

Notice of Annual General Meeting

Notice is hereby given that Thirty First Annual General Meeting of the Shareholders of the Company will be held on Tuesday, January 31, 2017 at 11:30 a.m. at Haji Abdullah Muslim Gymkhana, Old Lobby (Muslim Gymkhana), Near Shaeen Complex, Awan-e-Sadar, Sadar Town, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of Extra Ordinary General Meeting of the Company held on November 23, 2016.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended September 30, 2016 together with Directors' and Auditors' Reports thereon.
3. To approve Cash Dividend at Paisa Sixty only (Rs. 0.60) per share i.e 6% as recommended by the Board of Directors for the year ended September 30, 2016.
4. To appoint Auditors for the year 2016-2017 and fix their remuneration. The present Auditors M/s Kreston Hyder Bhimji & Co. Chartered Accountants, retire and being eligible, have offered themselves for re-appointment.
5. To transact any other ordinary business with the permission of the Chair.

SPECIAL BUSINESS

6. To obtain consent of shareholders in terms of S.R.O. 470(I)/2016 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan (SECP), for the transmission of the annual audited accounts of the Company either through CD, DVD or USB or by other permissible electronic mean and to pass the following resolution as an Ordinary Resolution, with or without modification:

"Resolved that transmission of annual audited accounts to the members at their registered address either through CD, DVD or USB or by and other permissible electronic mean instead of transmitting the same in hard copies, be and is hereby approved."

"Further Resolved that the Board of Directors of the Company be and is hereby authorized to issue the annual audited accounts of the Company to its members through CD, DVD or USB or by and other permissible electronic mean; that the Chief Executive of the Company or the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution."

7. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as Special Resolution to alter the Articles of Association of the Company by inserting new Articles Nos 52A, 52B and 52C to enable e-voting as required by Companies (E-Voting) Regulations, 2016, issued by the Securities and Exchange Commission of Pakistan vide S.R.O. 43(I)/2016 dated January 22, 2016.

"Resolved as and by way of special resolution that the Articles of Association of the Company be amended by adding following new clauses as 52A, 52B and 52C:

52A E-Voting: The provisions and requirements for e-voting as prescribed by the Securities and Exchange Commission of Pakistan for the time being and from time to time shall be deemed to be incorporated in these Articles of Association, irrespective of other provisions of these Articles and notwithstanding anything contradictory therein.

52B In case of e-voting, voters may appoint either members or non-members as proxy and the Company shall comply with the requirements of the Companies (E-Voting) Regulations, 2016 prescribed under the Companies Ordinance, 1984.

52C An instrument appointing a proxy may be in the following form, or in any other form which the Directors of the Company approve:

Option I: Appointing Other Person As Proxy

I/We, _____ of _____, being a member of Sanghar Sugar Mills Limited, holder of _____ (number of shares) ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby appoint Mr. _____ of _____ or failing whom Mr. _____ of _____ as my/our proxy to vote for me /us and on my/our behalf at the (Annual and or Extra Ordinary General Meeting, as the case may be) of the Company to be held on _____ and at any adjournment thereof. Signed under my /our this _____ day of _____, 20____.

Option II E-Voting as per the Companies (E-Voting) Regulations, 2016

I/We, _____ of _____, being a member of Sanghar Sugar Mills Limited, holder of _____ (number of shares) ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions, my secure email address is _____, please send login details, password and electronic signature through email.

Signature
(Signature should agree with the specimen
signature registered with the Company)

Signed in the presence of:

Signature of Witness

Name _____

Address _____

CNIC/Passport No. _____

Signature of Witness

Name _____

Address _____

CNIC/Passport No. _____

“Further Resolved that the Chief Executive Officer or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things, takes all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Company including filling of all requisite documents/statutory forms as may be required to be filed with Securities and Exchange Commission of Pakistan complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution.”

Statement under section 160 (l)(b) of the Companies Ordinance, 1984

The statement set out material facts concerning “Special Business” to be transacted at the 31st Annual General Meeting of the Company to be held on January 31, 2017. The approval of the members will be sought for:

ITEM 6 OF THE AGENDA

To give effect to the notification S.R.O. 470(I) 2016 of the Securities and Exchange Commission of Pakistan (SECP). Shareholders' approval is being sought to allow the Company to circulate its Annual Report through CD/DVD/USB or by any other permissible electronic mean to all members. The Company however, shall place on its website a standard request form to enable those members requiring a hardcopy of the Annual Report instead of through CD/DVD/USB, to intimate the Company of their requirement.

Further if a member prefer to receive hard copies for all the future annual reports, then such preference of the member shall be communicated to the Company in writing in which case the Company shall be bound to provide hard copies of all the future annual reports.

ITEM 7 OF THE AGENDA

To give effect to the Companies (E-voting) Regulations 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting.

The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding.

