

NOTICE OF METING

All the Shareholders,

Notice is hereby given to all the shareholders of SHAHTAJ SUGAR MILLS LIMITED that the 56th Annual General Meeting of the Company will be held on Thursday the 27th January, 2022, at 11.00 A.M. at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

A. ORDINARY BUSINESS

1. To confirm the minutes of 55th Annual General Meeting held on 27th January, 2021.
2. To consider and adopt audited Financial Statements of the Company for the year ended 30th September, 2021 together with Auditors' and Directors' Reports thereon.
3. To approve a cash Dividend @ 50% i.e. Rs. 5/- i.e. per share for the year ended 30th September, 2021 as recommended by the Directors.
4. To appoint Auditors of the Company for the year 2021-2022 and to fix their remuneration. M/s. Riaz Ahmad & Company, Chartered Accountants have given their consent.

B. SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following resolutions as Special Resolution:
 - a) 'RESOLVED that the transactions carried out by the Company in the normal course of business with related parties for the period October 1, 2020 to date be and are hereby ratified, approved and confirmed.'
 - b) 'FURTHER RESOLVED that the Chief Executive Officer of the Company or his nominee be and is hereby authorized to approve all the transaction carried out and to be carried out in the normal course with related parties till the next Annual General Meeting of the Company and in this connection the Chief Executive Officer of the Company or his nominee be and is hereby authorized to take any and all necessary actions and sign / execute any and all such documents / indentures as may be required in this regard on behalf of the Company.'
6. To transact any other ordinary business with the permission of the Chair.

By Order of the Board

(JAMIL AHMAD BUTT)
Company Secretary

Karachi: December 30, 2021

Notes:

1. The share transfer books of the Company will remain closed from 21st January 2022 to 28th January 2022 (both days inclusive).
2. Members holding shares physically and holders of Accounts and Sub accounts for Company's shares in Central Depository Company of Pakistan Limited, who wish to attend this Annual General Meeting, may do so by identifying themselves through their original CNIC/Passport and providing a copy thereof.
3. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.
4. In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

5. DEDUCTION OF INCOME TAX

As per the provisions of Section 150 of the Income Tax ordinance, 2001 ("Ordinance") different rules are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. The Current withholding tax rates are as under:

- | | |
|---|-----|
| (a) For the persons whose names are appearing ATL. | 15% |
| (b) For the persons whose names are not appearing on ATL. | 30% |

All the shareholders whose names are not entered into the Active Tax Payers List (ATL) provided on the website of the Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of dividend, otherwise tax on their Dividend will be deducted @ 30% instead of @ 15%.

The Corporate Shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective Participants, whereas corporate physical shareholders should send a copy of their NTN certificates to the Company or Company's Share Registrar Transfer Agent, M/s. JWAFFS REGISTRAR SERVICES (PVT) Limited.

The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective Folio numbers.

As per FBR's Clarification, the valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide valid Tax Exemption Certificate to our Share Registrar, otherwise tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

For shareholders holding their shares jointly, as per the clarification issued by the FBR, withholding tax will be determined separately on 'Filer /Non Filer' status of Principal shareholder as well as Joint holder(s) bases on their shareholding proportions. All shareholders who hold shares jointly are therefore requested to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to the Registrar and Shares Transfer Agent in writing as follows:

Folio/CDC Account #	Total Shares	Principal Shareholder		Joint Shareholders	
		Name & CNIC #	Shareholding Proportion (No.of Shares)	Name & CNIC #	Shareholding Proportion (No.of Shares)

6. ELECTRONIC DIVIDEND MANDATE

Under the provision of Section 242 of the Companies Act, 2017 it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly in to bank account designated by the entitled shareholders. In order to receive dividend directly into their bank account, shareholders are requested to provide details of the bank mandate specifying :

Title of Account, Account Number, Bank Branch Name and Code, IBAN Number.

In case shares are held in physical form, please send this information duly signed along with a copy of CNIC to the registrar of the Company M/s. JWAFS Registrar Services (Pvt) Limited.

In case shares are held in CDC then Electronic Mandate form must be submitted directly to shareholder's broker participant/CDC account. In case of non receipt of the information the company will be constrained to withhold payment of dividend to such shareholders

7. CONSENT FOR VIDEO CONFERENCE FACILITY

Members can also avail video conference facility. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of Annual General Meeting. If the Company receives consent from members holding 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

the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

I/We-----of -----being a member of Shahtaj Sugar Mills Limited, holders of -----ordinary share(s) as per registered Folio / CDC Account No.----- hereby opt for video conference facility at-----

8. ATTENDING THE MEETING THROUGH VIDEO INK

Shareholders interested in attending the Annual General Meeting (AGM) through video link facility ("Zoom" which can be downloaded from Google Play or Apple App Store) are requested to get themselves registered with the Company Secretary office at least two (02) working days before the holding date of AGM at jamilbutt@shahtaj.com by providing the following details:

Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

- Upon receipt of the above information from shareholders, the Company will send the login details at their email addresses.
- On the AGM day, the shareholders will be able to login and participate in the AGM proceedings through their smart phone or computer devices from their any convenient location.
- The login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after identification and verification process.

9. ONVERSION OF PHYSICAL SECURITIES INTO BOOK ENTRY FORM

As per Section 72 of the Companies Act, 2017 every listed 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 the Commission, within a period not exceeding four years from the commencement of the Act. i.e. May 30, 2017. Further, vide its letter dated March 26, 2021, SECP has directed all the listed companies to pursue its shareholders for conversion of their physical securities into book entry form.

In the light of the aforementioned directives, the Shareholders having physical shareholding are encouraged to open CDC account with DS participant / CDC Investor Account Services and convert their existing physical securities into book entry form.

STATEMENT OF MATERIAL FACTS

Under Section 134(3) of the Companies Act, 2017

A Statement required under this Section relating to Special Business of agenda Item No. 5 is printed separately and is being sent to the shareholders of the Company by post along with the Annual Report 2021 containing the notice of this meeting