

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

(Voting shall be held at Annual General Meeting at 11:00 am on October 15, 2024)

Duly filled-in ballot paper shall be sent to the Chairman at his designated email address 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;

Nature and Description of resolutions	I/We assent to Resolutions															
	FOR	AGAINST														
<p>Agenda Item 3 - To ratify and approve transactions carried out with Related Parties during the financial year ended June 30, 2024</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, 2024 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 (KCET)</td><td>Contribution made to KCET (which runs a school within the vicinity of KCCL factory)</td><td>7,932,347</td></tr><tr><td rowspan="2">Ultra Pack (Private) Limited</td><td>Purchase of poly propylene bags for packing of cement</td><td>1,621,340,191</td></tr><tr><td>Sale of Company’s vehicle</td><td>865,000</td></tr><tr><td>Ultra Kraft (Private) Limited (UKPL)</td><td>Purchase of paper bags for packing of cement</td><td>468,898,299</td></tr></tbody></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)	7,932,347	Ultra Pack (Private) Limited	Purchase of poly propylene bags for packing of cement	1,621,340,191	Sale of Company’s vehicle	865,000	Ultra Kraft (Private) Limited (UKPL)	Purchase of paper bags for packing of cement	468,898,299		
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<p>Agenda Item 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 Li mited (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, 2025 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 (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</td> </tr> <tr> <td>Ultra Kraft (Private) Limited</td> <td>Purchase of paper bags for packing of cement and Sale of cement</td> </tr> </tbody> </table> <p>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).”</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	Ultra Kraft (Private) Limited	Purchase of paper bags for packing of cement and Sale of cement		
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Nature and Description of resolutions	I/We assent to Resolutions	
	FOR	AGAINST
<p>Agenda Item 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, 2024 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>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.”</p>		

Nature and Description of resolutions	I/We assent to Resolutions	
	FOR	AGAINST
<p>Agenda Item 6 - To approve Buy-Back of Shares of the 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 88 and all other applicable provisions of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for purchase/buy-back upto 12,000,000 (Twelve Million) of its own issued ordinary shares, having face value of Rs. 10 each, in cash, out of the distributable profits/reserves of the Company through the Pakistan Stock Exchange Limited (PSX) at the spot/current price acceptable to the Company prevailing during the purchase period.</p> <p>Further Resolved that ordinary shares purchased pursuant to these special resolution(s) shall be cancelled in accordance with the Regulations.</p> <p>Further Resolved that the purchase / buy-back by the Company of its issued ordinary shares shall be made in cash through PSX by utilizing the distributable profits / reserves of the Company and the purchase period shall be from October 23, 2024 to April 12, 2025 (both days inclusive), or till such date the Buy-Back is complete, whichever is earlier.</p> <p>Further Resolved that Mr. Nadeem Atta Sheikh, Chief Executive of the Company and / or Ms. Iqra Khalid, Company Secretary (each an “Authorized Person”) be and are hereby authorized singly to prepare, finalize, execute, issue and file all necessary documents, notices, applications and any ancillary documents, take and do, and / or cause to be taken or done, any / all necessary actions, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as deemed fit for giving effect to the aforementioned resolutions or for the Buy-Back, as well as do all acts, matters, deeds and things which are necessary, incidental and/ or consequential to the principal or any ancillary matters thereto to fully achieve the objectives of aforesaid resolutions.</p> <p>Further Resolved that the Authorized Person be and is hereby further authorized and empowered singly to take or cause to be taken all actions including, but not limited to, obtaining any requisite regulatory or third party approvals, wherever required, preparing all documents, engaging legal counsel, financial advisors and consultants for the purpose of the Buy-Back, opening accounts/sub-accounts with the Central Depository Company of Pakistan/ Securities Broker, filing of all the requisite statutory forms, returns and all documents as may be required to be filed with the regulator(s) or any other institution(s), executing all such documents or instrument, including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of the implementing, procuring and completing the Buy-Back and all other matters incidental or ancillary thereto.</p> <p>Further Resolved that the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions that may be suggested, directed and advised by the regulator(s), which shall, if determined to be prudent or necessary by the Authorized Person, be deemed to be part of these resolutions, without the need of the members to pass fresh special resolutions.”</p>		

Signature of shareholder(s)

Place:

Date:

NOTES:

1. 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 on or before October 14, 2024. Any postal ballot received after this date, will not be considered for voting.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Signature on postal ballot should match with signature on CNIC.
4. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written and marked with (✓) on both options given in ballot paper will be rejected.
5. 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.
6. Ballot paper has also been placed on the website of the Company www.kohatcement.com.