

# 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 Saturday, June 29, 2019 at 10:00 AM at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

## Ordinary Business

1. 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, 2019 in accordance with the provisions of the Companies Act, 2017. The names of the retiring directors are as under:

- 1) Mr. Aizaz Mansoor Sheikh
- 2) Mr. Nadeem Atta Sheikh
- 3) Mrs. Hafsa Nadeem
- 4) Mr. Muhammad Rehman Sheikh
- 5) Ms. Aminah Aizaz Sheikh
- 6) Mr. Muhammad Atta Tanseer Sheikh
- 7) Mr. Hasan Tariq Atta

The retiring directors are eligible for re-election.

## Special Business

2. To sanction the holding of office of profit under the Company by Mr. Nadeem Atta Sheikh, as Executive Director.

Statement of material facts under Section 134 (3) of the Companies Act, 2017 concerning the above business and draft resolution proposed to be passed are attached with this notice.

By Order of the Board

Muhammad Asadullah Khan  
Company Secretary

Lahore: Monday, June 03, 2019

## Notes

1. Any member who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, 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) A declaration concerning the qualifications to become director of the company under applicable laws and regulations including Listed Companies (Code of Corporate Governance) Regulations, 2017. Copy of such declaration may be obtained from Company's head office during office hours.
  - e) Attested Copy of valid CNIC /Passport.
  - f) Copy of NTN certificate.
2. 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.
3. The register of members and the share transfer books of the Company will remain closed from Friday, June 21, 2019 to Saturday, June 29, 2019 (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 Thursday, June 20, 2019 will be treated in time for entitlement to attend and vote at the Extra-Ordinary General Meeting.
4. A member is entitled to appoint proxy in his/her place to attend and vote instead of him/her. 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 is enclosed.
5. 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 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 ten (10) 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).
6. 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.

7. 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 Extra-Ordinary General Meeting.
8. CDC account holders will further have to follow the under mentioned 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.

#### **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.
9. The members are requested to notify immediately changes, if any, in their registered addresses.
  10. The Notice of Extra-Ordinary General Meeting has been placed on the Company's website [www.kohatcement.com](http://www.kohatcement.com) in addition to its dispatch to the shareholders.

#### **Statement U/S 134(3) of the Companies Act, 2017**

##### **Election of Directors**

The term of office of the retiring directors will expire on June 28, 2019. The Board of Directors of the Company will be re-constituted for the next term of three years by electing eight directors in the extraordinary general meeting to be held on June 29, 2019. The directors are interested to the extent that they are eligible for re-election as directors of the Company.

Pursuant to the requirement 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 names of Mr. Ahmad Sajjad Khan and Mr. Talha Saeed have been proposed as independent directors to be elected by the members. They have been selected from the data bank of independent directors maintained by Pakistan Institute of Corporate Governance and meet the criteria of independence as laid down in Section 166 (2) of the Companies Act, 2017. The independent directors have been selected considering the core competencies, skills, knowledge and experience relevant to the Company's business needs.

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, 2017 and ensure compliance with the same in letter and spirit.

##### **Holding of Office of Profit by the Executive Director**

The approval of members is being sought for holding of office of profit by Mr. Nadeem Atta Sheikh as Executive Director of the Company for a term of three years commencing from the date of his election as director. He has been serving the Company as an executive director for more than twenty five years. During his tenure, he worked with full zeal and enthusiasm for the growth of the Company. The directors of the Company have no interest in this appointment except that Mr. Nadeem Atta Sheikh himself and his spouse Mrs. Hafsa Nadeem, are directly/indirectly interested to the extent of payment of remuneration and entitlement and other benefits associated with this position. It is proposed that the Board of Directors be authorized by the members to fix the remuneration of the executive director in light of the recommendations made by the HR&R Committee.

For this purpose, the following resolution is proposed to be passed as an ordinary resolution, with or without any modification, addition or deletion:

**"Resolved** that sanction be and is hereby granted for holding and continuing to hold an office of profit under the Company by Mr. Nadeem Atta Sheikh as an Executive Director on the terms and conditions determined by the Board of Directors of the Company and that he be paid by way of remuneration including allowances, perquisites and retirement benefits, such sums as the Board of Directors may determine".