



# Sanghar Sugar Mills Limited

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting (EOGM) of the Shareholders of the Sanghar Sugar Mills Limited (the Company) will be held on Thursday November 02, 2023 at 11:30 a.m. at 3rd Floor, PSX Auditorium, Pakistan Stock Exchange Building (Administration Block), Stock Exchange Road, Karachi and also through video link facility to transact the following businesses:

### ORDINARY BUSINESS

1. To confirm minutes of 37th Annual General Meeting of the Company held on January 28, 2023.
2. To elect Seven (07) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of the Companies Act, 2017 for a period of three years commencing from November 04, 2023. The names of the retiring Directors are as follows:
  - i. Mr. Ghulam Hyder
  - ii. Haji Khuda Bux Rajar
  - iii. Mr. Ghulam Dastagir Rajar
  - iv. Mr. Rahim Bux
  - v. Mr. Muhammad Qasim
  - vi. Mr. Shahid Aziz
  - vii. Mr. M. Abdul Jabbar
  - viii. Ms. Nazia Azam

A statement of material facts under Section 166(3) of the Companies Act, 2017 relating to the Election of Directors to be carried out in this Extra Ordinary General Meeting is annexed with this Notice of Meeting.

### SPECIAL BUSINESS

3. To consider and approve the circulation of "Annual Audited Financial Statements" to its members through QR enabled code and weblink to view and download the annual audited financial statements together with the reports and documents to be annexed thereto, in compliance of Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023 and if thought fit, with or without modification, pass the following ordinary resolutions:

"Resolved that the approval of the shareholders of the Company be and is hereby accorded and the Company be and is hereby authorized to circulate the "Annual Audited Financial Statements" to its members through QR enabled code and weblink to view and download the annual audited financial statements together with the reports and documents to be annexed thereto, in compliance of Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023."

"Further Resolved that the Chief Executive Officer and the Company Secretary be and are hereby empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary action for the purposes of implementing this resolution."

A statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the above said special business to be carried out in this Extra Ordinary General Meeting is annexed with this Notice of Meeting.

4. To transact any other business with the permission of the Chair.

By Order of the Board

**Muhammad Mubeen Alam**  
Company Secretary

Karachi: October 12, 2023

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

The Share Transfer Books of the Company will remain closed from 26-10-2023 to 02-11-2023 (both days inclusive). Physical Transfers/CDS Transactions IDS received in order in all respects at the close of the Business on 25-10-2023 at the Company's Share Registrar M/s Hameed Majeed Associates (Pvt) Limited, Karachi Chamber, Hasrat Mohani Road, Karachi will be considered for attending and voting at Extra Ordinary General Meeting.

**2. Contest for Election of Directors:**

Any member who seeks to contest the election of directors, whether he / she is the retiring director or otherwise, shall file with the Company at its Registered Office, not later than Fourteen Days (14 days) before the day of above said meeting, his / her intention to offer himself / herself for election as a director in accordance with the Section 159(3) of the Companies Act, 2017, along-with the following documents and information:

- a. Notice of his/her intention to offer himself/herself for the election as Director along-with Folio No. / CDC Investor Account No. / CDC Participant No. / Sub Account No., in terms of Section 159(3) of the Companies Act, 2017 (also refer note 2(h) below);
- b. Consent to act as Director in Form 28, duly completed in all respects, as required under section 167(1) of the Companies Act, 2017 and Regulation 4 of the Companies (General Provisions and Forms) Regulations, 2018 (also refer note 2(h) below);
- c. Detailed profile along-with the mailing address and other contact details as required by the S.R.O. 1196(I)/2019 dated October 03, 2019 issued by the SECP;

