



KOHAT CEMENT COMPANY LIMITED

NOTICE OF 44th ANNUAL GENERAL MEETING

NOTICE is hereby given that 44th Annual General Meeting (AGM) of the shareholders of Kohat Cement Company Limited (the "Company") will be held on Monday, October 16, 2023 at 10:00 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, 2023 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 retiring auditors M/s. KPFG Taseer Hadi & Co. Chartered Accountants have given their consent to act as Auditors of the Company and the Board Audit Committee & the Board of Directors have recommended their name for reappointment 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, 2023, under the authority of the special resolution passed in the last annual general meeting held on October 27, 2022.
 - 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, 2024 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/instruments 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 dispatched to the members along with this notice.

By Order of the Board
Muhammad Asadullah Khan
 Company Secretary

Closure of Share Transfer Books
 The register of members and the share transfer books of the Company will remain closed from Tuesday, October 10, 2023 to Monday, October 16, 2023 (both days inclusive). Physical transfers / CDS transactions IDs received in order of the Company's Independent Share Registrar Office, M/s Hameed Hajeed Associates (Pvt.) Limited, H.M. House, 7-Bank Square, Lahore, up to the close of business on Monday, October 09, 2023 will be treated in time for the purpose of attending 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-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 and all members are entitled to inspect during the business hours of the Company all proxies lodged with the Company. Form of proxy in English and Urdu Language is enclosed herewith and also available on 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 annual general meeting (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.

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:

- (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 0300-4513435 or email ID: miu@kohatcement.com by October 13, 2023.

Name of member	CNIC No.	CDC Account No/Folio No.	Cell Number	Email address
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- (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 his email ID: miu@kohatcement.com or WhatsApp no. 0300-4513435.

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, the Annual Report for the financial year ended on June 30, 2023 of the Company containing inter alia the 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
http://www.kohatcement.com/financial_reports.aspx	

- ii. Annual Report has also 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 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.

The notice of Annual General Meeting along with statement of material facts under section 134(5) of the Companies Act, 2017 has been placed on 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 / 118), Website: www.kohatcement.com
 Ballot Paper for voting through Post for the Special Businesses

(Voting shall be held at Annual General Meeting at 10:00 am on October 16, 2023)

Duly filled-in ballot paper shall be sent to the Chairman at his designated email address miu@kohatcement.com

Name of shareholder(s)/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.

Nature and Description of resolutions	I/We assent to Resolutions FOR AGAINST												
<p>Agenda No. 3: To ratify and approve transactions carried out with Related Parties during the financial year ended June 30, 2023</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, 2023 be and are hereby ratified, approved and confirmed.</p> <table border="1"> <thead> <tr> <th>Name of Related Party</th> <th>Description of transaction</th> <th>Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Kohat Cement Educational Trust (KCEET)</td> <td>Contribution made to KCEET (which runs a school within the vicinity of KCCL factory)</td> <td>5,900,000</td> </tr> <tr> <td>Ultra Park (Private) Limited (I)</td> <td>Purchase of poly propylene bags for packing of cement</td> <td>1,838,137,576</td> </tr> <tr> <td>Ultra Kraft (Private) Limited (UKPL)</td> <td>Purchase of paper bags for packing of cement</td> <td>17,449,250</td> </tr> </tbody> </table>	Name of Related Party	Description of transaction	Amount (Rs.)	Kohat Cement Educational Trust (KCEET)	Contribution made to KCEET (which runs a school within the vicinity of KCCL factory)	5,900,000	Ultra Park (Private) Limited (I)	Purchase of poly propylene bags for packing of cement	1,838,137,576	Ultra Kraft (Private) Limited (UKPL)	Purchase of paper bags for packing of cement	17,449,250	
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<p>Agenda No. 4: 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, 2024 and till the next Annual General Meeting, without any limitation on the amounts of the transactions.</p> <table border="1"> <thead> <tr> <th>Name of Related Party</th> <th>Description of transaction</th> </tr> </thead> <tbody> <tr> <td>Kohat Cement Educational Trust (KCEET)</td> <td>Contribution towards operational costs of a school within the vicinity of Kohat Cement Factory being run by KCEET</td> </tr> <tr> <td>Ultra Park (Private) Limited (UPPL)</td> <td>Sale of cement, Purchase of poly propylene bags for packing of cement and Sale of company's vehicles</td> </tr> <tr> <td>Ultra Kraft (Private) Limited (UKPL)</td> <td>Sale of cement and purchase of paper bags for packing of cement</td> </tr> </tbody> </table> <p>Resolved Further 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 (KCEET)	Contribution towards operational costs of a school within the vicinity of Kohat Cement Factory being run by KCEET	Ultra Park (Private) Limited (UPPL)	Sale of cement, Purchase of poly propylene bags for packing of cement and Sale of company's vehicles	Ultra Kraft (Private) Limited (UKPL)	Sale of cement and purchase of paper bags for packing of cement					
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<p>Agenda No. 5: 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 working capital requirements for a term of one year from October 29, 2023 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>Resolved Further 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) _____ Date _____
 Place _____

- NOTES:**
- Duly filled postal ballot should be sent to Chairman, Kohat Cement Company Limited, Kohat Cement Factory Rawalpindi Road, Kohat or email at miu@kohatcement.com on or before October 15, 2023. 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, delayed, 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 there 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.