

## CHASHMA SUGAR MILLS LIMITED

King's Arcade, 20-A, Markaz F-7, Post Box No.1529, Islamabad

Ref: CSM/SECP/06/2024

February 06, 2024

### The Director Enforcement

Securities and Exchange Commission of Pakistan NIC Building, Jinnah Avenue – Blue Area <u>Islamabad.</u>

SUBJECT:

ADVERTISEMENT FOR THE NOTICE OF AGM PUBLISHED IN NEWSPAPERS

Dear Sir,

We hereby submit that we have published the Notice for the Company's Annual General Meeting to be held on February 26, 2024 in the following Newspapers:

 "The Daily Observer" Islamabad and Karachi Dated February 03, 2024

- English

2. "The Daily Assas" Rawalpindi and Karachi Dated February 03, 2024

- Urdu

Dated February 03, 2024

We also enclose herewith Notice of the Meeting in accordance with the instructions contained in your Circular No. 2 of 2001 dated 22 February, 2001.

Original Notice along with photocopies of the Newspapers cuttings are enclosed herewith for your kind information and record please.

Thanking you

Yours truly

(Mujahid Bashir) Company Secretary

Encl: as above

Factories: CSM I - University Road, Dera Ismail Khan Tel: (0966) 750090-91 Fax: (0966) 750092

: CSM II - Ramak, Dera Ismail Khan Tel: (0966) 756365, 756368 Fax: (0966) 756327



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# Pakistan

"The greatest glory in living lies not in never falling, but in rising every time we fall."

Momina Iqbal seeks THIS quality in future life partner -Page 12

rated by: ZAHID MALIK (San

Vol XXXIV, Issue 313 Repd. No. 111

Saturday Rajab 22, 1445 | February 03, 2024



## A CHASHMA SUGAR MILLS LIMITED

### **Notice of Annual General Meeting**

OTICE IS HEREBY GIVEN THAT 36<sup>th</sup> Annual General Meeting of the shareholders of Chashma Sugar Mills Limited will be held on February , 2024 at 11:00 AM at the Registered Office of the Company at Nowshera Road, Mardan, for transacting the following business:-26, 2024 at 11:00 AM at the Registered Office of the Company at Nowsnera now, menual, no. 10.

ORDINARY BUSINESS

1. To confirm the minutes of the Extra Ordinary General Meeting held on August 25, 2023.

2. To receive, consider and adopt the Audited Financial Statements of the Company together with the Directors' and Auditors' reports for the year ended September 30, 2023.

3. To consider and approve the payment of final cash dividend. The Board of Directors has recommended payment of final cash dividend of Rs. 5 per share [50%] for the year ended September 30, 2023.

4. To appoint the Auditors of the Company and to fix their remuneration for the financial year ending September 30, 2024. The present auditors' My S. F. Ferguson & Co. Chartered Accountants retire and being eligible offer themselves for re-appointment.

5. To transact any other business of the Company as may be permitted by the Chair.

SPECIAL BUSINESS

of Ns. 5 per snare (sura) for the year entered Accountants retire and being eligible offer themselves for re-appointment. To appoint the Auditors of the Company and to fix their remuneration for the financial year ending September 30, 2024. The present auditors' M/s A.F.Ferguson & Co. Chartered Accountants retire and being eligible offer themselves for re-appointment. To transact any other business of the Company as may be permitted by the Chair.

Teclal Business
To consider and if thought fit to pass the following resolutions, with or without amendment(s) as the Special Resolutions: SUBSCRIPTION OF SHARES OF A SUBSIDIARY COMPANY
"RESOLVED THAT the Company be and is hereby authorized to invest for an indefinite period in Ultimate Whole Foods (Pvt.) Limited (UWFPL), (A Subsidiary Company) by subscribing of 37,800,000 Ordinary Shares at a par value of Rs. 10 each, offered as right shares to the Company by UWFPL as part of the rights issue announced on January 31, 2024 and, in addition, to such further Right/Ordinary Shares as may be renounced by the other shareholders of UWFPL, at par value, provided that the aggregate amount to be invested in the shares of UWFPL by the Company under the authority of this Resolution shall not exceed the sum of Rs. 525,000,000/ (Rupees Five Hundred Twenty Five Million only)"

