

3rd Floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi-75500 Phone : 021-35810771-75 Fax : 021-35810776 E-mail : headoffice@jumanigroup.com Website : www.jumanigroup.com

March 24, 2021

The General Manager, Pakistan Stock Exchange, Stock Exchange Building, Stock Exchange Road, <u>Karachi.</u>

Sub: NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of Notice of the Extra Ordinary General Meeting to he 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 Hague) Company Coordinator & Company Secretary



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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

Order of the Board (Shoaib y Haque) Company Secretary

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Karachi: March 23, 2021



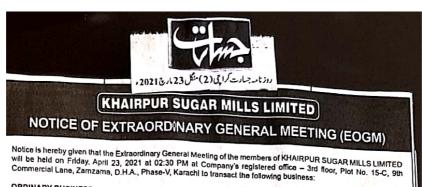
3rd Floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, D.H.A., Phase-V, Karachi-75500 Phone : 021-35810771-75 Fax : 021-35810776 E-mail : headoffice@jumanigroup.com Website : www.jumanigroup.com

- Every candidate for the election as Director, whether he/she retiring Director or otherwise, shall file with the Company not later 1than 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:
 - He/she is aware of the duties and powers under the relevant Laws, Memorandum & Articles of Association and the Listing a) 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
- The share transfer books of the company will remain closed from April 15, 2021 to April 23, 2021 (both days inclusive). Transfers 2received 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 videolink 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 Pursuant to SECP notification vide SRO # 787(1)/2014 of September 08, 2014 contained directive to facilitate the members of the 9-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.



ORDINARY BUSINESS

- To confirm the minutes of the 31st Annual General Meeting of the Company held on January 28, 2021.
 To elect directors of the Company for a period of 3 (three) years commencing from April 24, 2021 in terms of Section 150 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:

 Mr. Munammad Mubeen Jumani 	5 Mr Enhad Main a
2. Mr. Faraz Mubeen Jumani	o. mil. ranau Mubeen Jumani
3, Mrs. Qamar Mubeen Juman	6. Lt. Gen. (Rtd.) Anis Ahmed Abbasi

4. Ms. Arisha Mubeen Jumani 7. LL Gen, (Rtd.) Tahir Mahmood Qazi

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

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

Karachi: March 23, 2021

By order of the Board SHOAIB UL HAQUE Company Secretary

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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 Company hor later than 14(lourieen) days before the date of Extraordinary General Meeting, the Houce of Harlet 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, Piol No. 15-C, 9th Commercial Lane, Zamzama, D H.A. Bhere W Karneti th April 08, 2021, Welche should also confirm that 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 company under any provision of the Act, the listed company under any provision of the Act, the listed company under any provision of the Act, the listed company under any provision of the Act, the listed company under any provision of the Act, the listed company under any provision of the Act, the listed company under any provision of the Act, the listed company under any provision of the Act, the listed company and the act of the Act, the listed company under any provision of the Act, the listed company and the act of the Act, the listed company and the act of the Act, the listed company and the act of the Act, the listed company and the Act of t

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.

- 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 other details in the months. 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 inste him/her. Only the member can act as proxy.
- 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 guldelines as laid down in Circular No. 1 of 2000 issued by the Securities and Exchange Commission of Pakistan.
- 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, Abdu@ah 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.

