

Maple Leaf Cement Factory Limited



42-Lawrence Road, Lahore (PAKISTAN)
Phones: 042-36278904-5 Fax: 042-36368721

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

PUCARS / Courier
MLCF/PSX-5/56
December 09, 2019

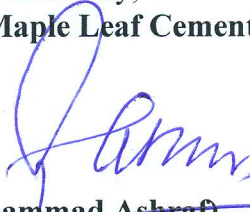
NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Extraordinary General Meeting (EOGM) for the members of Maple Leaf Cement Factory Limited (the "Company") scheduled to be held on Tuesday, December 31, 2019 at 11:00 AM at its Registered Office situated at 42-Lawrence Road, Lahore, for circulation amongst the TRE Certificate Holders of the Exchange.

In pursuance of clause 5.6.4(b) of the Listing Regulations of Pakistan Stock Exchange, enclosed please find also herewith a copy of EOGM Notice, prior to publication in newspapers.

Yours faithfully,
For Maple Leaf Cement Factory Limited


(Muhammad Ashraf)
Company Secretary

Encl: As Above

**MAPLE LEAF CEMENT FACTORY LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Phone: 042-36278904-05

KMLG

Kohinoor Maple Leaf Group

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of **Maple Leaf Cement Factory Limited** (the "Company") will be held on **Tuesday, December 31, 2019 at 11:00 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -

Ordinary Business:

To elect Eight (08) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing December 31, 2019 in place of the following retiring Directors:

-

- | | | | |
|----|----------------------------|----|-------------------------|
| 1) | Mr. Tariq Sayeed Saigol | 2) | Mr. Sayeed Tariq Saigol |
| 3) | Mr. Taufique Sayeed Saigol | 4) | Mr. Waleed Tariq Saigol |
| 5) | Mr. Danial Taufique Saigol | 6) | Syed Mohsin Raza Naqvi |
| 7) | Mr. Zamiruddin Azar | 8) | Mr. Shafiq Ahmed Khan |

BY ORDER OF THE BOARD**(MUHAMMAD ASHRAF)**

Company Secretary

Lahore: December 10, 2019

Notes:

1. The Share Transfer Books of the Company will remain closed from December 25, 2019 to December 31, 2019 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on December 24, 2019, will be considered in time to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their Computerized

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Registered Office: 42-Lawrence Road, Lahore.

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National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.

3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form or may be provided at the time of meeting.
4. The shareholders will be allowed to exercise their right to vote through postal ballot subject to Sections 142 and 143 of the Act and Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.
5. Members holding aggregate 10% or more shareholding, residing in a city other than Lahore, may demand the facility of video link for participation in the Extraordinary General Meeting.

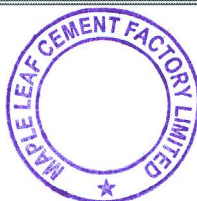
In this regard, please fill the following and submit at the Registered Office of the Company situated at 42-Lawrence Road, Lahore, at least 07 days prior to the date of Extraordinary General Meeting.

"I/We, _____ of _____,
being a member of Maple Leaf Cement Factory Limited, holder of _____
Ordinary Share(s) as per Registered Folio / CDC A/c # _____ hereby opt for
video conference facility at _____.

Signature of Member(s) / Attorney"

(Please affix also company stamp in case of corporate entity)

6. Any member who seeks to contest election to the office of director should file a notice in writing of his/her intention along with consent to offer himself/herself for election of Directors with the Company at its Registered Office not later than fourteen days before the date of the extraordinary general meeting at which elections to be held. In accordance with applicable provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors)



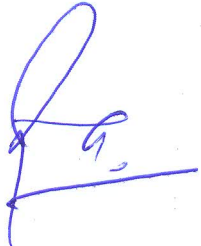

Regulations, 2018, the consent should accompany the relevant declarations and undertakings.

7. Shareholders are requested to notify change in their addresses, in case of book entry securities in CDS to their respective CDS participants and in case of physical shares to the Share Registrar, if not earlier notified.

Statement(s) of Material facts under Section 166(3) and 134(3) of the Companies Act, 2017 regarding election of Independent Directors.

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the names of Mr. Shafiq Ahmed Khan and Mr. Zulfikar Monnoo have been proposed for election as independent directors and they meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection has been made due to their respective core competencies, diversity, requisite skill, knowledge and experience and will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017.

No Directors have direct or indirect interest in the above said business except that they may consent for election of directors accordingly.





