

REACHING NEW

HEIGHTS



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SATURDAY, JUNE 28, 2025



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Kohat Cement Company Limited (the "Company") will be held on Saturday, June 28, 2025 at 11:00 A.M., at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

Ordinary Business

1. To elect 8 (eight) directors, being the number of directors fixed by the Board of Directors in terms of Section 159(1) of the Companies Act, 2017, for a period of three years commencing from June 29, 2025 in accordance with the provisions of the Companies Act, 2017. The names of the retiring directors are as under:

- | | |
|-----------------------------|-------------------------------------|
| 1) Mr. Aizaz Mansoor Sheikh | 5) Mrs. Hafsa Nadeem |
| 2) Mr. Nadeem Atta Sheikh | 6) Mrs. Hijab Tariq |
| 3) Mr. Ahmad Sajjad Khan | 7) Mr. Muhammad Rehman Sheikh |
| 4) Mr. Talha Saeed Ahmed | 8) Mr. Muhammad Atta Tanseer Sheikh |

The retiring directors are eligible for re-election.

Special Business

2. To consider and approve increase in Scale of Fee for Non-Executive Directors for attending meetings of the Board and its Committees.

Statement of Material facts along with draft Special Resolutions are attached to this notice.

By order of the Board:



Iqra Khalid

Company Secretary

Lahore: June 05, 2025

STATEMENT OF MATERIAL FACTS PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning special business to be transacted at the Extraordinary General Meeting (EOGM) of the Company to be held on June 28, 2025.

Item No. 1 - Election of Directors

The term of office of the retiring directors will expire on June 28, 2025. The Board of Directors of the Company will be re-constituted for the next term of three years by electing eight (8) directors in the EOGM to be held on June 28, 2025.

Pursuant to the requirements of the Section 166(3) of the Companies Act, 2017 read with Listed Companies (Code of Corporate Governance) Regulations, 2019, the Company shall ensure that two independent directors will be appointed through the process of election of directors as laid down under Section 159 of the Companies Act, 2017. The Company shall further ensure that the Independent Directors shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The Board of Directors of the Company has proposed the names of Mr. Ahmad Sajjad Khan and Mr. Talha Saeed Ahmed, the retiring independent directors to be elected as independent directors by the members. They have been selected from the data bank of independent directors maintained by Pakistan Institute of Corporate Governance and duly meet the criteria of independence as laid down in Section 166 (2) of the Companies Act, 2017. The independent directors have possessed the core competencies, skills, knowledge and experience relevant to the Company's business needs.

The notes to this notice regarding the procedure and requirement of election of directors may be read as an integral part of this statement.

The Candidates are also requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit.

The directors are interested to the extent that they are eligible for re-election as directors of the Company.

Item No. 2 - Approval for increase in Scale of Fee for attending meetings of the Board and its Committees by the Non-Executive Directors.

The Board of Directors has recommended to the members of the Company to consider and approve the increase in the remuneration/ fee of the Non-Executive Directors (excluding the Chairman of the Company) for attending meetings of the Board and its Committees.

The following is the existing and recommended fee structure for the Non-Executive directors.

	Existing		Proposed	
	BOD Meeting	Committee Meeting	BOD Meeting	Committee Meeting
	Rs.			
Independent Directors	75,000	75,000	100,000	100,000
Other Non-Executive Directors	30,000	30,000	40,000	40,000

Further, an Independent Non-Executive Director residing outside the city of meeting, shall also be entitled for reimbursement of travelling, boarding and lodging of Rs. 85,000/- per visit (*Existing is Rs. 70,000/-*) for attending the meetings in person.

Interest of the Directors - All the non-executive directors (except the Chairman) are interested to the extent of their entitlement to the meeting fee whereas Mr. Aizaz Mansoor Sheikh, Chairman is deemed interested being father of Mr. Muhammad



Rehman Sheikh, non-executive director and Mr. Nadeem Atta Sheikh, Chief Executive is deemed interested being the spouse of Mrs. Hafsa Nadeem, non-executive director.

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

“Resolved that the Scale of Fee for attending the meetings of the Board of Kohat Cement Company Limited and of its Committees by the Non-Executive Directors (except the Chairman of the Board of Directors) be and is hereby approved w.e.f. 01st July 2025 as under:

	BOD Meeting	Committee Meeting
	Rs.	
Independent Directors	100,000	100,000
Other Non-Executive Directors	40,000	40,000

Further Resolved that it is be and hereby approved that in addition to the meeting fee, an independent non-executive director residing outside the city of the meeting, shall be entitled to a fixed allowance of Rs. 85,000/- per visit on account of travelling, boarding and lodging for attending the Board and its Committee meetings in person.”