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

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 T (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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KHAIRPUR SUGAR MILLS LIMITED					
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 To confirm the minute: To elect directors of the 	s of the 31st Annual Genera ne Company for a period o	I Meeting of the (3 (three) years	Company held commencing f	on January 28, 2021. rom April 24, 2021 in terms of	
Section 159 of the Co	mpanies Act 2017.			ugh a resolution passed in the	
Board of Directors mi	eeting held on March 22, Friday, April 23, 2021 at 02	2021 have fixed	the number o	f Directors in the forthcoming	
B- Pursuant to Section 15	59(2)(b) of the Companies	Act 2017, the nar		irectors are:	
1. Mr. Muhammad Mu 2. Mr. Faraz Mubeen	Jumani 6. Lt.	: Fahad Mubeen Gen. (Rld.) Anis	Ahmed Abbas		
 Mrs. Qamar Mubeen 4. Ms. Arisha Mubeen 	luman	Gen. (Rld.) Tahi	210 Piges 108 104	THE REAL PROPERTY AND A DESCRIPTION OF A	
The retiring Directors are	eligible to offer themselves			A A A A A A A A A A A A A A A A A A A	
3) To transact any other b	ousiness with the permissio	n of the Chair.			
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Karachi: March 23, 2021	den a de mare		100	SHOAIB UL HAQUE Company Secretary	
Notes:			10		
Company not later that intention to offer hims prescribed Form-28, a Corporate Governance reach to the registere	n 14(fourteen) days before I elf/herself for election as a a detailed profile along-with e Regulation 2019 to his/he	he date of Extrac Director along-v his/her relevan er appointment at t 3rd floor, Plot	rdinary Genera ith the consen I declaration a Director of the No. 15-C, 9th	r otherwise, shall file with the, Il Meeting, the notice of his/her It os serve as a Director in the s required under the Code of e Company. Such notice must Commercial Lane, Zamzama,	
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and the Listing Regula	tions of the Pakistan Stock	Exchange Limite of a listed compa	d ny under any t	provision of the Act, the listed	
companies (Code of C	orporate Governance) Reg	ulations 2019, an seven listed cor	y other applica npanies.	ble Law, Rules & Regulations	
d) Neither he/she not of a corporate brokera	r his/her spouse is engaged	in the business	of brokerage or	is a sponsor director or officer	
2. The share transfer bo	oke of the company will re	main closed from	April 15, 202	I to April 23, 2021 (both days	
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him/her. Only the mem	ber can act as proxy.	f attomey or oth	er authority fif a	ny) under which it is signed or	
notarially certified copy of the Company at lea	of such power of authority ast 48 hours before the ti	me of the meet	ng and must b	be duly stamped, signed and	
CNIC or Passport, Acc enclose an attested co	ount and participant's I.D. py of his/her CNIC or Pass	port. Representa	tives of corpor	ng, must bring histher original ity, and in case of proxy must ate members should bring the DDC will further have to follow and Exchange Commission of	
Pakistan.		the second in the	address or C	NIC to our Share Registrar – Haroon Road, Near Metropole	
Hotel, Karachi-75530. Members who have	not yet submitted their	valid CNIC (C	omputerized N	Vational Identity Cards) are	
advised/requested in th Pursuant to Section 13 Extraordinary General where 10% or more sh participate in EOGM t	2(2) of the Companies Act Meeting through video-link areholders of the Compan hrough video-link at least	2017; the Comp by providing vid y reside, provide 7 (seven) days	any shall facilit eo-conference d that the Com prior to the d	ale its members to attend the tacility, if available, in the city pany receive their demand to ue date of the meeting. The e facility at least 5 (five) days and submit at the Company's	
before the date of EOG registered office addres	ss at least 7 (seven) days b	efore holding of	he EOGM.		
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Pursuant to SECP nobilities of the Con- (Email). The Company Statements and Notices to convey their consent www.khairpursugar.com such Email which may r	fication vide SRO # 787(1) npany receiving Annual Fin is pleased to offer this fac s of the Company through f via Email on a standard r pk. Please ensure that yo tot be larger than 2MB file i	ihty to our memi Email in future. In equest Form wh our Email has su n size. Further, it evalutored Email	pers who desir this respect m ch is available fficient rights a is the responsi address.	ontained directive to facilitate. hrough electronic mail system e to receive Annual Financial embers are hereby requested at the Company Website i e. nd space available to receive bility of the members to timely	
0. Statement under section independent Director(s) persons who are eligible Act 2017. Any person, Companies Act 2017 mi-	on 166(3) of the Compar- shall be selected from a c e and willing to act as indeg who is eligible under sec ay submit nomination to be sendent director shall be e	hies Act 2017 I tata bank contai bendent director ction 53 and me elected as Indep lected in the sar	n respect of a ning names, ad in terms of Sec et the criteria bendent director ne manner as esting director v	ndependent Director(s). The ddresses, qualifications of the tion 166(1) of the Companies under section 166(2) of the r. However, it is noteworthy to other directors are elected in will be circulated not later than Companies Act 2017. Further	
7 (newor) days before	he date of salu meeting in		1 1 damenting f	or each contesting director in est in the above said business ngly.	