

SMS/SHRS/12

February 17, 2016

The General Manager
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
Stock Exchange Road,
Off : I. I. Chundrigar Road,
KARACHI.

Subject : **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Dear Sir,

Please find enclosed a copy of the Notice of the Extra Ordinary General Meeting to be held on March 29, 2016 for your record and necessary action please.

Yours faithfully,
for **SHAHMURAD SUGAR MILLS LIMITED**



M. YASIN MUGHAL
COMPANY SECRETARY

STOCK/EXTRA ORDINARY



SHAHMURAD SUGAR MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of shareholders of SHAHMURAD SUGAR MILLS LIMITED will be held at the Registered Office of the Company at 96-A, Sindhi Muslim Society, Karachi on Tuesday, 29th March, 2016 at 11.00 a.m. to transact the following Business.

1. To confirm the Minutes of the 37th Annual General Meeting of the Company held on 29th January, 2016.
2. To elect nine (9) Directors of the Company as fixed by the Board of Directors in their meeting held on January 26, 2016 in accordance with the provisions of section 178 of Companies Ordinance, 1984 for a term of three (3) years commencing from March 29, 2016 in place of the following retiring directors.
 - 1) Mr. Ismail H. Zakaria
 - 2) Mr. Mohammad Yusuf Ayoob
 - 3) Mr. Mohammad Suleman
 - 4) Mr. Abdul Aziz Ayoob
 - 5) Mr. Zia Zakaria
 - 6) Mr. Ghulam Mohiuddin Zakaria
 - 7) Mr. Zohair Zakaria
 - 8) Mr. Naeem Ahmed Shaffi (Independent Director)
 - 9) Mr. Khurram Aftab (NIT NOMINEE)
3. Any other business with the permission of the Chair.

Karachi: 26th January, 2016.

By Order of the Board

(M. YASIN MUGHAL)
COMPANY SECRETARY

NOTE:

1. The Share Transfer Books of the Company will remain closed from March 17, 2016 to March 29, 2016. (both days inclusive)
2. A member entitled to attend and vote at the meeting is entitled to appoint any other member as his/her proxy to attend and vote. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting
3. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents at its registered office not later than fourteen days before the date of the above said meeting;

4. Notice of his /her intention to offer himself/herself for the election of directors in terms of Section 178(3) of the Companies Ordinance, 1984. He/She should also confirm that:
 - He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulation of Stock Exchange.)
 - He/she is not serving as a director of more than seven listed companies simultaneously. Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
5. Consent to act as director on Form-28 under section 184 of the Companies Ordinance, 1984.
6. A detailed profile along with his/her office address as required under SECP's SRO 25(1)2012 dated January 16, 2012.
7. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular I dated January 26, 2000 issued by the Securities and Exchange commission of Pakistan.

A. For Attending the Meeting

- i. In case of individuals, the account holder or sub-account holder and/or person whose securities are in group account and their registration details are uploaded as per the Regulations shall authenticate his identity by showing his Original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors resolution /power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies:

- i. In case of individuals the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirements.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

- iv. The proxy shall produce his original CNIC or original passport at the time of the meeting.
 - v. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with proxy form to the company.
8. Shareholders are requested to inform the Company's Share Registrar M/s C & K Management Associates (Pvt.) Ltd. 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi, of any change in their addresses immediately.