HAGH TERM ADVANEE TO A SUBSIDIARY COMPANY
To authorize the Company to increase the existing short-term advance facility by Rs. 500,000,000/- (Rupees Five Hundred Million Only) to UWFPL, to be disbursed in one or more tranches, for a period of five (5) years, with the option to repay all or part of such tranche at any time in a year; by passing the following special resolution with or without modification:

"RESOUVED THAT the Company be and is hereby authorized to increase the short-term advance facility by Rs. 500,000,000/- (Rupees Five Hundred Million Only) to UWFPL, to be disbursed in one or more tranches, for a period of five (5) years subject to terms and conditions mentioned in the statement under Sectio

subsidiary company UWFPL, subject to terms and conditions mentioned in the statement under section 134(3) of the Companies Act, 2017.
FURTHER RESOLVED THAT Mr. Iskander M. Khan, Director of the Company and Mr. Mujahid Bashir, Company Secretary, any one of them, be and is hereby and authorized to undertake the decision of said investments as and when required and to take all steps and actions necessary, incidental and anciliary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid reconstruct.

regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions."

INCREASE IN LIMIT OF CORPORATE GUARANTEES TO HOLDING COMPANY
To consider and if thought fit to pass the following resolution, with or without amendment(s), as a Special Resolution in terms of Section 199 of the Companies Act 2017, to accord approval to increase limit of the cross Corporate Guarantees from PKR 1,500.00 million to PKR 4,000.00 million to be issued to various Banks, as a security against financing facilities obtained or to be obtained as and when required by The Premier Sugar Mills & Distillery Co., Limited (Holding Company):
"RESOLVED THAT the shareholders approve and authorize the Company to issue additional cross Corporate Guarantees of up to PKR 2,000.00 million for a period of maximum seven years to various Banks, as security against Loans obtained or to be obtained by The Premier Sugar Mills & Distillery Co., Limited, (Holding Company) subject to terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

FURTHER RESOLVED THAT Mr. Iskander M. Khan, Director of the Company and Mr. Mulphild Bashir, Company Secretary, any one of them, be and is hereby and authorized to undertake the decision of said investments as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution."

ind to one acts, induces, account of the company will remain closed from February 16, 2024 to February 26, 2024 (both days inclusive).

By Order of the Board

(MUJAHID BASHIR) mpany Secretary

Mardan February 02, 2024 N.B: 1. A member eligi

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of himself/herself. Proxies in order to be effective must be valid and received by the Company not less than 48 hours before the time for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one

of himseli/hersell. Proxics in order to be enective must be valid and received by the Company not less than 4a nours before the ume for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.

Members are requested to notify the Shares Registrar of the Company of any change in their addresses immediately.

CDC shareholders are requested to bring their original computerized national identity card, account, sub account number and participant's number in the Central Depository System for identification purpose for altending the Meeting. In case of a 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.

The SECP vide SRO 787 (1)/2014 dated September 08, 2014 has provided an option for shareholders to receive audited financial statements along with notice of Annual General Meeting electronically through email. Hence, members who are interested in receiving the annual reports and notice of Annual General Meeting electronically in future are requested to send their email addresses on the consent form placed on the Company's website www.chashmasugarmilis.com to the Company's Share Registrar. The Company shall, however additionally provide manayses website www.chashmasugarmilis.com to the Company's Share Registrar. The Company shall, however additionally provide of the annual report to such members, on request, free of cent enterested on the Company for the year ended September 30, 2023 along with reports have been placed at website of the Company www.chashmasugarmilis.com

In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least? Tays prior to the date of Annual General Meeting, the Company will arrange video con

Company Name	Folio/CDS Assount No.	Total Charge	Principal Shareholder Name & CNIC No. No of Shares		Joint Shareholders	
company manie	TONO/CDS ACCOUNT NO.	Total Silares	Name & CNIC No.	No of Shares	Name & CNIC No.	No of Shares
				Complete Complete		STATE OF THE PARTY OF THE PARTY.

