



# Tandlianwala Sugar Mills Ltd.

TSML/PSX/ 1115 /2025

January 25, 2025

**The General Manager,**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
**KARACHI.**

By PUCAR & Courier

SUB: **CERTIFIED COPY OF RESOLUTIONS PASSED AND ADOPTED BY THE MEMBERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JANUARY 25, 2025**

Dear Sir,

In compliance of Regulation No. 5.6.9(b) of the Rule Book of Pakistan Stock Exchange Limited ("PSX"). Please find attached the certified true copy of the resolutions passed and adopted by the members of Annual General Meeting of the Company held on January 25, 2025 at Marina Event Complex, 333-AA, Off Raiwind Road, Lahore.

The above is submitted for information of the Exchange.

Yours faithfully,

For and on behalf of

**TANDLIANWALA SUGAR MILLS LIMITED**

Company Secretary

Copy to: The Executive Directors/HOD, Offsite-II Department, Supervision Division, Securities and Exchange Commission of Pakistan (SECP), 63-NIC Building, Jinnah Avenue, Blue Area, Islamabad.

**RESOLUTIONS PASSED AND ADOPTED BY THE MEMBERS AT THE ANNUAL  
GENERAL MEETING OF THE COMPANY HELD ON JANUARY 25, 2025**

It hereby Certified that the following resolutions were passed by the members of the Company in the Annual General Meeting held on January 25, 2025.

**ORDINARY BUSINESS**

1. **RESOLVED THAT**, “the last minutes of Annual General Meeting of the Company held on January 20, 2024 having been read be and are hereby confirmed and approved.”
2. **FURTHER RESOLVED THAT**, “the Annual audited financial statements of the Company for the year ended September 30, 2024 together with Statement of Compliance of CCG, Directors’ and Auditors’ Report thereon be and are hereby approved.”
3. **FURTHER RESOLVED THAT**, “M/s UHY Hassan Naeem & Co. Chartered Accountants be and hereby reappointed statutory auditors of the Company for financial year ended 30<sup>th</sup> September 2025.”

**SPECIAL BUSINESS**

**Agenda-4**

**RESOLVED THAT**, the following new object clause shall be added in the Memorandum of Association of the Company

“1(a). To set up and install steel melting furnaces, steel rerolling mills, foundries along with other allied facilities and to carry on and conduct the business and manufacture, seller, importer, exporter’s, dealers, wholesale merchants, retailers, commission agents and intenders of iron/steel products, steel sheets, iron/steel and copper ingots, billets steel bars, metal strips and other allied products of a kind: and to buy, sell and deal in kinds of metal scraps, plates, sheets, ingots, billets and other metal products and all kind of chemicals, and machinery required for manufacture processing of the same, and any other lawful business permissible as per laws.”

“1(b). To set up construct, acquire, run, own and manage Paper and Board Mills for the purpose of manufacturing various kinds of Printing Paper, writing Paper, Poster Paper, Packing Paper, Kraft Paper, Art Paper News Print Paper etc. Building and Packing Board including Straw Board, Manila Board, Box Board, Based and converted Board, Mill Board, Particle Board, Fiber Board, Crisp Board, Heat and Sound Sheet and Insulation Soft Board.

**FURTHER RESOLVED THAT**, the Memorandum of Association of the Company, be and are hereby amended to add new object clause 1(a) and 1(b).

**FURTHER RESOLVED THAT**, the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized, either singly or jointly, to sign and execute all forms/documents and take all necessary steps for addition of object clause.

**FURTHER RESOLVED THAT**, the aforesaid resolution shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

**Agenda-5**

**RESOLVED THAT**, the following object clause shall be deleted in the Article of Association of the Company

“1. “IDBP” mean Industrial Development Bank of Pakistan

“PICIC” means Pakistan Industrial Credit and Investment Corporation.

“ICP” means Investment Corporation of Pakistan.

“NIT” means National Investment Trust.

“ADBP” means Agricultural Development Bank of Pakistan.

**87.(C )** Notwithstanding anything contained in the Article of Association of the Company during the currency of a loan advanced by a lending institution specially set-up by the Government or any other agency will have the right to appoint its nominee on the Board of the Company and such a nominated Director will not be required to hold any qualification share.

**87.( d )** “In addition to the elected Directors, The Industrial Development Bank of Pakistan shall be entitled; during the currency of IDBS’s loan(s) to the Company, to appoint one person on the Board of Directors of the Company and to recall and / or replace such a person from time to time. The nominee of IDBP on the Board of Directors of the Company may not be holder of share (s) in the capital of the Company and the Article. No, 76 and other regulations and / or rules pertaining to the election. Retirement qualification and / or disqualification of the Director shall not apply to him.

**97.( C )** Enter into execute a credit agreement with the IDBP or PICIC or ADBP, NDFC or any other local or foreign financial institutions for the purposes of raising foreign and or local financing on such terms and conditions as he may deem fit and towards this and commit, assign and pledge any or all assets of the Company and such actions on behalf of the Company will be binding on the Company.

**97.( d )** Enter into and execute agreements with schedule banks or other financial institutions like the ICP, State Life Insurance Corporation of Pakistan, NIT, etc. for the purposes of raising local financing including bridge financing in pursuance of equity under writing agreements and to assign, pledge or commit any or all assets of the Company for issuance of commitment to third parties by such banks and institutions.

**FURTHER RESOLVED THAT**, the Article of Association of the Company, be and are hereby deleted object clause 1(IDBP, PICIC, ICP, NIT, ADBP) 87.(C ), 87.(d ), 97.(C ) 97.(d ) .

**FURTHER RESOLVED THAT**, the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized, either singly or jointly, to sign and execute all forms/documents and take all necessary steps for deletion of object clause.

**FURTHER RESOLVED THAT**, the aforesaid resolution shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

**Agenda-6**

**RESOLVED THAT**, Associated Companies transactions carried out during the years as disclosed in Financial Statements for the years ended September 30, 2023 and before be and hereby approved and confirmed.”

**FURTHER RESOLVED THAT** transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the annual general meeting for their formal approval.

**Agenda-7**

**RESOLVED THAT**, Tandlianwala Sugar Mills Limited (the “Company”) be and is hereby authorized to circulate its Annual Report including Audited Financial Statements, auditor’s Report, Directors Report, Chairman Review Report and other report contained therein to Members of the Company through QR enabled code and Weblink.

**Agenda-8**

**RESOLVED THAT**, Credit balances of different accounts write off be and hereby is approved and confirmed.”

**FURTHER RESOLVED THAT**, transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the annual general meeting for their formal approval.

**Certified to be True Copy**



**AHMAD JEHAZEB KHAN  
COMPANY SECRETARY**