



NOTICE OF EXTRA-ORDINARY
GENERAL MEETING

WEDNESDAY, JUNE 29, 2022

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 will be held on Wednesday, June 29, 2022 at 11:00 AM at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following ordinary business:

- 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, 2022 in accordance with the provisions of the Companies Act, 2017. The names of the retiring directors are as under:

- | | |
|-----------------------------|-------------------------------------|
| 1) Mr. Aizaz Mansoor Sheikh | 5) Mrs. Hafsa Nadeem |
| 2) Mr. Nadeem Atta Sheikh | 6) Mrs. Hijab Tariq |
| 3) Mr. Ahmed Sajjad Khan | 7) Mr. Muhammad Rehman Sheikh |
| 4) Mr. Talha Saeed Ahmad | 8) Mr. Muhammad Atta Tanseer Sheikh |

The retiring directors are eligible for re-election.

Attached to this Notice being circulated to the shareholders is a statement of material facts pursuant to the provisions of the Companies Act, 2017.

By order of the Board:



Muhammad Asadullah Khan
Company Secretary

Lahore: Tuesday, June 7, 2022

NOTES:

1. Election of Directors

- i) Any member who seeks to contest the election of directors shall, whether he 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:
- a) His/her folio No./CDC Investor Account No./CDC Participant I.D. No./Sub-Account No.
 - b) Consent to act as director in Form 28 under Section 167 of the Companies Act, 2017.
 - c) A detailed profile along with his/her office address for placement on website of the Company.
 - d) 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.
 - e) A declaration concerning the qualifications to become director of the company under applicable laws and regulations including Listed Companies (Code of Corporate Governance) Regulations, 2019. Copy of such declaration may be obtained from Company's head office during office hours.
 - f) Attested Copy of valid CNIC /Passport.
 - g) Copy of NTN certificate.
- ii) 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 and holds at least 500 ordinary shares of the Company.

2. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Thursday, June 23, 2022 to Wednesday, June 29, 2022 (both days inclusive). Transfers received in order at the office of Independent Share Registrar of the Company, Hameed Majeed Associates (Pvt.) Limited, H.M. House, 7- Bank Square, Lahore, upto the close of business on Wednesday, June 22, 2022 will be treated in time for entitlement to attend and vote at the Extra-Ordinary General Meeting.

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 notially 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. 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 at address given hereinabove.

5. 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 original CNIC or original passport shall be produced (unless it has been provided earlier) at the time of the meeting.

by the Federal/Provincial Governments/Departments.

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 original CNIC or original passport shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

The members attending the meeting physically shall be required to comply with the Covid-19 related SOPs issued

6. 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 extraordinary general meeting. 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.

7. Attendance through Electronic Medium

To avoid Covid 19, the Company shall provide video link facility for attending this meeting for the safety and well-being of the members and general public. 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 0300-4513435 or email ID; mis@kohatcement.com by June 22, 2022.

| 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 any of the agenda item to Company Secretary on his email ID; mis@kohatcement.com or WhatsApp no.0300-4513435.

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.

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

9. Voting through Postal Ballot

The members may exercise their right of vote by means of Postal Ballot subject to requirements of Companies Act, 2017 and notifications issued thereunder.

- 10. The Notice of Extra-Ordinary General Meeting has been placed on the Company's website www.kohatcement.com in addition to its dispatch to the shareholders.

STATEMENT OF MATERIAL FACTS PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2017.

The term of office of the retiring directors will expire on June 28, 2022. The Board of Directors of the Company will be re-constituted for the next term of three years by electing eight (8) directors in the extraordinary general meeting to be held on June 29, 2022.

The directors are interested to the extent that they are eligible for re-election as directors of the Company.

