

Ref: JSML/HO/Corp./EOGM-15-8464
Dated: July 10, 2015

The General Manger
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
KARACHI

The General Manger
Lahore Stock Exchange Limited
Stock Exchange Building
19-Khayaban-e-Aiwan-e-Iqbal
LAHORE


Subject: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on July 31, 2015 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully
For **Jauharabad Sugar Mills Limited**


(IMRAN ILYAS)
Company Secretary

C.C:

Manager Corporate
Corplink (Private) Limited
Wings Arcade, 1-K
Commercial, Model Town
LAHORE

The Manager
Central Depository Company Pak. Ltd.
Lahore Office,
2nd Floor, 307 Upper Mall
LAHORE

JAUHARABAD Sugar Mills Limited (Formerly "Kohinoor-Sugar Mills Limited")

Head Office:
Office No. 11-12, 4th Floor, M.M. Alam Road,
Gulberg III, Lahore Pakistan.
Tel: 0423-5785540-43 Fax: 0423-5785539

Mills Address:
Distt: Khushab, City: Jauharabad
Jauharabad Pakistan
Tel: 0454-720063-66 Fax: 0454-720880

Website: www.jsml.com.pk



JAUHARABAD SUGAR MILLS LIMITED
(Formerly Kohinoor Sugar Mills Limited)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Company will be held on Friday, July 31, 2015 at 11:30 A.M. at Company's Head Office at Office # 11-12, 4th Floor, Ali Tower, M. M. Alam Road, Gulberg-III, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting held on 31st January, 2015.

SPECIAL BUSINESS

2. To authorize the disposal of obsolete/ spare machinery and parts thereof as detailed in the Statement of Material Facts.
 3. To approve increase in the authorized capital to Rs. 700 million and to alter the Memorandum and Articles of Association for the purpose.
 4. To approve the conversion of Loans from Associates amounting to Rs. 577.710 million into paid-up Capital
 5. To transact any other business with the permission of the Chair.
- Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984, is enclosed.

By order of the Board

IMRANILYAS
Company Secretary

Dated: July 10, 2015

NOTES:

1. The register of members and the share transfer books of the Company will be closed from Friday, July 24, 2015 to Friday, July 31, 2015 (both days inclusive). Transfers received in order at the share department of the Company, M/s Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore up to the close of business on Thursday, July 30, 2015 will be treated in time for entitlement to vote for in the Extra-Ordinary General Meeting.

2. A member entitled to attend and vote at the meeting may appoint another person as his/her proxy to attend and vote on his/her behalf. In case of corporate entity, the Board of Director's Resolution/Power of Attorney with specimen signature of the representative shall be submitted along with Proxy Form to the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company 48 hours before the time of holding of the meeting. Form of proxy is enclosed herewith.

3. CDC shareholders are requested to bring their CNIC, Account and Participant's Numbers and will further have to follow the guidelines as laid down in the Securities & Exchange Commission of Pakistan's Circular No. 1 dated 26th January 2000 while attending the Meeting for identification.

4. The members should quote their folio number in all correspondence with the Company and at the time of attending the Extra-Ordinary General Meeting.

5. The members are requested to notify immediately changes, if any, in their registered addresses.

STATEMENT UNDER SECTION 160(D) (B) OF THE
COMPANIES ORDINANCE, 1984

(1) DISPOSAL OF ABSOLUTE/SPARE MACHINERY AND
PARTS THEREOF

The Board of Directors have approved Company's technical support staff recommendation to dispose off the below detailed obsolete/spare machinery/parts thereof;

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"FURTHER RESOLVED THAT the words and figures "Rs. 200,000,000 (Rupees Two Hundred Million) divided into 20,000,000 (Twenty Million) Ordinary Shares of Rs.10/- each" appearing in Clause V of the Memorandum of Association and Article 5 of the Articles of Association of the Company, be substituted by the words and figure "Rs.700,000,000/- (Rupees Seven Hundred Million) divided into 70,000,000 (Seventy Million) Ordinary Shares of Rs.10/- each."

