



# Maple Leaf Cement Factory Limited



42, Lawrance Road, Lahore (Pakistan)  
Phones: +92-42-36278904-5, Fax: +92-42-36373067, Email: mlcfl@kmlg.com

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

**PUCARS /Courier**  
MLCF/PSX-7/92  
September 25, 2025

## NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

This is to announce that Maple Leaf Cement Factory Limited (the "Company") intends to hold its Annual General Meeting for the year ended June 30, 2025 to be held on Thursday, October 16, 2025 at 42-Lawrence Road, Lahore at 10:30 AM. The Notice of Meeting is attached for information.

The Share Transfer Books of the Company will remain closed from October 10, 2025 to October 16, 2025 (both days inclusive).

Please note that transfer received at M/s. Vision Consulting Limited, 5-C, LDA Flats, 2<sup>nd</sup> Floor, Lawrence Road, Lahore at the close of business on October 09, 2025 will be treated in time for the purpose of above entitlement to the transferees.

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 published 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

Scan QR Code & Download



OR Click the below weblink

<https://www.kmlg.com/mlcfl/wp-content/uploads/2025/06/MLCF-AR-2025.pdf>

## NOTICE OF ANNUAL GENERAL MEETING



میپل لیف



**MAPLE LEAF CEMENT**

A Kohinoor Maple Leaf Group Company

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 65th Annual General Meeting of the members of Maple Leaf Cement Factory Limited (the "Company") will be held on Thursday, October 16, 2025 at 10:30 AM at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -



- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2025 together with the Chairman's Review, Directors' and Auditor's Reports thereon.
- 2) To appoint Auditors for the year ending on June 30, 2026 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. KPMG Taseer Hadi & Co., Chartered Accountants.

## 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. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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 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, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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.”

- 5) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

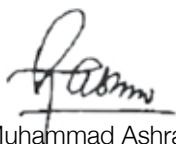
**“Resolved that**, the transactions conducted with the Related Parties as disclosed in the note 46 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”

- 6) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 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, 2026.

**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



Lahore:  
September 25, 2025

(Muhammad Ashraf)  
Company Secretary

#### NOTES:

1. The Share Transfer Books of the Company will remain closed from **October 10, 2025 to October 16, 2025** (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's

Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore, at the close of business on **October 09, 2025**, 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 valid 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 duly notarized copies of their valid CNIC/Passports with the Proxy Form.
3. 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 should be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
4. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. In case of Proxy, the corporate entity shall also submit the documents required for the meeting along with the Proxy Form to the Company.
5. Pursuant to provisions of Section 134 of the Companies Act, 2017, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
6. The members and their proxies can attend the Annual General Meeting via video link using their smart phones / tablets. However, they are requested to register themselves by providing the following information along with copy of valid 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 14, 2025:-



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

7. The notice of meeting containing the QR enabled code and the weblink address to view and download the Annual Report including annual audited financial statements, is being dispatched to the members as per requirements of the Companies Act, 2017, on their registered addresses and e-mailed to the shareholders who have provided their valid email IDs to the Share Registrar of the Company. Further, the notice of meeting has also been posted on the Company's website: [www.kmlg.com](http://www.kmlg.com). Furthermore, the notice has been published in English and Urdu languages in a daily newspaper of respective language having nationwide circulation.
8. The Members, who desire for receiving the AGM Notice containing annual audited financial statements/Annual Report through e-mail, are requested to update their e-mail IDs. The Annual Report for the year ended June 30, 2025 is available on website of the Company. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder on Standard Request Form available on website [www.kmlg.com](http://www.kmlg.com).
9. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, the shareholders are requested to provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, the shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares;
10. Shareholders holding physical share certificates who have not yet submitted copy of their valid CNIC/NTN are once again requested to send a copy of their valid CNIC/NTN to our Share Registrar, Vision Consulting Limited. The shareholders while sending copy of CNIC/NTN must quote their respective folio numbers thereon enabling the Company to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder in order to release the physical dividend warrants.
11. As per Section 72 of the Companies Act, 2017, members of the Company, in their best interest, are requested once again to convert their physical shares into book-entry form at the earliest possible.
12. In view of prohibition under Section 185 of the Companies Act, 2017, the Company will not distribute gifts in any form to its members at the meeting.
13. Members are requested to notify immediately **any change in** their addresses. CDC beneficial owners maintaining their shares in electronic form should have their addresses updated with their participants or CDC Investor Account Services.
14. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or The Manager of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.
15. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, the members of 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 Annual General Meeting to be held on Thursday, October 16, 2025 at 10:30 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. The Company shall provide its members with the following options for voting: -

#### PROCEDURE FOR E – VOTING:

- (a) 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 on October 10, 2025.
- (b) 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).
- (c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from October 12, 2025, 09:00 AM and shall close on October 15, 2025 at 5:00 PM. 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:

- (a) Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.kmlg.com](http://www.kmlg.com) for download.
- (b) The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC)/ Passport 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](mailto:chairman@kmlg.com) one day before the Annual General Meeting i.e. on October 15, 2025 till 05:00 PM. The signature on the ballot paper should match with the signature on CNIC.

#### INFORMATION ABOUT SCRUTINIZER

Pursuant to requirement 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 16, 2025.

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 globe.</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>

## 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 16, 2025.

### **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 180,144 Ring Spindles; 3,648 Open-end Rotors and 768 MVS Spindles capable of producing a wide range of yarn counts using cotton and synthetic fibres.

The weaving facilities at Raiwind comprise 384 looms capable of weaving wide range of greige fabrics. The processing facilities at the Rawalpindi unit are capable of dyeing and printing fabrics intended 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 August 06, 2025 has approved Rs. 1,000 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.

