

IMPERIAL SUGAR LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Imperial Sugar Limited will be held on December 31, 2016 at 10:00 a.m. at Ismail Aiwan-e-Science Building, 205-Ferozepur Road, Lahore to transact the following business:

1. To elect seven directors as fixed by the Board of Directors under section 159(1) of the Companies Ordinance, 2016 for a period of three years commencing from December 31, 2016. The names of retiring directors are as under:

Mr. Naveed M. Sheikh
Mr. Waqar Ibn Zahoor Bandey
Malik Sohail Ahmed
Mr. Najam Faiz
Mr. Asad Ali
Mian Muhammad Ali
Mr. Ahmed Haji Mussa

The retiring directors have consented to act as directors of the company for the next term. Notice required under section 159(4) will be published if any other consent received from any shareholder other than the above named persons.

2. Special Business

- I.** To consider and if deemed fit to pass the following resolutions as special resolution:
Resolved that the Articles of Association of the Company be and are amended by inserting the following new Clause 45-A after Clause 45 of the Articles of Association of the Company for E-voting purposes:

Electronic Voting

45-A The provisions and requirements for e-voting as prescribed by the Securities & Exchange Commission of Pakistan for the time being and from time to time shall be deemed to be incorporated in these Articles. In case of E-voting, both member and non-member will be eligible to act as proxy. This Article meant only for e-voting purposes. The member(s) opting e-voting are required to comply with the requirements of law for the time being in force. Instrument of proxy in relation to E-voting shall be in the following form or in any other form near thereto as may be:

I/We, _____ of _____ being a member of the _____ holder of _____ share(s) as per register Folio No./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 or any other prevailing law and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

Signature of Member
CNIC No. _____

Signed in the presence of:

Signature of Witness
Address: _____
CNIC No: _____

Signature of Witness
Address: _____
CNIC No. _____

- II.** Resolved that in terms of SRO 470 (1) 2016 of May 31, 2016 issued by Securities & Exchange Commission of Pakistan, approval of shareholders of the Company be and is hereby granted that the Company may transmit its annual audited accounts, directors' and auditor's reports and notice(s) etc. of the Company to its shareholders through CD/DVD/USB instead of sending these in the form of hard/printed copies.

Resolved Further that the Company Secretary be and is hereby authorized to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as required under law with regulatory body(ies).

3. Any other business with the permission of Chairman.

Statement Under Section 134(3) of the Companies Ordinance, 2016 is appended below.

By Order of the Board
Mubashar Asif
Company Secretary

Lahore
December 08, 2016

NOTES:

1. The Share Transfer Books of the Company will remain closed from December 23, 2016 to December 31, 2016 (both days inclusive).
2. Any person being eligible seek to contest election may file his/her consent with the company not later than fourteen days before the date of election.
3. Members may participate in the meeting either personally, or through video link or by proxy. A member or members holding 10% or more shareholding of total paid up capital of the company and residing in a city may demand to provide the facility of video link for attending the meeting. The demand of video link shall be made at least seven days before the date of meeting.
4. A member entitled to attend and vote in the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The proxy, in order to be effective, must be received at the registered office of the Company duly signed and stamped not later than 48 hours before the meeting.
5. The members are requested to bring their Folio / Account details (participant ID and sub-account) and original CNIC for identification purpose at the time of meeting. In case of corporate entity, the Board of Director's Resolution or power of attorney with specimen signatures of the nominee should be produced.
6. Members are requested:
 - a) to notify the change of address immediately, if any.
 - b) to provide the copies of their valid CNIC's if not provided earlier.

Statement Under Section 134(3) of the Companies Ordinance, 2016

This statement sets out the material facts pertaining to the special business to be transacted at the Extra Ordinary General Meeting of the Company to be held on December 31, 2016.

Agenda Item 3 (I).

The company is required to make necessary changes in the Articles of Association of the Company in order to cover e-voting mechanism and related matters such as members and non-members can also be appointed as proxy. Accordingly the directors have proposed to amend the Articles of Association of the Company in terms of SRO 43(1)/2016 dated January 22, 2016 issued by Securities and Exchange Commission of Pakistan regarding (E-Voting) Regulations 2016. In compliance of the said SRO, approval of members is being sought for insertion of new Clause 45-A (Electronic Voting) in the Articles of Association which will facilitate members to be part of decision making in the general meetings of the Company through electronic means. A copy of amended Articles of Association is available at registered office of the Company for inspection of members during office hours.

Agenda Item 3 (II).

In continuation of SRO 787(1)/2014 dated September 08, 2014, Securities and Exchange Commission of Pakistan had issued a new SRO 470(1)/2016 on May 31, 2016 which permit the companies to disseminate the annual audited accounts, directors' and auditor's reports and notices etc. to shareholders through CD/DVD/USB at their registered addresses instead of sending these in the hard/printed form as per provisions of law subject to the fulfillment of certain requirements.

- The Company will send Hard Copies of Notice(s) or the Financial Statements to its members on their request within a time of 7-days of the receipt of request without any fee.
- A standard request form with address details shall remain available at website of the company at www.imperialsugars.com for the convenience of members to communicate their needs to receive the Annual Accounts in printed form.

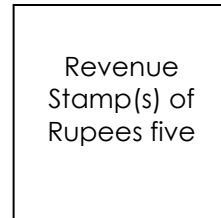
The Directors have no interest in passing of the above resolutions except to the extent of their respective shareholdings in the Company.

IMPERIAL SUGAR LIMITED

FORM OF PROXY

I/We _____ of _____ being member of **IMPERIAL SUGAR LIMITED** and holder of _____ Ordinary Shares as per Registered Folio / CDC Participant I.D. No. _____ hereby appoint Mr./Mrs./Miss. _____ of _____ or failing him/her Mr./Mrs./Miss. _____ of _____ who is also a member of the **IMPERIAL SUGAR LIMITED** vide Registered Folio / CDC Participant I.D. No. _____ as my proxy to vote for me and on my behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, December 31, 2016 at 10.00 a.m. and any adjournment thereof.

Signed this _____ day of _____ 20____.



Signature
(As registered with the company)

WITNESS: 1

Signature _____

Name _____

Address _____

CNIC or

Passport # _____

WITNESS: 2

Signature _____

Name _____

Address _____

CNIC or

Passport # _____

NOTES: -

- This proxy form, duly completed and signed, must be received at the Registered Office of the company not less than 48 hours before the time of holding the Meeting.
- No person shall act as Proxy unless he/she himself / herself is a Shareholder of the Company except that a company may appoint a person as its representative who is not a shareholder.