K M L G
Kohinoor Maple Leaf Group

رجسٹرڈ آفس: 42- لارنس روڈ لاہور۔ فون نمبر 5-042-36278904

اطلاع برائے غیر معمولی عام اجلاس

بذریعہ بذراطلاع کیا جاتا ہے کہ میپل لیف سیمنٹ فیکٹری لمیٹڈ (کمپنی) کے ممبران کا غیر معمولی عام اجلاس، کمپنی کے رجسٹرڈ دفتر، 42 لارنس روڈ، لاہور پر بروز منگل 31 دسمبر 2019ء کو صبح 11:00 بجے درج ذیل امور کی انجام دہی کیلئے منعقد ہوگا۔

عام امور:

31 دسمبر 2019ء کو شروع ہونے والی تین سالوں کی مدت کے لئے کمپنیز ایکٹ 2017 کی دفعہ 159 کی شرائط کے مطابق، مندرجہ ذیل سکدوش ہونے والے ڈائریکٹران کی جگہ، بورڈ آف ڈائریکٹرز کی طرف سے مقرر کردہ تعداد کے مطابق کمپنی کے آٹھ (08) ڈائریکٹران کا انتخاب کرنا:-

- | | | |
|---------------------------|------------------------------|----------------------------|
| (1) - جناب طارق سعید سہگل | (2) - جناب سعید طارق سہگل | (3) - جناب توفیق سعید سہگل |
| (4) - جناب ولید طارق سہگل | (5) - جناب دانیال توفیق سہگل | (6) - سید محسن رضا نقوی |
| (7) - جناب ضمیر الدین آذر | (8) - جناب شفیق احمد خان | |

لاہور: 10 دسمبر 2019ء

محکم بورڈ
(محمد اشرف) کمپنی سیکریٹری

نوٹ:.....

1- کمپنی کی حصص منتقلی کی کتابیں 25 دسمبر 2019ء تا 31 دسمبر 2019ء (بشمول دونوں دن) بند رہیں گی۔ مادی منتقلیاں اسی ڈی ایس ٹرائز، یکشن آئی ڈیز کمپنی کے شیئر رجسٹرار، میسرز ڈون کنسلٹنٹس لمیٹڈ، 3-C، ایل ڈی ای فلیٹس، پہلی منزل، لارنس روڈ، لاہور میں 24 دسمبر 2019ء کو کاروبار کے اختتام تک موصول ہونے والی اجلاس میں شرکت کے لئے حصص داران کے حق رائے دہی کے تین کے لئے بروقت تصور ہوگی۔

2- اجلاس میں شرکت، بولنے اور ووٹ دینے کا مستحق ممبر کسی دوسرے ممبر کو بطور اپنا پر کسی مقرر کر سکتا رہتی ہے۔ سی ڈی سی ہینڈشل اونرز اور پر کسی ہولڈرز اپنی شناخت ثابت کرنے کے لئے اپنے اصل کمپیوٹرائزڈ قومی شناختی کارڈز (CNIC) / پاسپورٹ لازماً ہمراہ لائیں۔ بصورت پر کسی سی ڈی سی ہینڈشل اونرز اور پر کسی ہولڈرز پر کسی فارم کے ساتھ اپنے CNIC / پاسپورٹ کی تصدیق کا پی لازماً منسلک کریں۔ پر آکسیاں تاکہ مؤثر ہو سکیں کمپنی کے رجسٹرڈ دفتر میں اجلاس کے انعقاد سے 48 گھنٹے قبل لازماً وصول ہو جانی چاہئیں اور پر کسی فارم لازماً باقاعدہ ممبر، دستخط اور گواہی شدہ ہونے چاہئیں۔ ایک ممبر ایک سے زیادہ پر کسی مقرر کر کے قابل نہیں ہوگا۔

3- کارپوریٹ ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ مع مضمونہ دستخط پر کسی فارم کے ہمراہ لف کیا جانا چاہئے (اگر پہلے ممبران نہیں کیا گیا) یا اجلاس کے وقت فراہم کیا جاسکتا ہے۔

4- شیئر ہولڈرز کو کمپنیز (پوسٹل بیلٹ) ریگولیشنز 2018 کی ریگولیشن 11 اور ایکٹ کی دفعات 142 اور 143 کے حوالہ سے پوسٹل بیلٹ کے ذریعے اپنے ووٹ کا حق استعمال کرنے کی اجازت ہوگی۔

5- لاہور کے علاوہ شہر میں سکونت مجموعی 10% یا زیادہ شیئر ہولڈنگ کے ممبران، غیر معمولی عام اجلاس میں شرکت کے لئے وڈیو لنک کی سہولت کا مطالبہ کر سکتے ہیں۔

بابت ہذا میں، براہ مہربانی درج ذیل فارم پر کر کے کمپنی کے رجسٹرڈ دفتر واقع 42 لارنس روڈ لاہور میں غیر معمولی عام اجلاس کی تاریخ سے کم از کم 07 یوم قبل جمع کرانیں۔

