

Maple Leaf Cement Factory Limited



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

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

Through Courier
MLCF/PSX-3/32
October 07, 2016

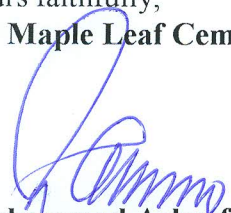
INSERTION OF NOTICE OF ANNUAL GENERAL MEETING IN NEWSPAPERS

Dear Sir,

We enclose herewith a copy of the Notice of Annual General Meeting of Maple Leaf Cement Factory Limited, scheduled to be held on **Monday, October 31, 2016 at 11:00 AM** at its Registered Office 42-Lawrence Road, Lahore, for reference prior to its publication in newspapers.

Thanking you,

Yours faithfully,
For Maple Leaf Cement Factory Limited,


(Muhammad Ashraf)
Company Secretary

Encl. As above



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting of the members of Maple Leaf Cement Factory Limited (the "Company") will be held on Monday, October 31, 2016 at 11:00 AM at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business:-

Ordinary Business:

- 1) To receive, consider and adopt the audited accounts of the Company including consolidated financial statements for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.
- 2) To approve final cash dividend for the year ended June 30, 2016 at Rs. 2.50 per share (25%), as recommended by the Board of Directors. This is in addition to the interim 15% cash dividend, already paid to the shareholders.
- 3) To appoint Auditors for the year ending on June 30, 2017 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, the retiring auditors and being eligible offer themselves for re-appointment.

Special Business:

- 4) To consider and if deemed fit, to pass the following special resolution under Section 208 of the Companies Ordinance, 1984, with or without modification, addition(s) or deletion(s), 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 208 of the Companies Ordinance, 1984 (the "Ordinance") 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 from November 01, 2016 to October 31, 2017 (both days inclusive) at the mark-up rate of one percent above the average borrowing cost of the Company. Vide special resolution passed in general meeting held on October 31, 2015 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, 2016.

Resolved further that the Chief Executive 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 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 (SECP), executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."

- 5) To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s) to alter the Articles of Association of the Company:-

"Resolved that in accordance with the provisions of Section 28 and other applicable provisions of the Companies Ordinance, 1984, and subject to requisite permission and clearance, the following new Article 73A be and is hereby inserted after the existing Article 73 in the Articles of Association of the Company:

"73A. Electronic Voting:

- i. This article shall only be applicable for the purposes of electronic voting;
- ii. The Company shall comply with the mandatory requirements of law regarding the use of electronic voting by its members at general meetings. Members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this article."

Resolved further that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement this resolution."

- 6) To consider dissemination of annual audited accounts through CD/DVD/USB instead of transmitting the same in the form of hard copies and approve the following resolution as a Special Resolution with or without modification:-

"Resolved that dissemination of information regarding annual audited accounts to the shareholders in soft form i.e. CD/DVD/USB as notified by Securities and Exchange Commission of Pakistan vide its SRO 470(I)/2016 dated May 31, 2016, be and is hereby approved."

(Statement under Section 160(1)(b) of the Ordinance pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.)

By Order of the Board
(Muhammad Ashraf)
Company Secretary

Lahore: October 10, 2016

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 20, 2016 to October 31, 2016 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Vision Consulting Ltd, 3-C, LDA Flats, First Floor, Lawrence Road, Lahore, at the close of business on October 19, 2016 will be considered in time for the purpose of above entitlement and 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 and CDC shareholders shall attach an attested copy of his/her Computerized National Identity Card (CNIC) / Passport. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. Representatives of corporate members should bring the usual documents required for such purpose.
3. The Members, who desire for receiving the annual audited financial statements and AGM Notice through e-mail, are requested to send their written consent on a Standard Request Form available on website www.kmlg.com in order to avail this facility.
4. The audited financial statements for the year ended June 30, 2016 are available on website of the Company www.kmlg.com.
5. Shareholders are requested to notify / submit the following information & documents, in case of book entry securities in CDS to their respective CDS participants and in case of physical shares to our Share Registrar, if not earlier provided / notified:-
 - a. Change in their addresses;
 - b. Dividend mandate information i.e. Title of Bank Account, Bank Account No., Bank's Name, Branch Address and Cell / Landline No(s), of the Transferee(s) towards direct dispatch of cash dividend cheque(s) to their bankers;
 - c. Valid and legible copies of CNIC for printing of CNIC number(s) on their Dividend Warrant(s) as required vide SRO 831(I)/2012 dated July 05, 2012. In case of non-submission of valid & legible copy of CNIC, the Company will be constrained to withhold the Dividend Warrant(s) till such time the CNIC copy is provided by them;
 - d. Valid and legible copies of National Tax Number (NTN) or NTN Certificate(s) of corporate entities and must quote the company name and their respective folio numbers thereon while sending the copies;
 - e. Pursuant to requirement of the Finance Act, 2016 effective July 01, 2016, the 'Filer' & 'Non-Filer' shareholders will pay tax on dividend income @12.5% and 20% respectively. Therefore, please ensure that their name(s) have been entered into Active Taxpayers List (ATL) provided on website www.fbr.gov.pk of the Federal Board of Revenue (FBR), despite the fact that the shareholder is a filer, before the payment date of final cash dividend i.e. November 26, 2016, otherwise tax on cash dividend will be deducted @20% instead of 12.5%;
 - f. As per clarification of FBR, each joint holder is to be treated individually as either a 'Filer' or 'Non-Filer' and tax will be deducted on the basis of shareholding notified by each joint holder. Accordingly, such shareholder(s) may notify in writing within 10 days from entitlement date i.e. October 19, 2016 as per under format to our Share Registrar. If no notification is received to our Share Registrar, then it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s);