FURTHER RESOLVED THAT this Special Resolution supersedes the earlier Special Resolution to raise the authorized capital to Rs. 400 million passed in the Annual General Meeting of the Company held on 31.01.2015.

"FURTHER RESOLVED THAT the Chief Executive and Company Secretary, be and are hereby authorized, jointly and severally, to complete all legal formalities for giving effect to these special resolutions."

(3) CONVERSION OF LOANS FROM ASSOCIATES INTO SHARE CAPITAL

The Board of Directors are of the view that in order to improve the capitalization of the Company, the capital base needs to be raised. Thus the Board has recommended conversion of part of the loans of associates amounting to Rs. 577.710 million into paid-up capital subject to compliance of legal formalities and approval of SECP.

The material facts concerning the conversion of loans into share capital are as follows:

Sr	Nature of Material Facts	Material Facts
1.	Justification for issue of shares otherwise than right shares	The conversion of loans of Rs. 577.710 million will reduce liabilities and enhance capital base thereby improving the equity of the company.
2.	Names of the persons to whom shares will be issued	Loan amount of Rs. 577.710 million has been provided by associates, namely M/s Cane Processing (Private) Limited (holding Company) and Mrs. Ghazala Arifjad an associate Shares will be issued to them against the loan amount.
3.	Price at which shares will be issued and justification with reference to latest market price and break -up value per share	Shares will be issued at par value of Rs. 10/- per share. The prevailing market price is Rs. 10.50 per share. The break -up value is Rs. 0.29 per share.
4.	Detail of assets, if shares are being issued for consideration otherwise than cash	Shares being issued against conversion of loans amount mentioned above.
5.	Purpose of the issue, utilization of the proceeds of the issue and benefit to the company and its shareholders.	The purpose is to reduce loan liabilities and improvement of the capital base of the company. This will also enhance leverage capacity, thereby improving business and profitability to the benefit of the Company and its shareholders.

Sr	DESCRIPTION	SPECIFICATIONS	QTY	SME Value (Approx) Rs.
1	Boiler	Capacity: 60 TON/HR (Without ID Fan & Drive Feed, Water & Steam Pipeline.)	1 No	250,000,000
2	Steam Turbine & Generator Set (Complete)	1. Steam Turbine Power: 1600 KW 2. Volts: 440	1 Set	15,000,000
3	Steam Turbine & Generator Set (Complete)	1. Steam Turbine Power: 800 KW 2. Volts: 440	2 Set	10,400,000
4	Reduction Gear	1. Power: 450 KW 2. Ratio: 1:50 3. Make: Bagal Wolf -	1 No	1,200,000
5	Reduction Gear	1. Power: 500 KW 2. Ratio: 1:46 3. Make: Lufkin	1 No	2,000,000
6	Electric Motor	1. Power: 450 KW 2. RPM: 980 3. Make: China	1 No	1,000,000

The valuation of machinery has been done by M/s Professional Associates PBA Approved Valuers.

Following Special Resolution will be placed before the shareholders for consideration and adoption, with or without modification.

SPECIAL RESOLUTION - I

"RESOLVED that the obsolete machinery or any part thereof as per detail mentioned in the statement of material facts may be disposed-off."

"FURTHER RESOLVED that Mr. Ahsan Latif, Chief Operating Officer, be and hereby authorized to dispose-off these assets at the best possible market price and to sign and to do or authorized anyone to sign or to do acts necessary for execution of the transaction on behalf of the Board."

(2) INCREASE IN AUTHORIZED CAPITAL TO RS. 700 MILLION

An increase of authorized capital to Rs. 400 million was approved by the members by passing a Special Resolution in the 46th AGM held on January 31, 2015. Now the Company is of the view that Authorized Capital be raised to Rs. 700 Million instead of Rs. 400 Million. The increase has been recommended by the Board and for this purpose clause V of the Memorandum of Association as well as Article 5 of the Articles of Association of the Company is to be altered. To effect this increase, following special resolution is proposed to be placed before the members for consideration and adoption as Special Resolution, with or without modification, in the Extra-Ordinary General Meeting of the Company to be on July 27, 2015:

SPECIAL RESOLUTION - II

"RESOLVED THAT the Authorized Capital of the Company be, increased from Rs. 200,000,000/- (Rupees Two Hundred Million) divided into 20,000,000 (Twenty Million) Ordinary Shares of Rs. 10/- each to Rs. 700,000,000/- (Rupees Seven Hundred Million) divided into 70,000,000 (Seventy Million) Ordinary Shares of Rs. 10/- each."

