

# Notice of Annual General Meeting

Notice is hereby given that Thirty Fourth Annual General Meeting of the Shareholders of the Company will be held on Saturday January 25, 2020 at 10:30 a.m. at 3rd Floor, PSX Auditorium, Pakistan Stock Exchange Building (Administration Block), Stock Exchange Road, Karachi to transact the following business:

## **ORDINARY BUSINESS**

1. To confirm the minutes of Annual General Meeting of the Company held on January 26, 2019.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended September 30, 2019 together with Directors' and Auditors' Reports thereon.
3. To appoint Auditors for the year 2019-2020 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.
4. To transact any other ordinary business with the permission of the Chair.

By Order of the Board

**Muhammad Mubeen Alam**  
Company Secretary

Karachi: January 03, 2020

## **NOTES :**

### **1. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from 17-01-2020 to 25-01-2020 (both days inclusive) for 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 16-01-2020 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 attending the meeting.

### **2. Participation in the Annual General Meeting:**

A member entitled to attend and vote at this meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member. Forms of Proxy to be valid must be properly filled in duly signed, stamped and witnessed by two persons with their names, addresses, CNIC numbers and signatures and must received at the Registered Office of the Company at Office No. 204, 2nd Floor, Clifton Centre, Block-5, Clifton, Karachi, at least 48 hours before the time of this meeting. Copies of valid CNIC or the passport of the member and the proxy shall be furnished with the Proxy Form. A Form of Proxy is annexed herewith. CDC Account Holders will further have to follow the guidelines mentioned in circular dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan.

### **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 future. In order to comply with these 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.

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)

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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 total Company's shares held in Physical Form is available on the Company's Website [www.sangharsugarmills.com](http://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 newspapers Business Recorder / The Nation and Khabrain of Karachi and Lahore editions 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.

#### 4. Attendance at the Meeting:

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.

#### 5. Change of Address:

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.

#### 6. Video Conference Facility:

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 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 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)

#### 7. Unclaimed Dividend:

Members are advised to immediately write us in detail for any outstanding / unclaimed cash dividend (if any) issued to you by the Company in past years. Please give complete details duly signed either to the Share Registrar or the Secretary of the Company.

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### **8. Dividend Payments through Electronic Mode:**

In accordance with the provisions and under section 242 of the Companies Act, 2017, shareholders are entitled to receive their dividends by way of direct credit to their bank account instead of receiving them through dividend warrants.

In this regard and in pursuance of the directives issued by the SECP vide SRO No. 421(I)/2018 dated April 02, 2018, the shareholders are required to provide relevant details of their bank accounts (i.e. title of account, complete bank account number (i.e. 24 digit IBAN), complete mailing address of the bank, name of the bank, folio / CDC account number, mobile number and email address) for payment of cash dividend through electronic mode. As such, the Company shall be bound to withhold the amount of dividend declared, in future by the Company, of those members who have not provided their bank details.

Therefore, to receive your future dividends directly in your bank account, please give us complete details and inform us in writing duly signed to the Share Registrar of the Company and in case Shares held in CDC then please inform concerned Participant / CDC Investor Account Services. Dividend Mandate form is annexed and also available on our Company's website.

### **9. Placement of Financial Statements on Website:**

In accordance with the SECP notification No. 634(1)/2014 dated July 10, 2014, the audited Financial Statements and reports of the Company for the year ended September 30, 2019 are being placed on the Company's website for the information and review of the shareholders.

### **10. Consent to receive Notices and Audited Financial Statements through email:**

In accordance with the SECP notification No. 787(I)/2014 dated September 08, 2014, Members of the Company who wish to receive the Audited Financial Statements and Reports of the Company through email are requested to provide a "Consent Form For E-mail", duly filled and signed in all respects, to the Company Secretary / Share Registrar. The Consent form is available on the Company's website and Form is also annexed herewith.

### **11. Consent to receive Hard Copy of Audited Financial Statements:**

In accordance with the SECP notification No. 470(I) dated May 31, 2016 and in continuation of SECP notification No. 787(I)/2014 dated September 08, 2014, Members of the Company who wish to receive the Hard Copies of Audited Financial Statements and Reports of the Company instead of sending the same through CD / DVD / USB / email, are requested to provide a "Standard Request Form", duly filled and signed in all respects, to communicate the need of hard copies, to the Company Secretary / Share Registrar. The Standard Request Form is available on the Company's website and Form is also annexed herewith.

### **12. Postal Ballot & Polling:**

Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

### **13. Deposit of Physical Shares in to CDC Account:**

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.

Therefore, the Shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or investor account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including save custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per the existing regulations of the authorities.