



# KOHAT CEMENT COMPANY LIMITED

## NOTICE OF 46th ANNUAL GENERAL MEETING

NOTICE is hereby given that 46th Annual General Meeting (AGM) of the shareholders of Kohat Cement Company Limited (the "Company") will be held on Monday, October 13, 2025 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, 2025 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 present auditors, M/s. KPMG Taseer Hadi and Co., Chartered Accountants, retire at the conclusion of this Annual General Meeting. The Board Audit Committee and the Board of Directors have recommended the appointment of M/s. A.F. Ferguson & Co. Chartered Accountants as the auditors of the Company, who have consented to act as the auditors.

### 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, 2025, under the authority of the special resolution passed in the last annual general meeting held on October 15, 2024.
  - 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, 2026 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.
- 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 circulated to the members along with this notice.

Lahore: September 22, 2025

### Notes:

#### 1. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Monday, October 06, 2025 to Monday, October 13, 2025 (both days inclusive). Physical transfers / CDS transactions IDs received in order at the Company's Independent Share Registrar Office, M/s Hameed Majed Associates (Pvt.) Limited, H.M. House, 7-Bank Square, Lahore, up to the close of business on Saturday, October 04, 2025 will be treated in time for the purpose of attending and voting at the AGM.

#### 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](http://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 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](http://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 AGM online through ZOOM, by following the below guidelines:

- 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](mailto:mis@kohatcement.com) by October 10, 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](mailto:mis@kohatcement.com) or WhatsApp no. 0324-4184734

#### 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.

#### 6. 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 (I)/2023 dated March 21, 2023 and SRO 452 (I)/2025 dated March 17, 2025, the Annual Report for the financial year ended on June 30, 2025 of the Company containing inter alia the notice of annual general meeting, 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
<a href="http://www.kohatcement.com/financial_reports.aspx">http://www.kohatcement.com/financial_reports.aspx</a>	

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

iii. 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](http://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.

#### 7. Appointment of Scrutinizer

M/s. Ishfaq 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.

#### 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. 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](http://www.kohatcement.com) in addition to its circulation/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](http://www.kohatcement.com)

Ballot Paper for voting through Post for the Special Businesses

(at Annual General Meeting to be held at 11:00 am on October 13, 2025)

Duly filled-in ballot paper shall be sent to the Chairman at his designated email address [mis@kohatcement.com](mailto: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.	<p><b>Agenda Item 3:</b> To ratify and approve transactions carried out with Related Parties during the financial year ended June 30, 2025</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 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, 2025 be and are hereby ratified, approved and confirmed.</p> <table><tr><th>Name of Related Party</th><th>Description of transaction</th><th>Amount (Rs.)</th></tr><tr><td>Kohat Cement Educational Trust (KCET)</td><td>Contribution made to KCET (which runs a school within the vicinity of KCCL factory)</td><td>8,485,760</td></tr><tr><td>Ultra Pack (Private) Limited</td><td>Purchase of poly propylene bags for packing of cement</td><td>1,532,705,465</td></tr><tr><td>Ultra Kraft (Private) Limited</td><td>Purchase of paper bags for packing of cement</td><td>393,091,000</td></tr><tr><td>Palace Enterprises (Private) Limited</td><td>Purchase of used Power Generator</td><td>2,000,000</td></tr></table>	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)	8,485,760	Ultra Pack (Private) Limited	Purchase of poly propylene bags for packing of cement	1,532,705,465	Ultra Kraft (Private) Limited	Purchase of paper bags for packing of cement	393,091,000	Palace Enterprises (Private) Limited	Purchase of used Power Generator	2,000,000		
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2.	<p><b>Agenda Item 4:</b> – To authorize the Chief Executive of the Company to approve all transactions with Related Parties</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 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, 2026 and till the next Annual General Meeting, without any limitation on the amounts of the transactions.</p> <table><tr><th>Name of Related Party</th><th>Description of transaction</th></tr><tr><td>Kohat Cement Educational Trust (KCET)</td><td>Contribution towards operational costs of a school within the vicinity of Kohat Cement Factory being run by KCET</td></tr><tr><td>Ultra Pack (Private) Limited</td><td>Purchase of poly propylene bags for packing of cement and sale of cement, etc.</td></tr><tr><td>Ultra Kraft (Private) Limited</td><td>Purchase of paper bags for packing of cement and sale of cement, etc.</td></tr><tr><td>Ultra Properties (Private) Limited</td><td>Sale of cement etc.</td></tr></table> <p><b>Further Resolved</b> 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)."</p>	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, etc.	Ultra Kraft (Private) Limited	Purchase of paper bags for packing of cement and sale of cement, etc.	Ultra Properties (Private) Limited	Sale of cement etc.							
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3.	<p><b>Agenda Item 5:</b> To approve renewal of investment in associated company</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 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 short term financing requirements for a term of one year from October 29, 2025 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.</p> <p><b>Further Resolved</b> 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."</p>																	

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](mailto:mis@kohatcement.com) on or before 5:00 PM, Sunday, October 12, 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](http://www.kohatcement.com).



6۔ ہیلٹ پیپر کمپنی کی ویب سائٹ [www.kohatcement.com](http://www.kohatcement.com) پر بھی رکھا گیا ہے۔