The CNIC number/NTM details are now mandatory and are required for checking the tax status as per the Active Taxpayers List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid declaration for non-deduction of a kata are also requested to submit a valid for a period of three years from the date in become due payable shall vest with the Federal Government after compliance of procedure prescribed under the Company's share Registrar M/s Hameed Majeed Associates (Pvt.) Ltd., H.M. House, 7-Bank Square Road, Lahore during normal working hour.

As per Section 72 of the Companyles Act. 2017 every existing Listed Company shall be required to replace its physical shares with bookenty form in a manner as may be specified and from the date notified by the commission, with a period not exceeding 4 years from the commencement of this Act, i.e May 30, 2017.

The Shareholders having physical sh



"The greatest glory in living lies not in never falling, but in rising every time we fall." -Nelson Mandela

# Pakistan

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Vol. XVIII, Issue 291 Regd. No. 111

Founded by: ZAHID MALIK (Stione+Imilian)



Momina Iqbal secks THIS quality in future life partner

Saturday Rajab 22, 1445 | February 03, 2024



## A CHASHMA SUGAR MILLS LIMITED

Notice of Annual General Meeting

unrual General Meeting of the shareholders of Chashma Sugar

ed Office of the Company at Nowshera Road, Mardan, for trans-

Subsidiary company UWPFL, subject to terms and conditions membraned in the statement under Section 134(3) of the Company Subsidiary company UWPFL, subject to terms and conditions membraned in the statement under Section 134(3) of the Company subsidiary company UWPFL, subject to terms and conditions membraned in the statement under Section 134(3) of the Company subsidiary company to the company and Mr. Mujahid Bashir, Company Secretary, a them, be and is hereby and authorised to undertake the decision of said investments as and when required and to take all actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be require gard and to of all acts, materials, deeds and things as may be necessary or expedient for the purpose of implementing the resolutions.

INCREASE IN LIMIT OF CORPORATE GUARANTEES TO HOLDING COMPANY
To consider and if thought fit to pass the following resolution, with or without amendment(s), as a Special Resolution in terms 199 of the Companies Act 2017, to accord approval to increase limit of the cross Corporate Guarantees from PKR 1,500.00 PKR 4,000.00 million for the besured to advisor banks, as a security against to balance or to be obtained as 1,400.00 pkg. 4,000.00 million for a period of maximum seven years to various Banks, as security against Loans obtained or to be obtained or 2,500.00 million for a period of maximum seven years to various Banks, as security against Loans obtained or to be obtained premier Sugar willing & Distiller Company and Mr. Mujahid Bashir, Company Secretary, a them, be and is hereby and authorized to undertake the decision of said investments as and when required and to take all actions necessary, incidential and ancillary inciding execution of any and all documents and agreements as may be require regard and to 40 all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the experience of the purpose of implementing the sevent control of the company and Mr. Mujahi

Mardan

February 02, 2024

N.B:

1. A member eligible to attend and vote at this meeting may appoint another member as his/her prox to attend, speak and vote is this meeting may appoint another member as his/her prox to attend, speak and vote is of himself/herself. Proxies in order to be effective must be valid and received by the Company Secretary

2. Members are requested to notify the Shares Registrar of the Company of any change in their addresses immediately.

3. CDC shareholders are requested to bring their original computerized national identity card, account, sub account number participants' number in the Central Depository System for identification purpose for attending the Meeting. In case of a corporative, the Board of Director's resolution/power of attorney with specimen signature of the nominee shall be produced funless it been provided earlier at the time of the Meeting.

