

Maple Leaf Cement Factory Limited



42-Lawrence Road, Lahore (PAKISTAN)

Phones: 042-36278904, 042-36278905

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

PUCARS /Courier
MLCF/PSX-6/59
October 03, 2022

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Annual General Meeting scheduled to be held on **Thursday, October 27, 2022 at 11:00 AM** at its Registered Office, 42-Lawrence Road, Lahore for circulation amongst the TRE Certificate Holders of the Exchange.


Further, in pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith also a copy of the Notice prior to publication in the newspapers both Urdu and English languages.

Yours faithfully,
For Maple Leaf Cement Factory Limited

(Muhammad Ashraf)
Company Secretary



Encl: As Above

	<p>MAPLE LEAF CEMENT FACTORY LIMITED Registered Office: 42-Lawrence Road, Lahore. Phone: 042-36278904-05, Fax: 042-36368721</p>	<p>K M L G Kohinoor Maple Leaf Group</p>
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Notice of Annual General Meeting

Notice is hereby given that the 62nd Annual General Meeting of the members of Maple Leaf Cement Factory Limited (the "Company") will be held on **Thursday, October 27, 2022 at 11:00 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -

Ordinary Business:

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2022 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To appoint Auditors for the year ending on June 30, 2023 and fix their remuneration.

Special Business:

- 3) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"Resolved by way of special resolution that consent and approval of Maple Leaf Cement Factory Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans/advances from time to time to **Kohinoor Textile Mills Limited**, the holding company, upto an aggregate sum of Rs. 500 million (Rupees five hundred million only) for a period of one year commencing November 01, 2022 to October 31, 2023 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on September 28, 2021 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 500 million which is valid till October 31, 2022.

Resolved further that Chief Executive Officer and Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the holding company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolutions."



- 4) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2022 by passing the following special resolution with or without modification: -

“Resolved that the transactions conducted with the Related Parties as disclosed in the note 45 of the unconsolidated financial statements for the year ended June 30, 2022 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”

- 5) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2023 by passing the following special resolution with or without modification: -

“Resolved that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2023.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

BY ORDER OF THE BOARD


(Muhammad Ashraf)
Company Secretary



Lahore: October 06, 2022

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 21, 2022 to October 27, 2022 (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 October 20, 2022 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

	<p>MAPLE LEAF CEMENT FACTORY LIMITED Registered Office: 42-Lawrence Road, Lahore. Phone: 042-36278904-05, Fax: 042-36368721</p>	<p>KMLG Kohinoor Maple Leaf Group</p>
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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. 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 Annual 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 Annual 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)

5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the AGM via video link using smart phones / tablets. 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) through email at muhammad.ashraf@kmlg.com by October 24, 2022: -

Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID



6. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their written consent on a Standard Request Form available on website www.kmlg.com in order to avail this facility. The audited financial statements for the year ended June 30, 2022 are available on website of the Company. Further, the Company has sent its Annual Report 2022 through CD/DVD/USB to the shareholders at their available Registered Addresses instead of hard copy. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder.
7. Shareholders are requested to notify / update the following information & documents with their respective CDS participants and in case of physical shares to our Share Registrar, if not earlier notified / updated: -
 - a. Change in their addresses;
 - b. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
 - c. Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
 - d. As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.

The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to

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place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

- e. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaffar Ghaffari of Share Registrar, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 27, 2022.



AGENDA ITEM NO. 3 OF THE NOTICE - INVESTMENT IN KOHINOOR TEXTILE MILLS LIMITED:

Kohinoor Textile Mills Limited ("KTML"), the holding company, having its Registered Office at 42-Lawrence Road, Lahore, is manufacturer of yarn and cloth, processing and stitching the cloth and trade of textile products. The spinning production facilities comprise 158,544 Ring Spindles; 2,712 Open-end Rotors and 384 MVS Spindles capable of producing a wide range of yarn counts using cotton and man-made fibers. The weaving facilities at Raiwind comprise 288 looms capable of weaving wide range of greige fabrics. The processing facilities at the Rawalpindi unit are capable of dyeing and printing fabrics for the home textile market. The stitching facilities produce a diversified range of home textiles for the export market. Both the dyeing and stitching facilities are being augmented to take advantage of greater market access.