Pursuant to the requirements of Section 166(3) of the Companies Act, 2017, independent directors will be appointed through the process of election of directors as laid down under Section 159 of the Companies Act, 2017. The Board of Directors of the Company has proposed the names of Mr. Ahmad Sajjad Khan and Mr. Talha Saeed Ahmed, the retiring independent directors to be elected as independent directors by the members. They have been

selected from the data bank of independent directors maintained by Pakistan Institute of Corporate Governance and duly meet the criteria of independence as laid down in Section 166 (2) of the Companies Act, 2017. The independent directors have possessed the core competencies, skills, knowledge and experience relevant to the Company's business needs.

The notes regarding the procedure and requirement of election of directors may be read as an integral part of this statement.

The Candidates are requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit.

KOHAT CEMENT COMPANY LIMITED

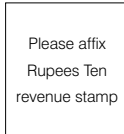
FORM OF PROXY

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.** _____ 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 Wednesday, June 29, 2022 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 _____ 2022.

Signature:



Witnesses:

- | | |
|---------------------|---------------------|
| 1. Signature: _____ | 2. Signature: _____ |
| Name: _____ | Name: _____ |
| Address: _____ | Address: _____ |
| _____ | _____ |
| CNIC _____ | CNIC _____ |
| or _____ | or _____ |
| Passport No. _____ | 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.

کوہاٹ سیمنٹ کمپنی لمیٹڈ

پراکسی فارم
غیر معمولی عام اجلاس

میں سٹی / مستانہ _____
ساکن نمائندہ _____
ضلع _____ بحیثیت ممبر کوہاٹ سیمنٹ کمپنی لمیٹڈ (سی ڈی سی / فولیو نمبر _____) سٹی / مستانہ _____
ساکن _____ (سی ڈی سی / فولیو نمبر _____) کو بطور مختار (پراکسی) مقرر کرتا ہوں / کرتی ہوں، تاکہ وہ میری جگہ اور میری
طرف سے کمپنی کے غیر معمولی عام اجلاس جو تاریخ 29 جون 2022ء بروز بدھ صبح 11:00 بجے کمپنی کے رجسٹرڈ آفس کوہاٹ سیمنٹ فیکٹری، راولپنڈی روڈ، کوہاٹ میں منعقد
ہو رہا ہے میں یا اس کے کسی ملتوی 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۔

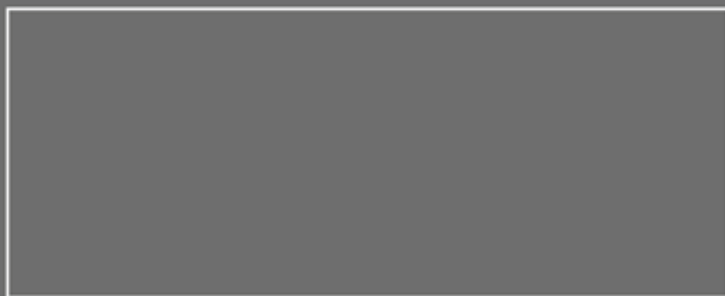
گواہان

1- _____ دستخط: _____
2- _____ دستخط: _____
نام: _____ نام: _____
پتہ: _____ پتہ: _____
کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____ کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____
پاسپورٹ نمبر: _____ پاسپورٹ نمبر: _____

نوٹ:

- پراکسی (نمائندے) کو فعال بنانے کے لئے ہمزگی کا فارم (پراکسی) بینک سے کم از کم 48 گھنٹے (علاوہ ہفتہ وار سرکاری تعطیلات) قبل کمپنی کو وصول ہونا 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 یا غیر معمولی اجلاس میں شرکت اور ووٹ دینے کیلئے نامزد کر سکتی ہے جو ممبر نہ ہو۔
- حصہ داران اور ان کے نمائندوں سے درخواست ہے کہ وہ پراکسی فارم کے ہمراہ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ فتول جمع کروائیں۔

Book Post



kohatcement.com

If undelivered please return to

KOHAT CEMENT COMPANY LIMITED

37-P, Gulberg II, Lahore, Pakistan

Tel: +92 -42-11-1111-KCCL (5225) Fax: +92-423-5754084, 5874990

Email: mis@kohatcement.com