- d. Clear copy of Computerized National Identity Card (both sides) for individual candidate and for representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC, will be the CNIC of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization Letter e.t.c. as the case may be;
- e. The selection of Independent director shall be as per the requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he / she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other rules and regulations made there-under;
- f. A declaration confirming that:
- He / She is fully aware of duties and powers under the relevant law(s) and the Company's Memorandum and Articles of Association and the Listing Regulations of the Pakistan Stock Exchange Limited and the Code of Corporate Governance applicable to the Listed Companies, issued by the Regulatory Authorities
  - He / She is not serving as Director in more than Seven Listed Companies.
  - His / Her name is borne on the register of National Tax Payers.
  - He / She has not been convicted by a Court of Competent Jurisdiction as a defaulter in payment of any loan to a Banking Company, a Development Financial Institution or a Non-Banking Financial Institution.
  - He / She is not engaged in the business of brokerage, or is a Spouse of such person or is a Sponsor, Director or Officer of a corporate brokerage house.
  - He / She has not been convicted by any court of law for an offence involving moral turpitude.
  - He / She is not debarred from holding office of Director under any provisions of the Companies Act, 2017.
  - He / She is not lacking of any fiduciary behavior and there is no declaration to this effect has been made by any Court under section 212 of the Companies Act, 2017 at any time during the preceding five years.
  - He / She is not ineligible to become Director under section 153 or 177 of the Companies Act, 2017.
- g. The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and regulations of the Pakistan Stock Exchange and the other applicable laws and regulations and ensure compliance with the same in letter and spirit.

- h. As required under Regulation 7A amended through S.R.O. 906(1)/2023 dated July 07, 2023 in the Listed Companies (Code of Corporate Governance) Regulations, 2019 a member who seeks to contest for election may select any one category in which he / she intends to contest election of directors. For the purposes of election of directors of the Company, the voting shall be held separately in the following three categories for the specified number of seats:

S. No.	Category	Number of Seats
1.	Female Director	01
2.	Independent Directors	02
3.	Other Directors	04

### 3. Voting (Electronic / Postal Ballot):

In order to comply with the requirements of the S.R.O. 906(1)/2023 dated July 07, 2023, S.R.O. 2192(1)/2022 dated December 05, 2022 and the Companies Act, 2017 (the Act), the Companies (Postal Ballot) Regulations, 2018 (the Regulations) and the Listed Companies (Code of Corporate Governance) Regulations, 2019 the responsibility of the Company is to provide the right of vote through electronic voting facility and vote through postal ballot to every member of the Company, subject to the requirements of sections 143 and 144 of the Act. The right to vote through electronic voting facility and voting by post will be provided to members of the Company for all businesses classified as special business under the Act and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act.

The member in their discretion may vote to any candidate contesting in each of the above categories, as mentioned in note 2 (h). It must, however, be noted that division of votes available to each member for the category shall be in the proportion to the number of seats of directors under such category, as follows:

S. No.	Category	Number of Seats	Number of Votes
1.	Female Director	01	1 x Numbers of Ordinary Shares Held
2.	Independent Directors	02	2 x Numbers of Ordinary Shares Held
3.	Other Directors	04	4 x Numbers of Ordinary Shares Held

If the number of candidates who offer themselves in each category is not more than the number of directors to be elected in each category, such candidates will be elected unopposed without the voting process.

For the purposes of E-Voting, Postal Ballot and related matters, in accordance with the Regulations and the mode of provision of information to foreign shareholders to enable them to cast vote through e-voting and for foreign members and representatives of a

body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC, the procedures will be as follows:

As required under Chapter II and Chapter III of the Companies (Postal Ballot) Regulations, 2018 the Company will send / publish / upload on website, the information to / for members, regarding the E-Voting and Postal Ballot respectively, seven days before the meeting, which will be as follows:

- i. Details of e-voting facility will be shared through email, with those (local / foreign) shareholder / members of the Company (whether individual foreign shareholders and or representative of foreign body corporate, foreign corporation e.t.c.), as the case may be, who have their valid CNIC / NICOP / Passport numbers / Foreign Body Corporate Registration Number, Contact Number (Local / Foreign) and authorized email addresses available in the register of members of the Company by the close of business (as specified by the Company).
- ii. The details which will be shared, includes but not limited to, web-address, login details, passwords, date of casting e-vote and other necessary details through email, which is registered in Company's record.
- iii. Security code through SMS on Registered contact number of (local / foreign) shareholders and or authorized person, from web portal of e-voting service provider or electronic signature.
- iv. Agenda item will be uploaded on website of e-voting service provider.
- v. E-voting shall remain open for not less than three working days and shall close at 17:00 hours (PST) on the date preceding the date of poll.
- vi. Identity of member to cast vote shall be authenticated through electronic signature or authentication for login.
- vii. Once the vote casted shall not be allowed to change it subsequently.

