



## *Imperial Sugar Limited*

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

**The Director,  
Enforcement & Monitoring Division,  
Securities & Exchange Commission of Pakistan,  
7<sup>th</sup> Floor, NIC Building,  
63-Jinnah Avenue,  
ISLAMABAD**

**REF: IMSL-SECP/PSX/19/0008**

**January 28, 2019**

**SUBJECT: DISCLOSURE OF MATERIAL INFORMATION**

Dear Sir

In accordance with Section 96 and 131 of the Securities Act 2015 and Clause 5.19.13(c) of the Rule Book of Pakistan Stock Exchange Limited, we hereby convey the following:

At Annual General Meeting of Imperial Sugar Limited ("the Company"), held on January 28, 2019, the Shareholder have approved the sale of freehold land, buildings on freehold land, plant and machinery and other assets of the Company located at Karmanwala, Tehsil Phalia, District Mandi Bahauddin and have passed following ordinary resolution(s) in terms of Section 183(3)(a) of the Companies Act, 2017 as recommended by the Board without any modification. The resolutions passed in this respect by the Shareholders of the Company are being forwarded for your information and record please:

- 1 RESOLVED THAT the consent of shareholders be and is hereby accorded to the disposal and sale of Company's assets located at Karmanwala, Tehsil Phalia, District Mandi Bahauddin comprised of freehold land, buildings on freehold land, plant and machinery, furniture, fixture and equipment and other assets.  
RESOLVED FURTHER that, as part and parcel of the foregoing consent, Board of Directors be and are hereby authorized and empowered for asset sale. The Board may delegate its powers to Chief Executive Officer (CEO) or any other person on such term and conditions they deem fit, to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the asset sale and the transaction contemplated by it, which shall include, but not be limited to:-
  - a) conducting negotiations, obtaining quotations etc, with interested parties in such manner and on such terms and conditions as are in the best interests of the Company and its shareholders and which secure the best available market price for the assets;
  - b) selling the assets to any individual, firm / partnership, bank or private / public limited company or organization or to any other person and, for that purpose, negotiating with financial institution for vacating lien/charges against assets if any, entering into an agreement to sell, sale deed or any other agreement with the buyer(s) or any other person, receiving the sale consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of



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the buyer(s) or another person to effect the asset sale in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;

c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other documents registered and collecting consideration amount in respect of the assets sale, and

d) generally performing and executing in respect of the assets all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the assets Sale.

FURTHER RESOLVED that the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to asset sale.

FURTHER RESOLVED that the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed / required by the SECP without the need for any other further approval of the shareholders.

FURTHER RESOLVED that certified copies of this resolution as present form or modified by CEO/Company Secretary be communicated to the concerned authorities and shall remain in force until notice in writing to the contrary be given.

2. RESOLVED THAT the transactions conducted with the Related Parties as disclosed in the Note 11 to the Financial Statements for the year ended September 30, 2018 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

A disclosure form as required under S.R.O. 143 (1)/2012 dated December 05, 2012 read with Section 131 of the Securities Act, 2015 is also enclosed as Annexure "A".

Thanking You

Yours Sincerely

  
Company Secretary





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**ANNEXURE A**

**DISCLOSURE FORM**  
**IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT 2015**

Name of the Company	IMPERIAL SUGAR LIMITED
Date of Report	JANUARY 28, 2019
Name of Company as specified In its Memorandum	Imperial Sugar Limited
Company's Registered Office	Ground Floor, Ismail Aiwan-e-Science Building, Shahrah-e-Jalaluddin Roomi, Lahore.
Contact information	042-35758970

**Disclosure of price sensitive / inside information by listed Company**

At Annual General Meeting of Imperial Sugar Limited ("the Company"), held on January 28, 2019, the Shareholder have approved the sale of freehold land, buildings on freehold land, plant and machinery and other assets of the Company located at Karmanwala, Tehsil Phalia, District Mandi Bahauddin and have passed following ordinary resolution(s) in terms of Section 183(3)(a) of the Companies Act, 2017. The resolution(s) passed in the matter are produced hereunder for your information and record please:

- 1 RESOLVED THAT the consent of shareholders be and is hereby accorded to the disposal and sale of Company's assets located at Karmanwala, Tehsil Phalia, District Mandi Bahauddin comprised of freehold land, buildings on freehold land, plant and machinery, furniture, fixture and equipment and other assets.  
RESOLVED FURTHER that, as part and parcel of the foregoing consent, Board of Directors be and are hereby authorized and empowered for asset sale. The Board may delegate its powers to Chief Executive Officer (CEO) or any other person on such term and conditions they deem fit, to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the asset sale and the transaction contemplated by it, which shall include, but not be limited to:-
  - a) conducting negotiations, obtaining quotations etc, with interested parties in such manner and on such terms and conditions as are in the best interests of the Company and its shareholders and which secure the best available market price for the assets;



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- b) selling the assets to any individual, firm / partnership, bank or private / public limited company or organization or to any other person and, for that purpose, negotiating with financial institution for vacating lien/charges against assets if any, entering into an agreement to sell, sale deed or any other agreement with the buyer(s) or any other person, receiving the sale consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of the buyer(s) or another person to effect the asset sale in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;
- c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other documents registered and collecting consideration amount in respect of the assets sale, and
- d) generally performing and executing in respect of the assets all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the assets Sale.

FURTHER RESOLVED that the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to asset sale.

FURTHER RESOLVED that the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed / required by the SECP without the need for any other further approval of the shareholders.

FURTHER RESOLVED that certified copies of this resolution as present form or modified by CEO/Company Secretary be communicated to the concerned authorities and shall remain in force until notice in writing to the contrary be given.

2. RESOLVED THAT the transactions conducted with the Related Parties as disclosed in the Note 11 to the Financial Statements for the year ended September 30, 2018 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

The company has duly caused this form / statement to be signed / on its behalf by the undersigned hereunto duly authorized.

Mubashar Asif  
Company Secretary

January 28, 2019