

# JDW SUGAR Mills Ltd.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of shareholders of JDW Sugar Mills Limited (the “Company”) will be held on **Monday, November 1, 2021 at 10:00 a.m. at 29-B, Gulberg-II, Chaudhary Zahoor Elahi Road, Lahore** to transact the following business:

### Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting of the Company held on January 28, 2021.
2. To elect Seven (07) Directors, as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017, for the next term of three (3) years commencing from November 1, 2021. The following Directors shall retire on November 1, 2021:
  - i. Mr. Jahangir Khan Tareen
  - ii. Mukhdoom Syed Ahmed Mahmud
  - iii. Mrs. Samira Mahmud
  - iv. Mr. Ijaz Ahmed
  - v. Mr. Asim Nisar Bajwa
  - vi. Mr. Raheal Masud
  - vii. Mr. Qasim Hussain Safdar
3. To transact any other business with the permission of the Chairman.

Statement of Material Facts under Section 166(3) is annexed with this notice.

**By Order of the Board**

**(Maqsood Ahmad Malhi)**  
Company Secretary

Lahore: October 07, 2021

## NOTES:

### A. General

- i) All members are entitled to attend and vote at Extraordinary General Meeting (the **"Meeting"**). Please note that due to the ongoing COVID-19 epidemic, only vaccinated individuals shall be allowed to attend the Meeting in person and all participants shall strictly adhere to COVID-19 SOPs issued by the Provincial and/or Federal Government, from time to time.
- ii) The share transfer books of the Company will remain closed from **October 26, 2021 to November 01, 2021 (both days inclusive)**. Transfers received in order at the Company's Registered Office or Corplink (Private) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore (the **"Shares' Registrar"**) by the close of business on **October 25, 2021**, will be treated in time and may be considered to exercise voting rights in the Meeting.
- iii) Shareholders are requested to promptly notify to the Shares' Registrar / Company / their Participant as the case may be, of any change in their contact details/addresses and also submit, if applicable, Form CZ-50 (Non-deduction of Zakat).
- iv) The Meeting notice has been issued to comply with statutory and mandatory requirements, however due to prevailing COVID-19 scenario and guidelines of SECP and GoP issued from time to time, shareholders are encouraged to attend the Meeting virtually (through Zoom or any similar Video Link facility). Interested shareholder(s) will have to register himself/herself at least seven (07) days prior to the Meeting by providing the following details via email to [maqsoodmalhi@jdw-group.com](mailto:maqsoodmalhi@jdw-group.com):

Name of Member	CNIC / Identification Number	Folio Number/ CDC Account No.	Cell Number	Email Address	No. of Shares

- v) Members having 10% or more shareholding in aggregate and are residing in the same city having sufficient IT facility may also request the Company to participate via video-link as required under Section 134(1)(b) of the Companies Act, 2017 (the **"Act"**).

*MAQSOOD MALHI*



- vi) Members can also provide their comments and questions for the agenda item(s) of the Meeting at the email address: [maqsoodmalhi@jdw-group.com](mailto:maqsoodmalhi@jdw-group.com).
- vii) As per Section 72 of the Act, every company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, therefore Non-CDC shareholders are requested to convert their shares into CDC.
- viii) The provisions of Section 242 of the Act require that any cash dividend shall only be paid through bank and electronically into the designated bank account of shareholders. To comply this requirement; non-compliant shareholders are requested to update their Bank Mandate Form/Details available on [www.jdw-group.com](http://www.jdw-group.com).
- ix) Shareholders, who by any reason, could not claim their dividends/shares, if any, are advised to contact Company's Shares Registrar to collect/inquire about their unclaimed dividend/shares. In compliance of Section 244 of the Act, after having completed the stipulated procedure, all unclaimed cash dividends shall be deposited to Federal Government and in case of unclaimed shares, shall be delivered to SECP.
- x) Corporate shareholders are also requested to provide their information (if applicable) pertaining to Ultimate Beneficial Owners under Regulation No. 19A of the Companies (General Provisions and Forms) Regulations, 2018.

## **B. For Attending the Meeting and Identification**

- i) **In case of individuals:** Original Computerized National Identity Card or Passport is to be shown for Identification.
- ii) **In case of a Corporate Entity:** The Board of Directors' resolution/Power of Attorney with specimen signature of the nominee is to be shown for Identification.

Please note that all individuals attending the meeting shall be required to produce their **COVID-19 Vaccination Certificate**.

## **C. For Appointing the Proxies**

Individual member entitled to attend and vote at the Meeting may appoint a proxy in writing to attend the Meeting and vote on the member's behalf. Duly completed form of proxy must be deposited with Company at its Registered office or with Shares' Registrar not later than 48 hours before the time scheduled for Meeting. Proxy Form must be complete/valid and accompanied with following:

*Maqsood*

- a) witnessed by two persons
- b) attested copies of CNIC or passport of the Member and proxy

#### **D. Consent to Act as Director**

Every candidate for election as Director, whether he/she is a retiring Director or otherwise shall file with the Company not later than fourteen (14) clear days before the date of the Meeting a notice of his/her intention to offer himself/herself for election as a Director along with the Consent to act as a Director in the prescribed Form-28, attested copy of valid CNIC and a detailed profile alongwith his/her relevant declarations regarding compliance of requirements as mentioned in the Act and the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG").

#### **E. Compliance of Section 166 of the Companies Act, 2017 (Criteria for Independent Director)**

In addition to above, every candidate for independent director shall submit alongwith his/her consent to act as director, a declaration on non-judicial stamp paper to the Company that he / she qualifies the requirements of independence as laid down in Section 166 of the Act, CCG and The Companies (Manner and Selection of Independent Directors) Regulations, 2018.

#### **F. Vote through Postal Ballot**

In case the number of contestants are more than the number fixed by the Board under Section 159(1) of the Act, members may also be allowed to exercise their right to vote through Postal Ballot under the Companies (Postal Ballot) Regulations, 2018.

#### **Statement under Section 166(3) of the Act:**

Independent Directors shall be elected through the process of election of directors in terms of Section 159 of the Act if they meet the criteria as laid down under Section 166 of the Act (in addition to the requirement mentioned in Section 153 of the Act), CCG and The Companies (Manner and Selection of Independent Directors) Regulations, 2018.