The Company will publish the ballot paper and information as follows:

- i. As per specified format of Ballot Paper under the Companies (Postal Ballot) Regulations, 2018
- ii. Business address and contact details of Chairman of the meeting
- iii. Detailed procedures for submission of ballot papers for local & foreign shareholders
- iv. Publish in newspapers and also upload the ballot papers on website of the Company not later than seven days before the Meeting

The members shall ensure that duly filled and signed ballot paper along with CNIC copy sent / reach to Chairman through post or email one day before the day of poll during working hours. Signature should be tallied with the CNIC.

In case of (local / foreign) members / representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC, will be the Postal Ballot must be accompanied with copy of CNIC / NICOP / Passport numbers / Local and or Foreign Body Corporate Registration Number of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization Letter e.t.c. as the case may be and in accordance with Section 138 and Section 139 of the Companies Act, 2017 as applicable. Further, in case of foreign body corporate e.t.c. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.

**4. Scrutinizer:**

In compliance with the requirements of the Companies (Postal Ballot) Regulations, 2018, the Board of Directors of the Company has appointed M/s Kreston Hyder Bhimji & Company (Chartered Accountants), being the Statutory Auditors of the Company, as Scrutinizer of the Company for the Extra Ordinary General Meeting for the purpose of Election of Directors (if applicable and required), the Special Business agenda and other agenda (if any).

The Company will also send information about the Scrutinizer, seven days before the meeting, including but not limited to (a) name, (b) Qualification and experience, (c) Purpose of appointment.

**5. Online Participation in EOGM:**

The Securities & Exchange Commission of Pakistan through its Circular No. 4 dated February 15, 2021 has directed the listed companies to ensure the participation of members in Meeting through electronic means as a regular feature in addition to holding physical meetings. Therefore, the Members will also be able to participate in the EOGM proceedings after completing all the formalities required for the verification and identification of the Members for online login participation.

For this purpose, Members are requested to get their particulars registered with the Company by sending email on "info@sangharsugarmills.com" mention in the subject that "EOGM November 2023" and can also be registered by sending the following details through courier / post at the registered Office of the Company, addressed to Company Secretary. Following details are required:

Member Name	CNIC No.	Folio / CDS No.	Email ID	Cell No.

Video-link and login credentials will be shared with only those shareholders / proxies (must submit proxy form) whose details as stated above, must received by us at least 48 hours before the time of this meeting. Incomplete, suspicious and details received after the expiry of time period will not be entertained.

Members are also required to attach the copy of their CNIC and where applicable, copy of CNIC of member(s) of whom they hold proxy(ies) while sending the information. Without the copy of CNIC, such member(s) shall not be registered for the video-link facility.

**6. Comments / Suggestions for the Agenda Items:**

Members can also participate in the meeting through their comments / suggestions for the agenda items via our WhatsApp number and or through our email (kindly mention subject "EOGM November 2023"). Details are given below:

WhatsApp No.	+92 300 2742176
Email ID:	info@sangharsugarmills.com

It is our responsibility that the comments / suggestions of the Members will be discussed in the meeting and will become part of the minutes of the meeting.

**7. Participation in the EOGM through Proxy:**

A member entitled to attend and vote at this meeting may appoint any other member as proxy to attend and vote on his / her behalf. Form of Proxy to be valid must be properly filled in / executed and 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. A Form of Proxy is attached herewith and the same is also available on the Company's website. CDC Account Holders will further have to follow the guidelines as laid down in circular dated January 26, 2000 issued by SECP.

**8. Submission of copy of CNIC (Mandatory):**

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 and are hereby reminded again through this Notice and previously requested through Notices of Annual and Extra Ordinary General Meetings held in previous years, which were appeared in respective Annual Reports of the Company as well as published in the news papers of Karachi and Lahore editions and also published through specific notices on several dates, to send urgently valid copy of their CNIC as mentioned above, to the Company or its Share Registrar in order to comply with the mandatory requirements of Securities and Exchange Commission of Pakistan 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 and Address whose shares are 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.

