

ایریکٹران کا احباب



ہر صبح فجر اور اردوں کے بعد میں اپنے اصل صلاحت کے لیے اٹھتا ہوں۔ اس وقت استعمال کرتے ہیں اور ان میں مختلف ایکس میں تک (۷) کا نشان لگا کر اپنی مرضی مندی یا انکشاف رائے دیتے ہیں۔

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یکٹر کے حساب کی وضاحت میں

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

6۔ ویب سائٹ کی ویب سائٹ www.kohatcement.com پر بھی رکھا گیا ہے۔



KOHAT CEMENT COMPANY LIMITED

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. Alzeer Masoor Sheikh | 2) Mr. Nadeem Atta Sheikh | 3) Mr. Ahmad Sajjad Khan | 4) Mr. Talha Saeed Ahmed |
| 5) Mrs. Hafsa Nadeem | 6) Mrs. Hijab Tariq | 7) Mr. Muhammad Rahman Sheikh | 8) Mr. Muhammad Atta Tanzeer 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.
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: June 05, 2025

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 Mojeed 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 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.

7. Appointment of Scrutinizer

M/s Ishaq Rana & Co., Chartered Accountants, 6/B, Block-H, Gulberg-III, Lahore, have been appointed as scrutiner, who fulfill the requirements stated in 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 scrutiner 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. 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.

9. 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 Resolutions FOR	AGAINST									
1.	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. The following resolutions are approved as Special Resolutions with or without any modification(s), addition(s) and deletion(s): "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: <table><tr><th></th><th>BOD Meeting (Rs.)</th><th>Committee Meeting (Rs.)</th></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> 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."		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											

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:

- 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.
- 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.