The SCOR real speak with notified of Annual General Meeting, electronically through emails then, encourage the speak of the second of the second of the speak of the second of the speak of the second of the second

Company Name Folio/CDS Account No. Total Shares Name & CNIC No. No of Shares

The CNIC number/NTN details are now mandatory and are required for checking the tax status as per the Active Tapayers List (ATL) issued by Federal Board of Revolve [FBR] from time to time.

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate, are required to relate a valid tax exemption eretificate or necessary documentary evidence as the case may be. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

Persuant to section 244 of the Companies Act, 2017, any shares issued or dividend seclared by the Company, which remain unclaimed or unpaid for a period of three years from the date it. The status of the second of the sec



هشوگرملزك اطلاع برائے سالانداجلاس عام - 125 Land Solution 1300 1 1 1 2023 - 125 -1 س 30 گېر 2000 گانځوند بالديال کا کا دهرمناي کان پاونځونساندې د د 30 گېروساندې د پارلې کان پارسان پېروسوندې. من 30 گېر 2000 گانځ د په دارسال که مختل پارځون په کې د پاروساندې د په پارساندې د په پارشوک په پهلام کې د انتخا مادت التي كري بكوال ورف المدود والفراع والمراح والمراوز المراوز والماعض في الموادور والمراح والمراكز والماع في م. 30 جر 2024 كام مدارال كالفائدة فالمان كالرد ادران ه. ماحيمدركاوات كالكروعرامديكاروال مندب له فراددون په توکنانسا گرمامب مجابات فزیموکرده استاید فی کن کامس کارکیت عداد الماري المراج المراج المراج على كاريد UWFPL عص عرب المراد كاراك بالمراج المراج والمراج والمراج المراج الم かんしょか きんばしょ Citicとがいれるはないかからのでんけんとことのしては、 عن/وريماريكل \_ 500,000,000 كارورية ことがなるいろではいいはといってんないという ع در 101134 و 1017 من المنظم المنظمة ا الماليكي UWFPL والمال والمال والمال عان على عان كروه فراكا وشوديد كرمطائل -كيزو يك 2017 كيالي 199 كيان المعرى المعرود ومعروبا في المدان في أورك العارب مجانبات وشير كما الموري المرارك المرود ومعروبا المرارك المرك المرارك المرارك المرارك المرارك المرارك المرارك المرارك المرا بولاگ محال کے کار بارید کارٹیں کی صفح باشانی کیٹورا کے 2017 کے کافور 2017 کے قدائش کو رواد کے خواج need mark ensity and the field in Jon المان يوال من المان المان من المان المان المان والمان والمان المان كالكامس كالكاكات مدو 16 الدى 2024 عـ 26 الدى 2024 عـ شدهاك ـ 2024,502.5st (いえばか)かれ :47 بنگ كيدت سے كود كر 48 كنے بيا كان اوھ الدوائى كسان مسئول بداك الديكى كان كرائى لفى بداك كانديكا بالك كرد بالدوائى الدوباري 40 12 12 12 14 14 12 H していかなりからからあしましまでしたまんしいんりくこ گارای منابر این آداری به شده که خداد معرفی کست برنا حداثالاتا با باشد. عرف شان منابر یا SRO787(1/2014 کار تاریخ کار کار تاریخ این کار ماناندیش بوت کی افتدانات سیکنات، آزاد در بارت ادرای کاروز برند ادرای کار کاروز کاروز بازد برا بیگ کافر پردیدان کار مول کرکے ہیں۔ عام نے امال کے حاکمت ہو کو اعلان اور مال داخل استون آریب شوان کھیا نے کا الشد میں ان سے دخامت ہے کہ واست میں ان سے دخامت ہے کہ واست کا دریب مالت Comparison میں موجود کا موجود کا کہ کے بیٹر دوموار کا کریں۔ عام کی اید کہ داران مال میں میں ان دوم کرک کار کار کار مال کوک سے کہ سے کہ ه. وو تر 2023 کانوید باساسال سامه که خدار سامهای عشون به سنون به برگزاری به ما می در در در 2023 کانوید به به می ۲. میزوید کار 2017 سام که ایران کانوید بازگران برد و ان به باس سازه در ترک سال برای سازه کونس که از کرد کار سام که در در این که ساز در این که در در این که در این که در در این که در این ک ين المناعدة المامل والمراجعة والمناطعة والمراجعة والمناطعة والمناط \*4F1645/F-7.4575 20-A.24-13F5/F124 しんかいかんとうというといとといというないからして150かんしかいいかんと 北のなっところ كالورمور كصس بالذكروار مجاجاتا مفتركماوده AND OWNER فيرزىتد MINGONE اليرزى تنداد 305 ALVER COSIAL ئىلدۇرىدە ئۇللىمىدى كەمىدە 10 ئاينىڭ كەك ئاتى ئادائىرلايكىلدى ئىلىرى تىلىمىلىدىك دادادىردى ئ الله في الكراب سيديدكوره كالمحليدة الفيض المستراك المنظرة الم かんとうないかいかんししかんちん و. كيزو كا 2017 كافل 244 كاف كول السام الدائدة على بالع العرى المدان عكال كداد وف على مال محد في داى شود إلى إدا شدر عبد المراح كونوا مك 2017 20 אמל צר ש א שוני למער אינון און אול אינון אינון און אינון אי 