**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)
		YearBasicDiluted
		30.06.20238.058.05
		30.06.20248.078.07
		30.06.202510.2110.21
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2025 With revaluation surplus Rs. 118.76 Without revaluation surplus Rs. 96.62
(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 2025, the financial position of KTML is as under: -
		ParticularsAmount Rupees (000)
		Paid up capital2,692,994
		Reserves29,289,378
		Total Equity31,982,372
		Current liabilities15,828,420
		Current assets18,978,912
		Revenue59,414,125
		Gross Profit9,802,378
		Operating Profit7,416,418
		Net Profit2,749,816
		Earnings per share (Rs.)10.21



**(B) General Disclosures: -**

Ref. No.	Requirement	Information	
(i)	Maximum amount of investment to be made;	Rs. 1,000 million (Rupees one thousand million only).	
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p><b>Purpose:</b> 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><b>Benefits:</b> The Company will receive markup 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><b>Period:</b> For a period of one year from November 01, 2025 to October 31, 2026.</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	
(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<b>Nature</b>	Loan / advance
		<b>Purpose</b>	To earn mark-up / profit on loan / advance being provided to KTML which will augment the Company's cash flow
		<b>Period</b>	One Year
		<b>Rate of Mark-up</b>	One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
		<b>Repayment</b>	Principal plus mark-up / profit upto October 31, 2026
		<b>Penalty charges</b>	@ 3-months KIBOR plus one percent in addition to the outstanding amount(s).

Ref. No.	Requirement	Information
(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;	<p>Investing Company i.e. the Company is a subsidiary company of KTML and Eight Directors including CEO are common in both the companies may be deemed to be interested to the extent of their shareholding.</p> <p>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.</p>
(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. 1,000 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 October 28, 2024 which is valid till October 31, 2025. There is no impairment and/or write off against the above facility as the facility request was not made by the investee company i.e. KTML.
(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 13.16% for the year ended June 30, 2025.
(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.

Ref. No.	Requirement	Information
(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
(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, 2025 to October 31, 2026 (both days inclusive). KTML will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2026.

#### Disclosure under Regulation 4(1):

KTML, an associated company, is a member of the Company. Its Directors/Sponsors are also the Directors / members of the Company and are interested to the extent of their directorships/shareholding as under: -

Name	%age of Shareholding in KTML	%age of Shareholding in the Company
Mr. Tariq Sayeed Saigol	4.7118	0.0031
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	11.7117	0.0172
Mr. Taufique Sayeed Saigol	16.5719	0.0015
Mr. Sayeed Tariq Saigol	0.1430	0.0010
Mr. Waleed Tariq Saigol	0.0124	0.0011
Mr. Danial Taufique Saigol	0.0011	0.0005
Ms. Jahanara Saigol	0.0009	0.0002
Mr. Zulfikar Monnoo	0.0011	0.0003
Kohinoor Textile Mills Limited	-	57.8961

#### AGENDA ITEM NUMBER 4 OF THE NOTICE – INVESTMENT IN MAPLE LEAF CAPITAL LIMITED IN THE FORM OF LOANS/ADVANCES:

Maple Leaf Capital Limited (MLCL) was incorporated on 25 April 2014 as a public limited company. The authorized share capital of MLCL is Rs. 5,000,000,000 and issued, subscribed and paid-up share capital of MLCL is Rs. 3,015,000,000. Kohinoor Textile Mills Limited is the holding company of MLCL and owns 250,000,000 ordinary shares (82.919%) of MLCL.

MLCL is set up with the principal object of buying, selling, holding or otherwise acquiring or investing its capital in any sort of financial instruments including but not limited to secure debt instruments and in shares of leading listed and unlisted companies but not to act as an investment/ brokerage company.

The Board of Directors of the Company in their meeting held on August 06, 2025 has approved

Rs. 1,000 million as loans / advances to MLCL on the basis of financial results of MLCL subject to approval of the members. The Company shall extend the facility of loans/ advances from time to time for working capital requirements to MLCL in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out their due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking has been kept at the Registered Office of the Company 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.

### 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;	Maple Leaf Capital Limited (the “MLCL”)
(ii)	Basis of relationship;	MLCL is an associated company of Maple Leaf Cement Factory Limited (the “Company”) by virtue of common directorship.
(iii)	Earnings per share for the last three years;	(Rupees)
		YearBasicDiluted
		30.06.20231.911.91
		30.06.202419.8119.81
		30.06.202528.6528.65
(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2025 is Rs. 63.01
(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 2025, the financial position of MLCL is as under: -
		ParticularsAmount Rupees (000)
		Paid up share capital3,015,000
		Reserves15,981,089
		Total equity18,996,089
		Current liabilities13,394,780
		Current assets35,527,984
		Revenue13,546,928
		Profit from operations12,922,851
		Profit after taxation8,637,247
		Earnings Per Share Rs.28.65

**(B) General Disclosures: -**

Ref. No.	Requirement	Information	
(i)	Maximum amount of investment to be made;	Rs. 1,000 million (Rupees one thousand million only).	
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p><b>Purpose:</b> To earn income on the loans and/or advances to be provided to MLCL from time to time for working capital requirements of MLCL.</p> <p><b>Benefits:</b> The Company will receive markup 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><b>Period:</b> For a period of one year from November 01, 2025 to October 31, 2026.</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	
(iv)	Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<b>Nature</b>	Loan / advance
		<b>Purpose</b>	To earn mark-up / profit on loan / advance being provided to MLCL which will augment the Company's cash flow.
		<b>Period</b>	One Year
		<b>Rate of Mark-up</b>	One percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
		<b>Repayment</b>	Principal plus mark-up/ profit upto October 31, 2026
		<b>Penalty charges</b>	@ 3-months KIBOR plus one percent in addition to the outstanding amount(s).



