹس:

1- خصوصیتوں کی کتابچی: 10 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

2- رجسٹرڈ اور رجسٹریشن کی تفصیلات: 10 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

3- حق رائے دہی کی تفصیلات: 10 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

4- انٹیکسٹ کی تفصیلات: 10 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

5- حق رائے دہی کی تفصیلات: 10 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

6- حق رائے دہی کی تفصیلات: 10 جون 2024 کو صبح 10 بجے کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

نمبر کارڈ	CNIC	WCCD	تعلیمی	ای میل ایڈریس
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(b) ذرا زیادہ سے زیادہ سالانہ اجلاس عام منعقد ہوں گے۔

(c) کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

(d) کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

(e) کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

QR	ای میل ایڈریس
	http://www.kohatcement.com/financial_reports.aspx

(f) کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

(g) کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

کوہاٹ سیمنٹ کمپنی لمیٹڈ

رجسٹرڈ آفس: کوہاٹ، خیبر پختونخواہ

فون: 042-111 115 225 (Ex: 108)

www.kohatcement.com

تفصیلات کے لیے: 0324-4184734

www.kohatcement.com

نمبر کارڈ	CNIC	WCCD	تعلیمی	ای میل ایڈریس
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قراردادوں کی نوعیت اور تفصیل

1- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

2- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

نوعیت	تفصیل	مبلغ
گولڈ	کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔	7,932,347
سولڈ	کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔	1,621,340,191
پلیٹینم	کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔	865,000
ڈیامینڈ	کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔	488,898,299

3- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

4- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

نمبر کارڈ	CNIC	WCCD	تعلیمی	ای میل ایڈریس
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5- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

6- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

7- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

8- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

9- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

10- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

11- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

12- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

13- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

14- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

15- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

16- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

17- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

18- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

19- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

20- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

21- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

22- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

23- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔

24- کوہاٹ سیمنٹ کمپنی لمیٹڈ کے سالانہ اجلاس عام منعقد ہوں گے۔