

REACHING NEW

HEIGHTS



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

THURSDAY, AUGUST 07, 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 Thursday, August 07, 2025 at 11:00 A.M., at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

Special Business

- To consider and if deemed fit, approve the sub-division of the face value of the Company's shares from Rs.10/- to Rs.2/- per share i.e. in the ratio of 5 shares for 1 share held, in accordance with Section 85(1)(c) of the Companies Act, 2017 and to amend the relevant clause of the Memorandum of Association of the Company to reflect the proposed sub-division of the shares.

Statement of Material facts as required under section 134(3) of the Companies Act, 2017 along with draft Special Resolutions are attached to this notice.

By order of the Board:



Iqra Khalid
Company Secretary

Lahore: July 17, 2025

STATEMENT OF MATERIAL FACTS PURSUANT TO 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 (EOGM) of the Company to be held on August 07, 2025.

Sub-division of the Face Value of Shares of Kohat Cement Company Limited

The Board of Directors of Kohat Cement Company Limited (the Company) in its meeting held on July 10, 2025, aiming to enhance the market liquidity of the Company's share, improve investor accessibility and to broaden the shareholders base, has proposed the sub-division of the Company's shares, in accordance with the provisions of Section 85(1)(c) and all other applicable provisions of the Companies Act, 2017 (the Act). The Board has recommended that the face value of each ordinary share of the Company be sub-divided from Rs.10/- to Rs. 2/- thereby increasing the number of shares accordingly without altering the total amount of authorized and paid-up capital of the Company.

Following the proposed sub-division, the subscribed and paid-up capital of the Company, currently comprising 183,861,297 ordinary shares of Rs.10/- each, will be sub-divided into 919,306,485 ordinary shares of Rs.2/- each. The Board will announce the book closure date, after the shareholders' approval of the proposed special resolutions. The entitled shareholders will receive five (5) ordinary shares of Rs.2/- each for every one (1) ordinary share of Rs.10/- held on the entitlement date, in physical form or by crediting in their respective accounts with CDC as the case may be, upon completion of the necessary regulatory procedures and formalities.

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

The proposed sub-division also necessitates amendments to Clause V of the Memorandum of Association (MoA) of the Company whereas Article 38 of the Articles of Association of the Company authorized the sub-division of shares, therefore, the Board has also recommended alternation in MoA, to reflect the revised number and face value of the shares in the authorized capital.

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

Existing Clause	Proposed Clause
The authorized 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 authorized share capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion) divided into 1,500,000,000 ordinary shares of Rs.2 (Rupees two) 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 personal interest in the proposed sub-division of the face value of share and alteration in MoA, except in their capacities as Director / Chief Executive / shareholders.

The Board of Directors of the Company has confirmed 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 up to 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 in accordance with the provisions of Section 85 of the Companies Act, 2017 and Article 38 of the Articles of Association of Kohat Cement Company Limited (the Company), the existing capital of the Company, including authorized, issued and paid-up capital, is hereby altered in a manner that each one (01) ordinary share of the Company, having face value of PKR 10/- be and is hereby sub-divided into five (05) ordinary shares of face value of Rs.2/- each, without any change in their rights, privileges and entitlements.

Further Resolved that the Authorized Share Capital of the Company be and is hereby sub-divided from 300,000,000 (Three Hundred Million) Ordinary Shares of face value of Rs.10/- each to 1,500,000,000 (One billion five hundred million) Ordinary Shares of face value of Rs.2/- each.

Further Resolved that the issued and paid-up capital of the Company, comprising 183,861,297 ordinary shares, having face value of Rs.10/- each be and is hereby sub-divided into 919,306,485 ordinary shares, having face value of Rs.2/- each.

Further Resolved that Clause V of the Memorandum of Association of the Company be and is hereby altered to read as under, subject to all the requisite regulatory approvals.