By Order of the Board

Muhammad Mubeen Alam

Company Secretary

Karachi: January 10, 2017

NOTES :

1. The Share Transfer Books of the Company will remain closed from 23-01-2017 to 31-01-2017 (both days inclusive) for entitlement of cash dividend, attending and voting at Annual General Meeting. Physical Transfers/CDS Transactions IDS received in order in all respects at the close of the Business on 22-01-2017 at the Company's Share Registrar M/s Hameed Majeed Associates (Pvt) Limited, Karachi Chamber, Hasrat Mohani Road, Karachi will be considered in time for entitlement of Cash Dividend as declared and attending of the meeting.
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. Forms of Proxy to be valid must be properly filled in/executed and received at the Registered Office of the Company at C-27, Plot No. F-24, Block-9, Clifton, Karachi-75600, at least 48 hours before the time of this meeting. A Form of Proxy is attached herewith.
3. Submission of copy of CNIC (Mandatory). The Securities and Exchange Commission of Pakistan (the SECP) vide their S.R.O. 779 (i) 2011 dated August 18, 2011 has directed the Company to print your Computerized National Identity Card (CNIC) number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued/dispatched to you. In order to comply with this regulatory requirements, you are requested to kindly send photocopy of your CNIC to your Participant/Investor Account Services or in case of Physical Shareholding, immediately to Company's Share Registrar.
4. Members are advised to promptly notify change in their postal address, if any, to the Company's Share Registrar.
5. Pursuant to the provision of the Finance Act 2016 effective July 01, 2016, the rate of deduction of income tax from dividend payments under Section 150 of the Income Tax Ordinance, 2001 have been revised as follows:

1) Rate of tax deduction for filer @ 12.50%

2) Rate of tax deduction for non-filers @ 20.00%

To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% instead of 20.00% shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of the FBR, despite the fact that they are filers, are advised to make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20.00% instead of 12.5%.

6. Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as Joint-holder(s) based on their shareholding proportions, in case of joint accounts. In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint-Holder(s).

7. A Member holding Physical Shares must bring his/her original Computerized National Identity Card (CNIC) and should mention his/her CNIC and Folio No. and sign on the Attendance Sheet while personally attending this Meeting. Also Member having deposited his/her shares into Central Depository Company of Pakistan Limited must bring his/her Participant's ID No. and Account/Sub-account No. along-with original CNIC and mention his/her CNIC and CDC Account No. and sign on the Attendance Sheet while personally attending this Meeting. Representatives of corporate Members should bring the usual documents required for such purpose as prescribed by the SECP.
8. The Company's Shareholders who are holding its Share in Physical Form are hereby informed and notified in their own interest who have not yet provided copy of their valid Computerized National Identity Card (CNIC) mentioning their Folio Numbers are hereby reminded again through this Notice to send urgently valid copy of their CNIC as mentioned above to the Company or its Share Registrar M/s Hameed Majeed Associates (Pvt) Limited, Karachi Chambers, Hasrat Mohani Road, Karachi (Phone No. 021-32424826) in order to comply with the mandatory requirements of Securities and Exchange Commission of Pakistan (the Commission) issued vide SRO 83(1)/2012 dated July 05, 2012 and SRO 19(1) of 2014 dated January 10, 2014.

A List of such Shareholders along with their Folio numbers, Names, Address and No. of the Company's shares held in Physical Form is available on the Company's Website www.sangharsugarmills.com for reference who have not yet submitted the valid copy of their CNIC to the Company.

It is further informed that the Members of the Company were previously requested/reminded through Notices of Annual and Extra Ordinary General Meetings held in previous years which were appeared in their respective Annual Reports of the Company as well as published in the news papers Business Recorder and Khabrain of Karachi and Lahore on several dates. They are once again reminded that in case of non-receipt of the copy of their valid CNIC along-with Folio No., the Company would be unable to comply with the mandatory requirement of the Commission as mentioned above.

9. Members are advised to promptly notify change in their postal address, if any, to the Company's Share Registrar. Members having shares in CDC accounts are required to have their address updated with respective participants.
10. CDC Account Holders will further have to follow the under mentioned guideline as laid down in circular dated January 26, 2000 issued by SECP.
11. With reference to S.R.O. 787(I)/2014 dated September 08, 2014 issued by SECP, shareholders have option to receive Annual Audited Financial Statements and Notice of General Meeting through email. Shareholders of the Company are requested to give their consent to the Company's Registered Office to update the record if they wish to receive Annual Audited Financial Statements and Notice of Annual General Meeting through email. However, if shareholder in addition, requested hard copy of Audited Financial Statements the same shall be provided free of cost within Seven (7) days of receipt of such request.
12. In compliance with SECP notification No. 634(I)/2014 dated July 10, 2014, the audited financial statements and reports of the Company for the year ended September 30, 2016 are being placed on the Company's website: www.sangharsugarmills.com for the information and review of shareholders.
13. Members can also avail video conference facility. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

If the Company receives consent from members in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate Members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Sanghar Sugar Mills Limited, holder of _____ (number of shares) ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of Member(s)