The Board of Directors of the Company in their meeting held on September 01, 2022 has approved Rs. 500 million as loans / advances, being a reciprocal facility, to KTML on the basis of satisfactory profit trend of KTML subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to KTML in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out necessary due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking have been kept at the Registered Office of the Company for inspection and shall also be available for inspection of members in the general meeting along with the latest audited and interim financial statements of the associated company.



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Information under Regulation 3(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (the “Regulations”).

3(1)(a) Disclosure for all types of investments

(A) Regarding associated company or associated undertaking: -

Ref. No.	Requirement	Information		
(i)	Name of associated company or associated undertaking;	Kohinoor Textile Mills Limited (the “KTML”)		
(ii)	Basis of relationship;	KTML is a holding company of Maple Leaf Cement Factory Limited (the “Company”).		
(iii)	Earnings per share for the last three years;	(Rupees)		
		Year	Basic	Diluted
		30.06.2020	5.11	5.11
		30.06.2021	9.21	9.21
		30.06.2022	15.84	15.84
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2022 With revaluation surplus Rs. 81.19 Without revaluation surplus Rs. 68.25		
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Based on the audited financial statements for the financial year ended 30 June 2022, the financial position of KTML is as under: -		
		Particulars		Amount
				Rupees (000)
		Paid up capital		2,992,964
		Surplus on revaluation of freehold land and investment properties		3,871,774
		Total Reserves		21,306,724
		Total Equity		24,299,688
		Current liabilities		10,441,312
		Current assets		13,824,764
		Revenue		39,558,284
		Gross Profit		10,169,257



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		Operating Profit	7,379,749
		Net Profit	4,740,723
		Earnings per share (Rs.)	15.84

(B) General Disclosures:-

Ref. No.	Requirement	Information
(i)	Maximum amount of investment to be made;	Rs. 500 million (Rupees five hundred million only).
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>Purpose: To earn income on the loans and/or advances to be provided to KTML from time to time for working capital requirements of KTML.</p> <p>Benefits: The Company will receive mark up at the rate of one percent above three months KIBOR or one percent above its average borrowing cost, whichever is higher. This shall benefit the Company's cash flow by earning profit on idle funds.</p> <p>Period: For a period of one year from November 01, 2022 to October 31, 2023.</p>
(iii)	Source of funds to be utilized for investment and	Loan and/or advance will be given out of own funds of the Company.
	where the investment is intended to be made using borrowed funds, - (I) Justification for investment through borrowings; (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis;	N/A



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(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Nature	Loan / advance
		Purpose	To earn mark-up / profit on loan / advance being provided to KTML which will augment the Company's cash flow
		Period	One Year
		Rate of Mark-up	One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
		Repayment	Principal plus mark-up / profit upto October 31, 2023
		Penalty charges	@ 3-months KIBOR plus one percent in addition to the outstanding amount(s).
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Investing Company i.e. the Company is a subsidiary company of KTML and Nine Directors including CEO are common in both the companies may be deemed to be interested to the extent of their shareholding. None of the Directors or their relatives or associates are interested in any of the above resolution in any way except as members of the Company.	
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	A similar nature of loan/advance facility of Rs. 500 million from time to time for working capital requirements has been granted by the valued shareholders of the Company vide special resolution passed in the Annual General Meeting held on September 28, 2021 which is valid till	



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		October 31, 2022. There is no impairment and/or write off against the above facility.
(vii)	Any other important details necessary for the members to understand the transaction;	N/A

3(1)(c) Investments in the form of loans, advances:

Ref. No.	Requirement	Information
(i)	Category-wise amount of investment;	Short term loan for working capital requirement for a period of one year as dilated in preamble.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;	Average borrowing cost of the Company is 9.64% for the year ended June 30, 2022.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from KTML at one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral is considered necessary since KTML is a holding company of the Company.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A



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(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The loan / advance would be for a period of one year from November 01, 2022 to October 31, 2023 (both days inclusive). KTML will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2023.
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Disclosure under Regulation 4(1):


Eight Directors including Sponsors of the associated company i.e. KTML are also the members of the Company and interested to the extent of their shareholding as under: -

Name	%age of shareholding in KTML	%age of shareholding in the Company
Mr. Tariq Sayeed Saigol	4.2395	0.0030
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	10.5379	0.0164
Mr. Taufique Sayeed Saigol	14.9110	0.0015
Mr. Sayeed Tariq Saigol	0.1286	0.0010
Mr. Waleed Tariq Saigol	0.0112	0.0010
Mr. Danial Taufique Saigol	0.0010	0.0005
Ms. Jahanara Saigol	0.0008	0.0002
Mr. Shafiq Ahmed Khan	0.0010	0.0014
Mr. Zulfikar Monnoo	0.0010	0.0003

Disclosure under Regulation 4(2):

Name of Investee Company	Kohinoor Textile Mills Limited
Total Investment Approved:	Loan / advance upto Rs.500 million was approved by members in AGM held on September 28, 2021 for a period of one (01) year.
Amount of Investment Made to date:	Investment has not been made yet to date.