خسوسى يرنس معطان سطوات يكن (3)411 كاف بطائق كينزا كك 2017 كاف فيرسعون اجلان عام كافش كرسا توسلن كرك برزك ارسال كردياكيا ب-





بزد بولۇلى ۋاھىي كەن ئاچۇرلۇلۇلۇرى كىھىرىدى ئاسان داخاس مام 26 ۋەرى 2024 يىت ئال ئاچىرى كەن كەنسىلىلىلىدا قىرىدا قىردان ئارىدىدا قىراسىرى ئانوام دى كەنسىشىرى بارايى عمل احدة 1- 25 كند 2023 كريد في الفرائع أن الماري ما مركز كاروبي كالمراقع الم

- 2000 گزشد بازسال کائل کا تدخیرهای می این بازیک فرادساندازی به آدیکه بعدی فرادش می هداند. سر 30 کبر 2003 گزشد بازسال کائل کاشدار کا در این بازیکه بازیک به برای برای بیدن می بازیک بدارش ک بدر کساند برای ب سر 30 کبر 2004 گزشد شده کسال کیک از بازیک کنور دستان کساندازی کامیدار این برای برای برای بازیک بازد اداد کشور سازی کشوری کساندازی کارساندازی ک

هد ماحب مدر کا ماز عدے کا کے کی تاہور پرکارہ ال

فعوص اسوما مندن المراد دون في أوكر الدون المرماب مجانيا سال منورك. ورايد في كال معمل كاركيت

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عاد (13)134 كان 2017 عاد المار كان المار المار المارك الما (م) 4 كان LWFPL كالأمال والرابات - びかんりかいろいんしいと

عانتان عمال بي الاعداد الانافي إ

کین کمد2017ء کی خود کر دردوں سے ہوروں لے آردوں کی کرووں کو میں کا جائے ہے کہ کہ اور دیم کے کو ایک کا کہ 5000 می چھاری ہوں کا بھر بھر کا کہ بات کے سال کروہ کی تھاری سے اور کا کہ کہ UWFL کی کو ساز میں ہوروں سے سے کہ مال کیا ہے گا۔ 

عرب براد با بسکان کارد کارد بسید و در در این کار کارد به به بازی بسید برای کارد بسید برای در کارد بسید برای کا داد به بازی کارد کارد کارد برای میدود مدر ماید در کارد کرد بس شند مدارد برای در این از میدود برای میدود کرد با ملاك كل ك العاد إر يدكا وتيون كا صفى الناف

ر المرابط الم



هردى

ا برون سدده است برکان کرد برا برگزید با برای برای از برای برای برای بازد. موبیل برکرک کادین COC میش باخان سیده است بال برای بازد و ای واق باد ۱ به دری آن افزون ندیک شدرک نیسار کرد. برای 

