

Maple Leaf Cement Factory Limited



42-Lawrence Road, Lahore (PAKISTAN)
Phones: 042-36278904, 042-36278905

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

PUCARS / Courier
MLCF/PSX-7/01
October 10, 2023

Procedure for Electronic Voting Facility and Voting through Postal Ballot on Special Business

Dear Sir,

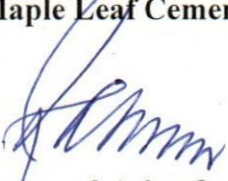
Pursuant to requirement of the Companies (Postal Ballot) Regulations, 2018, we are enclosing herewith Procedure for Electronic Voting Facility and Voting through Postal Ballot on Special Businesses to be transacted in the forthcoming Annual General Meeting of the Members of **Maple Leaf Cement Factory Limited** scheduled to be held on **Thursday, October 19, 2023 at 10:00 AM** which are being published into Newspapers for information of shareholders.

In pursuance of clause 5.6.9(b) of the Listing Regulations of Pakistan Stock Exchange, the enclosed notices are being sent to the Exchange prior to publication in newspapers.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours faithfully

For Maple Leaf Cement Factory Limited


(Muhammad Ashraf)
Company Secretary



CC

- ♦ **The Executive Director/HOD,**
Offsite-II Department, Supervision Division,
Securities & Exchange Commission of Pakistan,
63, NIC Building, Jinnah Avenue, Blue Area,
Islamabad



MAPLE LEAF CEMENT FACTORY LIMITED

Registered Office: 42-Lawrence Road, Lahore.
Phone: 042-36278904-05, Fax: 042-36368721

KMLG
Kohinoor Maple Leaf Group

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

This is in continuation of Annual General Meeting Notice published on **Wednesday September 27, 2023**.

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Maple Leaf Cement Factory Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Thursday, October 19, 2023, at 10.00 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.kmlg.com for download.

Lahore
October 11, 2023

By order of the Board
(**Muhammad Ashraf**)
Company Secretary

Procedure for E – Voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of October 12, 2023.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from October 14, 2023, 09:00 a.m. and shall close on October 18, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, 42-Lawrence Road, Lahore or email at chairman@kmlg.com one day before the Annual General Meeting i.e. on October 18, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

INFORMATION ABOUT SCRUTINIZER

With reference to the Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Annual General Meeting (AGM) of Maple Leaf Cement Factory Limited (the Company) to be held on Thursday, October 19, 2023.

Name of Scrutinizer	Messrs. Junaidy Shoaib Asad, Chartered Accountants
Qualification and Experience	<p>The firm has grown over the last decade as a leading multi-disciplinary organization offering auditing taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country.</p> <p>M/s Junaidy Shoaib Asad, Chartered Accountants. Is a member of UHY International, one of the world's leading accounting and business advisory network, with offices in over 330 business centers in 90 countries across the global.</p> <p>The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of USAID.</p>
Purpose of appointment	<p>The Company is required to appoint a scrutinizer for the purpose of voting in the AGM to transact business that pertains to investment in associated companies as mentioned in Section 199 of the Companies Act, 2017.</p> <p>Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.</p>



**MAPLE LEAF CEMENT FACTORY LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Phone: 042-36278904-05, Fax: 042-36368721

KMLG

Kohinoor Maple Leaf Group

POSTAL BALLOT PAPER

Ballot for voting through post for the Special Business at the Annual General Meeting to be held on Thursday, October 19, 2023 at 10:00 AM at 42-Lawrence Road, Lahore, the Registered Office of the Company: - **Phone: 042-36302261-62 Website: www.kmlg.com**

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 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, up to an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2023 to October 31, 2024 (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 October 27, 2022, 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, 2023.

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.”

Resolution For Agenda Item No. 4

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 **Maple Leaf Capital Limited**, an associated company, up to an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2023 to October 31, 2024 (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.

Resolved further that the Chief Executive Officer and the Company 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 associated 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 resolution.”

Resolution For Agenda Item No. 5

To consider and, if thought fit, pass with or without modification, addition(s) or deletion(s), the following resolution as special resolution as recommended by the Board of Directors of the Company: -

“Resolved that, subject to compliance with the provisions of all applicable laws, regulations and permission required, if any, the approval of the members of Maple Leaf Cement Factory Limited (the “Company”) be and is hereby accorded under **Section 88** of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase/buy-back upto a maximum of **100 million constituting 9.32%** of the issued ordinary shares of the face value of Rs. 10/- (Rupees Ten) each of the Company at the spot / current share price prevailing during the purchase period.

Resolved further that the ordinary shares purchased pursuant to this special resolution be and are hereby cancelled and issued and paid-up share capital shall accordingly be reduced by the aggregate face value of the cancelled shares.

Resolved further that the purchase / buy-back by the Company of its issued ordinary shares shall be made through Securities Exchange (Pakistan Stock Exchange Limited) by utilizing the distributable profits of the Company and the purchase period shall be for **180 days** commencing from **October 27, 2023** and ending on **April 15, 2024** (both days inclusive) or if the purchase / buy-back by the Company of its issued ordinary shares is completed before **April 15, 2024**, the purchase period shall end on that date.

Resolved further that the Company Secretary (hereinafter the “Authorized Person”) be and is hereby authorized and empowered to take all such necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be



required for the purpose of giving effect to this special resolution and for the purpose of implementing, procuring, cancellation of shares and completing the purchase/buy-back by the Company of its issued ordinary shares.

Resolved further that the Authorized Person be and is hereby further authorized and empowered to take or cause to be taken all actions including but not limited to obtaining any requisite regulatory permissions, if required, preparation of requisite documents, engaging legal counsel, consultants and auditors for the purposes of the purchase/buy-back of shares, filing of all the requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instruments including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of implementing, procuring, cancellation of shares and completing the purchase/buy-back by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto.

Resolved further that all acts, deeds and actions taken by the Authorized Person pursuant to this special resolution of the shareholders for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company.

Resolved further that the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the Securities and Exchange Commission of Pakistan and Pakistan Stock Exchange Limited which suggestion, direction and advise shall be deemed to be part of this special resolution."

Resolution For Agenda Item No. 6

To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2023 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, 2023 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed."

Resolution For Agenda Item No. 7

To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2024 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, 2024.

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."

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case if both the boxes are marked as (✓), you poll shall be treated as **"Rejected"**

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<u>Resolution For Agenda Item No. 3</u>		
<u>Resolution For Agenda Item No. 4</u>		
<u>Resolution For Agenda Item No. 5</u>		
<u>Resolution For Agenda Item No. 6</u>		
<u>Resolution For Agenda Item No. 7</u>		

NOTES:

1. Dully filled ballot paper should be sent to the Chairman at 42-Lawrence Road, Lahore or email at chairman@kmlg.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before Wednesday October 18, 2023. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at: www.kmlg.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Date _____

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