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Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	The Company will provide funds to KTML from time to time as per working capital requirements to KTML upon request.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	<p>At the time of approval of loan/advances of Rs.500 million, as per latest financial statements for the year ended June 30, 2021, the basic earnings per share was Rs. 9.21 and break-up value per share (without surplus) was Rs.54.41.</p> <p>As per latest financial statements for the year ended June 30, 2022, the basic earnings per share is Rs. 15.84 and breakup value per share (without surplus) is Rs. 68.25.</p>

AGENDA ITEM NO. 4 OF THE NOTICE – RATIFICATION AND APPROVAL OF THE RELATED PARTY TRANSACTIONS:

Transactions conducted with the related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested due to their common directorships and therefore these transactions are being placed for the approval by shareholders in the Annual General Meeting. In last Annual General Meeting of the Company, in order to promote transparent business practices, the shareholders had authorized the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ended June 30, 2022 and such transactions were deemed to be approved by the shareholders. Such transactions were to be placed before the shareholders in the next annual general meeting for their formal approval/ratification. Accordingly, these transactions are being placed before the shareholders in this meeting for their formal approval/ratification.

All transactions with related parties to be ratified have been disclosed in the note 45 to the unconsolidated financial statements for the year ended June 30, 2022. Party-wise details of such related party transactions are given below: -






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Name of Parties	Relationship	Transactions	2022	2021
(Rupees in thousand)				
a) Kohinoor Textile Mills Limited	Holding Company (55.22% equity held)	Sale of goods to related party	101,341	144,968
		Purchase of fixed assets	-	3,533
		Expenses paid by related party on behalf of the Company	21,666	14,050
		Expenses paid by the Company on behalf of related party	1,948	5,265
b) Maple Leaf Power Limited	Subsidiary Company	Coal provided to Subsidiary Company	3,819,160	2,159,321
		Coal received from Subsidiary Company	572,642	-
		Long term loan from subsidiary	1,000,000	-
		Long term loan repaid to subsidiary	-	2,000,000
		Rent charged to subsidiary company	435	360
		Purchase of goods and services (inclusive of taxes)	6,174,121	5,043,812
		Payments made by related party on behalf of the Company	109,211	-
		Markup paid during the year to related party	93,301	237,579
		Dividend received from related party	-	3,514,000
		Expenses paid on behalf of related party.	134,307	224,544
c) Mr. Tariq Ahmed Mir	Key management personnel	Sale proceed from sale of vehicle	1,890	-
d) Key management personnel	Key management personnel	Remuneration and other benefits	255,683	196,694
e) Employee benefits				
Gratuity	Post-employment benefit plan	Contribution	27,577	36,550
Provident Fund Trust	Employees benefit fund	Contribution	211,461	175,197



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The Company carries out transactions as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered into with related parties require the approval of the Audit Committee of the Company, which is chaired by an Independent Director of the Company. Upon the recommendation of the Audit Committee, such transactions were placed before the Board of Directors for approval.

The nature of relationship with these related parties has been indicated above. The Directors are interested in the resolution only to the extent of their shareholding and having their common directorships in such related parties.

AGENDA ITEM NO. 5 OF THE NOTICE – AUTHORIZATION FOR THE BOARD OF DIRECTORS TO APPROVE THE RELATED PARTY TRANSACTIONS DURING THE YEAR ENDING ON JUNE 30, 2023:

The Company shall be conducting transactions with its related parties during the year ending on June 30, 2023 as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested due to their common directorships in the subsidiary/associated companies. In order to promote transparent business practices, the shareholders are required to authorize the Board of Directors to approve transactions with the related parties from time-to-time and on case to case basis for the year ending on June 30, 2023, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their shareholding and/or only their common directorships in such related parties.