Ref. No.	Requirement	Information
(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;	<p>Investing Company i.e. the Company is an associated company of MLCL and Six Directors are common in both the companies may be deemed to be interested to the extent of their shareholding.</p> <p>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.</p>
(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.1,000 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 October 28, 2024 which is valid till October 31, 2025. 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 requirements 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 13.16% for the year ended June 30, 2025.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from MLCL 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 MLCL is an associated company of the Company.

Ref. No.	Requirement	Information
(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
(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, 2025 to October 31, 2026 (both days inclusive). MLCL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2026.

**Disclosure under Regulation 4(1):**

MLCL, an associated company, is a member of the Company. Its Directors/Sponsors are also the Directors / members of the Company and are interested to the extent of their directorships/shareholding as under: -

Name	%age of Shareholding in MLCL	%age of Shareholding in the Company
Mr. Tariq Sayeed Saigol	5.0249	0.0031
Mrs. Shehla Tariq Saigol (Spouse of Mr. Tariq Sayeed Saigol)	3.3167	0.0172
Mr. Taufique Sayeed Saigol	8.3748	0.0015
Mr. Sayeed Tariq Saigol	-	0.0010
Mr. Waleed Tariq Saigol	0.3648	0.0011
Mr. Danial Taufique Saigol	-	0.0005
Ms. Jahanara Saigol	-	0.0002
Kohinoor Textile Mills Limited	82.9187	57.8961
Maple Leaf Capital Limited	-	1.1480

**Disclosure under Regulation 4(2):**

Name of Investee Company	Kohinoor Textile Mills Limited	Maple Leaf Capital Limited
Total Investment Approved:	Loans / advances upto Rs.1,000 million was approved by members in AGM held on October 28, 2024 for a period of one (01) year.	Loans / advances upto Rs.1,000 million was approved by members in AGM held on October 28, 2024 for a period of one (01) year.
Amount of Investment Made to date:	Investment has not been made yet to date.	Rs.1,353 million investment has been made yet to date.
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.	The Company will provide funds to MLCL from time to time as per working capital requirements to MLCL 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:	At the time of approval of loans/ advances of Rs.1,000 million, as per financial statements for the year ended June 30, 2024, the basic earnings per share was Rs.8.07 and break-up value per share (without surplus) was Rs.86.41.  As per latest financial statements for the year ended June 30, 2025, the basic earnings per share is Rs.10.21 and breakup value per share (without surplus) is Rs.96.62.	At the time of approval of loans/ advances of Rs.1,000 million, as per financial statements for the period ended June 30, 2024, the basic earnings per share was Rs.19.81 and breakup value per share was Rs.34.51.  As per latest financial statements for the year ended June 30, 2025, the basic earnings per share is Rs.28.65 and breakup value per share is Rs.63.01.

**AGENDA ITEM NO. 5 OF THE NOTICE – RATIFICATION AND APPROVAL OF THE RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED JUNE 30, 2025:**

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, 2025. 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 46 to the unconsolidated financial statements for the year ended June 30, 2025. Party-wise details of such related party transactions are given below: -

Name of Parties		Relationship	Transactions	2025	2024
(Rupees in thousand)					
a)	Kohinoor Textile Mills Limited	Holding Company	Sale of goods	38,400	2,419
			Receivable from the Holding Company	15,400	-
			Sale of spares	26,005	11,792
			Payments made by related party on behalf of the Company	44,302	38,324

Name of Parties		Relationship	Transactions	2025	2024
(Rupees in thousand)					
b)	Maple Leaf Power Limited	Subsidiary Company	Sale of coal to Subsidiary Company	5,355,852	6,180,773
			Long term loan obtained	-	2,500,000
			Long term loan repaid during the year	4,500,000	-
			Rent charged	479	479
			Purchase of electricity (inclusive of taxes)	8,257,031	8,778,003
			Purchase of steam (inclusive of taxes)	3,441	63,937
			Payments made by related party on behalf of the Company	1,749	26,101
			Markup paid on long term loan	807,578	609,021
			Expenses paid on the behalf of related party by the Company	205,107	134,831
			Scrap purchases	22,550	32,943
c)	Maple Leaf Industries Limited	Subsidiary Company	Expenses paid on the behalf of related party by the Company	2,619	1,865
d)	Novacare Hospitals (Private) Limited	Subsidiary Company	Advance paid against issue of shares	362,700	1,172,000
			Sales made to related party	288,447	-
			Advance received from related party	7,045	-
			Other receivables	87	-
e)	Maple Leaf Capital Limited	Common Directorship	Loan provided during the year	1,353,000	500,000
			Loan recovered during the year	1,353,000	500,000
			Markup received on loan	29,917	11,409
f)	Agritech Limited	Associate	Sale of stores to related party	197	-
			Amount received from related party	197	-
g)	Key management personnel	Key management personnel	Remuneration and other benefits	600,930	622,150
h)	Employees benefit Plans				
	Gratuity	Post-employment benefit plan	Expense charged in respect of defined benefit plan	23,386	22,861
	Provident Fund Trust	Post-employment benefit plan	Expense charged in respect of provident fund	368,398	306,812

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. 6 OF THE NOTICE –  
AUTHORIZATION FOR THE BOARD OF  
DIRECTORS TO APPROVE THE RELATED PARTY  
TRANSACTIONS DURING THE YEAR ENDING ON  
JUNE 30, 2026:**

The Company shall be conducting transactions with its related parties during the year ending on June 30, 2026 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, 2026, 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.



# MAPLE LEAF CEMENT FACTORY LIMITED

## POSTAL BALLOT PAPER

Postal Ballot Paper for voting through post for the Special Business at the Annual General Meeting to be held on **Thursday, October 16, 2025 at 10:30 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company.