**9. 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.

**10. 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.

**11. 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 of 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)

**12. Unclaimed Dividend:**

Members are advised to immediately write us in detail for any outstanding / unclaimed cash dividend 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.



**13. 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.

Therefore, to receive your future dividends directly in your bank account, please give us complete details and inform us in writing duly signed along with a copy of your CNIC / NTN to the Share Registrar of the Company and in case Shares held in CDC then please inform concerned Participant / CDC investor Account Services. The form is available on our Company's website and also annexed herewith.

**14. Notices and Audited Financial Statements through email:**

In compliance with the relevant provisions of law and subject to the approval of shareholders, as per the notice of this meeting, the circulation of "Annual Audited Financial Statements" to its members will be through QR enabled code and weblink to view and download the annual audited financial statements together with the reports and documents to be annexed thereto, in compliance of Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.

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

In supersession / partial modification of notification No. 470(I) dated May 31, 2016 and notification No. 787(I)/2014 dated September 08, 2014, the SECP has issued latest S.R.O. 389(I)/2023 dated March 21, 2023 read with Section 223(6) and 223 (7) of the Companies Act, 2017 which states that the Members of the Company who wish to receive the hard copy of Audited Financial Statements and Reports of the Company instead of sending the same through email, are requested to provide a "Standard Request Form", duly filled and signed in all respects, to communicate the need of hard copy, to the Company Secretary / Share Registrar. The Standard Request Form is available on the Company's website and also annexed herewith.

The Company will send the complete audited financial statements with relevant documents in hard copy to the member, at their registered addresses, free of cost, within one week, if a request has been made by the member on the standard request form.

**16. 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. 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 you 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.

## **Statement of Material Facts Under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors - Independent Directors**

The Independent Director shall be elected in accordance with the applicable criteria set out under Section 166 of the Companies Act, 2017 and Regulations issued there-under. As regards the justification for choosing independent directors, candidates should be eligible for election as director of a listed company under Section 153 of the Companies Act, 2017 and shall meet the criteria of independence laid down under Section 166(2) of the Companies Act, 2017 and the Companies (Manner & Selection of Independent Directors) Regulations, 2018. Candidates shall make sure that their names are listed on the databank of Independent Director maintained by the Pakistan Institute of Corporate Governance. However, the candidate shall be elected in the same manner as other directors are elected in terms of Section 159.

It is hereby ensured that no director have direct or indirect relation / contact in the said business of the Company other than as a shareholder of the Company and that they are eligible to contest the election of directors of the Company. The present Independent Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

## **Statement of Material Facts Under Section 134(3) of the Companies Act, 2017 in respect of circulation of Annual Audited Financial Statements through QR enabled code and weblink**

The Securities and Exchange Commission of Pakistan (the SECP) through its Notification S.R.O. 389(1)/2023 dated March 21,2023 has allowed the Companies to circulate the Annual Audited Financial Statements to its Members / Shareholders through Quick Response (QR) enabled code and weblink instead of through CD/DVD/USB. The notice of meeting shall be dispatched to Members as per requirements of the Companies Act, 2017 on their registered address, containing the QR code and the weblink address to view and download the Annual Audited Financial Statements together with the Reports and documents required to be annexed thereto under the Companies Act, 2017.

Considering the optimum use of advancements in technology and Members approval is sought for the circulation of the Annual Report (including Annual Audited Financial Statements and other reports contained therein) to the Members of the Company through QR enabled code and weblink in accordance with the said S.R.O. of the SECP.

It is hereby ensured that no director have direct or indirect relation in the said business of the Company other than as a shareholder of the Company.

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For any query and or information, members may contact to the Company or our Share Registrar at the following address:

### **Registered Office of the Company:**

Office No. 204, 2nd Floor, Clifton Centre, Block - 5, Clifton, Karachi.  
Phone: 021 35371441 to 43 (3 lines) Fax: 021 35371444.  
Website: [www.sangharsugarmills.com](http://www.sangharsugarmills.com), E-mail: [info@sangharsugarmills.com](mailto:info@sangharsugarmills.com)

### **Share Registrar of the Company:**

Hameed Majeed Associates (Pvt) Limited,  
Karachi Chambers, Hasrat Mohani Road, Karachi,  
Phone: 021 32424826, Fax: 021 32424835.