

Ref: JSML/ Corp./EOGM-16- 7340
Dated: November 9, 2016

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

Subject: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on November 30, 2016 for circulation amongst the TRE Certificate Holders of the Exchange accordingly.

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

Head Office Address:
109-A, Street # 3, Cavalry Ground, Lahore Cantt, Pakistan
Tel: 0423 7175229, 36670031, 36670041
Fax: 0423 7175256,

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

JAUHARABAD 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 Wednesday, November 30, 2016 at 11:30 a.m. at Company's Head Office at 109-A, Street No. 3, Cavalry Ground, Lahore Cantt to transact the following business:

ORDINARY BUSINESS

- To confirm the minutes of the last Annual General Meeting held on 30th January, 2016.

SPECIAL BUSINESS

- To consider and approve the issuance of ordinary share at premium based on last six months average market price of the share against outstanding loans from associates.
 - 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

IMRAN ILYAS
Company Secretary

Lahore
Dated: November 9, 2016

NOTES:

- The share transfer books of the Company will remain closed from Wednesday, November 23, 2016 to Wednesday, November 30, 2016 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore up to the close of business on Tuesday, November 22, 2016 will be treated in time for entitlement to attend the Extra-Ordinary General Meeting.

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- 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 Directors 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.
- Those members who have deposited their shares with the Central Depository Company of Pakistan Ltd (CDC) are requested to bring their original CNIC, Account and Participation's Numbers. Such members 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.
- The members should quote their folio number in all correspondence with the Company and at the time of attending the Extra-Ordinary General Meeting.
- 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

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 outstanding 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:

	<u>Nature of Material Facts</u>	<u>Material Facts</u>
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.

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2	Names of the persons to whom shares will be issued	Loan amount of Rs. 577.710 million has been provided by associates, namely Mrs. Maryam Ahsan Maqbool, Mrs. Isma Ahmad, Mrs. Ghazala Amir and Cane Processing (Private) Limited (holding Company) Shares will be issued to them so as to convert their loan amounts.
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 premium of Rs. 39.92 based upon the last six months average market price from date of BOD which was held on 26 th October, 2016. The six months average price is Rs. 49.92 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 achieve 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.
6	Existing shareholding of the persons to whom shares will be issued	<ol style="list-style-type: none"> Mrs. Maryam Ahsan Maqbool 1,016,844 Shares Mrs. Isma Ahmad 1,016,202 Shares Mrs. Ghazala Amir 69,912 Shares Cane Processing (Pvt) Ltd 5,696,165 Shares
7	Total shareholding of the persons after the issue of proposed shares	<ol style="list-style-type: none"> Mrs. Maryam Ahsan Maqbool 1,486,597 Shares Mrs. Isma Ahmad 1,486,955 Shares Mrs. Ghazala Amir 2,092,108 Shares Cane Processing (Pvt) Ltd 14,307,173 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 at premium as mentioned above.
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 of the requirement of regulatory approval.

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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 November 30, 2016.

SPECIAL RESOLUTION

“RESOLVED THAT the outstanding Loans from Associates amounting to Rs. 577.710 million be converted into Paid-up Capital of the Company by issue of ordinary shares at premium based upon last six months average market price from date of BOD, subject to the regulatory approval of Securities and Exchange Commission of Pakistan.”

“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.”

Lahore

IMRAN ILYAS
Company Secretary

Dated: November 9, 2016

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 109-A, Street No. 3, Cavalry Ground, Lahore Cantt. at 11:30 A.M. and at every adjournment thereof.

As Witness my/ our hand this _____ day of _____ 2016.

Signed by the said _____ of _____

Witness : _____ **Signature**

Signature: _____



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

AFFIX
CORRECT
POSTAGE

The Company Secretary,
JAUHARABAD SUGAR MILLS LIMITED
 Head Office: at 109-A, Street No. 3,
 Cavalry Ground, Lahore Cantt.