

KOHAT CEMENT COMPANY LIMITED

REF. No. KCCL/HO/SE/ 1225

October 07, 2016

The General Manager
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of Notice of the Annual General Meeting to be held on October 31, 2016 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,



Asst. Company Secretary

Encl: As above.



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Web: www.kohatcement.com



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 37th Annual General Meeting of the shareholders of **Kohat Cement Company Limited** (the "Company") will be held on **Monday, October 31, 2016** at 10:00 A.M., at its registered office, Kohat Cement Factory, Rawalpindi Road, Kohat, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2016 together with Auditors' and Directors' Reports thereon.
2. To consider and approve, as recommended by the Board of Directors, the payment of cash dividend for the year ended June 30, 2016 @ 10% i.e. **Re. 1/-** per ordinary share. This would be in addition to the 50% 1st Interim Cash Dividend (Rs. 5 per share) already paid during the year.
3. To appoint Auditors and to fix their remuneration.

The present Auditors M/s. KPMG Taseer Hadi & Co. Chartered Accountants, retire and being eligible, offer themselves for reappointment. The Audit Committee and the Board have recommended their appointment as auditors of the Company.

Special Business

4. To sanction circulation / transmission of Annual Report containing audited accounts, auditor's report, directors report etc. in soft form through CD/DVD/USB/Emails to the members of the Company instead of dispatching the same in hard form and to pass the following resolution as ordinary resolution, with or without any modifications:

"Resolved that consent and approval of the members of Kohat Cement Company Limited (the "Company") be and is hereby accorded for transmission of annual reports including annual audited accounts, notices of annual general meetings, auditors report, directors report etc., and other information contained therein of the Company to the members effective financial year ending 30 June 2017 through CD or DVD or USB or Emails instead of transmitting the same in hard copies.

Resolved Further that Chief Executive Officer or Company Secretary of the Company be and is hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to implement to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution"

By Order of the Board:

Khurram Shahzad
Company Secretary

Lahore: October 08, 2016

Statement under Section 160(1)(b) of the Companies Ordinance, 1984

Transmission of Annual Report through CD/DVD/USB/Emails

The SECP vide SRO 470(I)/2016 dated May 31, 2016 has allowed the listed companies to send Annual Reports containing audited accounts, auditors' reports and directors' reports etc. through CD/DVD/USB/Emails to its members instead of sending the same through hard copies subject to the fulfilment of certain conditions as provided in the said SRO. This shall save time and money of the Company. However, any member who wish to receive the Annual Report in hard form; may request the Company on the Standard Request Form available on the Company's website www.kohatcement.com.

Accordingly, the directors have placed the matter before the shareholders for their approval. The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors Report.

Notes:

1. The register of members and the share transfer books of the Company will be closed from Monday, **October 24, 2016** to Monday, **October 31, 2016** (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, HM House, 7-Bank Square, Lahore**, upto the close of business on Friday, **October 21, 2016** will be treated in time for the purpose of entitlement of dividend and to attend the meeting.
2. 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 herewith.
3. 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.
4. 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 Annual General Meeting.
5. The members are requested to notify the change of their registered addresses, Zakat Declaration, and tax exemption status, if any, duly accompanied with its valid certificates, immediately to Company's Independent Share Registrar.
6. According to SECP directives, dividend warrant(s) must bear the CNIC number of the registered shareholder. Therefore, the members who have not yet submitted photocopy of their valid computerized national identity cards to the Company are requested to send the same at the office of Independent Share Registrar of the Company.

7. As directed by the SECP vide Circulars No. 18 of 2012 dated June 5, 2012, we once again give the opportunity to those shareholders who have not yet provided dividend mandate information, to authorize the Company to directly credit the cash dividend, if any, declare by the company in future, in their respective bank account instead of issuing a dividend warrant. The dividend mandate information may be provided, in case of book entry securities in CDS, to respective CDS participants and in case of physical shares, to Company's Independent Share Registrar. Copy of dividend mandate form may be downloaded from Company's website www.kohatcement.com.
8. CDC account holders will further have to follow the following 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 current withholding tax rates on dividend payments as prescribed by the Income Tax Ordinance, 2001 (the Ordinance) are 12.5% for Filers and 20% for Non-Filers. To enable the Company to make tax deduction on the amount of Cash Dividend @ 12.50% instead of 20%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) available on the website of the Federal Board of Revenue, are advised to make sure that their names are entered into ATL before the date of issuance of Dividend Warrants, otherwise they shall be treated as Non-Filers (despite the fact that they are filers of income tax return) and tax on their Cash Dividend will be deducted @ 20%.

10. The Corporate Shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificates to the Company or Company's Independent Share Registrar.
11. As per FBR's clarification, the valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide valid Tax Exemption Certificate to our Company's Independent Shares Registrar; otherwise tax will be deducted on dividend amount as per prescribed rates.
12. The FBR has clarified that shareholders' accounts jointly held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the AGM date.

| Folio/CDC Account No. | Name of Shareholder | CNIC | Shareholding | Total Shares | Principal/Joint Shareholder |
|-----------------------|---------------------|------|--------------|--------------|-----------------------------|
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13. The financial statements of the Company for the year ended 30 June 2016 along with Auditors and Directors Report thereon have been placed on the company's website: www.kohatcement.com.