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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 62nd Annual General Meeting of the members of Maple Leaf Cement Factory Limited (the "Company") will be held on Thursday, October 27, 2022 at 11:00 AM at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -

Ordinary Business:

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2022 together with the Chairman's Review, Directors' and Auditors' Reports thereon.
- 2) To appoint Auditors for the year ending June 30, 2023 and fix their remuneration.

Special Business:

- 3) To consider and, if deemed fit, pass the following resolution as a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors: -

"Resolved by way of special resolution that consent and approval of Maple Leaf Cement Factory Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans/advances from time to time to **Kohinoor Textile Mills Limited**, the holding company, upto an aggregate sum of Rs. 500 million (Rupees five hundred million only) for a period of one year commencing November 01, 2022 to October 31, 2023 (both days inclusive) at the mark-up rate of one percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher. Vide special resolution passed in general meeting held on September 28, 2021 by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 500 million which is valid till October 31, 2022.

Resolved further that Chief Executive Officer and Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the holding company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolutions."

- 4) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2022 by passing the following special resolution with or without modification: -

"Resolved that the transactions conducted with the Related Parties as disclosed in the note 45 of the unconsolidated financial statements for the year ended June 30, 2022 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed."

- 5) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2023 by passing the following special resolution with or without modification: -



“Resolved that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on June 30, 2023.

Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

Statement under Section 134(3) of the Act pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.)

Lahore:
October 06, 2022

By order of the Board
(Muhammad Ashraf)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 21, 2022 to October 27, 2022 (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 October 20, 2022 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. 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 Annual 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 Annual 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)

5. The Securities and Exchange Commission of Pakistan (“SECP”) vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. The members can attend the AGM via video link using smart phones / tablets. 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) through email at muhammad.ashraf@kmlg.com by October 24, 2022: -



Name of Member/Proxyholder	Folio No. / CDC Account No.	Cell No. / WhatsApp No.	CNIC No.	Email ID

6. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their written consent on a Standard Request Form available on website www.kmlg.com in order to avail this facility. The audited financial statements for the year ended June 30, 2022 are available on website of the Company. Further, the Company has sent its Annual Report 2022 through CD/DVD/USB to the shareholders at their available Registered Addresses instead of hard copy. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder.
7. Shareholders are requested to notify / update the following information & documents with their respective CDS participants and in case of physical shares to our Share Registrar, if not earlier notified / updated: -
- Change in their addresses;
 - Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares, if any;
 - Individual Members who have not yet submitted a copy of their valid Computerized Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore. Corporate Members are requested to provide their National Tax Number (NTN) and folio number thereon while sending the copies to the Share Registrar of the Company. In case of non-receipt of the copy of a valid CNIC or NTN (as the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder;
 - As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.
- The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
- For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaffar Ghaffari of Share Registrar, Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.





میپل لیف سیمنٹ فیکٹری لمیٹڈ KMLG

Kashinor Maple Leaf Group

رجسٹرڈ آفس: 42۔ لارنس روڈ لاہور۔ فون نمبر: 042-36278904-5 فیکس نمبر: 042-36368721

اطلاع برائے سالانہ عام اجلاس

بذریعہ نوٹس پبلش کیا جاتا ہے کہ میپل لیف سیمنٹ فیکٹری لمیٹڈ (کمپنی) کے ارکان کا 62 واں سالانہ عام اجلاس 27 اکتوبر 2022ء بروز جمعرات بوقت 11:00 بجے رجسٹرڈ آفس 42 لارنس روڈ لاہور پر درج ذیل امور کی انجام دہی کیلئے منعقد ہوگا۔

عمومی امور:

- 1۔ مالی سال تختہ 30 جون 2022ء کیلئے کمپنی کے آڈیٹ شدہ منسلک Consolidated اکاؤنٹس مع چتر میں دیے گئے ڈائریکٹرز اور ڈائریکٹر کی رپورٹ کی وصولی، غور و خوض اور ان کی منظوری دینا۔
- 2۔ اختتام پذیر ہونے والے سال 30 جون 2023ء کیلئے کمپنی کے آڈیٹ شدہ منسلک اکاؤنٹس اور ان کے مندرجہ ذیل امور کی منظوری دینا۔

خصوصی امور:

