

SMS / SHRS / 12

March 01, 2019

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Notice of Extraordinary General Meeting

Dear Sir,

Please find enclosed copy of Notice of Extraordinary General Meeting for circulation amongst your members. The meeting is scheduled to be held on March 28, 2019 and aforementioned notice will be published in Newspapers on March 02, 2019.

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



M. YASIN MUGHAL
COMPANY SECRETARY

Encl: As above.

AKHQ/****
STOCK/EX-ORDINE 2019



SHAHMURAD SUGAR MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary 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 Thursday, 28th March, 2019 at 11.30 a.m. to transact the following Business:-

1. To confirm the Minutes of the 40th Annual General Meeting of the Company held on 28th January, 2019.
2. To elect seven (7) Directors of the Company as fixed by the Board pursuant to the provisions of Section 159 of the Companies Act, 2017 for a term of three (3) years commencing from March 28, 2019. The names of the retiring Directors are:
 - 1) Mr. Ismail H. Zakaria
 - 2) Mr. Mohammad Yusuf Ayoob
 - 3) Mr. Mohammad Suleman
 - 4) Mr. Abdul Aziz Ayoob
 - 5) Mr. Noor Muhammad Zakaria
 - 6) Mr. Zia Zakaria
 - 7) Mr. Zohair Zakaria
 - 8) Mr. Naeem Ahmed Shaffi
 - 9) Mr. Khurram Aftab

The retiring directors are eligible for re-election.

3. Any other business with the permission of the Chair.

By Order of the Board

(M. YASIN MUGHAL)

COMPANY SECRETARY

Karachi: February 21, 2019.

NOTE:

1. The Share Transfer Books of the Company will remain closed from March 15, 2019 to March 28, 2019. (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 159(3) of the Companies Act, 2017. He/she should also confirm that:
 - i. Consent to act as director on Form-28 duly completed and signed by the candidate as required under section 167(1) of the Companies Act, 2017.
 - ii. Candidate's detailed profile along with his/her office address as required under SECP'S SRO 634/2014 dated July 10, 2014.
 - iii. His /her Folio No./CDC Investors Account No./CDC Participant No. /Sub-Account No.

- iv. An attested copy of valid Computerize National Identity Card. (CNIC)/passport (in case of foreigner) and NTN.
- v. Declarations confirming that:
 - He/she is not serving as a director of more than Five 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.
 - He/she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange Limited the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulation.
 - He/she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as Director/Independent Director of the listed Company.
5. 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

6. Submission of copies of CNIC

Individual Shareholders are once again reminded to submit a copy of their valid CNIC. if not provided earlier to the Company's Share Registrar. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend, under the provisions of Section 243 (3) of the Companies Act 2017.

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. A notice of the foregoing seeking information from shareholder for payment of dividend through electronic mode was sent earlier. The shareholders are now once again requested to provide their folio number, name and details of bank account consisting of bank name, branch name, branch code and address, Account number, Title of Account and IBAN/swift code in which they desire their dividend to be credited, failing which the Company will be unable to pay the dividend through any other mode.

Standard request form has also been placed on website of the Company. The members are requested to send the information on the same at the earliest possible.

In case shares are held in CDC then the form must be submitted directly to shareholder's broker/participant CDC Investor account services.

7. Postal Ballot Regulations, 2018:

If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub section (1) of Section 159 of the Companies Act, 2017, then the Company shall provide its Member, with the option of e-voting or voting by postal ballot in accordance with the provisions of Companies (Postal Ballot) Regulations, 2018.

Shareholders who wish to participate through e-voting, kindly provide immediately or not later than seven days from the date of Extraordinary General Meeting, through a letter duly signed by them, i.e. Name, Folio/CDC/ A/C. No., E-mail Address, Contact Number to the Share Registrar of the Company (M/S. C&K Management Associates (Pvt.) Ltd. 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi-75530.)

8. Video Conference Facility :

As per Companies Act, 2017. if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Extraordinary General Meeting {EOGM} through video conference at least seven days prior to the date of EOGM, the Company will arrange a video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding the video conference facility venue at least 5 days before the date of the EOGM along with the complete information needed to access the facility. If you would like to avail video conferencing facility, as per above, please fill the following and submit to registered office of the Company at least seven days before EOGM,

I / We _____ of being a member of Shahmurad Sugar Mills Limited, holder of Ordinary Share(s) as per Register Folio No / CDC Account No, hereby opt for video conference facility at _____

MEMBER SIGNATURE _____

9. Unclaimed Dividend Shares :

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act. 2017. after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividends and shares, shall be delivered to the SECP.

10. Change of address

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.

Statement made under Section 166(3) of the Companies Act, 2017 In Respect of Appointment of Independent Directors

Any person who is eligible under section 153 and meet the criteria under section 166(2) of the Companies act,2017, may submit nomination to be elected as independent directors. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4). Further, website of the company will also be updated with the required information for each Director. No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.