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FORM OF PROXY

CDC/A/C No.	Folio No.	Shares Held

I / we _____ of _____
 being the member of **M/ S JAUHARABAD SUGAR MILLS LIMITED**,

hereby appoint _____ of _____
 (NAME)
 or failing him _____ of _____
 (NAME)

(being the member of the Company) as my/ our proxy to attend, act and vote for me/ us and on my/ our behalf, at the Extra-Ordinary General Meeting of the Company to be held at its Head Office at Office # 11-12, 4th Floor, Ali Tower, M. M. Alam Road, Gulberg-III, Lahore at 11:30 A.M. and at every adjournment thereof.

As Witness my/ our hand this _____ day of _____ 2015.

Signed by the said _____ of _____

Witness: _____ Signature

Signature: _____

AFFIX
REVENUE STAMP

Note : Proxies, in order to be effective, must be received at the registered office or the Company not later than 48 hours before the time of holding of the meeting.

The Company Secretary,
JOHARABAD SUGAR MILLS LIMITED
 Office # 11-12, 4th Floor, Ali Tower,
 M. M. Alam Road, Gulberg-III, Lahore

AFFIX
CORRECT
POSTAGE

6	Existing shareholding of the persons to whom shares will be issued.	1. Cane Processing (Pvt) Ltd 5,698,165 Shares 2. Mrs. Ghazalia Amljad 89,912 Shares
7	Total shareholding of the persons after the issue of proposed shares	1. Cane Processing (Pvt) Ltd 20,344,065 Shares 2. Mrs. Ghazalia Amljad 43,195,012 Shares
8	Whether the persons have provided written consent for conversion of their loans into shares	*The lenders have given written consent to convert their loans into equity.
9	The fact that these shares will rank PARI PASSU in all respect with the existing shares of the company.	The shares shall rank PARI PASSU with the existing shares.
10	The fact that this issue of shares is subject to approval of SECP	Lenders have been informed.

Following resolution is proposed to be placed before the members for consideration and adoption as Special Resolution, with or without modification, in the Extra-Ordinary General Meeting of the Company to be held on July 27, 2015.

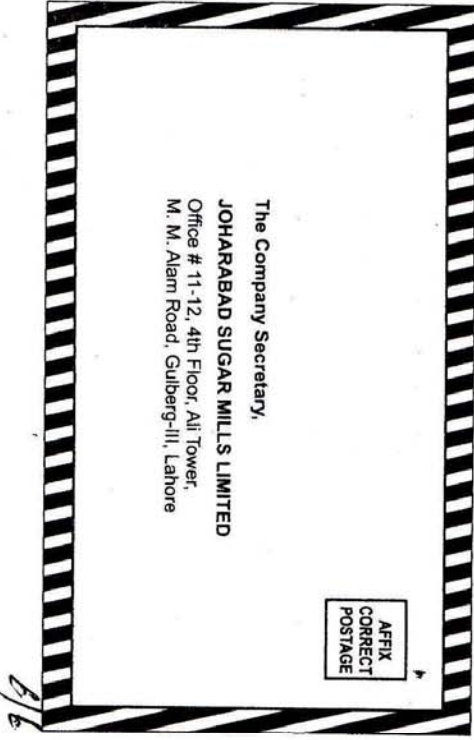
SPECIAL RESOLUTION - III

RESOLVED THAT the Loan from Associates amounting to Rs. 577.710 million be converted into Paid-up Capital of the Company by issue of ordinary shares at par value of Rs. 10/-."

FURTHER RESOLVED THAT the Chief Executive and Company Secretary, be and are hereby authorized, jointly and severally, to complete all legal formalities for giving effect to the special resolution."

Dated: July 10, 2015

IMRAN ILYAS
 Company Secretary
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