



Sanghar Sugar Mills Limited

Head Office: 101-First Floor, Ocean Centre, Talpur Road, Karachi - Pakistan.
Phone : 021-32427171-72 - 32416554, Fax No : 021-32410700

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of **Sanghar Sugar Mills Limited** will be held on Thursday June 26, 2014 at 11:00 a.m. at Beach Luxury, M. T. Khan Road, Karachi to transact the following business:

Ordinary Business

1. To confirm the minutes of Twenty Eighth Annual General Meeting of the Company held on January 31, 2014.
2. To transact any other ordinary business with the permission of the Chair.

Special Business

3. To consider and if thought fit, to pass, with or without modification, a Special Resolution for the insertion of two new sub-clauses in the Object Clause III of the Memorandum of Association of the Company as stated hereunder:

“RESOLVED AS SPECIAL RESOLUTION that two new sub-clauses (33A) and (33B) be inserted after the existing sub-clause (33) of Clause III of the Memorandum of Association of the Company to read as under:

“(33A) To set up and operate power generating project, whether through bagasse fired or bio-gas or oil-fired or gas or hydel or thermal power or any other mean or mode, for generating and supplying to electric power and to carry out all necessary power stations, cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity whether for self use or to distribution companies or electricity companies to light industries and places, both public and private, and for all other purposes for which electric energy can be employed subject to compliance of and permission of the relevant laws and authorities.”

“(33B) To let out or sub-let on hire any property owned or occupied by the Company, consisting of land/or building, rights, interest, for its business use or kept for future requirements or otherwise and to mortgage, pledge, sell or otherwise dispose of the whole or any of the such property or undertakings of the Company or any land, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit.”

“Further Resolved that the above insertion in the Objects Clause is subject to the approval of the Securities and Exchange Commission of Pakistan.

Further Resolved that the Chief Executive and/or the Company Secretary be and are hereby authorized to give effect to the above Resolution and to take all necessary steps for compliance with all the legal requirements in this regard.”

Statement u/s 160 (1) (b) of the Companies Ordinance, 1984 setting forth all material facts concerning the Special Resolution is being sent to the members.

By the order of the Board

Company Secretary

Karachi: June 03, 2014

NOTES:

1. The Share Transfer Books of the Company will remain closed from June 20, 2014 to June 26, 2014 (both days inclusive).
2. A member entitled to attend and vote at this meeting may appoint another member as proxy to attend and vote on his/her behalf. The completed Proxy Form must be received at the Registered Office of the Company 101-First Floor, Ocean Centre, Talpur Road, Karachi, at least 48 hours before the time for holding this meeting.
3. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting must bring his/her original CNIC, CDC Account and Participant's ID number to prove his/her identity, and in case of Proxy, must enclose an attested copy of his/her CNIC. Representatives of corporate members should bring the usual documents required for such purpose.
4. Members are advised to notify to the Company's Share Registrar of any change in their registered addresses immediately.
5. Members holding physical shares of the Company are once again reminded, in their own interest, to send an attested copy of their valid Computerized National Identity Card (CNIC) mentioning their Folio No. thereon directly to the Company's Share Registrar, M/s. Hameed Majeed Associates (Pvt) Limited, Karachi Chambers, Hasrat Mohani Road, Karachi in order to comply with requirements of the Securities & Exchange Commission of Pakistan, since the Members were previously requested also through notices of AGM published in newspapers Recorder & Khabrain of Karachi & Lahore on January 07, 2011, January 09, 2012 & 2013 and January 10, 2014. The Important Notice for submission of copy of CNIC of the Members were also sent through registered post to them along with publication of such Notice in the above said news papers on March 06, 2014.

STATEMENT U/S 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

Special Resolution regarding amendment in the existing Memorandum of Association

Amendment in the Company's Objects Clause is being incorporated in order to enlarge its business activities and to meet the future intention/venture of the Company and thus to enable the Company to indulge it into such businesses. None of the Directors or their relatives are interested in any of the Resolution in any way.

FORM OF PROXY



Sanghar Sugar Mills Limited

The Company Secretary
Sanghar Sugar Mills Limited
101, First Floor Ocean Centre
Talpur Road,
Karachi.

I/We(Full name)
of being a member of **SANGHAR SUGAR MILLS LIMITED**
and holding ordinary shares, as per Folio No. / CDC Participant's
I.D.No. and Sub Account No. hereby appoint
..... of
as my/our proxy in my/our absence to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday June 26, 2014 at 11:00 a.m. at Beach Luxury, M. T. Khan Road, Karachi and at any adjournment thereof.

As witness my/our hand this day of
....., 2014 signed in the presence of:

**Signature on
Five Rupees Revenue Stamp**

Witness 1

Signature :
Name :
CNIC No.:
Address :
.....

Witness 2

Signature :
Name :
CNIC No.:
Address :
.....

NOTES:

- 1) A member entitled to attend and vote at this meeting may appoint another member as proxy to attend and vote for him/her behalf. The form of proxy, duly completed and signed must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the meeting.
- 2) Any individual beneficial owner of CDC, entitled to attend and vote at this meeting, must bring his/her Original CNIC, CDC Account and Participant's ID Numbers to prove his/her identity, and in case of proxy, must enclose attested copy of his/her CNIC, CDC Participant's ID and Account Number. Representatives of corporate members should bring the usual documents as required for such purpose.
- 3) Signature must agree with the specimen signature registered with the Company.