- 3۔ اگر مناسب سمجھا جائے تو مندرجہ ذیل خصوصی قرارداد پر دفعہ 199 کنٹینر 2017 کے تحت کی ترسیم یا بلا ترسیم کے ساتھ غور و خوض کرنا اور منظوری دینا جیسا کہ ڈائریکٹران کے سفارش کی ہے۔
"خصوصی قرارداد کے ذریعے قرارداد کی میپل لیف سیمنٹ فیکٹری لمیٹڈ (کمپنی) کو ذریعہ 199 کنٹینر 2017 کے تحت اختیار دیا جاتا ہے کہ وہ قرض / پیشگی کی صورت میں ہولڈنگ کمپنی کو نوٹس کیلئے طرہ عمل میں مالیاتی پکاس کی رو سے کی سرمایہ کاری وقت بوقت کر سکے۔ یہ سرمایہ کاری بین الاقوامی کے KIBOR سے ایک فیصد زیادہ یا کمپنی کی اوسط قرض جاتی لاگت سے ایک فیصد زیادہ مارک اپ شرح پر، جو بھی زیادہ ہو، عرصہ ایک سال کے لئے ہوگی جس کی مدت یکم نومبر 2022ء تا 31 اکتوبر 2023ء (بشمول دونوں دن) ہوگی۔ سالانہ عام اجلاس منعقدہ 28 ستمبر 2021 میں حصص داران کے منظور کردہ خصوصی قرارداد کے مطابق قرض / پیشگی جس کی بمعا 31 اکتوبر 2022 تک ہے۔ کمپنی کو پکاس کی رو سے یا بابت کی اس قسمی ذمہ داری کی سہولت کا اختیار حاصل تھا۔
قرارداد پر یا کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی کی سرکاری ذریعہ یا قرارداد کو پیش کرنے کیلئے ہولڈنگ کمپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نکیشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقفانی اور احاطہ دہی، کارپوریٹ اور قانونی لوازمات پر سے کر کے صرف بینک میں موجود فنڈز یا دیگر ایجنڈا پیشگی نکیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور دیگر دستاویزات مکمل کرنے کے احکامات ہیں۔"
- 4۔ درج ذیل قرارداد کو ترسیم یا بلا ترسیم پکاس کر کے تختہ سال 30 جون 2022ء کے لئے متعلقہ پارٹینوں کے ساتھ کی گئی فراز نکیشن کی تصدیق اور منظوری دینا۔
"قرارداد پر یا کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی کی سرکاری ذریعہ یا قرارداد کو پیش کرنے کیلئے ہولڈنگ کمپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نکیشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقفانی اور احاطہ دہی، کارپوریٹ اور قانونی لوازمات پر سے کر کے صرف بینک میں موجود فنڈز یا دیگر ایجنڈا پیشگی نکیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور دیگر دستاویزات مکمل کرنے کے احکامات ہیں۔"
- 5۔ درج ذیل قرارداد کو ترسیم یا بلا ترسیم پکاس کر کے کمپنی کے بورڈ آف ڈائریکٹرز کو اختیار دینا پکاس پڑھنے والے سال 30 جون 2023ء کے لئے متعلقہ پارٹینوں کے ساتھ کی جانے والی فراز نکیشن کی تصدیق اور منظوری دینا۔
"قرارداد پر یا کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی کی سرکاری ذریعہ یا قرارداد کو پیش کرنے کیلئے ہولڈنگ کمپنی کو قرضوں / پیشگیوں کے سلسلہ میں فراز نکیشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، واقفانی اور احاطہ دہی، کارپوریٹ اور قانونی لوازمات پر سے کر کے صرف بینک میں موجود فنڈز یا دیگر ایجنڈا پیشگی نکیشن آف پاکستان (SECP) کے ہاں تمام مطلوبہ قانونی فارمز اور دیگر تمام دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور دیگر دستاویزات مکمل کرنے کے احکامات ہیں۔"

(محمد شرف) کمپنی کی پوری

لاہور: 106 اکتوبر 2022ء

نوٹس:

