



3rd Floor, Plot No. 15-C,
9th Commercial Lane, Zamzama,
D.H.A., Phase-V, Karachi-75500
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March 24, 2021

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

Sub: NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of Notice of the Extra Ordinary General Meeting to be held on April 23, 2021 for circulation among the TRE Certification Holders of Exchange (PSX).

Thanking you,

Yours faithfully,
for KHAIRPUR SUGAR MILLS LIMITED,


(Shoaib ul Haque)
Company Coordinator & Company Secretary

KHAIRPUR SUGAR MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of KHAIRPUR SUGAR MILLS LIMITED will be held on Friday, April 23, 2021 at 02:30 PM at 3rd floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Karachi to transact the following business:

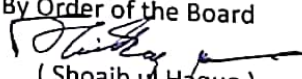
- 1) To confirm the minutes of the 31st Annual General Meeting held on January 28, 2021.
- 2) To elect seven (7) Directors as fixed by the Board of Directors in accordance with the provision of Section 159 of the Companies Act, 2017 for a term of 3 (three) years commencing from April 24, 2021.

The following are retiring Directors who are eligible for re-election are as follows:

1. Mr. Muhammad Mubeen Jumani,
2. Mr. Faraz Mubeen Jumani,
3. Mr. Fahad Mubeen Jumani,
4. Mrs. Qamar Mubeen Jumani,
5. Miss. Arisha Mubeen Jumani,
6. Lt. Gen. (R) Anis Ahmed Abbasi
7. Lt. Gen. (R) Tahir Mahmood Qazi.

- 3) To transact any other business as may be placed before the meeting with the permission of the Chair.

Karachi: March 23, 2021

By Order of the Board

(Shoaib ul Haque)
Company Secretary

NOTES:

- 1- Every candidate for the election as Director, whether he/she retiring Director or otherwise, shall file with the Company not later than 14(fourteen) days before the date of Extraordinary General Meeting, the notice of his/her intention to offer himself/herself for election as a Director along-with the consent to serve as a Director in the prescribed Form-28, a detailed profile along-with his/her relevant declaration as required under the Code of Corporate Governance Regulation 2019 to his/her appointment as Director of the Company. Such notice must reach to the registered office of the Company at 3rd floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi by April 08, 2021. He/she should also confirm that:
 - a) He/she is aware of the duties and powers under the relevant Laws, Memorandum & Articles of Association and the Listing Regulations of the Pakistan Stock Exchange Limited.
 - b) He/she is not ineligible to become Director of a listed company under any provision of the Act, the listed companies (Code of Corporate Governance) Regulations 2019, any other applicable Law, Rules & Regulations.
 - c) He/she is not serving as Director in more than seven listed companies.
 - d) 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.
- 2- The share transfer books of the company will remain closed from April 15, 2021 to April 23, 2021 (both days inclusive). Transfers received in order at the registered office of the Company at 3rd floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi by April 14, 2021 will be treated in time for the purpose of attendance and vote in the meeting.
- 3- A member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote instead of him/her. Only the member can act as proxy.
- 4- An instrument to appoint as proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power of authority, in order to be valid must be deposited at the registered office of the Company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed.
- 5- Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. Numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/sub-account holder of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 issued by the Securities and Exchange Commission of Pakistan.
- 6- Members are requested to notify immediately any change in their address or CNIC to our Share Registrar – M/s C&K Management Associates (Private) Limited, 404-Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi-75530.
- 7- Members who have not yet submitted their valid CNIC (Computerized National Identity Cards) are advised/requested in their own interest to send the same at Registered office of the Company at the earliest.
- 8- Pursuant to Section 132(2) of the Companies Act 2017; the Company shall facilitate its members to attend the Extraordinary General Meeting through video-link by providing video-conference facility, if available, in the city where 10% or more shareholders of the Company reside, provided that the Company receive their demand to participate in EOGM through video-link at least 7 (seven) days prior to the due date of the meeting. The Company will intimate the members regarding the venue of the video conference facility at least 5 (five) days before the date of EOGM. In this regard, it is requested to fill the following Form and submit at the Company's registered office address at least 7 (seven) days before holding of the EOGM.
 =====
 I/We _____ being the member of _____ holder of _____ Ordinary share vide Folio No. _____ hereby opt for video conference facility at _____.

 Signature of the Member _____
- 9- Pursuant to SECP notification vide SRO # 787(1)/2014 of September 08, 2014 contained directive to facilitate the members of the Company receiving Annual Financial Statements and Notices through electronic mail system (Email). The Company is pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through Email in future. In this respect members are hereby requested to convey their consent via Email on a standard request Form which is available at the Company Website i.e. www.khairpursugar.com.pk. Please ensure that your Email has sufficient rights and space available to receive such Email which may not be larger than 2MB file in size. Further, it is the responsibility of the members to timely update the Share Registrar of any change in their registered Email address.
- 10- Statement under section 166(3) of the Companies Act 2017 in respect of Independent Director(s). The Independent Director(s) shall be selected from a data bank containing names, addresses, qualifications of the persons who are eligible and willing to act as independent director in terms of Section 166(1) of the Companies Act 2017. Any person, who is eligible under section 53 and meet the criteria under section 166(2) of the Companies Act 2017 may submit nomination to be elected as independent director. 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. The final list contesting director will be circulated not later than 7 (seven) days before the date of said meeting in terms of Section 159(4) of the Companies Act 2017. Further the website of the Company will also be updated with the required information for each contesting director in terms of note 1 mentioned hereinabove. No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of director accordingly.



