



KOHAT CEMENT COMPANY LIMITED

NOTICE OF 47th ANNUAL GENERAL MEETING

NOTICE is hereby given that 47th Annual General Meeting (AGM) of the shareholders of Kohat Cement Company Limited (the "Company") will be held on Thursday, October 22, 2026 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, 2026 together with Auditors' and Directors' Reports and Chairman's Review.
- The Annual Report can be viewed and downloaded by following the below web-link and QR Code:

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

- To appoint Auditors of the Company and to fix their remuneration.

The members are hereby notified that the retiring auditors M/s. A.F. Ferguson & Co. Chartered Accountants have given their consent to act as Auditors of the Company. The Board Audit Committee and the Board of Directors have recommended their appointment 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, 2026, under the authority of the special resolution passed in the last annual general meeting held on October 13, 2025.
- 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, 2027 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 investment in the form of loan of upto PKR 600 Million in Ultra Kraft (Private) Limited (UKPL), an associated company, as per terms and conditions disclosed to the members.

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

Lahore: October 01, 2026

Notes:

- Closure of Share Transfer Books**

The register of members and the share transfer books of the Company will remain closed from Thursday, October 15, 2026 to Thursday, October 22, 2026 (both days inclusive). Physical transfers / CDS transactions IDs received in order at the Company's Independent Share Registrar Office, M/s/Homed Majed Associates (Pvt.) Limited, H.M. House, 7-Bank Square, Lahore, up to the close of business on Wednesday, October 14, 2026 will be treated in time for the purpose of attending and voting at 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 notarially certified copy of the power of attorney or authority must be deposited at the Head Office of the Company, 37-F 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 can be downloaded from 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. Moreover, all 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 0334-4888216 or email ID: misr@kohatcement.com by October 19, 2026.

Name of Member	CNIC No.	CDC Account No / Folio No.	Cell Number	Email address

- 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.

- Members may send their comments / suggestions on the agenda item to the Company Secretary on his email ID: misr@kohatcement.com or WhatsApp no. 0334-4888216.

- Voting through Postal Ballot (electronic voting and by ballot paper)**

In terms of SEC's Notification No. 451/(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.

- Transmission of Annual Report**

- The Annual Report for the financial year ended on June 30, 2026 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 in the notice of AGM.
- Annual Report has been e-mailed to those shareholders who have provided their valid e-mail IDs to the Company.
- The members 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.

- Appointment of Scrutinizer**

M/s. Ishiq Rana & Co., Chartered Accountants, 6/B, Black-H, Gulberg-II, Lahore, have been appointed as Scrutinizer, who fulfill the requirements stated in Section 247 of the Companies Act, 2017, have a satisfactory OCR 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.

- 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.

- Placement of Notice on Company's Website**

Notice of AGM along with Statement of Material facts as required under section 134(3) of the Companies Act, 2017 have been placed on the Company's website www.kohatcement.com.



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 Businesses

(at Annual General Meeting to be held at 11:00 am on October 22, 2026)

Duly filled-in ballot paper shall be sent to the Chairman at his designated email address misr@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 3: To ratify and approve transactions carried out with Related Parties during the financial year ended June 30, 2026 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, 2026 be and are hereby ratified, approved and confirmed." <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>9,919,549</td></tr><tr><td>Ultra Pak (Private) Limited</td><td>Purchase of poly propylene bags for packing of cement</td><td>1,732,524,956</td></tr><tr><td></td><td>Sale of vehicle</td><td>5,750,000</td></tr><tr><td>Ultra Kraft (Private) Limited</td><td>Purchase of paper bags for packing of cement</td><td>468,180,988</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)	9,919,549	Ultra Pak (Private) Limited	Purchase of poly propylene bags for packing of cement	1,732,524,956		Sale of vehicle	5,750,000	Ultra Kraft (Private) Limited	Purchase of paper bags for packing of cement	468,180,988			
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2.	Agenda Item 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, 2027 and till the next Annual General Meeting, without any limitation on the amounts of the transactions." <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 Pak (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></table> 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)."	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 Pak (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.										
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3.	Agenda Item 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 investment by way of loan / advance of upto PKR 600 Million in Ultra Kraft (Private) Limited (UKPL), an associated Company, to meet its operating liquidity requirements for a term of one year from October 29, 2026 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."																		

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

NOTES:

- Duly filled postal ballot shall be sent to Chairman, Kohat Cement Company Limited, Kohat Cement Factory Rawalpindi Road, Kohat or email at misr@kohatcement.com on or before 5:00 PM, Wednesday, October 21, 2026. Any postal ballot received after this date, will not be considered for voting.
- Copy of CNIC shall be enclosed with the postal ballot form. Signature on postal ballot should match with signature on CNIC.
- Incomplete, assigned, 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 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.