”میں ممبر..... ساکن..... بحیثیت رکن میپل لیف سیمنٹ فیکٹری لمیٹڈ، عام حصص بمطابق رجسٹرڈ فولیو نمبر 1 سی ڈی سی اکاؤنٹ نمبر..... بذریعہ ہذا..... میں وڈیو کانفرنس کی سہولت اختیار کرنا چاہتا ہوں / چاہتے ہیں۔“

دستخط ممبر / اتارنی

(کارپوریٹ ادارے کی صورت میں براہ مہربانی کمپنی کی ممبر بھی ثبت کریں)

6- کوئی ممبر جو عہدہ ڈائریکٹر کے انتخابات میں حصہ لینے کا خواہشمند ہو کمپنی کے رجسٹرڈ دفتر میں ڈائریکٹرز کے انتخاب کے لئے خود کو پیش کرنے کا اپنا تحریری رضامندی نوٹس غیر معمولی عام اجلاس کی تاریخ سے کم از کم چودہ یوم قبل جمع کرنا چاہئے جس میں انتخابات منعقد ہونگے۔ کمپنیز ایکٹ 2017، لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 اور کمپنیز (میزز زائید انکلیوشن آف انڈیپنڈنٹ ڈائریکٹرز) ریگولیشنز 2018ء کی قابل اطلاق شرائط کے مطابق، رضامندی سے متعلقہ ڈیکلریشن اور انڈیکلچر کے ہمراہ ہونی چاہئے۔

7- حصص داران سے درخواست ہے کہ اپنے بچوں میں تبدیلی کے بارے، سی ڈی ایس میں بک انٹری سیکورٹیز کی صورت میں اپنے متعلقہ سی ڈی ایس شراکت دار کو اور مادی حصص کی صورت میں شیئر رجسٹرار کو مطلع کریں اگر پہلے مطلع نہیں کئے۔

8- آزاد ڈائریکٹرز کے انتخاب سے متعلق کمپنیز ایکٹ 2017 کی دفعہ (3) 166 اور (3) 134 کی تحت مادی حقائق کا بیان اجلاس کے نوٹس کے ساتھ حصص داران کو بھیجا جا رہا ہے۔





MAPLE LEAF CEMENT FACTORY LIMITED

Registered Office: 42-Lawrence Road, Lahore.
Tel. 042-36278904-05

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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Ordinary Business:

To elect Eight (08) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing December 31, 2019 in place of the following retiring Directors: -

- | | | |
|----------------------------|-------------------------------|-------------------------------|
| 1) Mr. Tariq Sayeed Saigol | 2) Mr. Sayeed Tariq Saigol | 3) Mr. Taufique Sayeed Saigol |
| 4) Mr. Waleed Tariq Saigol | 5) Mr. Danial Taufique Saigol | 6) Syed Mohsin Raza Naqvi |
| 7) Mr. Zamiruddin Azar | 8) Mr. Shafiq Ahmed Khan | |

By Order of the Board
(Muhammad Ashraf)
Company Secretary

Lahore: December 10, 2019

Notes:

1. The Share Transfer Books of the Company will remain closed from December 25, 2019 to December 31, 2019 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on December 24, 2019, will be considered in time to determine voting rights of the shareholders for attending the meeting.
2. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/Passport with Proxy Form. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee (unless it has been provided earlier) should be attached with the proxy form or may be provided at the time of meeting.
4. The shareholders will be allowed to exercise their right to vote through postal ballot subject to Sections 142 and 143 of the Act and Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.
5. Members holding aggregate 10% or more shareholding, residing in a city other than Lahore, may demand the facility of video link for participation in the Extraordinary General Meeting.

In this regard, please fill the following and submit at the Registered Office of the Company situated at 42-Lawrence Road, Lahore, at least 07 days prior to the date of Extraordinary General Meeting.

"I/We, _____ of _____, being a member of Maple Leaf Cement Factory Limited, holder of _____ Ordinary Share(s) as per Registered Folio / CDC A/c # _____ hereby opt for video conference facility at _____.

Signature of Member(s) / Attorney"

(Please affix also company stamp in case of corporate entity)

6. Any member who seeks to contest election to the office of director should file a notice in writing of his/her intention along with consent to offer himself/herself for election of Directors with the Company at its Registered Office not later than fourteen days before the date of the extraordinary general meeting at which elections to be held. In accordance with applicable provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, the consent should accompany the relevant declarations and undertakings.
7. Shareholders are requested to notify change in their addresses, in case of book entry securities in CDS to their respective CDS participants and in case of physical shares to the Share Registrar, if not earlier notified.
8. Statements under Sections 166(3) & 134(3) of the Act regarding election of independent directors is annexed to this notice of meeting, being sent to the shareholders.