**Contact Details of the Chairman at which the duly filled in ballot paper may be sent:**

**Address:** Maple Leaf Cement Factory Limited,  
42-Lawrence Road, Lahore, Pakistan  
**E-mail address:** chairman@kmlg.com  
**Phone:** +92-42-36278904-05  
**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, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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 ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

**“Resolved that** the transactions conducted with the Related Parties as disclosed in the note 46 of the unconsolidated financial statements for the year ended June 30, 2025 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. 6**

To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 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, 2026.

**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 (√), your poll shall be treated as **“Rejected”**.

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

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

#### **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 one day before AGM i.e. on October 15, 2025. 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.

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

Place: \_\_\_\_\_  
Date: \_\_\_\_\_

## قرارداد برائے ایجنڈا آئٹم نمبر 6

درج ذیل قرارداد کو معہ یا ملازمین پاس کر کے کمپنی کے بورڈ آف ڈائریکٹرز کو 30 جون 2026 اختتام پذیر ہونے والے سال کے لئے متعلقہ پارٹیوں کے ساتھ کی جانے والی ٹرانزیکشنز کی تصدیق اور منظوری دینے کا بااختیار بنانا۔

قرارداد پر کمپنی کا بورڈ آف ڈائریکٹرز 30 جون 2026 اختتام پذیر ہونے والے سال کے لئے متعلقہ پارٹیوں کے ساتھ کی جانے والی ٹرانزیکشنز کی تصدیق اور منظوری دینے کے لئے بااختیار ہیں۔

مزید قرارداد پر یا کہ بورڈ کی طرف سے منظور کردہ ٹرانزیکشنز حصص داران سے بھی منظور شدہ خیال کی جائیں گی اور ان کی رسمی تصدیق / منظوری کے لئے اگلے سالانہ اجلاس عام میں حصص داران کے روبرو رکھی جائیں گی۔

## انتخابات کے لئے ہدایات

- 1۔ براہ مہربانی متعلقہ بکس میں ٹک (✓) کا نشان لگا کر اپنے ووٹ کا اظہار کریں۔
  - 2۔ بصورت اگر دونوں بکس میں ٹک (✓) کا نشان لگایا گیا تو آپ کا ووٹ "مسترد" تصور ہوگا۔
- میں/ہم مندرجہ بالا قراردادوں کے سلسلے میں پوسٹل بیلٹ کے ذریعے اپنا/اپنے ووٹ استعمال کرتے ہیں اور ذیل میں مناسب بکس میں ٹک (✓) کا نشان لگا کر قراردادوں پر اپنی رضامندی یا اختلاف رائے دیتے ہیں:

قرارداد	میں/ہم قرارداد پر رضامند ہیں (FOR)	میں/ہم قرارداد کے خلاف ہیں (AGAINST)
قرارداد برائے ایجنڈا آئٹم نمبر 3		
قرارداد برائے ایجنڈا آئٹم نمبر 4		
قرارداد برائے ایجنڈا آئٹم نمبر 5		
قرارداد برائے ایجنڈا آئٹم نمبر 6		

## نوٹس:

- 1۔ صحیح طریقے سے پُر شدہ پوسٹل بیلٹ چیئر مین کو 42۔ لارنس روڈ، لاہور، یا chairman@kmlg.com پر ای میل بھیجنا چاہیے۔
- 2۔ CNIC / پاسپورٹ کی کاپی (غیر ملکی کی صورت میں) پوسٹل بیلٹ فارم کے ساتھ منسلک ہونی چاہیے۔
- 3۔ بیلٹ پیپر AGM سے ایک دن قبل یعنی 15 اکتوبر 2025 کو یا اس سے پہلے صدر اجلاس تک پہنچ جانے چاہئیں۔ اس تاریخ کے بعد موصول ہونے والا کوئی بھی پوسٹل بیلٹ دونگ کے لیے قبول نہیں کیا جائے گا۔
- 4۔ بیلٹ پیپر پر دستخط CNIC / پاسپورٹ (غیر ملکی کی صورت میں) کے دستخط سے مماثل ہونا چاہئے۔
- 5۔ نامکمل، بغیر دستخط شدہ، غلط، کاٹ کر لکھا ہوا، پھٹا ہوا، مسخ شدہ، دوبارہ لکھا ہوا بیلٹ پیپر مسترد کر دیا جائے گا۔
- 6۔ باڈی کارپوریٹ، کارپوریشن یا وفاقی حکومت کے نمائندے کی صورت میں، کمپنیز ایکٹ 2017 کے سیکشن 138 یا 139، جیسا کہ قابل اطلاق ہو، کے مطابق بیلٹ پیپر کے ساتھ مجاز شخص کے CNIC کی کاپی، بورڈ کی قرارداد / پاور آف اٹارنی / اتھرائزیشن لیٹر وغیرہ کی تصدیق شدہ کاپی ہمراہ ہونا ضروری ہے۔
- 7۔ بیلٹ پیپر فارم کمپنی کی ویب سائٹ www.kmlg.com پر بھی رکھا گیا ہے۔ اراکین ویب سائٹ سے بیلٹ پیپر ڈاؤن لوڈ کر سکتے ہیں یا اخبارات میں شائع ہونے والی اصل / فوٹو کاپی استعمال کر سکتے ہیں۔

شیر ہولڈر / پراکسی ہولڈر / مجاز دستخط کنندہ کے دستخط:

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

تاریخ:

مقام:

# مپل لیف سیمنٹ فیکٹری لمیٹڈ

## پوسٹل بیلٹ پیپر

بروز جمعرات 16 اکتوبر 2025ء کو صبح 10:30 بجے کمپنی کے رجسٹرڈ آفس 42- لارنس روڈ، لاہور میں منعقد ہونے والے سالانہ اجلاس عام میں خصوصی امور کے لیے ڈاک کے ذریعے ووٹنگ کے لیے بیلٹ پیپر۔

جیز مین کے رابطہ کی تفصیلات جہاں باقاعدہ پُر شدہ بیلٹ پیپر ارسال کیا جاسکتا ہے:  
پتہ: مپل لیف سیمنٹ فیکٹری لمیٹڈ

ای میل ایڈریس: chairman@kmlg.com

فون: 042-36278904-05 ویب سائٹ: www.kmlg.com

فولیو/سی ڈی سی اکاؤنٹ نمبر	
شیئرز ہولڈر/پراکسی ہولڈر کا نام	
رجسٹرڈ ایڈریس	
ملکیتی حصص کی تعداد	
CNIC/پاسپورٹ نمبر (بصورت غیر ملکی) (کاپی منسلک ہو)	
اضافی معلومات اور وضاحتیں (باڈی کارپوریٹ، کارپوریشن اور وفاقی حکومت کے نمائندہ کی صورت میں)	
مجاز دستخط کنندہ کا نام:	
مجاز دستخط کنندہ کا CNIC/پاسپورٹ نمبر (بصورت غیر ملکی) (کاپی منسلک ہو)	

### قرارداد برائے ایجنڈا آئٹم نمبر 3

غور و خوض اور اگر بہتر خیال کیا گیا تو کمپنیز ایکٹ 2017 کی دفعہ 199 کے تحت ڈائریکٹرز کی سفارشات کے مطابق درج ذیل قرارداد کو معہ یا بلا ترمیم بطور خصوصی قرارداد منظور کرنا۔  
خصوصی قرارداد کے ذریعے قرارداد کیا گیا کہ مپل لیف سیمنٹ فیکٹری لمیٹڈ (کمپنی) کو رضامندی اور منظوری دی جاتی ہے اور بذریعہ ہذا تین ماہ کے KIBOR شرح سے ایک فیصد زیادہ یا کمپنی کے اوسط قرضہ کی لاگت سے ایک فیصد زیادہ، جو بھی زائد ہو، کے مارک اپ شرح پر یکم نومبر 2025ء تا 31 اکتوبر 2026ء (دونوں ایام سمیت) ایک سال کی مدت کیلئے 1,000 ملین روپے (ایک ہزار ملین روپے صرف) مجموعی رقم تک ہولڈنگ کمپنی کو نوٹیکسٹس ملز لمیٹڈ میں وقفہ فنانسنگ کی شکل میں سرمایہ کاری کمپنیز ایکٹ 2017ء کی دفعہ 199 کے مطابق ہو۔ حصص داران کی طرف سے 28 اکتوبر 2024ء کو منعقدہ اجلاس عام میں منظور شدہ خصوصی قرارداد کی رو سے، کمپنی 1,000 ملین روپے کی حد تک اس طرح کی سہولت توسیع کرنے کی مجاز تھی جو 31 اکتوبر 2025ء تک کارآمد ہے۔  
مزید قرارداد کیا کہ کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی سیکرٹری بذریعہ ہذا قراردادوں کو مؤثر بنانے کیلئے ہولڈنگ کمپنی کو قرضوں/پیشگیوں کے سلسلہ میں ٹرانزیکشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، وفاقی اور حادثاتی، کارپوریٹ اور قانونی لوازمات پورے کرنے لیکن محدود نہیں سیوریٹیز اینڈ ایچینج کمیشن آف پاکستان کے ہاں تمام مطلوبہ قانونی فارمز اور تمام دیگر دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور کوئی دیگر دستاویزات یا آلات مکمل کرنے کے واحد مجاز ہیں۔

### قرارداد برائے ایجنڈا آئٹم نمبر 4

غور و خوض اور اگر بہتر خیال کیا گیا تو کمپنیز ایکٹ 2017 کی دفعہ 199 کے تحت ڈائریکٹرز کی سفارشات کے مطابق درج ذیل قرارداد کو معہ یا بلا ترمیم بطور خصوصی قرارداد منظور کرنا۔  
"خصوصی قرارداد کے ذریعے قرارداد کیا گیا کہ مپل لیف سیمنٹ فیکٹری لمیٹڈ (کمپنی) کو رضامندی اور منظوری دی جاتی ہے اور بذریعہ ہذا تین ماہ کے KIBOR شرح سے ایک فیصد زیادہ یا کمپنی کے اوسط قرضہ کی لاگت سے ایک فیصد زیادہ، جو بھی زائد ہو، کے مارک اپ شرح پر یکم نومبر 2025ء تا 31 اکتوبر 2026ء (دونوں ایام سمیت) ایک سال کی مدت کیلئے 1,000 ملین روپے (ایک ہزار ملین روپے صرف) مجموعی رقم تک شریک کمپنی مپل لیف سیمنٹ فیکٹری لمیٹڈ میں وقفہ فنانسنگ کی شکل میں سرمایہ کاری کمپنیز ایکٹ 2017ء کی دفعہ 199 کے مطابق ہو۔ حصص داران کی طرف سے 28 اکتوبر 2024ء کو منعقدہ اجلاس عام میں منظور شدہ خصوصی قرارداد کی رو سے، کمپنی 1,000 ملین روپے کی حد تک اس طرح کی سہولت توسیع کرنے کی مجاز تھی جو 31 اکتوبر 2025ء تک کارآمد ہے۔  
مزید قرارداد کیا کہ کمپنی کے چیف ایگزیکٹو آفیسر اور کمپنی سیکرٹری بذریعہ ہذا قراردادوں کو مؤثر بنانے کیلئے شریک کمپنی کو قرضوں/پیشگیوں کے سلسلہ میں ٹرانزیکشن مکمل کرنے کیلئے تمام ضروری اقدامات اٹھانے، وفاقی اور حادثاتی، کارپوریٹ اور قانونی لوازمات پورے کرنے لیکن محدود نہیں سیوریٹیز اینڈ ایچینج کمیشن آف پاکستان کے ہاں تمام مطلوبہ قانونی فارمز اور تمام دیگر دستاویزات جمع کرانے، تمام ایسے نوٹس، رپورٹس، خطوط اور کوئی دیگر دستاویزات یا آلات مکمل کرنے کے واحد مجاز ہیں۔