“V. The authorized share capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion) divided into 1,500,000,000 ordinary shares of Rs.2 (Rupees two) 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, privileges and entitlements and shall 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 Ms. Iqra Khalid, 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 to effectuate the aforementioned resolutions, including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan, Central Depository Company of Pakistan Limited to give effect to the above, including announcements required for closure of Members’ Register, determination of effective date for the above mentioned sub-division of shares and issue/credit of new physical and electronic shares as per the regulatory framework.”

Notes:

1. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Thursday, July 31, 2025 to Thursday, August 07, 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 Wednesday, July 30, 2025 will be treated in time for the purpose of attending and voting at 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. Form of proxy in English and Urdu Language is enclosed herewith and also available on Company's website: www.kohatcement.com.

the Company Secretary through WhatsApp at 0324-4184734 or email ID; mis@kohatcement.com by August 04, 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.

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

5. 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 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.

- 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 August 04, 2025, 09:00 a.m. and shall close on August 06, 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, August 06, 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.

6. Appointment of Scrutinizer

M/s Ishtiaq Rana & Co., Chartered Accountants, 6/B, Block-H, Gulberg-III, Lahore, have been appointed as Scrutinizer, who fulfil 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 scrutinizer is to observe the voting process for the Special Business and to validate the voting results and the proxy forms, in accordance with the Companies (Postal Ballot) Regulations, 2018.

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 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.

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 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.

9. 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.

10. 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.

11. 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 (at Extraordinary General Meeting to be held at 11:00 am on August 07, 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>Sub-division of the Face Value of Shares of Kohat Cement Company Limited</p> <p>“Resolved that in accordance with the provisions of Section 85 of the Companies Act, 2017 and Article 38 of the Articles of Association of Kohat Cement Company Limited (the Company), the existing capital of the Company, including authorized, issued and paid-up capital, is hereby altered in a manner that each one (01) ordinary share of the Company, having face value of PKR 10/- be and is hereby sub-divided into five (05) ordinary shares of face value of Rs.2/- each, without any change in their rights, privileges and entitlements.</p> <p>Further Resolved that the Authorized Share Capital of the Company be and is hereby sub-divided from 300,000,000 (Three Hundred Million) Ordinary Shares of face value of Rs.10/- each to 1,500,000,000 (One billion five hundred million) Ordinary Shares of face value of Rs.2/- each.</p> <p>Further Resolved that the issued and paid-up capital of the Company, comprising 183,861,297 ordinary shares, having face value of Rs.10/- each be and is hereby sub-divided into 919,306,485 ordinary shares, having face value of Rs.2/- each.</p> <p>Further Resolved that Clause V of the Memorandum of Association of the Company be and is hereby altered to read as under, subject to all the requisite regulatory approvals.</p> <p>“V. The authorized share capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion) divided into 1,500,000,000 ordinary shares of Rs.2 (Rupees two) each with the powers to increase or reduce the capital and to divide the share capital into different classes consisting of ordinary shares only.</p>			

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions	
			FOR	AGAINST
	<p>Further Resolved that the ordinary shares when issued shall carry equal voting rights, privileges and entitlements and shall rank pari passu with the existing shares of the Company in all respects/matters in conformity with the provisions of the Companies Act, 2017.</p> <p>Further Resolved that Mr. Nadeem Atta Sheikh, Chief Executive of the Company and / or Ms. Iqra Khalid, 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 to effectuate the aforementioned resolutions, including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan, Central Depository Company of Pakistan Limited to give effect to the above, including announcements required for closure of Members' Register, determination of effective date for the above mentioned sub-division of shares and issue/ credit of new physical and electronic shares as per the regulatory framework."</p>			

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, Wednesday, August 06, 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 Thursday, August 07, 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 تاریخ 07 اگست 2025ء بروز جمعرات صبح 11:00 بجے کمپنی کے رجسٹرڈ آفس کوہاٹ سیمنٹ فیکٹری، راہ پلینڈی 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 ریونیو
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) مینٹگ 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 ایجنٹ شخص کو 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