مورگئی فرور SRO787(14204) میں تاج کہ 2014 کے مورک کے مورک کے مورک کے مورک کے مورک کی میں اس کے اس کا مورک کی م مرحک کا فرق پر برای کل مول کر کے ہیں۔ بیمن کے مورک کو مورک کے مورک اس کا مورک کی مورک کے ہوئے میں اس کا مورک ک مورک کا مورک کی مورک کے ہورک مورک کے مورک کے

ه و 20 جر 2023 کانج بد بار سال ساد و کوار سادن سنسن را بد کنوان برسان Commence به به می کان بد. در مجزوط در 2017 کانور \$79942000054500 . Sondord on I will select which will with a war on long to the Color of the Col

4454 36 150 36 0 03 10 8/1 عداع كالمؤون والمراد والمار والما كالموال

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مشور كادند كامدت يرص يادر كدائ الرواح موك ياديا سائدا كار الما الرواح مواد كار المواح من المواح المو الإور مو كالمس الذكرياء بمايا ساكا. منة كالمعادية

بنيادى كما وواد שיונים של אולה 3,20 אונים של אונים AUNICOSIA! reside المرزى تنداد

عبدى كردوا يكونكن بتركاس بداؤال يتك سك لك والتي كارافيران في أن الدائر كالسيل بعد وياد متروى ب يرون المراك كالرا الما المناسان و والمرون كالرا كالراق المن عدد المدون المراك المرك المراك المراك المراك المراك ال いいんないないところとしらずんしのか

و کینوا مکد 2017 کائٹر 2014 کے تو کان کرف سے بدق کردھ میں مان معر کامان عکد اس کا دید سے عمل سال تک فیروی شدد یا اور اشدد سے تو کوا سے کینوا مک 2017 کے واب مرد کا کرد

- 2016 1.00 (Universal Control of صوى برك سے معلق مطرات يمكن (1343 كون برعائ كينزا مك 2017 كاف فيرمول اجلال عام افرى كرما ومشلق كرك برزكاد مال كرد إكراب

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT 36<sup>th</sup> Annual General Meeting of the shareholders of Chashma Sugar Mills Limited will be held on February 26, 2024 at 11:00 AM at the Registered Office of the Company at Nowshera Road, Mardan, for transacting the following business:-

#### **ORDINARY BUSINESS**

- 1. To confirm the minutes of the Extra Ordinary General Meeting held on August 25, 2023.
- 2. To receive, consider and adopt the Audited Financial Statements of the Company together with the Directors' and Auditors' reports for the year ended September 30, 2023.
- 3. To consider and approve the payment of final cash dividend. The Board of Directors has recommended payment of final cash dividend of Rs. 5 per share (50%) for the year ended September 30, 2023.
- 4. To appoint the Auditors of the Company and to fix their remuneration for the financial year ending September 30, 2024. The present auditors' M/s A.F.Ferguson & Co. Chartered Accountants retire and being eligible offer themselves for re-appointment.
- 5. To transact any other business of the Company as may be permitted by the Chair.

#### **SPECIAL BUSINESS**

6. To consider and if thought fit to pass the following resolutions, with or without amendment(s) as the Special Resolutions:

## a. SUBSCRIPTION OF SHARES OF A SUBSIDIARY COMPANY

"RESOLVED THAT the Company be and is hereby authorized to invest for an indefinite period in Ultimate Whole Foods (Pvt.) Limited (UWFPL), (A Subsidiary Company) by subscribing of 37,800,000 Ordinary Shares at a par value of Rs. 10 each, offered as right shares to the Company by UWFPL as part of the rights issue announced on January 31, 2024 and, in addition, to such further Right/Ordinary Shares as may be renounced by the other shareholders of UWFPL, at par value, provided that the aggregate amount to be invested in the shares of UWFPL by the Company under the authority of this Resolution shall not exceed the sum of Rs. 525,000,000/- (Rupees Five Hundred Twenty Five Million only)".

