

## **SHAKARGANJ LIMITED**

### **NOTICE OF 54<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 54<sup>th</sup> Annual General Meeting ("AGM") of Shakarganj Limited (the "Company") will be held on Monday, 28 February 2022 at 10:00 a.m through video-link to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Chairman's Review Report, Reports of Directors and Auditors together with Audited Annual Financial Statements (Unconsolidated and Consolidated) of the Company for the year ended 30 September 2021.
2. To appoint Company's auditors and to fix their remuneration. The members are hereby notified that the Audit Committee and the Board of Directors have recommended the name of M/s. Riaz Ahmad & Company, Chartered Accountants for re-appointment as auditors of the Company.

#### **Special Business:**

3. **To consider and approve the sale of freehold agricultural land of the Company by passing the following resolution(s) as ordinary resolution(s) with or without modification in terms of section 183(3)(a) of the Companies Act, 2017 ("Act").**

**"Resolved That** approval of the members of Shakarganj Limited ("Company") be are hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 for disposal of freehold agricultural land measuring 5,066 Kanals and 18 Marlas located in Jhang, subject to no objection from the lenders.

**Further Resolved That** the Board of Directors be and are hereby authorized and empowered to sell the agriculture land and delegate any or all of its powers in this regard to the Chief Executive Officer (CEO) or any other person on such terms and conditions as they deem fit, to act on behalf of the Company in carrying out and performing all acts, matters, things and deeds to implement and/or give effect to the sale of Agriculture land and utilization of the proceeds thereof, which shall include, but not be limited to:-

- a) conducting negotiations with interested parties in such manner and on such terms and conditions as are in the best interests of the Company and its members and which secure the best available market price for the assets;
- b) selling the assets to any individual, firm/partnership or private/public limited company or organization or to any other person and, for that purpose, negotiating with financial institutions for vacating lien/charges against Agriculture land if any, entering into an agreement to sell, executing a sale deed or any other agreement with the buyer(s) or any other person, receiving the sale consideration, executing, preparing and

signing any sale deed, conveyance deed and/or transfer documents in favor of the buyer(s) or another person to effect the sale in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;

c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other documents registered and collecting the consideration amount in respect of the sale of Agriculture land;

d) To utilize the proceeds from the disposal of agriculture land to pay to Sugarcane Growers and partially settle the other liabilities of the Company and the remaining proceeds will be applied towards capital expenditures.

e) Generally performing and executing in respect of the agriculture land all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the sale of Agriculture land.

The statement of material facts in relation to aforesaid special business as required under Section 134(3) of the Act is annexed to the notice of meeting circulated to the members.

**(By the Order of the Board)**

**07 February 2022  
Lahore**

**Asif Ali  
Company Secretary**

**1. AGM to be held via video-link facility.**

Due to surge in cases of Pandemic Covid19, the AGM will be conducted virtually via video link for safety and well-being of the shareholders of the Company and general public. The AGM can be attended using smart phones/tablets/computers. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through WhatsApp at 0300-0801554 or email at [asif.malik@shakarganj.com.pk](mailto:asif.malik@shakarganj.com.pk) by 25 February 2022.

<b>Name of member</b>	<b>CNIC No.</b>	<b>CDC Account No/Folio No.</b>	<b>Cell Number.</b>	<b>Email address</b>

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the

Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded. The shareholders who wish to send their comments/ suggestions on the agenda of the AGM can email the Company at [asif.malik@shakarganj.com.pk](mailto:asif.malik@shakarganj.com.pk) or WhatsApp at 0300-0801554. The Company shall ensure that comments/ suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

## **2. Placement of Financial Statements**

The Company has placed the Annual Report which includes *inter alia* notice of meeting, Audited Annual Financial Statements (Unconsolidated and Consolidated) together with Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 September 2021 on its website: [www.shakarganj.com.pk](http://www.shakarganj.com.pk)

## **3. Closure of Share Transfer Books.**

The Share Transfer Books of the Company will remain closed from 21 February 2022 to 28 February 2022 (both days inclusive). Transfers received in order at the office of our Share Registrar, M/s CorpTec Associates (Pvt) Limited, 503-E, Johar Town, Lahore by the close of business on 19 February 2022, will be treated in time for the entitlement to attend, speak and vote at the AGM.

