



# Sanghar Sugar Mills Limited

HEAD OFFICE: Office # 204, 2nd Floor, Clifton Centre, Block-5, Clifton, Karachi - Pakistan.  
Tel: (021) 35371441-3 Fax: (021) 35371444 E-mail: info@sangharsugarmills.com

Ref: SSML/EOGM/CS/20201008-01

October 08, 2020

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

## Sub: Intimation of Notice of Extra Ordinary General Meeting

Dear Sir,

As required by clause 5.6.9 (b) of the Rule Book of the Pakistan Stock Exchange, enclosed herewith please find a copy of Notice of Extra Ordinary General Meeting to be held on Saturday October 31, 2020 at 11:30 a.m. at Registered Office of the Company situated at Office No. 204, 2nd Floor, Clifton Centre, Block-5, Clifton, Karachi.

Specific notice of Extra Ordinary General Meeting as required under the Correspondence Manual of Pakistan Stock Exchange will be submitted to the Pakistan Stock Exchange on October 09, 2020 for circulation amongst the TRE Certificate holders of the Exchange.

The said notice will be published in newspapers "The Nation" (English) & "Daily Khabrain" (Urdu) of Karachi & Lahore editions and will be dispatch to shareholders on October 09, 2020.

Yours sincerely,

*Muhammad Mubeen Alam*

Muhammad Mubeen Alam  
Company Secretary



**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that Extra Ordinary General Meeting (EOGM) of the Shareholders of Sanghar Sugar Mills Limited (the Company) will be held on Saturday October 31, 2020 at 11:30 a.m. at Registered Office of the Company Situated at Office No. 204, 2nd Floor, Clifton Centre, Block 5, Clifton, Karachi, to transact the following business:

**ORDINARY BUSINESS:**

- To confirm the minutes of 14th Annual General Meeting of the Company held on January 25, 2020.
- To elect Eight (8) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of the Companies Act, 2017 for a period of three years commencing from November 04, 2020. The names of the retiring Directors are as follows:
 

1. Mr. Gai Muhammad	4. Mr. Mohammad Aslam	6. Mr. Rahim Bux
2. Mr. Ghulam Hayat	5. Mr. Qasr Shamsuddin	7. Mr. Shahid Aziz (NIT Nominee)
3. Haji Khuda Bux Rajar		
- To transact any other ordinary business with the permission of the Chair.

Statement of material facts under Section 196(3) of the Companies Act, 2017 is annexed with the notice of EOGM.  
By Order of the Board  
**Muhammad Mubeen Alam**  
Company Secretary

Karachi, October 08, 2020

**NOTES:**

**1. Corona Virus Contingency Planning:**  
In view of the current situation on the spread of COVID-19 and the restriction imposed by the Government on large public gatherings at one place, the Securities & Exchange Commission of Pakistan (SECP) has vide Circular No. 5 of 2020 having no E.O.G.M. No. 2019 dated March 17, 2020, advised the companies to modify their usual planning by Annual & Extra Ordinary General Meetings for the well being of the shareholders and avoid large gathering by provision of video link facilities, whether or other electronic means or with minimum number of shareholders in person while ensuring compliance with the quorum requirements in Person Participation.  
Considering the SECP Circular, the Company intends to convene the EOGM with maximum number of shareholders in person while ensuring compliance with the quorum requirements and request the Members to consolidate their attendance and voting at EOGM through proxies.  
The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for the wellbeing of the Members. Therefore, Members are encouraged to attend the EOGM by consolidating their attendance through proxy.  
**Online Participation:**  
The Members will also be able to participate in the EOGM propaerly after completing all the formalities required for the verification and identification of the Members for online login participation.  
For this purpose, Members are requested to get their particulars registered with the Company by sending email on "info@sangharsugarmills.com" mention in the subject that "EOGM October 2020" and can also be registered by sending the following details through courier / post at the registered Office of the Company, addressed to the Company Secretary. Following details are required:

Member Name	CNIC No.	Folio / CDS No.	Email ID	Cell No.

Video-link and login credentials and time will be shared with only those shareholders / proxies (must submit proxy form) whose details as stated above, received by us not later than 72 hours before the meeting. Incomplete, suspicious and details received after the expiry of time period will not be entertained.

**2. Closure of Share Transfer Books:**  
The Share Transfer Books of the Company will remain closed from 23-10-2020 to 31-10-2020 (both days inclusive). Physical Transfers/CDS Transactions (CDS transfer) shall be in order, in all respects at the close of the business on 23-10-2020 at the Company's Share Registrar: M/s. Hameed Majeed Associates (Pvt) Limited, Karachi Chambers, Hassat Mohani Road, Karachi will be considered for attending and voting at Extra Ordinary General Meeting.