- 1۔ کمپنی کی حصص منڈی کی کتاب 21 اکتوبر 2022ء تا 27 اکتوبر 2022ء (بشمول دونوں دن) بند رہے گی۔ مادی منتقلیاں اسی ڈی ایس فراز نکیشن آئی ڈی کمپنی کے شیئر رجسٹرار میسرز، ڈی این کسلنگ لمیٹڈ، 3-C، میل ڈی ایس ٹی، سبزی منڈی، لارنس روڈ، لاہور 20 اکتوبر 2022ء کو کاروبار کے اختتام تک موصول ہونے والی اجلاس میں شرکت کے لئے حصص داران کے حق سے دی گئی ہیں۔
- 2۔ اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کا مستحق ممبر کسی دوسرے ممبر کو اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کیلئے بطور پراکسی مقرر کر سکتا ہے۔ سی ڈی ایس شیئر ہولڈرز اور پراکسی ہولڈرز کو اجلاس میں اپنی شناخت ثابت کرنے کیلئے اپنے اصلی شناختی کارڈ یا سپورٹ لاگتوں کے ساتھ لانا ہوگا۔ پراکسی کی صورت میں، سی ڈی ایس شیئر ہولڈرز اور پراکسی ہولڈرز اپنے شناختی کارڈ یا سپورٹ کی تصدیق شدہ کاپیاں لف کریں۔ پراکسی مقرر ہونے کے لئے اجلاس کے انعقاد سے 48 گھنٹے قبل لازماً موصول ہو جائی چاہئیں جو کہ باقاعدہ رسید کی چپاں ہونے کے ساتھ ساتھ خط و خطا اور گواہ شدہ ہونی چاہئیں۔ ممبر ایک سے زائد پراکسی مقرر کرنے کے اہل نہیں ہوں گے۔
- 3۔ کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد یا پاور آف اٹارنی بعد فراغ دہ کے خط و خطا (اگر پہلے ممبران کی گئی) پراکسی فارم کے ساتھ لف کرنے ہوں گے یا اجلاس ہونے کے وقت ممبریا کر سکتے ہیں۔
- 4۔ لاہور کے علاوہ شہر میں کوئی مجموعی 10% یا زیادہ شیئر ہولڈنگ کے مالک ارکان، سالانہ اجلاس میں شرکت کے لئے ووٹنگ کے مطابق کر سکتے ہیں۔

بابت ہائیں، براہ مہربانی درج ذیل فارم پُر کر کے کمپنی کے رجسٹرڈ آفس واقع 42 لارنس روڈ لاہور میں سالانہ عام اجلاس کی تاریخ سے کم از کم 07 روز قبل جمع کرائیں۔

"میں/ہم" ساکن بحیثیت رکن میپل لیف سیمنٹ فیکٹری لمیٹڈ، مالک عام حصص بمطابق رجسٹرڈ فولیو نمبر / سی ڈی ایس اکاؤنٹ نمبر بذریعہ پراکسی میں ووٹ پکاس کرنا چاہتا ہوں۔

خط و خطا / اتارنی

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

- 5۔ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") نے اپنے سرکر نمبر 4 آف 2021ء تاریخ 15 فروری 2021ء کے ذریعے اراکین کو الیکٹرانک ذرائع سے شرکت فراہم کرنے کا مشورہ دیا ہے۔ ممبران سارٹ فوئز / انجیلٹ کا استعمال کرتے ہوئے ویڈیو لنک کے ذریعے AGM میں شرکت کر سکتے ہیں۔ ویڈیو لنک کے ذریعے اجلاس میں شرکت کے لیے ممبران اور ان کے پراکسیز سے درخواست کی جاتی ہے کہ وہ کمپیوٹر یا موبائل پر (دونوں اطراف) / سپورٹ کی موزیکائی، بورڈ کی قرارداد / اختتام نامہ (بصورت کارپوریٹ شیئر ہولڈرز) کی تصدیق شدہ کاپی کے ساتھ درج ذیل معلومات 24 اکتوبر 2022ء تک muhammad.ashraf@kmlg.com پر ای میل کے ذریعے فراہم کر کے آپ کو رجسٹرڈ کر دے گا۔

نام رکن / پراکسی ہولڈر	فولیو نمبر / سی ڈی ایس اکاؤنٹ نمبر	موبائل نمبر / فون نمبر	CNIC نمبر	ای میل آئی ڈی

- 6۔ ممبر سالانہ نظر ثانی شدہ مالی حسابات اور AGM نمبر بذریعہ ای میل موصول کرنا چاہتے ہوں، سے التماس ہے کہ اس سہولت سے مستفید ہونے کیلئے ویب سائٹ www.kmlg.com پر دستیاب درخواست فارم پُر کرنا چاہئیں۔ رجسٹرڈ آفس واقع 42 لارنس روڈ لاہور میں سالانہ عام اجلاس کی تاریخ سے کم از کم 07 روز قبل جمع کرائیں۔ اس کے علاوہ، کمپنی اپنی سالانہ رپورٹ 2022ء حصص داران کو بارڈر کاپی کی بجائے بذریعہ CD/DVD/USB پر ان کے دستیاب رجسٹرڈ چوں پر ارسال کر چکی ہے۔ تاہم سالانہ رپورٹ کی بارڈر کاپی حصص داران کی تحریری درخواست پر بغیر قیمت مہیا کی جائے گی۔