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time of holding the meeting. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form. A proxy must be a member of the Company. The proxy form is annexed to the notice sent to the members. In case of corporate entity, the Board of Director's resolution/power of attorney with specimen signature of the nominee shall be submitted along with copy of CNIC of the representative.

## **4. CNIC/IBAN for E-Dividend Payment**

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account of designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address given herein above, electronic dividend mandate on E-Dividend Form provided in the annual report and also available on website of the Company. In the case of shares held in CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company. In case of non-submission, all future dividend payments may be withheld.

## **5. Replacement of physical shares with book-entry**

As per Section 72 of The Companies Act, 2017 every existing company shall replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e., May 31, 2017. The shareholders holding shares in physical form are requested to please convert their shares in the

book entry form. For this purpose, the shareholders may open CDC Sub-account with any of the brokers or investor account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares at any time they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited.

## **6. Zakat Declarations**

The members of the Company are required to submit Declarations for Zakat exemption to the Company in terms of Zakat and Ushr Ordinance, 1980.

## **7. Circulations of Annual Reports through CD/DVD/USB/Email**

The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. The shareholders who intend to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website: [www.shakarganj.com.pk](http://www.shakarganj.com.pk).

## **8. Unclaimed Dividend and Bonus Shares**

Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar M/s Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore, to collect/enquire about their unclaimed dividend or pending shares, if any.

- 9.** Shareholders are also requested to notify immediately any change in their E-mail address to the Share Registrar of the Company, M/s. Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore. Ph. 042-35170335- 37

### **Statement of Material Facts Under Section 134(3) of the Companies Act, 2017**

This statement set the material facts pertaining to the special business to be transacted at the Annual General Meeting of the company to be held on Monday 28 February 2022 at 10:00 am.

#### **Particulars of the Asset**

Sr #	Detail of land	Purchase date	Location (District)	Measurement		Historical cost	Recent revaluation / Book value as of 30 Sep 2021
				Kanal	Marla	Rupees	Rupees
<b>Agriculture Land</b>							
1	Kot Sahai Singh Jhang	30 Sep 2005 To 30 Sep 2006	Jhang	52.00	4.00	20,978,900	156,600,000
2	Moza Kot Essa Shah	11 June 2003 To 19 May 2004	Jhang	1,262.00	0.00	21,564,215	126,200,000
3	Moza Chandia Nasheb	25 Sep 2004 To 31 Mar 2006	Jhang	438.00	1.00	21,377,373	27,378,000
4	Chak Rasool Pur, Jhang	05 Jan 2005	Jhang	103.00	13.00	3,135,000	38,869,000
5	Moza Kot Khan	01 Oct 1993 To 01 Oct 1995	Jhang	2,926.00	4.00	14,181,168	402,188,000
6	Moza Billi Habib (Naulan Par)	01 June 2007	Jhang	284.00	16.00	3,499,866	4,312,000
	<b>Total</b>			<b>5,066</b>	<b>18</b>	<b>84,736,522</b>	<b>755,547,000</b>

\*\* The valuation of the assets has been conducted by Hamid Mukhtar & Co. (Pvt.) Ltd. as on 30 September 2021.

#### **Approximate current market price/fair value:**

Rs.755,547,000.

#### **Proposed manner of sale**

The land will be disposed of through advertisement in newspapers and negotiations with the buyers through persons authorized by the board of directors in a way that is most beneficial for the Company and its shareholders.

### **Purpose of the sale**

The agriculture land was purchased to develop new sugarcane varieties but due to change of business dynamics, purchase of sugarcane by all the sugar mills in the areas of other sugar mills, the same is not required for development of sugarcane varieties by the Company. Accordingly, the Board decided to dispose of the agriculture land. The same will improve the liquidity of the Company.

### **Utilization of proceeds**

The proceeds to be generated through sale of Agriculture land will be used to pay to Sugarcane Growers and partially settle the other liabilities of the Company and the remaining proceeds will be applied towards Capital Expenditures.

### **Effect of sale on the operational capacity of the company**

There will be no impact on operational capacity of the Company as no major economic activity is being carried out on this land.

### **Quantitative and qualitative benefits expected to accrue to the members**

The sale of agriculture land will enable the Company to improve liquidity and hopefully, performance and profitability in future.

### **Nature & Extent of Interest of Directors, directly or indirectly.**

The Directors have no direct or indirect interest in the above said special business except to the extent of their directorship and shareholdings in the company.