- 3. Contest for Election of Directors:**  
Any member who seeks to contest the election of directors, whether he/she is the retiring director or otherwise, shall file with the Company at its Registered Office, not later than Fourteen Days (14 days) before the day of above said meeting, his/her intention to offer himself/herself for election of directors in terms of Section 196(3) of the Companies Act, 2017 together with the following:
- Notice of his/her intention to offer himself/herself for the election of Directors along with Folio No. / CDC Investor Account No. / CDC Participant No. / Sub-Account No., in terms of Section 196(3) of the Companies Act, 2017.
  - Consent as a Director in form as in, duly completed, as required under section 161(1) of the Companies Act, 2017.
  - Detailed profile along with the mailing address and other contact details;
  - Clear copy of Computerized National Identity Card (both sides).
  - The selection of Independent director shall be as per the requirements of Section 168 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations made there under:
- (f) A declaration that:
- He / She is fully aware of duties and powers under the relevant laws and the Company's Memorandum and Articles of Association and the Listing Regulations of the Pakistan Stock Exchange Limited and the Code of Corporate Governance applicable to the Listed Companies issued by the Regulatory Authorities
  - He / She is not serving as Director in more than Seven Listed Companies
  - His/Her name is borne on the register of National Tax Payees
  - He / She has not been convicted by a Court of Competent Jurisdiction as a defaulter in payment of any loan to a Banking Company, a Development Financial Institution or a Non-Banking Financial Institution
  - He / She is not engaged in the business of brokerage, or is a Spouse of such person or is a Spouse, Director or Officer of a corporate enterprise/ house
  - He / She has not been convicted by any court of law for an offence involving moral turpitude
  - He / She is not debarred from holding office of Director under any provision of the Companies Act, 2017
  - He / She is not taking of any fiduciary behavior and there is no declaration to this effect has been made by the any Court under section 212 of the Companies Act, 2017 at any time during the preceding five years
  - He / She is not ineligible to become Director under section 153 or 177 of the Companies Act, 2017.

**4. Comments / Suggestions for the Agenda Items:**  
Members can also participate in the meeting through their comments / suggestions for the agenda items via our WhatsApp number and/or through email (email mention subject "EOGM October 2020", Name, Folio/CDS Number). Details are given below:  
WhatsApp No. +92 300 2742176  
Email ID: info@sangharsugarmills.com  
It is our responsibility that the comments / suggestions of the Members of the Company will be discussed in the meeting and will become part of the minutes of the meeting.

**5. Postal Balloting:**  
Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of Election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act, 2017 Members will be allowed to exercise their right of vote through postal ballot, in accordance with the requirements and procedures contained in the aforesaid Regulations. If the number of persons who offered themselves to be elected is more than the number of directors listed under Section 159(1) of the Companies Act, 2017 the Company will provide its Members with the option of voting, in accordance with the requirements of the Companies (Postal Ballot) Regulations, 2018.

**6. Participation in the Extra Ordinary General Meeting:**  
A member entitled to attend and vote at the meeting may appoint another member as proxy to attend and vote on his/her behalf. Forms of Proxy to be valid must be properly filled intocued and received at the Registered Office of the Company at Office No. 204, 2nd Floor, Clifton Centre, Block-5, Clifton, Karachi, at least 48 hours before the time of this meeting. A Form of Proxy is available on Company's website. CDC Account Holders will further have to follow the under mentioned guideline as laid down in circular dated January 26, 2000 issued by SECP.

**7. Submission of copy of CNIC (Mandatory):**  
a. The Securities and Exchange Commission of Pakistan (the SECP) vide their S.R.O. 779 (1) dated August 18, 2011 has directed the Company to print Computerized National Identity Card (CNIC) number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued/dispached to you. In order to comply with these regulatory requirements, you are requested to kindly send photocopy of your CNIC to your Participant / Investor Account Services or in case of Physical Shareholding, immediately to Company's Share Registrar.  
b. The Company's Shareholders who are holding its Share in Physical Form are hereby informed and notified in their own interest who have not yet provided copy of their valid Computerized National Identity Card (CNIC) mentioning their Folio Numbers are hereby reminded again through this notice to send urgently valid copy of their CNIC as mentioned above to the Company or its Share Registrar: M/s. Hameed Majeed Associates (Pvt) Limited, Karachi Chambers, Hassat Mohani Road, Karachi (Phone No. 021-32424826) in order to comply with the mandatory requirements of Securities and Exchange Commission of Pakistan (the Commission) issued vide SRO 833 (1) dated July 05, 2012 and SRO 198 (1) of 2014 dated January 10, 2014.  
A list of such Shareholders along with their Folio numbers, Names, Address and No. of the Company's shares held in Physical Form is available on the Company's Website www.sangharsugarmills.com for reference who have not yet submitted the valid copy of their CNIC to the Company.  
It is further informed that the Members of the Company were previously requested/ reminded through Notices of Annual and Extra Ordinary General Meetings held in previous years which were appeared in their respective Annual Reports of the Company as well as published in the news papers of English and Urdu Versions of Karachi and Lahore Editions on several dates. They are once again reminded that in case of non-receipt of the copy of their valid CNIC along with Folio No., the Company would be unable to comply with the mandatory requirement of the Commission as mentioned above.

