



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 (the "Company") will be held on Thursday, August 07, 2025 at 11:00 A.M., at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

Special Business

- To consider and if deemed fit, approve the sub-division of the face value of the Company's shares from Rs. 10/- to Rs.2/- per share i.e. in the ratio of 5 shares for 1 share held, in accordance with Section 85(1)(c) of the Companies Act, 2017 and to amend the relevant clause of the Memorandum of Association of the Company to reflect the proposed sub-division of the shares.

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.

Lahore- July 17, 2025

(By Order of the Board)

Iqra Khalid
Company Secretary

Notes:

1. Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Thursday, July 31, 2025 to Thursday, August 07, 2025 (both days inclusive). Physical transfers / CDS transactions (IDs received in order at the Company's Independent Share Registrar Office, M/s Hameed Majeed Associates (Pvt.) Limited, H.M. House, 7-Bank Square, Lahore, up to the close of business on Wednesday, July 30, 2025 will be treated in time for the purpose of attending and voting at the EOGM.

2. 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. Form of proxy in English and Urdu Language is enclosed herewith and also available on Company's website: www.kohatcement.com.

3. 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 EOGM. 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.

4. Attendance through Electronic Medium

The Company shall provide video link facility for attending this meeting. 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 0324-4184734 or email ID: mis@kohatcement.com by August 04, 2025.

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 her email ID: mis@kohatcement.com or WhatsApp no. 0324-4184734

5. Voting through Postal Ballot (electronic voting and by ballot paper)

In terms of SECP's Notification No. 451(I)/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.

6. Appointment of Scrutinizer

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

7. 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.

8. Placement of EOGM Notice on Website

The Notice of EOGM has been placed on the 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), Website: www.kohatcement.com

Ballot Paper for voting through Post for the Special Business

(at Extraordinary General Meeting to be held at 11:00 am on August 07, 2025)

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		No. of ordinary shares for which votes cast	I/We assent to Resolutions FOR AGAINST
Sr. No.			
1.	<p>Sub-division of the Face Value of Shares of Kohat Cement Company Limited</p> <p>"Resolved that in accordance with the provisions of Section 85 of the Companies Act, 2017 and Article 38 of the Articles of Association of Kohat Cement Company Limited (the Company), the existing capital of the Company, including authorized, issued and paid-up capital, is hereby altered in a manner that each one (01) ordinary share of the Company, having face value of PKR 10/- be and is hereby sub-divided into five (05) ordinary shares of face value of Rs.2/- each, without any change in their rights, privileges and entitlements.</p> <p>Further Resolved that the Authorized Share Capital of the Company be and is hereby sub-divided from 300,000,000 (Three Hundred Million) Ordinary Shares of face value of Rs.10/- each to 1,500,000,000 (One billion five hundred million) Ordinary Shares of face value of Rs.2/- each.</p> <p>Further Resolved that the issued and paid-up capital of the Company, comprising 183,861,297 ordinary shares, having face value of Rs.10/- each be and is hereby sub-divided into 919,306,485 ordinary shares, having face value of Rs.2/- each.</p> <p>Further Resolved that Clause V of the Memorandum of Association of the Company be and is hereby altered to read as under, subject to all the requisite regulatory approvals.</p> <p>"V. The authorized share capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion) divided into 1,500,000,000 ordinary shares of Rs.2 (Rupees two) each with the powers to increase or reduce the capital and to divide the share capital into different classes consisting of ordinary shares only.</p> <p>Further Resolved that the ordinary shares when issued shall carry equal voting rights, privileges and entitlements and shall rank pari passu with the existing shares of the Company in all respects/matters in conformity with the provisions of the Companies Act, 2017.</p> <p>Further Resolved that Mr. Nadeem Atta Sheikh, Chief Executive of the Company and / or Ms. Iqra Khalid, Company Secretary be and are hereby authorized singly to do all acts, matters, deeds and things and take all necessary steps and necessary actions ancillary and incidental to effectuate the aforementioned resolutions, including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan, Central Depository Company of Pakistan Limited to give effect to the above, including announcements required for closure of Members' Register, determination of effective date for the above mentioned sub-division of shares and issue/credit of new physical and electronic shares as per the regulatory framework."</p>		

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

NOTES:

- 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 5:00 PM, Wednesday, August 06, 2025. 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, 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(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.
- Ballot paper has also been placed on the website of the Company www.kohatcement.com.