حصص داران سے درخواست ہے کہ درج ذیل معلومات اور دستاویزات، سی ڈی ایس میں یکم اپریل کی سیکورٹیز کی صورت میں اپنے متعلقہ CDS شراکت دار کو اور مادی حصص کی صورت میں ہمارے شیئر رجسٹرار کو مطلع / اپ ڈیٹ کریں۔ اگر پہلے مطلع / اپ ڈیٹ نہیں کیا گیا۔

(a) اپنے چوں میں تبدیلی (b) کمپنیز ایکٹ 2017 کی دفعہ 242 اور کمپنیز (ڈیوڈنڈز کی تقسیم) ریگولیشنز 2017 کے تحت بینک اکاؤنٹ کی تفصیل بعد 24 اپریل IBAN مہیا کریں تاکہ وہ اپنے Unclaimed e-dividends حاصل کر سکیں مزید حصص داران سے درخواست ہے کہ وہ اپنے غیر یکم شدہ مادی ڈیوڈنڈ / مادی حصص کے بارے میں معلومات حاصل کرنے کیلئے کمپنی کے رجسٹرڈ آفس پر رابطہ کر سکتے ہیں اگر کوئی ہو۔ (c) جن ممبران نے ابھی تک اپنے کارآمد شناختی کارڈ کی کاپیاں کمپنی کے پاس نہیں بھیجیں ان سے ایک بار پھر درخواست ہے کہ وہ کمپنی کے شیئر رجسٹرار، ویمن کنسلٹنگ لمیٹڈ، سی ڈی ایس فلیش لائسنس روڈ لاہور پر براہ راست بھیج دیں۔ کارپوریٹ اداروں سے NTN کی کاپی بھیجنے کی درخواست کی جاتی ہے اور ان پر اپنے فوٹو / سی ڈی ایس اکاؤنٹ ضرور لگھیں، شناختی کارڈ اور NTN کی کاپی موصول نہ ہونے کی صورت میں کمپنی، کمپنیز ایکٹ 2017 اور اسکے تحت جاری ہونے والے احکامات پر عمل درآمد سے قاصر ہوگی۔ (d) کمپنیز ایکٹ مجریہ 2017 کی دفعہ 72 کے تحت ہر موجودہ سیل کمپنی کو اپنے فوٹو کیل شیئر ڈوکومنٹ کی فائرم کے ساتھ مخصوص انداز میں تبدیل کرنے کی ضرورت ہوگی اور کمپنیشن (SECP) کی جانب سے مطلع کی گئی تاریخ سے چار سال کی مدت کے اندر یعنی اس ایکٹ کے آغاز مورخہ 30 مئی 2017ء سے تیار نہ کرے۔ فوٹو کیل شیئر ہولڈنگ رکھنے والے شیئر ہولڈرز کی حوصلہ افزائی کی جاتی ہے کہ وہ اپنے کسی بھی برادر یا CDC انویسٹر اکاؤنٹ یا براہ راست CDC-Sub Account کھولیں تاکہ ان کے فوٹو کیل شیئر ڈوکومنٹ Scrip less عمل میں رکھیں۔ اس سے انہیں کئی طرح سے سہولت ملے گی، جس میں محفوظ تھیل اور حصص کی فروخت شامل ہیں، جب وہ چاہیں کیونکہ پاکستان سٹاک ایکسچینج کے موجودہ قواعد کے تحت مادی / فوٹو کیل حصص کی تجارت کی اجازت نہیں ہے۔ (e) کسی استفسار / معلومات کیلئے شیئر ہولڈرز بالآخر رجسٹرڈ دفتر میں کمپنی سیکرٹری اور / یا عبدالغفار غفاری آف شیئر رجسٹرار، ویمن کنسلٹنگ لمیٹڈ، سی ڈی ایس فلیش، لائسنس روڈ لاہور فون نمبر 97-36283096 (042) پر رابطہ کریں۔



[Handwritten signature]