**8. Attendance at the Meeting:**  
A Member holding Physical Shares must bring his/her original Computerized National Identity Card (CNIC) and should mention his/her CNIC and Folio No. and sign on the Attendance Sheet while personally attending this Meeting. Also Member having associated his/her shares in Central Depository Company of Pakistan Limited must bring his/her Participant ID No. and Account/Sub-account No. along with original CNIC and mention his/her CNIC and CDC Account No. and sign on the Attendance Sheet while personally attending this Meeting. Representatives of corporate Members should bring the usual documents required for such purpose as prescribed by the SECP.

**9. Change of Address:**  
Members are advised to promptly notify change in their postal address, if any, to the Company's Share Registrar. Members having shares in CDC accounts are requested to have their address updated with respective participants.

**10. Video Conference Facility:**  
Members can also avail video conference facility. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Meeting.  
If the Company receives consent from members in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.  
The Company will intimate Members regarding venue of video conference facility at least 5 days before the date of the Meeting along with complete information necessary to enable them to access such facility.

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Sanghar Sugar Mills Limited, holder of \_\_\_\_\_ (number of shares) ordinary share(s) as per Registered Folio/CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

Signature of Member(s)  
Members are advised to immediately affix seal and detail for any outstanding / undivided cash dividend issued to you by the Company in past years. Please give complete details duly signed either to the Share Registrar or the Secretary of the Company.

**12. Dividend Payments through Electronic Mode:**  
In accordance with the provisions and under section 242 of the Companies Act, 2017, shareholders are entitled to receive their dividends by way of direct credit to their bank account instead of receiving them through dividend warrants. Therefore, to receive your future dividends directly in your bank account, please give us complete details and inform us in writing duly signed along with a copy of your CNIC / NTN to the Share Registrar of the Company and in case Shares held in CDC then please inform concerned Participant/ CDC Investor Account Services. The form is available on our Company's website.

**13. Consent to receive Notices and Audited Financial Statements through email:**  
In accordance with the SECP notification No. 7870(2014) dated September 09, 2014, Members of the Company who wish to receive the Audited Financial Statements and Reports of the Company through email are requested to provide a "Consent Form For E-mail" duly filled and signed in all respects, to the Company Secretary / Share Registrar. The Consent form is available on the Company's website.

**14. Consent to receive Hard Copy of Audited Financial Statements:**  
In accordance with the SECP notification No. 470(1) dated May 31, 2016 and in continuation of SECP notification No. 7870(2014) dated September 08, 2014, Members of the Company who wish to receive the Hard Copies of Audited Financial Statements and Reports of the Company instead of sending the same through CD / DVD / USB / email, are requested to provide a "Standard Request Form" duly filled and signed in all respects, to communicate the need of hard copies, to the Company Secretary / Share Registrar. The Standard Request form is available on the Company's website.

**15. Deposit of Physical Shares in the CDC Account:**  
As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 31, 2017.  
Therefore, the Shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or investor account directly with CDC to place their physical shares into scripless form, this will facilitate them in many ways, including save custody and safe of shares, time free work, on the trading of physical shares is permitted as per the existing regulations of the authorities.

**Statement of Material Facts Under Section 196(3) of the Companies Act, 2017**  
The Independent Director shall be elected in accordance with the applicable criteria set out under Section 166 of the Companies Act, 2017 and Regulations issued there under. As regards the justification for choosing independent directors, candidates should be eligible for election as director of a listed company under Section 153 of the Companies Act, 2017 and shall meet the criteria of independence laid down under Section 196(2) of the Companies Act, 2017 and the Companies (Board & Selection of Independent Directors) Regulations, 2018. Candidates shall make sure that their names are listed on the database of independent Director maintained by the Pakistan Institute of Corporate Governance. However, the candidate shall be elected in the same manner as other directors are elected in terms of Section 159. It shall be ensured that no director have direct or indirect relation / contact in the business of the Company other than as shareholder of the Company and that they are eligible to contest the election of directors of the Company. The present Independent Director is interested in the extent that he is eligible for re-election as Director of the Company.

For any queries/information, members and others may contact the Company or our Share Registrar at the following address:  
**Registered Office of the Company:**  
Office No. 204, 2nd Floor, Clifton Centre, Block-5, Clifton, Karachi. Phone: 021 35371441 to 43 (3 lines) Fax: 021 35371444.  
Website: www.sangharsugarmills.com, E-mail: info@sangharsugarmills.com

**Share Registrar of the Company:**  
Hameed Majeed Associates (Pvt) Limited  
Karachi Chambers, Hassat Mohani Road, Karachi  
Phone: 021 32424826, Fax: 021 32424835