### قرارداد برائے ایجنڈا آئٹم نمبر 5

درج ذیل خصوصی قرارداد کو معہ یا بلا ترمیم پاس کر کے 30 جون 2025ء ختم سال کے لئے متعلقہ پارٹیوں کے ساتھ گئی ٹرانزیکشنز کی تصدیق اور منظوری دینا۔  
قرارداد کیا کہ 30 جون 2025ء ختم سال کے لئے غیر اشتہار شدہ مالی گوشواروں کے نوٹ 46 میں انکشاف اور دفعہ (3) 134 کے تحت مادی معلومات کے بیان میں مخصوص ہے اور بذریعہ ہذا تصدیق منظور اور توثیق کی جاتی ہے۔

# PROXY FORM

being a member of **MAPLELEAF CEMENT FACTORY LIMITED** hereby appoint \_\_\_\_\_

of \_\_\_\_\_ another member of the Company

As witness given under my/our hand(s) on this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

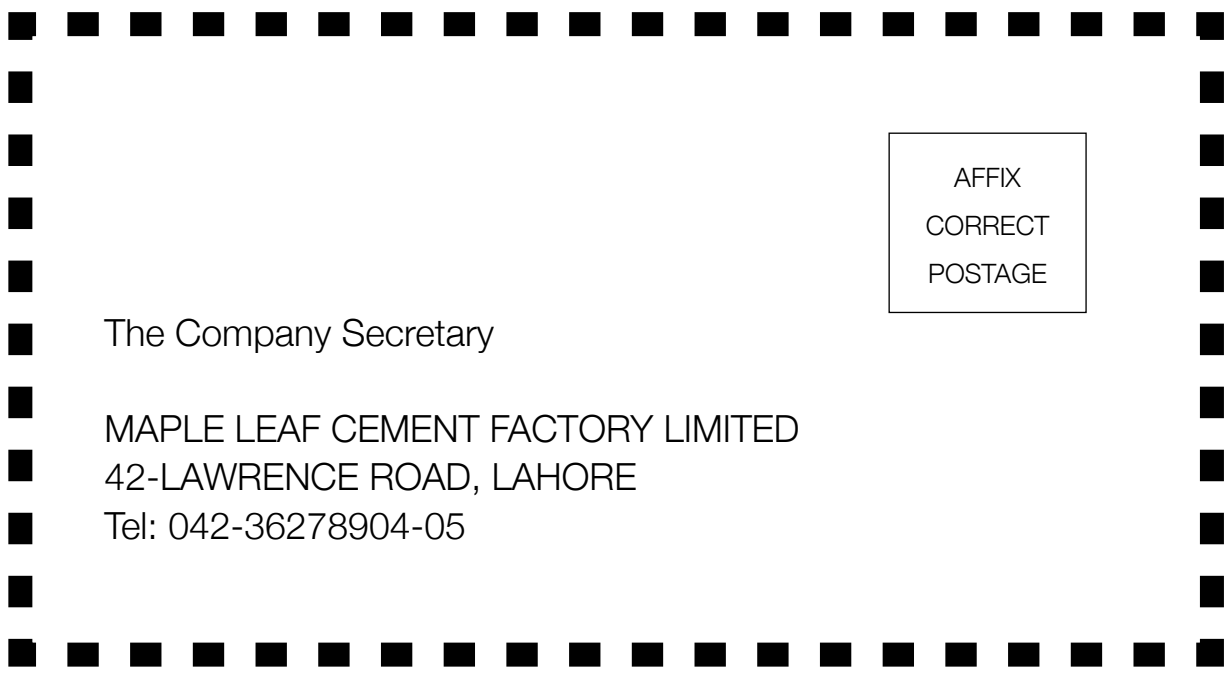
■

■

**Shares Held:**

Folio No.	CDC Account No.	
	Participant I.D.	Account No.

CNIC No.					-							-	
----------	--	--	--	--	---	--	--	--	--	--	--	---	--



AFFIX  
CORRECT  
POSTAGE

The Company Secretary

MAPLE LEAF CEMENT FACTORY LIMITED  
42-LAWRENCE ROAD, LAHORE  
Tel: 042-36278904-05



# میپل ایف سیمنٹ فیکٹری لمیٹڈ

42- لارنس روڈ، لاہور

## تشکیل نیابت داری (پراکسی فارم)

میں / ہم \_\_\_\_\_ ساکن  
 بحیثیت حصہ دار میپل ایف سیمنٹ فیکٹری لمیٹڈ  
 نام (فولیو/سی ڈی سی اکاؤنٹ نمبر اگر ممبر ہو) \_\_\_\_\_  
 ساکن \_\_\_\_\_ کمپنی کے دوسرے ممبر

کواپنی جگہ بروز جمعرات 16 اکتوبر 2025ء کو دن 10:30 بجے رجسٹرڈ آفس 42- لارنس روڈ، لاہور میں منعقدہ یا ملتوی ہونے والے 65 ویں سالانہ عام اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کے لیے اپنا نمائندہ مقرر کرتا/کرتی ہوں۔

