

KOHAT CEMENT COMPANY LIMITED

Source: "BUSINESS RECORDER" Dated: October 09, 2008



KOHAT CEMENT COMPANY LIMITED
NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 29th Annual General Meeting of the shareholders of Kohat Cement Company Limited for the financial year ended 30th June 2008 will be held on Friday, October 31, 2008, at its registered office Kohat Cement Factory, Rawalpindi Road, Kohat at 10:00 A.M., to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on October 24, 2007.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2008 together with Auditors' and Directors' Reports thereon.
3. To appoint Auditors for the year 2008-2009 and to fix their remuneration. The present Auditors M/s. KPFG Taseer Hudi & Co., Chartered Accountants, retires and being eligible, offers them for reappointment.
4. To approve issue of Bonus Shares @ 10% i.e. 10 (ten) ordinary shares for every 100 (hundred) ordinary shares held as recommended by the Board of Directors.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:
"RESOLVED that:
a) A sum of Rs. 117,052,030/= out of the Share Premium Account be capitalized and applied for issuing of 11,705,203/= ordinary shares of Rs. 10 each and allotted as fully paid bonus shares to the members of the Company whose names appear on the register of the members of the Company as at the close of business on October 23, 2008 in proportion of ten such new shares for every hundred existing ordinary shares held and that such new shares shall rank pari passu with the existing ordinary shares of the Company.
b) All fractional bonus shares be consolidated and sold in any Stock Exchange of Pakistan and the sale proceeds thereof be donated to; any non-profit organization listed in Clause 61 of Part I of the Second Schedule to the Income Tax Ordinance, 2001, or to any other organization approved as a non-profit organization in terms of the provisions of Income Tax Ordinance, 2001.
c) For the purpose of giving effect to the foregoing, the Directors be and are hereby authorized to give such directions as may be necessary and as they deem fit to settle any question or any difficulties that may arise in the distribution of the said new shares or in the payment of the sale proceeds of the fractions.
6. To transact any other business with the permission of the Chair.

Kohat: October 09, 2008

NOTES:

1. The register of members and the share transfer books of the Company will be closed from Friday, October 24, 2008 to Friday, October 31, 2008 (both days inclusive). Physical transfers / CDS transactions (IDs received in order at the share department of the Company, AZM Computer Services (Pvt.) Limited, 24-Ferozpur Road, Mazang Chungi, Lahore, upto the close of business on Thursday, October 23, 2008 will be treated in time for entitlement of bonus shares and to attend Annual General Meeting.
2. A member entitled to attend and vote at the Meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxies, in order to be effective, must be received at the Registered Office of the Company 48 hours before the time of the holding of the Meeting. Form of proxy is enclosed herewith.
3. CDC shareholders are requested to bring their National Identity Card, Account and Participant's Number and will further have to follow the guidelines as laid down in the Securities & Exchange Commission of Pakistan's Circular No. 1 dated 26th January 2000 while attending the Meeting for identification.
4. The members should quote their folio number / CDS (IDs in all correspondence with the Company and at the time of attending the Annual General Meeting.
5. The members are requested to notify immediately changes, if any, in their registered addresses.

STATEMENT U/S 180(1)(b) OF THE COMPANIES ORDINANCE, 1984

Item No. 5 - To Issue Bonus Shares

Keeping in view the loss for the year and cash flow situation of the Company, the Board of Directors does not feel prudent to declare any cash dividend; however the Board of Directors has recommended increasing the paid up capital by issue of 11,705,203/= ordinary shares as fully paid bonus shares by capitalization of Share Premium Account upto Rs. 117,052,030/= under Section 83(2)(d) of the Companies Ordinance, 1984. None of the directors are interested in this business except to the extent of their entitlement to bonus shares as ordinary members of the Company.

(By Order of the Board)
(MOHAMMAD HASHIM KHAN)
COMPANY SECRETARY