

JDW SUGAR Mills Ltd.

January 31, 2017

JDWS/01/17

1-The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building,
Stock Exchange Road,
KARACHI

2- The Director Enforcement
Enforcement Division
Securities & Exchange
Commission of Pakistan,
NIC Building, Blue Area
ISLAMABAD

Dear Sirs,

MATERIAL INFORMATION

In accordance with Section 96 of the Securities Act, 2015 read with Clause 5.19.13(c) (Code of Corporate Governance) of the Rule Book of the Pakistan Stock Exchange, we hereby convey that members of JDW Sugar Mills Limited in their Annual General Meeting held on January 31, 2017 at 09:30 a.m. have approved following as special resolutions:

Special Business:

- (i) **“RESOLVED THAT** Articles of Association of the Company shall stand altered by replacing existing Article No.s 54, 64, 65 and 68 with the new Articles 54, 64, 65 and 68 below, which shall form part of the Articles of Association of the Company.

Article 54:

The Company shall hold its annual general meeting in the city in which the Office is situated, provided that, it may, for any special reason and with permission of the Commission, hold the said meeting at any other place.

Provided that, the Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members.

Provided further that, if members collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

Article 64:

Subject to the provisions of these Articles, votes may be given either personally or by proxy or by electronic means in the manner provided in the Ordinance and rules or regulations made thereunder. The instrument appointing a proxy shall be in writing in accordance with Section 161 and:



- a) Signed by the appointer; or
- b) Signed (such expression shall exclude any reference to the Electronic Transactions Ordinance in accordance with section 31(1)(b) of the Electronic Transactions Ordinance) by the attorney of the appointer, duly authorized in writing (such expression shall exclude Electronic transmission as prescribed by section 3 of the Electronic Transactions Ordinance); or
- c) If the appointer is a body corporate, be:
 - (i) Under its seal; or
 - (ii) Signed by an authorized officer; or
 - (iii) Signed (such expression shall exclude any reference to the Electronic Transactions Ordinance in accordance with section 31(1)(b) of the Electronic Transactions Ordinance) by an attorney duly authorised by it.
- d) The instrument of proxy must be signed by a witness.

Article 65:

A member can appoint any person as his/its Proxy and the Instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorized in writing.

Article 68:

An instrument appointing a proxy may be in the following form, or in any other form commonly used for the purpose:

JDW SUGAR MILLS LIMITED

Proxy Form

Folio No/CDC A/c No.

I/We _____ of _____ in the district of _____ being a member/members of **JDW Sugar Mills Limited** holding _____ shares of Rs.10 each, hereby appoint Mr./Ms. _____ of _____ failing him/her, _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held on the _____ day of 20__ and at any adjournment thereof or of any ballot to be taken in consequence thereof.

Signed this _____ day of _____ 20

Signature of member _____



(ii) **RESOLVED THAT** the Company be and is hereby authorized to transmit the annual audited accounts of the Company to Members through CD/DVD/USB instead of transmitting them in the form of hard copies subject to compliance with the notification issued by the Securities and Exchange Commission of Pakistan (SRO 470 (I)/2016 dated May 31, 2016).”

Thanking you,

Yours faithfully,

For & on behalf of:
JDW Sugar Mills Limited



A handwritten signature in blue ink, appearing to read "Muhammad Rafique".

(MUHAMMAD RAFIQUE)
Company Secretary