## b. SHORT TERM ADVANCE TO A SUBSIDIARY COMPANY

To authorize the Company to increase the existing short-term advance facility by Rs. 500,000,000/-(Rupees Five Hundred Million Only) to UWFPL, to be disbursed in one or more tranches, for a period of five (5) years, with the option to repay all or part of such tranche at any time in a year; by passing the following special resolution with or without modification:

Factories: CSM I - University Road, Dera Ismail Khan Tel: (0966) 750090-91 Fax: (0966) 750092

: CSM II - Ramak, Dera Ismail Khan Tel: (0966) 756365, 756368 Fax: (0966) 756327

"RESOLVED THAT the Company be and is hereby authorized to increase the short-term advance facility by Rs. 500,000,000/- (Rupees Five Hundred Million Only) to UWFPL, to be disbursed in one or more tranches, for a period of five (5) years subject to terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017."

## c. INCREASE IN LIMIT OF CORPORATE GUARANTEES TO A SUBSIDIARY COMPANY

To consider and if thought fit to pass the following resolutions, with or without amendment(s), as a Special Resolutions in terms of Section 199 of the Companies Act 2017, to accord approval to increase limit of the cross Corporate Guarantees from PKR 5,000.00 million to PKR 7,000.00 million, to be issued to various Banks, as a security against financing facilities obtained or to be obtained as and when required by its subsidiary company, M/s. Ultimate Whole Foods (Pvt.) Limited (UWFPL):

"RESOLVED THAT the shareholders approve and authorize the Company to issue additional cross Corporate Guarantees of up to PKR 2,000.00 million for a period of maximum seven years to various Banks, as security against Loans obtained or to be obtained by its subsidiary company UWFPL, subject to terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

FURTHER RESOLVED THAT Mr. Iskander M. Khan, Director of the Company and Mr. Mujahid Bashir, Company Secretary, any one of them, be and is hereby and authorized to undertake the decision of said investments as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions".

## d. INCREASE IN LIMIT OF CORPORATE GUARANTEES TO HOLDING COMPANY

To consider and if thought fit to pass the following resolution, with or without amendment(s), as a Special Resolution in terms of Section 199 of the Companies Act 2017, to accord approval to increase limit of the cross Corporate Guarantees from PKR 1,500.00 million to PKR 4,000.00 million to be issued to various Banks, as a security against financing facilities obtained or to be obtained as and when required by The Premier Sugar Mills & Distillery Co., Limited (Holding Company):

"RESOLVED THAT the shareholders approve and authorize the Company to issue additional cross Corporate Guarantees of up to PKR 2,500.00 million for a period of maximum seven years to various Banks, as security against Loans obtained or to be obtained by The Premier Sugar Mills & Distillery Co., Limited, (Holding Company) subject to terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

FURTHER RESOLVED THAT Mr. Iskander M. Khan, Director of the Company and Mr. Mujahid Bashir, Company Secretary, any one of them, be and is hereby and authorized to undertake the decision of said investments as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution".

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The share transfer books of the Company will remain closed from February 16, 2024 to February 26, 2024 (both days inclusive).

The Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is attached to this Notice.

By Order of the Board

Mardan February 02, 2024

(MUJAHID BASHIR)
Company Secretary

#### N.B:

- 1. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of himself/herself. Proxies in order to be effective must be valid and received by the Company not less than 48 hours before the time for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
- Members are requested to notify the Shares Registrar of the Company of any change in their addresses immediately.
- 3. CDC shareholders are requested to bring their original computerized national identity card, account, sub account number and participant's number in the Central Depository System for identification purpose for attending the Meeting. In case of a 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.
- 4. The SECP vide SRO 787 (1)/2014 dated September 08, 2014 has provided an option for shareholders to receive audited financial statements along with notice of Annual General Meeting electronically through email. Hence, members who are interested in receiving the annual reports and notice of Annual General Meeting electronically in future are requested to send their email addresses on the consent form placed on the Company's website www.chashmasugarmills.com to the Company's Share Registrar. The Company shall, however additionally provide hard copies of the annual report to such members, on request, free of cost.
- 5. The Financial Statements of the Company for the year ended September 30, 2023 along with reports have been placed at website of the Company <a href="https://www.chashmasugarmills.com">www.chashmasugarmills.com</a>