Folio/CDC A/c. No.	Total Shares	Principal Shareholder		Joint Shareholder (s)		Signature (s)
		Name & CNIC No.	Shareholding Proportion (No. of Shares)	Name & CNIC No.	Shareholding Proportion (No. of Shares)	

- g. Valid income tax exemption certificate issued by the concerned Commissioner of Inland Revenue is to be furnished to the Company / Share Registrar in order to avail tax exemption u/s 150 of the Income Tax Ordinance 2001 (tax on dividend) where the statutory exemption under clause 47B of Part-IV of Second Schedule is available and want to avail exemption u/s 150 of the Ordinance, otherwise tax will be deducted under the provisions of laws;
- h. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or Mr. Abdul Ghaflar Ghaffari of Share Registrar, Vision Consulting Ltd, 3-C, LDA Flats, Lawrence Road, Lahore, Ph. Nos (042) 36283096-97





اطلاع برائے سالانہ اجلاس عام

ذریعہ نوٹس پبلسٹیا گیا جاتا ہے کہ مپیل ایف سیمنٹ فیکٹری لمیٹڈ (مپیل) کے سالانہ 56 واں اجلاس عام 31 اکتوبر 2016 بروز سوموار بمقام 11:00 بجے...

عمومی امور

- 1۔ مالی سال 30 جون 2016 تک کیلئے مپیل کے آڈیٹ شدہ مالیاتوں اور کنٹریولنگ اکاؤنٹس میں ڈائریکٹرز اور آڈیٹرز کی رپورٹس کی وصولی نمودار ہوئی اور ان کی منظوری دینا۔
2۔ ایڈجسٹڈ ڈائریکٹرز کی جانب سے منظور شدہ منافع 250.50 روپے فی حصہ (25%) برائے سال اختتام پر 30 جون 2016 کے لئے منظور دینا۔ یہ حصص داران کو پمپل سے ادائیغہ 15% مہوری نقد منافع حصص کارڈز کے ذریعہ۔
3۔ درج ذیل سال 30 جون 2017 کیلئے ڈائریکٹرز کو منظور شدہ منافع کے متعلق آنے والے ڈائریکٹرز کو مطلع کرنا اور ان کی منظوری حاصل کرنا۔

خصوصی امور

- 4۔ اگر مناسب سمجھا جائے تو مندرجہ ذیل خصوصی قراردادیں 208 گھنٹہ آڈیٹس 1984 کے تحت کسی ترمیم یا غیر ترمیم کے ساتھ نمودار کرنا اور منظوری دینا جیسا کہ ڈائریکٹران نے منظور کیا ہے۔
5۔ اگر مناسب سمجھا جائے تو ڈائریکٹرز کی طرف سے ایسی قراردادیں منظور کرنے کے لئے درج ذیل قراردادیں منظور کرنا اور ان کی منظوری حاصل کرنا۔
6۔ اگر مناسب سمجھا جائے تو ڈائریکٹرز کی طرف سے ایسی قراردادیں منظور کرنے کے لئے درج ذیل قراردادیں منظور کرنا اور ان کی منظوری حاصل کرنا۔
7۔ اگر مناسب سمجھا جائے تو ڈائریکٹرز کی طرف سے ایسی قراردادیں منظور کرنے کے لئے درج ذیل قراردادیں منظور کرنا اور ان کی منظوری حاصل کرنا۔

لاہور، مورخہ 10 اکتوبر 2016ء

نوٹس

- 1۔ مپیل کی شیئرز انسٹیکسٹس مورخہ 20-10-2016 تا 31-10-2016 (شمول دونوں دن) ہمارے آفس کی مپیل کے شیئرز رجسٹر اور بریکسرز رجسٹر میں منسلک C-3 ڈی ڈی ایس کے تحت رجسٹرڈ ہونے والے تمام شیئرز (شمول CDS/Physical) مورخہ 19-10-2016 تک کو کارڈ ہارڈ کاپس کے ساتھ منسلک کرنا اور ان کی تصدیق کرنا۔
2۔ ایسی تمام شیئرز کے لئے اور وہ اس وقت تک کہ ان کے نام کے ساتھ کسی مپیل کے شیئرز رجسٹر میں ڈی ڈی ایس کی مپیل کے شیئرز رجسٹر میں منسلک کرنا اور ان کی تصدیق کرنا۔
3۔ اگر مناسب سمجھا جائے تو ڈائریکٹرز کی طرف سے ایسی قراردادیں منظور کرنے کے لئے درج ذیل قراردادیں منظور کرنا اور ان کی منظوری حاصل کرنا۔

Table with 4 columns: Name, Shareholding, and other details. Includes names like 'M. Iqbal' and 'M. Iqbal'.

(g) اگر مپیل کے رجسٹریڈ آفس 2001 کے تحت (ڈی ڈی ایس) کے تحت رجسٹرڈ ہونے والے تمام شیئرز کے لئے درج ذیل قراردادیں منظور کرنے کے لئے درج ذیل قراردادیں منظور کرنا اور ان کی منظوری حاصل کرنا۔