Notes:

1. Election of Directors

Any member who seeks to contest the election of directors shall, whether he/she is a retiring director or otherwise, shall file with the Company at its Head Office, 37-P, Gulberg-II, Lahore, not later than fourteen days (14) before the date of the meeting, a notice of his/her intention to offer himself/herself for election as a director in accordance with the provisions of the Companies Act, 2017 along with the following documents and information:

- His/her folio No./CDC Investor Account No./ CDC Participant I.D. No./Sub-Account No.

- Consent to act as director under Section 167 of the Companies Act, 2017, as per Appendix to Form-9 under the Companies Regulations, 2024.
- A detailed profile along with his/her office address for placement on website of the Company.
- The individual(s) contesting as independent directors shall file a declaration on stamp paper that he/she qualifies the criteria of eligibility and independence as notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- A declaration concerning the qualifications to become director of the Company under applicable laws and regulations including the Listed Companies (Code of Corporate Governance) Regulations, 2019. Copy of such declaration may be obtained from Company's head office during office hours.
- Attested copy of valid CNIC /Passport.
- Copy of NTN certificate.
- A director must be a member of the Company holding at least 500 ordinary shares at the time of filing his/her consent for contesting election of directors except a person representing a member, which is not a natural person.

2. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Saturday, June 21, 2025 to Saturday, June 28, 2025 (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 Friday, June 20, 2025 will be treated in time for the purpose of attending the EOGM.

3. 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.

4. 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.

5. 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 0324-4184734 or email ID; mis@kohatcement.com by June 25, 2025.

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 the Company Secretary on her email ID; mis@kohatcement.com or WhatsApp no. 0324-4184734.

6. Voting through Postal Ballot (electronic voting and by ballot paper)

In terms of SECP's Notification No. 451(I)/2025 dated 13th March, 2025; the members of Kohat Cement Company Limited can only cast their votes through postal ballot (by post or through e-voting) in respect of all Special Business. Accordingly, the members shall be provided e-voting and postal ballot facilities for casting their votes in respect of Special Business and Election of Directors in the manner and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

Procedure for E-Voting

- i. Details of e-voting facility (including web address, login details and password) will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers and

e-mails address available in the register of members of the Company, not later than the close of business on June 20, 2025.

- ii. The security codes will be communicated to members through SMS from the web portal of Corplink (Private) Limited (being the e-voting service provider).
- iii. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- iv. E-voting lines will start from June 25, 2025, 09:00 a.m. and shall close on June 27, 2025 at 05:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for voting through ballot paper

- i. The members may alternatively opt for voting through postal ballot. Ballot paper in prescribed form is attached with this Notice and is also available on the Company's website www.kohatcement.com to download.
- ii. The members must ensure that the duly filled and signed ballot paper, along with Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, Kohat Cement Factory, Rawalpindi Road, Kohat or email at mis@kohatcement.com, by 5:00 pm, June 27, 2025. Postal ballot received after this time/date shall not be considered for voting. The signature on the ballot paper shall match with signature on the CNIC.

7. Appointment of Scrutinizer

M/s Ishtiaq Rana & Co., Chartered Accountants, 6/B, Block-H, Gulberg-III, Lahore, have been appointed as scrutinizer,

who fulfil requirements stated in the Section 247 of the Companies Act, 2017, have a satisfactory QCR rating from the Institute of Chartered Accountants of Pakistan and have necessary knowledge and experience to independently scrutinize the voting process. The purpose of the appointment of the scrutinizer is to observe the voting process for the Special Business and the Election of Directors and to validate the voting results, the nomination papers, due diligence carried out by the Company for the selection of independent directors and the proxy forms, in accordance with the Companies (Postal Ballot) Regulations, 2018.

8. 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/her 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/ her 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:

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.

10. Prohibition of Gifts

In view of prohibition under Section 185 of the Companies Act, 2017, the Company does not distribute gifts in any form to its members in the general meetings.

11. 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.

12. Placement of EOGM Notice on website

The Notice of EOGM has been placed on the Company's website www.kohatcement.com in addition to its dispatch to the shareholders.





