

DEWAN SUGAR MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting of **Dewan Sugar Mills Limited** ("**DSML**" or "**the Company**") will be held on **Wednesday, January 03, 2018, at 11:00 a.m.** at Dewan Cement Limited Factory Site, at Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

ORDINARY BUSINESS:

1. To confirm the minutes of the preceding Annual General Meeting of the Company held on Monday, January 30, 2017;
2. To consider any other business with the permission of the Chair.

SPECIAL BUSINESS:

1. To consider and pass a Special Resolution to increase the Authorized Capital of the Company from Rs. 700,000,000/-, divided into 70,000,000 ordinary shares of Rs. 10/- each, to Rs. 1,300,000,000/-, divided into 130,000,000 ordinary shares of Rs. 10/- each, and to resolve consequent alterations in the Memorandum and Articles of Association of the Company.

By order of the Board


Muhammad Hanif German
Company Secretary

Karachi: December 8, 2017

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof"

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from December 27, 2017 to January 3, 2018 (both days inclusive).
2. Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Annum Estate Building, Room No. 310 & 311, 3rd Floor, 49 Darul Aman Society, Main Shahrah-e-Faisal, Adjacent Baloch Colony Bridge, Karachi, Pakistan.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the above-said address, not less than 48 hours before the meeting.



A YOUSUF DEWAN COMPANY

DEWAN SUGAR MILLS LIMITED

Registered Office: 7th Floor, Block 'A', Finance & Trade Centre
Shahrah-e-Faisal, Karachi-75350 Pakistan
Fax +92 21 35630860 | HUAN +92 21 111 264 111

Corporate Office: 2nd Floor, Block 'A', Finance & Trade Centre
Shahrah-e-Faisal, Karachi-75350 Pakistan
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DEWAN SUGAR MILLS LIMITED

4. CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:

a) For Attending Meeting:

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.

b) For Appointing Proxies:

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
- ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
- iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.

DEWAN SUGAR MILLS LIMITED

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT. 2017

This statement is annexed as an integral part of the Notice of the Extra Ordinary General Meeting of Dewan Sugar Mills Limited ("the Company" or "DSML") to be held on **Wednesday, January 03, 2018, at 11:00 a.m.**, at Dewan Cement Limited, Plant Site, Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the Meeting.

Special Business

1. To consider and pass a Special Resolution to increase the Authorized Capital of the Company from Rs. 700,000,000/-, divided into 70,000,000 ordinary shares of Rs. 10/- each, to Rs. 1,300,000,000/-, divided into 130,000,000 ordinary shares of Rs. 10/- each, and to resolve consequent alterations in the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company ("the Board"), at its meeting held on Monday, December 4, 2017, has approved the raising of further Authorized Capital of the Company. Capital increase fee, as prescribed under the Seventh Schedule to the Companies Act, 2017, shall be payable by the Company; subject to the approval of the members of the Company, and the Securities and Exchange Commission of Pakistan ("SECP"). Therefore, the following special resolutions are proposed to be passed, with or without modification(s):

IT IS HEREBY RESOLVED:

"That the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following: "The Authorized Capital of the Company is Rs. 1,300,000,000 (Rupees One Billion Three Hundred Million Only) divided into 130,000,000 (One Hundred Thirty Million) shares of Rs. 10/- each, with the rights, privileges and conditions attaching thereto, as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company, and to divide the shares in the Capital for the time being, into several classes, and the existing Clause 4 of the Articles of Association of the Company be and is hereby substituted with the following: The authorized Share Capital of the Company is Rs. 1,300,000,000/- (Rupees One Billion Three Hundred Million Only) divided into 130,000,000 (One Hundred Thirty Million) Ordinary Shares of Rs.10/- each. The Company shall have powers to increase or reduce the Capital of the Company and to divide shares in the Capital for the time being into several classes".



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By order of the Board
Muhammad Hanif German
Company Secretary

Karachi: December 8, 2017

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DEWAN SUGAR MILLS LIMITED

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RABUL AMWAL 24, 1439
WEDNESDAY,
DECEMBER 13, 2017

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