

# Maple Leaf Cement Factory Limited



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

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

**PUCARS / Courier**  
MLCF/PSX-4/69  
October 29, 2018

## **ADOPTION OF SPECIAL RESOLUTIONS BY THE SHAREHOLDERS IN ANNUAL GENERAL MEETING**

Dear Sir,

Pursuant to requirements of Listing Regulations of the Pakistan Stock Exchange Limited, we are pleased to enclose herewith certified true copy of the Special Resolutions duly adopted by the Shareholders in the Annual General Meeting of Maple Leaf Cement Factory Limited held on October 27, 2018 at 42-Lawrence Road, Lahore, the Registered Office of the Company, for your reference and record.

Yours faithfully,  
**For Maple Leaf Cement Factory Ltd**

A handwritten signature in blue ink, appearing to read 'Ashraf', written over a horizontal line.

**(Muhammad Ashraf)**  
*Company Secretary*

**Encl. As Above**

# Maple Leaf Cement Factory Limited



42-Lawrence Road, Lahore (PAKISTAN)

Phones: 042-36278904-5 Fax: 042-36368721

## ABSTRACT FROM MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON SATURDAY, OCTOBER 27, 2018 AT 11:00 AM AT 42-LAWRENCE ROAD, LAHORE, THE REGISTERED OFFICE OF THE COMPANY.

### SPECIAL RESOLUTIONS

- 1) **“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, 2018 to October 31, 2019 (both days inclusive) at the mark-up rate of one percent above the 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 26, 2017 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, 2018.”
- 2) **“Resolved that** the Authorised Share Capital of the Company be and is hereby increased from Rs. 7,000,000,000 divided into 700,000,000 Shares of Rs. 10/- each, comprising 600,000,000 Ordinary and 100,000,000 Preference Shares to Rs. 9,000,000,000 divided into 900,000,000 Shares of Rs. 10/- each, comprising 800,000,000 Ordinary and 100,000,000 Preference Shares of Rs. 10/- each.

**Resolved further that** the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V with the following new clause: -

- V. The Authorised Share Capital of the Company is Rs. 9,000,000,000 (Rupees nine billion only) divided into 900,000,000 (nine hundred million only) Shares of Rs.10/- (Rupees ten only) each, comprising 800,000,000 Ordinary and 100,000,000 Preference Shares with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Regulations of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or Regulations of the Company.

*Cont'd on next page*

Certified True Copy  
For Maple Leaf Cement Factory Limited

Company Secretary

# Maple Leaf Cement Factory Limited



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


**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 holding company but not limited to filing of all the requisite statutory forms and all other documents including increase in Authorized Share Capital of the Company 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 resolutions.

- 3) **“Resolved that** the transactions conducted with the Related Parties as disclosed in the note 43 of the unconsolidated financial statements for the year ended June 30, 2018 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.”
- 4) **“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, 2019.

**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.”

\*\*\*\*\*

Certified True Copy  
For Maple Leaf Cement Factory Limited

  
Company Secretary