Kohat Cement Company Limited

Registered Office: Kohat Cement Factory, Rawalpindi Road, Kohat
Phone: 042 111 115 225 (Ext: 108], Website: www.kohatcement.com

Ballot Paper for voting through Post for the Special Business and the Election of Directors (at Extraordinary General Meeting to be held at 11:00 am on June 28, 2025)

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;

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions									
			FOR	AGAINST								
1	<p>Agenda Item 2. - To consider and approve increase in Scale of Fee for Non-Executive Directors for attending meetings of the Board and its Committees.</p> <p>The following resolutions are approved as Special Resolutions with or without any modification(s), addition(s) and deletion(s):</p> <p>“Resolved that the Scale of Fee for attending the meetings of the Board of Kohat Cement Company Limited and of its Committees by the Non-Executive Directors (except the Chairman of the Board of Directors) be and is hereby approved w.e.f. 01st July 2025 as under:</p> <table><tr><td></td><td>BOD Meeting (Rs.)</td><td>Committee Meeting (Rs.)</td></tr><tr><td>Independent Directors</td><td>100,000</td><td>100,000</td></tr><tr><td>Other Non-Executive Directors</td><td>40,000</td><td>40,000</td></tr></table>		BOD Meeting (Rs.)	Committee Meeting (Rs.)	Independent Directors	100,000	100,000	Other Non-Executive Directors	40,000	40,000		
	BOD Meeting (Rs.)	Committee Meeting (Rs.)										
Independent Directors	100,000	100,000										
Other Non-Executive Directors	40,000	40,000										

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions	
			FOR	AGAINST
	Further Resolved that it is be and hereby approved that in addition to the meeting fee, an independent non-executive director residing outside the city of the meeting, shall be entitled to a fixed allowance of Rs. 85,000/- per visit on account of travelling, boarding and lodging for attending the Board and its Committee meetings in person."			

In case of election of directors:

Sr. No.	Name of directors	No. of ordinary shares, used for voting in favor of the director	Number of votes (number of voting shares X number of director to be elected)

Signature of shareholder(s)

Place:

Date:

NOTES:

1. 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 5:00 PM, Friday, June 27, 2025. Any postal ballot received after this date, will not be considered for voting.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Signature on postal ballot should match with signature on CNIC.
4. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written and marked with (√) on both options given in ballot paper will be rejected.
5. 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.
6. Ballot paper has also been placed on the website of the Company www.kohatcement.com.

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 Saturday, June 28, 2025
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 _____ 2025.

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. 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.

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The Company Secretary,

Kohat Cement Company Limited

37-P, Gulberg II, Lahore.

Tel: 042 11 111 5225

Fax: 042 3 587 4990

کوہاٹ سیمنٹ کمپنی لمیٹڈ

پراکسی فارم
غیر معمولی اجلاس عام

میں مسٹی / مسنہ
ساکن نمائندہ
ضلع _____ بحیثیت ممبر کوہاٹ سیمنٹ کمپنی لمیٹڈ (سی ڈی سی / فولیو نمبر _____) مسٹی / مسنہ
ساکن _____ (سی ڈی سی / فولیو نمبر _____) کو بطور مختار (پراکسی) مقرر کرتا ہوں، تاکہ وہ میری جگہ اور میری طرف سے کمپنی کے غیر معمولی اجلاس عام جو بتاریخ 28 جون 2025ء بروز ہفتہ صبح 11:00 بجے کمپنی کے رجسٹرڈ آفس کوہاٹ سیمنٹ فیکٹری، راولپنڈی روڈ کوہاٹ میں منعقد ہو رہا ہے میں یا اس کے کسی ملوثی 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 ریویو
سٹیپ چسپاں کریں۔

گواہان

1-

دستخط:

2-

دستخط:

نام:

نام:

پتہ:

پتہ:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

یا

یا

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 کہ کمپنی کا رپورٹیشن ایجےٹس غیر معمولی اجلاس میں شرکت اور ووٹ دینے کیلئے نامزد کر سکتی ہے جو ممبر نہ ہو۔
- حصص داران اور ان کے نمائندوں سے درخواست ہے کہ وہ پراکسی فارم کے ہمراہ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول جمع کروائیں۔

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The Company Secretary,

Kohat Cement Company Limited

37-P, Gulberg II, Lahore.

Tel: 042 11 111 5225

Fax: 042 3 587 4990

BOOK POST



kohatcement.com

If undelivered please return to

KOHAT CEMENT COMPANY LIMITED

37-P, Gulberg II, Lahore, Pakistan

Tel: +92 -42-11-111-KCCL (5225) Fax: +92-423-5754084, 5874990

Email: mis@kohatcement.com

