



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 **Monday, June 27, 2016** at **9:00 AM** at its registered office, **Kohat Cement Factory, Rawalpindi Road, Kohat**, to transact the following business:

Ordinary Business

1. To elect 7 (Seven) directors; being the number of elected directors fixed by the Board of Directors in terms of Section 178(1) of the Companies Ordinance, 1984, for a period of three years commencing from June 29, 2016 in accordance with the provisions of the Companies Ordinance, 1984 and Articles of Associations of the Company. The names of the retiring directors are as under:

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

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, Director.

By Order of the Board

Khurram Shahzad
Company Secretary

Lahore: Friday, June 3, 2016

STATEMENT U/S 160(1)(b) OF THE COMPANIES ORDINANCE, 1984

Election of Directors

The term of office of the retiring directors will expire on June 28, 2016. The Board of Directors of the Company will be re-constituted for the next term of three years by electing seven directors in the extra-ordinary general meeting to be held on June 27, 2016. The directors are interested to the extent that they are eligible for re-election as directors of the Company.

Holding of office of profit by the 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. 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 to other benefits associated with this position. 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, 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 Directors may determine”.

NOTES

1. Any member who seeks to contest the election of the directors whether he is a retiring director or otherwise, must file the following documents and information with the Company at its head office 37-P Gulberg II, Lahore, not later than 14 days before the date of the meeting:
 - a) His/her folio No./CDC Investor Account No./CDC Participant No./Sub-Account No.
 - b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 178(3) of the Companies Ordinance, 1984.
 - c) Consent to act as director in Form 28 under Section 184 of the Companies Ordinance, 1984.
 - d) A detailed profile along with his/her office address for placement on website of the Company.
 - e) An attested copy of valid Computerized National Identity Card.
 - f) A declaration concerning the qualifications to become director of the Company under applicable laws and regulations (including regulations of Pakistan Stock Exchange Limited). Copy of such declaration may be obtained from Company's head office during office hours.
2. The register of members and the share transfer books of the Company will remain closed from Monday, June 20, 2016 to Monday, June 27, 2016 (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 Friday, June 17, 2016 will be treated in time for entitlement to attend and vote at the Extra-Ordinary General Meeting.
3. 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 before the time of the meeting. A proxy must be a member of the Company. Form of proxy is enclosed.
4. 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.
5. 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.
6. The members are requested to notify immediately changes, if any, in their registered addresses.

NOTES

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

Shareholders Information

UAN: 042 11 111 5225
Direct: 042 3587 9160
Fax: 042 3587 4990
Email: mis@kohatcement.com
Web: www.kohatcement.com

KOHAT CEMENT COMPANY LIMITED
FORM OF PROXY
Extra-Ordinary General Meeting

I/We _____
of _____ being a member of
Kohat Cement Company Limited and holder of _____ (No. of shares) 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.** _____ (or failing him _____
of _____ 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 **Monday, June 27, 2016 at 9:00 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 _____ 2016.

Signature:

Please affix Rupees ten revenue stamp
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Witnesses:

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

- Proxies in order to be effective must be received by the Company not later than 48 hours before the time of holding 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 extra-ordinary general meeting.
- CDC account holders 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.

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The Company Secretary,

Kohat Cement Company Limited,

37-P, Gulberg II, Lahore.

Tel: 042-3587-9160

Fax: 042-3587-4990

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کوہاٹ سیمنٹ کمپنی لمیٹڈ

پراکسی فارم

غیر معمولی اجلاس

میں مسٹی / مستاتا ساکن _____

ضلع _____ بحیثیت ممبر کوہاٹ سیمنٹ کمپنی لمیٹڈ (سی ڈی سی / فولیو نمبر _____) مسٹی / مستاتا _____

ساکن _____ کو بطور مختار (پراکسی) مقرر کرتا ہوں، تاکہ وہ میری جگہ اور میری طرف سے کمپنی کے

غیر معمولی اجلاس جو بتاریخ 27 جون 2016ء بروز پیر صبح 09:00 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 چپاں کریں۔

گواہان:

۱۔

۲۔

دستخط _____

دستخط _____

نام _____

نام _____

پتہ _____

پتہ _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

یا

یا

پاسپورٹ نمبر: _____

پاسپورٹ نمبر: _____

نوٹ:

۱۔ پراکسی (نمائندے) کو فعال بنانے کے لئے نامزدگی کا فارم (پراکسی) میٹنگ سے کم از کم 48 گھنٹے قبل کمپنی کو موصول ہو جانا چاہئے، کوئی بھی شخص

پراکسی (نمائندہ) مقرر نہیں کیا جا سکتا اور نہ وہ ووٹ دینے کا اہل ہو سکتا ہے جو کمپنی کا ممبر نہ ہو، ما سوائے کہ کمپنی / کارپوریشن ایسے شخص

کو غیر معمولی اجلاس میں شرکت اور ووٹ دینے کیلئے نامزد کر سکتی ہے جو ممبر نہ ہو۔

۲۔ سی ڈی سی اکاؤنٹ ہولڈرز اور ان کے نمائندوں سے درخواست ہے کہ وہ پراکسی فارم کے ہمراہ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول جمع کروائیں۔

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