

SMS/SHRS/12

Date: February 22, 2022

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

Subject: **Notice of Extraordinary General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on March 29, 2022 at 11:30 a.m. for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking You,

Yours faithfully,
for **SHAHMURAD SUGAR MILLS LIMITED**



M. YASIN MUGHAL
COMPANY SECRETARY

Encl: As above.



SHAHMURAD SUGAR MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of shareholders of SHAHMURAD SUGAR MILLS LIMITED will be held at the Registered Office of the Company at 96-A, Sindhi Muslim Society, Karachi on Tuesday, March 29, 2022 at 11.30 a.m. to transact the following Business:-

1. To confirm the Minutes of the 43rd Annual General Meeting of the Company held on 27th January, 2022.
2. To elect Seven (7) Directors of the Company as fixed by the Board of Directors in their meeting held January 24, 2022 under the provisions of Section 159 of the Companies Act, 2017 for a term of three (3) years commencing from March 29, 2022. The names of the retiring Directors are:

01. Mr. Noor Mohammad Zakaria
03. Mr. Abdul Aziz Ayooob
05. Mr. Asad Ahmed Mohiuddin
07. Mr. Khurram Aftab

02. Mr. Zia Zakaria
04. Mrs. Sanobar Hamid Zakaria
06. Mr. Naeem Ahmed Shafi

3. Any other business with the permission of the Chair.

By Order of the Board

Karachi: February 22, 2022.

(M. YASIN MUGHAL)
COMPANY SECRETARY

NOTES:

1. The Share Transfer Books of the Company will remain closed from March 19, 2022 to March 29, 2022. (both days inclusive). Physical transfer/CDS Transaction IDs received at the Company's Share Registrar, M/s. C&K Management Associates (Private) Limited, 404-Trade Towers, Abdullah Haroon Road, Near Metropole Hotel, Karachi, at the close of business on March 18, 2022, will be considered in time to determine voting right of the shareholders for attending the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint any other member as his/her proxy to attend and vote. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting

3. ELECTION OF DIRECTORS

1. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents at its registered office not later than fourteen days before the date of the above said meeting:
2. Notice of his / her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017, he/she should also confirm that:

- i. Consent to act as director on Form-28 duly filled in and signed by the candidate as required under section 167(1) of the Companies Act, 2017.
 - ii. Candidate's detailed profile along with his/her office address for placement on the Company's website as required under SECP'S SRO 1196(1)/2019 dated October 03, 2019.
 - iii. His/her Folio No./CDC Investors Account No./CDC Participant/Sub Account No.
 - iv. An attested copy of valid Computerize National Identity Card (CNIC) / passport (in case of foreigner) and NTN.
 - v. Declarations confirming that:
 - He/she is not serving as a director of more than Seven listed companies.
 - 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.
 - Declaration for eligibility to act as director of listed companies and awareness of duties and powers of directors under the Companies Act 2017, Memorandum and Articles of Association of the Company. Rule Book of Pakistan Stock Exchange Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
 - Declaration of independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies.(Manner and Selection of independent Directors) Regulations 2018 (applicable only for persons filing consent to act as independent director of the Company).
4. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular I dated January 26, 2000 issued by the Securities and Exchange commission of Pakistan.

A. For Attending the Meeting

- i. In case of individuals, the account holder or sub-account holder and/or person whose securities are in group account and their registration details are uploaded as per the Regulations shall authenticate his identity by showing his Original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii. In case of corporate entity, 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 the meeting.

B. For appointing proxies:

- i. In case of individuals the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirements.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his original CNIC or original passport at the time of the meeting.

- v. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with proxy form to the company

5. **Postal Ballot Regulations, 2018:**

If the number of persons who offer themselves to be elected is more than the Number of directors fixed under sub section (1) of Section 159 of the Companies Act, 2017, then the Company shall provide its Member, with the option of e-voting or voting by postal ballot in accordance with the provisions of Companies (Postal Ballot) Regulations, 2018.

Shareholders who wish to participate through e-voting, kindly provide immediately or not later than ten (10) days from the date of Extra Ordinary General Meeting, through a letter duly signed by them, i.e. Name, Folio/CDC/ A/C. No., E-mail Address, Contact Number to the Share Registrar of the Company (M/S. C&K Management Associates (Pvt.) Ltd. 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi-75530.)

MEMBER SIGNATURE

6. **Unclaimed Dividend / Shares :**

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act. 2017. after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividends and shares, shall be delivered to the SECP.

7. **Deposit of Physical Shares into CDC Accounts.**

As per Section 72 of the Companies Act, 2017 every existing company shall be 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 commencement of the Companies Act, The shareholders having physical shareholding may open CDC sub-account with any of the brokers or investor's 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, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Stock Exchange.

8. **Video Conference Facility and Attendance:**

As per directive of SECP Members may attend the Meeting virtually. To attend the Meeting virtually, a Member is required to send an e-mail to eogm.shsml@alnoorgroup.co with e-mail address, name, folio number, CNIC Number, Cell number and number of shares held in his / her name with subject "Registration for EOGM of SHSML". A video link to join the Meeting will be shared with Members whose e-mails, containing all the required particulars, are received not later than 48 (forty-eight) hours before the time of the Meeting.

9. **Change of Address:**

Shareholders are requested to inform the Company's Share Registrar, M/s. C & K Management Associates (Pvt.) Limited, 404-Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi of any change in their addresses.

Note: In compliance of circular SMD/SE/2(20)/2021/117 dated 15th December, 2021 by the Commission members are requested to adhere with the following guidelines in case they wish to attend the meeting physically:

- 1) Vaccination Certificate has to be checked while entering the premises for attending the meeting physically.
- 2) Members are requested to send their vaccination certificates at the registered office or email us at eogm.shsml@alnoorgroup.co at least two days before holding of an EOGM to be held on Tuesday, 29th March, 2022 at 11:30 a.m. for making the arrangements accordingly.
- 3) Wearing of mask during the entire meeting is mandatory.
- 4) Accompanying children or any person who is not eligible to attend the meeting is strictly prohibited.
- 5) Please follow the seating arrangement as per social distancing norms in the meeting area.
- 6) Members with even mild cough or low-grade fever are prohibited to attend the meeting.

For any query/clarification/information, the shareholder may contact the company. And/or the Share Registrar.

Statement under Section 166(3) of the Companies Act, 2017 regarding election of Independent Directors

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. The persons to be elected as independent directors shall meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection shall be made due to their respective core competencies, diversity, requisite skill, knowledge and experience and will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017.

No Directors have direct or indirect interest in the above said business except that they may consent for election of directors accordingly.