



Habib Sugar Mills Limited

3RD/4TH FLOOR, IMPERIAL COURT, DR. ZIAUDDIN AHMED ROAD, KARACHI-75530 (PAKISTAN)

Ref : HSM/SD/2017/

January 5, 2017

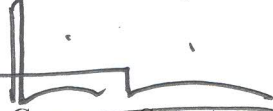
The Managing Director
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Karachi.

Notice of Annual General Meeting

Dear Sis,

In accordance with the clause 5.6.4(b) of the Pakistan Stock Exchange Regulations, we are pleased to enclose copy of the Notice of Annual General Meeting to be published in newspapers and dispatched to the members of the Company.

Yours faithfully



Company Secretary

Encl: as above

Notice of Annual General Meeting

Notice is hereby given that the 55th Annual General Meeting of Habib Sugar Mills Limited will be held on Monday, January 30, 2017 at 11:30 a.m. at Jinnah Auditorium, The Institute of Bankers Pakistan (IBP), M.T. Khan Road, Karachi to transact the following business:

Ordinary Business

1. To receive and consider the audited financial statements, the Directors' report and the Auditors' report for the year ended September 30, 2016.
2. To approve payment of cash dividend @ 55 % i.e. Rs. 2.75 per share of Rs. 5 each for the year ended September 30, 2016 as recommended by the Board of Directors.
3. To appoint auditors of the company for the year ending September 30, 2017 and fix their remuneration.
4. To elect Directors of the Company in accordance with the provisions of the Companies Ordinance, 1984. The number of elected Directors of the company fixed by the Board of Directors in their meeting held on December 24, 2016 is seven (7). The retiring Directors are Messrs. Asghar D. Habib, Ali Raza D. Habib, Muhammad Nawaz Tishna, Murtaza H. Habib, Amin Ali Abdul Hamid, Shams Muhammad Haji and Imran A. Habib.

Special Business

5. To approve the remuneration of working Director of the Company.

A statement under Section 160(1)(b) of the Companies Ordinance 1984 in respect of the above special business is being sent to the members along with a copy of this notice.

By order of the Board

Amir Bashir Ahmed
Company Secretary

Karachi: December 24, 2016

Notes:

1. The Share Transfer Books of the Company will remain closed from Monday, January 16, 2017 to Monday, January 30, 2017 both days inclusive.
2. A member entitled to attend and vote at this meeting is entitled to appoint another member of the Company as a proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed at least 48 hours before the time of meeting.
3. For identification, Owners of the physical shares and CDC account holder should present Computerized National Identity Card (CNIC) along with participants ID number and CDC account number. In case of appointment of proxy by such account holders, the guidelines as contained in the SECP's circular No. 1 of January 26, 2000 are to be followed.
4. Members are requested to notify any change in their addresses and their contact numbers immediately to Company's Share Registrar, THK Associates (Pvt.) Limited, Karachi.
5. Pursuant to the directives of the Securities and Exchange Commission of Pakistan, CNIC number is mandatorily required to be mentioned on dividend warrants, shareholders holding physical share certificate are therefore requested to submit a copy of their valid CNIC, if not already provided to the Share Registrar of the Company. In case of non-receipt of the copy of valid CNIC, the Company would be unable to comply with SRO 831(1)/2012 dated July 5, 2012 of SECP and would therefore be constrained under Section 251(2)(a) of the Companies Ordinance, 1984 to withhold dispatch of dividend warrant of such shareholders.
6. The Government of Pakistan through Finance Act, 2016 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- (i) For filers of income tax returns 12.5 %
- (ii) For non-filers of income tax returns 20.0 %

To enable the company to make tax deduction on the amount of cash dividend @ 12.5 % instead of 20.0 %, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the book closure of the Company, otherwise tax on their cash dividend will be deducted @ 20.0 % instead of 12.5 %.

For shareholder holding their shares jointly, as per the clarification issued by the Federal Board of Revenue, 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. Therefore, all shareholders who hold shares jointly are required 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/CDC Account No.	Total shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The Corporate shareholders having CDC account are required to have their National Tax number (NTN) updated with their respective participants, whereas physical shareholders should send a copy of their NTN certificate to the company or Company's Share Registrar M/s THK Associates (Pvt.) Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective Folio numbers.

7. Consent for Electronic Transmission of Audited Financial Statements & Notices (Optional)

The Securities and Exchange Commission of Pakistan (SECP) through its Notification S.R.O. 787(I)/2014 dated September 8, 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its members through e-mail. Accordingly, members are requested to send their consent and e-mail addresses for receiving Audited Financial Statements and Notices through e-mail. In order to avail this facility, a standard request form is available at the Company's website.

8. Dividend Mandate (Optional)

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 18 of 2012 dated June 5, 2012, it is to inform you that under section 250 of the Companies Ordinance, 1984 a shareholder may, if so desires, direct the Company to pay dividend amount directly to his/her/its bank account.

Further, transfer of shares may exercise option for dividend mandate by using the revised "Form of Transfer Deed". The revised form of transfer deed will enable the transferees to receive cash dividend directly in their bank account.

9. Payment of Cash Dividend Electronically (Optional)

The SECP has initiated e-dividend mechanism and in order to avail benefits of e-dividend (such as instant credit of dividends, no chance of dividend warrants getting lost in post, undelivered or delivered to the wrong address etc.), shareholder are hereby advised to provide detail of their bank mandate specifying: (i) title of account (ii) account number (iii) bank name (iv) branch name, code and address.

For any query / clarification / information, the shareholder may contact the Company and / or the Share Registrar at the following addresses:

Company Address:
 Habib Sugar Mills Limited
 3rd Floor, Imperial Court
 Dr. Ziauddin Ahmed Road, Karachi-75530
 Phones : (+92-21) 35680036 – 5 Lines
 Fax : (+92-21) 35684086
 e-mail : companysecretary@habibsugar.com

Share Registrar Address:
 THK Associates (Pvt.) Limited
 2nd Floor, State Life Building-3
 Dr. Ziauddin Ahmed Road, Karachi. 75530
 UAN : (021)111-000-322, Fax : (021)35655595
 e.mail: secretariate@thk.com.pk

Statement under Section 160(1)(b) of the Companies Ordinance, 1984

This Statement sets out the material facts concerning the Special Business to be transacted at the 55th Annual General Meeting of the Company to be held on January 30, 2017:

Item 5 of the Agenda - Approval of remuneration of Director: (Disclosure under Section 218)

The Board of Directors in their Meeting held on December 24, 2016 have recommended payment of the following remuneration to the working Director of the Company, for a period of three years commencing from January 30, 2017, subject to an increment not exceeding 20% per annum.

Remuneration per month

Mr. Murtaza H. Habib

Rs. 650,000

In addition, he will be provided with two company maintained cars, reimbursement of utilities and entertainment at actuals and other benefits as per policy of the Company, which in aggregate is estimated to be approximately 40 % of their remuneration as stated above.

The above Director has interest in the aforesaid business to the extent of their remuneration and perquisites as shown above.