روزنامہ تجارت کراچی (2) سیکل 23 مارچ 2021ء

KHAIRPUR SUGAR MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING (EOGM)

Notice is hereby given that the Extraordinary General Meeting of the members of KHAIRPUR SUGAR MILLS LIMITED will be held on Friday, April 23, 2021 at 02:30 PM at Company's registered office - 3rd floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi to transact the following business:

ORDINARY BUSINESS

- 1) To confirm the minutes of the 31st Annual General Meeting of the Company held on January 28, 2021.
- 2) To elect directors of the Company for a period of 3 (three) years commencing from April 24, 2021 in terms of Section 159 of the Companies Act 2017.
- A- Pursuant to Section 159(1) of the Companies Act 2017, the existing Board through a resolution passed in the Board of Directors meeting held on March 22, 2021 have fixed the number of Directors in the forthcoming election schedules on Friday, April 23, 2021 at 02:30 PM.
- B- Pursuant to Section 159(2)(b) of the Companies Act 2017, the name of retiring Directors are:

1. Mr. Muhammad Mubeen Jumani	5. Mr. Fahad Mubeen Jumani
2. Mr. Faraz Mubeen Jumani	6. Lt. Gen. (Rtd.) Anis Ahmed Abbasi
3. Mrs. Qamar Mubeen Jumani	7. Lt. Gen. (Rtd.) Tahir Mahmood Qazi
4. Ms. Arisha Mubeen Jumani	

The retiring Directors are eligible to offer themselves for re-election.

- 3) To transact any other business with the permission of the Chair.

By order of the Board

SHOAIB UL HAQUE
Company Secretary

Karachi: March 23, 2021

Notes:

1. Every candidate for the election as Director, whether he/she retiring Director or otherwise, shall file with the Company not later than 14 (fourteen) days before the date of Extraordinary General Meeting, the notice of his/her intention to offer himself/herself for election as a Director along-with the consent to serve as a Director in the prescribed Form-28, a detailed profile along-with his/her relevant declaration as required under the Code of Corporate Governance Regulation 2019 to his/her appointment as Director of the Company. Such notice must reach to the registered office of the Company at 3rd floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi by April 08, 2021. He/she should also confirm that:
 - a) He/she is aware of the duties and powers under the relevant Laws, Memorandum & Articles of Association and the Listing Regulations of the Pakistan Stock Exchange Limited.
 - b) He/she is not ineligible to become Director of a listed company under any provision of the Act, the listed companies (Code of Corporate Governance) Regulations 2019, any other applicable Law, Rules & Regulations.
 - c) He/she is not serving as Director in more than seven listed companies.
 - d) 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.
2. The share transfer books of the company will remain closed from April 15, 2021 to April 23, 2021 (both days inclusive). Transfers received in order at the registered office of the Company at 3rd floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi by April 14, 2021 will be treated in time for the purpose of attendance and vote in the meeting.
3. A member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote instead of him/her. Only the member can act as proxy.
4. An instrument to appoint as proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power of authority, in order to be valid must be deposited at the registered office of the Company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed.
5. Any Individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. Numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/sub-account holder of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 issued by the Securities and Exchange Commission of Pakistan.
6. Members are requested to notify immediately any change in their address or CNIC to our Share Registrar - M/s C&K Management Associates (Private) Limited, 404-Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi-75530.
7. Members who have not yet submitted their valid CNIC (Computerized National Identity Cards) are advised/requested in their own interest to send the same at Registered office of the Company at the earliest.
8. Pursuant to Section 132(2) of the Companies Act 2017, the Company shall facilitate its members to attend the Extraordinary General Meeting through video-link by providing video-conference facility, if available, in the city where 10% or more shareholders of the Company reside, provided that the Company receive their demand to participate in EOGM through video-link at least 7 (seven) days prior to the due date of the meeting. The Company will intimate the members regarding the venue of the video conference facility at least 5 (five) days before the date of EOGM. In this regard, it is requested to fill the following Form and submit at the Company's registered office address at least 7 (seven) days before holding of the EOGM.

I/We _____ being the member of _____ holder of _____ Ordinary share vide Folio No. _____ hereby opt for video conference facility at _____.

Signature of the Member _____

9. Pursuant to SECP notification vide SRO # 787(1)/2014 of September 08, 2014 contained directive to facilitate the members of the Company receiving Annual Financial Statements and Notices through electronic mail system (Email). The Company is pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through Email in future. In this respect members are hereby requested to convey their consent via Email on a standard request Form which is available at the Company Website i.e. www.khairpursugar.com.pk. Please ensure that your Email has sufficient rights and space available to receive such Email which may not be larger than 2MB file in size. Further, it is the responsibility of the members to timely update the Share Registrar of any change in their registered Email address.

10. Statement under section 166(3) of the Companies Act 2017 in respect of Independent Director(s). The Independent Director(s) shall be selected from a data bank containing names, addresses, qualifications of the persons who are eligible and willing to act as independent director in terms of Section 166(1) of the Companies Act 2017. Any person, who is eligible under section 53 and meet the criteria under section 166(2) of the Companies Act 2017 may submit nomination to be elected as Independent director. 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. The final list contesting director will be circulated not later than 7 (seven) days before the date of said meeting in terms of Section 159(4) of the Companies Act 2017. Further the website of the Company will also be updated with the required information for each contesting director in terms of note 1 mentioned hereinabove. No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of director accordingly.

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By order of the Board

SHOAIB UL HAQUE
Company Secretary

Karachi: March 23, 2021

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