بطور گواہ میرے/ہمارے دستخط سے مورخہ \_\_\_\_\_ 2025ء کو دی گئی۔

۵۰ روپے کارسیدی ٹکٹ چسپاں کر کے دستخط کریں
---

دستخط \_\_\_\_\_  
 (ممبر/مجاز افسر)  
 (کارپوریٹ ادارے کی صورت میں کمپنی کی ممبر بھی لگائیں)

۱۔ گواہ  
 دستخط \_\_\_\_\_  
 نام \_\_\_\_\_  
 شناختی کارڈ نمبر \_\_\_\_\_  
 پتہ \_\_\_\_\_

حاصل عام حصص

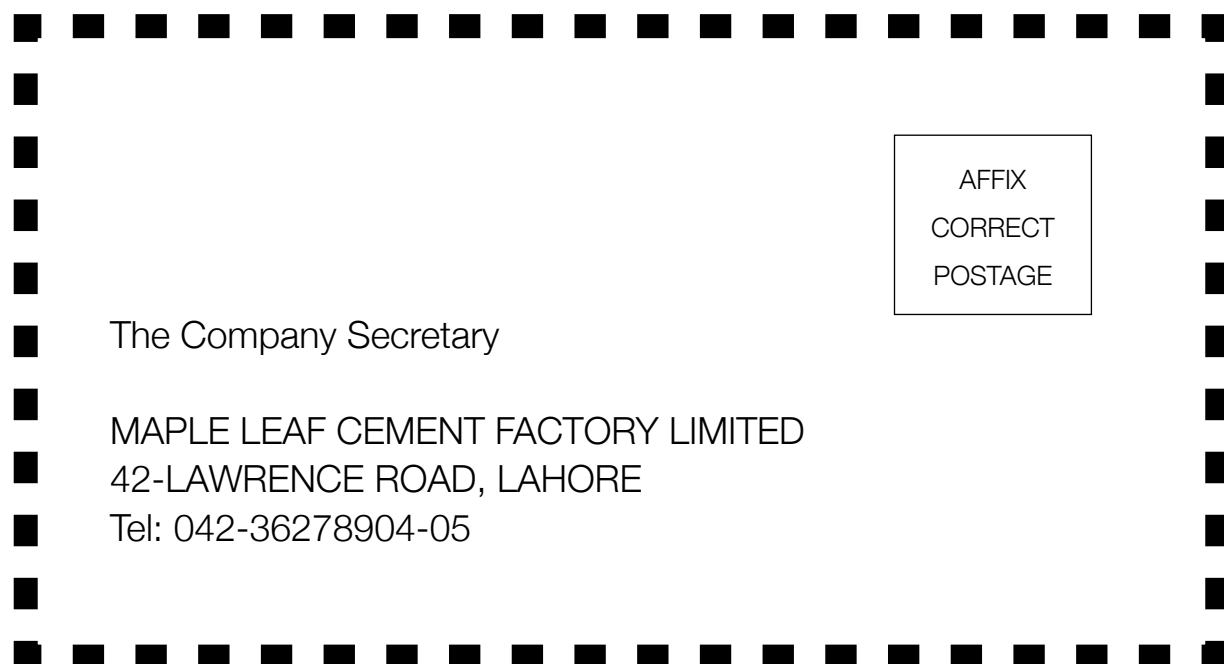
۲۔ گواہ  
 دستخط \_\_\_\_\_  
 نام \_\_\_\_\_  
 شناختی کارڈ نمبر \_\_\_\_\_  
 پتہ \_\_\_\_\_

سی ڈی سی اکاؤنٹ نمبر	فولیو نمبر
اکاؤنٹ نمبر	شراکتی آئی ڈی

کمپیوٹرائزڈ شناختی کارڈ نمبر \_\_\_\_\_

نوٹس:

- پراکسیز موثر ہونے کے لیے لازم ہے کہ وہ اجلاس سے کم از کم 48 گھنٹے قبل بمعدہ دستخط، گواہان اور رسیدی ٹکٹ کمپنی کو موصول ہو جانی چاہئیں۔
- حصص داران / سی ڈی سی سینفیشل اوزر اور پراکسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول پراکسی فارم کے ساتھ میا کی جائیں گی۔
- پراکسی کو اجلاس کے وقت اپنا اصل قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔
- کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی بمعدہ نمونہ دستخط (اگر پہلے میا نہیں کی گئیں) کمپنی کو پراکسی فارم ساتھ لف کرنے ہوں گے۔



The Company Secretary

MAPLE LEAF CEMENT FACTORY LIMITED  
42-LAWRENCE ROAD, LAHORE  
Tel: 042-36278904-05

**MAPLE LEAF CEMENT FACTORY LIMITED**

Registered Office: 42-Lawrence Road, Lahore.

Tel. 042-36278904-05

**KMLG**  
Kohinoor Maple Leaf Group**NOTICE OF ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 65<sup>th</sup> Annual General Meeting of the members of Maple Leaf Cement Factory Limited (the "Company") will be held on **Thursday, October 16, 2025 at 10:30 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, 2025 together with the Chairman's Review, Directors' and Auditor's Reports thereon.
- 2) To appoint Auditors for the year ending on June 30, 2026 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/s. KPMG Taseer Hadi & Co., Chartered Accountants.

**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. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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 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, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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.”

- 5) To ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

**“Resolved that** the transactions conducted with the Related Parties as disclosed in the note 46 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”

- 6) To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 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, 2026.

**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:  
September 25, 2025

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

**NOTES:**

1. The Share Transfer Books of the Company will remain closed from **October 10, 2025 to October 16, 2025** (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, 2<sup>nd</sup> Floor, Lawrence Road, Lahore, at the close of business on **October 09, 2025**, 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 valid 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 duly notarized copies of their valid CNIC/Passports with the Proxy Form.
3. 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 should be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
4. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. In case of Proxy, the corporate entity shall also submit the documents required for the meeting along with the Proxy Form to the Company.
5. Pursuant to provisions of Section 134 of the Companies Act, 2017, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
6. The members and their proxies can attend the Annual General Meeting via video link using their smart phones / tablets. However, they are requested to register themselves by providing the following information along with copy of valid 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](mailto:muhammad.ashraf@kmlg.com) by **October 14, 2025:-**

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

7. The notice of meeting containing the **QR enabled code and the weblink address** to view and download the Annual Report including annual audited financial statements, is being dispatched to the members as per requirements of the Companies Act, 2017, on their registered addresses and e-mailed to the shareholders who have provided their valid email IDs to the Share Registrar of the Company. Further, the notice of meeting has also been posted on the Company's website: [www.kmlg.com](http://www.kmlg.com). Furthermore, the notice has been published in English and Urdu languages in a daily newspaper of respective language having nationwide circulation.
8. The Members, who desire for receiving the AGM Notice containing annual audited financial statements/Annual Report through e-mail, are requested to update their e-mail IDs. The Annual Report for the year ended June 30, 2025 is available on website of the





Company. However, hard copy of Annual Report will be provided free of cost on written request of the shareholder on Standard Request Form available on website [www.kmlg.com](http://www.kmlg.com).

9. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, the shareholders are requested to provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, the shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares;
10. Shareholders holding physical share certificates who have not yet submitted copy of their valid CNIC/NTN are once again requested to send a copy of their valid CNIC/NTN to our Share Registrar, Vision Consulting Limited. The shareholders while sending copy of CNIC/NTN must quote their respective folio numbers thereon enabling the Company to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder in order to release the physical dividend warrants.
11. As per Section 72 of the Companies Act, 2017, members of the Company, in their best interest, are requested once again to convert their physical shares into book-entry form at the earliest possible.
12. In view of prohibition under Section 185 of the Companies Act, 2017, the Company will not distribute **gifts** in any form to its members at the meeting.
13. Members are requested to notify immediately any change in their addresses. CDC beneficial owners maintaining their shares in electronic form should have their addresses updated with their participants or CDC Investor Account Services.
14. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or The Manager of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2<sup>nd</sup> Floor, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.
15. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, the members of 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 Annual General Meeting to be held on Thursday, October 16, 2025 at 10:30 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. The Company shall provide its members with the following options for voting: -

**Procedure for E – Voting:**

- (a) 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 on **October 10, 2025**.
- (b) 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).

- (c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from **October 12, 2025, 09:00 AM** and shall close on **October 15, 2025 at 5:00 PM**. 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:**

- (a) Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.kmlg.com](http://www.kmlg.com) for download.
- (b) The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC)/Passport 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](mailto:chairman@kmlg.com) one day before the Annual General Meeting i.e. on **October 15, 2025 till 05:00 PM**. The signature on the ballot paper should match with the signature on CNIC.

**INFORMATION ABOUT SCRUTINIZER**

Pursuant to requirement 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 16, 2025**.

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 globe.</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 LTD**

**K M L G**  
Kohinoor Maple Leaf Group

## POSTAL BALLOT PAPER

Postal Ballot Paper for voting through post for the Special Business at the Annual General Meeting to be held on **Thursday, October 16, 2025 at 10:30 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company and through video conferencing.

**Contact Details of the Chairman at which the duly filled in ballot paper may be sent:**

**Address:** Maple Leaf Cement Factory Limited,  
42-Lawrence Road, Lahore, Pakistan

**E-mail address:** [chairman@kmlg.com](mailto:chairman@kmlg.com)

**Phone:** +92-42-36278904-05

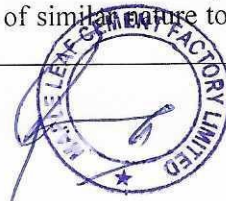
**Website:** [www.kmlg.com](http://www.kmlg.com)

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, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.



**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, upto an aggregate sum of **Rs. 1,000 million** (Rupees one thousand million only) for a period of one year commencing November 01, 2025 to October 31, 2026 (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 28, 2024, by the shareholders, the Company was authorized to extend a facility of similar nature to the extent of Rs. 1,000 million which is valid till October 31, 2025.

**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 ratify and approve transactions conducted with the Related Parties for the year ended June 30, 2025 by passing the following special resolution with or without modification: -

“**Resolved that** the transactions conducted with the Related Parties as disclosed in the note 46 of the unconsolidated financial statements for the year ended June 30, 2025 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”

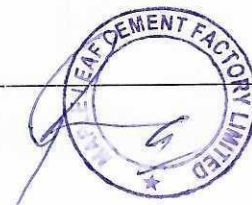
**Resolution For Agenda Item No. 6**

To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on June 30, 2026 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, 2026.

**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 (✓), your poll shall be treated as **"Rejected"**.

I/we hereby exercise my/our vote in respect of the following special 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)
<b><u>Resolution For Agenda Item No. 3</u></b>		
<b><u>Resolution For Agenda Item No. 4</u></b>		
<b><u>Resolution For Agenda Item No. 5</u></b>		
<b><u>Resolution For Agenda Item No. 6</u></b>		

**Notes:**

1. Dully filled ballot paper should be sent to the Chairman at 42-Lawrence Road, Lahore or email at [chairman@kmlg.com](mailto: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 one day before AGM i.e. on October 15, 2025. 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](http://www.kmlg.com). Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

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

Place \_\_\_\_\_  
Date \_\_\_\_\_