Factories: CSM I - University Road, Dera Ismail Khan Tel: (0966) 750090-91 Fax: (0966) 750092

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TEL: 051-2650805-7 FAX: 051-2651285-6



## CHASHMA SUGAR MILLS LIMITED

## King's Arcade, 20-A, Markaz F-7, Post Box No.1529, Islamabad

6. In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility a request is to be submitted to the Company Secretary of the Company on given address:

"The Company Secretary, Chashma Sugar Mills Limited, Kings Arcade 20-A, Markaz F-7, Islamabad."

7. Currently Section 150 of the Income Tax Ordinance, 2001 prescribed following rates for deduction of withholding tax on the amount of dividend paid by the companies:

Rate of tax deduction for filer of income tax returns 15% Rate of tax deduction for non-filer of income tax returns 30%

In case of Joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar, or if no notification, each joint holder shall be assumed to have an equal number of shares.

Company	Folio/CDS	Total	Total Principal Shareholder			Joint Shareholders		
Name	Account No.	Shares	Name & CNIC No.	No Shares	of	Name & CNIC No.	No Shares	of

The CNIC number/NTN details are now mandatory and are required for checking the tax status as per the Active Taxpayers List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

- 8. Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.
- 9. Pursuant to section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it become due payable shall vest with the Federal Government after compliance of procedure prescribed under the Companies Act, 2017. Shareholders are hereby informed that a list of all unclaimed dividend has been added on the Company's website http://www.chashmasugarmills.com. Any member effected by this notice is advised to write to or call at the office of the Company's Share Registrar M/s Hameed Majeed Associates (Pvt.) Ltd., H.M-House, 7-Bank Square Road, Lahore during normal working hours.

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10. As per Section 72 of the Companies Act. 2017 every existing Listed 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, with a period not exceeding 4 years from the commencement of this Act, i.e May 30, 2017.

The Shareholders having physical shareholding are encourage to open CDC Sub-account with any of the brokers or investor Account directly with CDC to place their physical shares into scrip less form. This will facilitate them in may ways, including safe custody and sale of shares, any time they want, as the trading of physical shares will not be permitted as per regulations of the Pakistan Stock Exchange.

## Statement under Section 134(3) of the Companies Act, 2017 Pertaining to Special Business

This statement sets out the material facts pertaining to the special business, being items on the notice, intended to be transacted at the Annual General Meeting of the Company to be held on February 26, 2024. The purpose of this statement is to set forth the material facts concerning such special business.

a. Ultimate Whole Foods (Private) Limited (the Company) is a Private Limited Company incorporated under the Companies Act, 2017. The principal activity of the Company is milling wheat, gram, other grains and cereals, dal, besan, maida, atta, suji, bran and other allied products. Chashma Sugar Mills Limited ("the Company") directly owns seventy-two (72%) percent paid-up capital of the Company, whereas remaining 28% is held by the directors of the UWFPL.

The Company intends to subscribe to 37,800,000 Ordinary Shares at a par value of Rs. 10 each for an indefinite period, offered as right shares to the Company by UWFPL as part of the rights issue announced on January 31, 2024 and, in addition, to such further right/Ordinary Shares as may be renounced by the other shareholders of UWFPL, at par value, provided that the aggregate amount to be invested in the shares of UWFPL by the Company under the authority of this Resolution shall not exceed the sum of Rs. Rs. 525,000,000/- (Rupees Five Hundred Twenty Five Million only). The Board of Directors of the Company in a resolution passed on January 31, 2024 authorized to subscribe for an indefinite period in UWFPL by subscribing to all the right shares offered to the Company by UWFPL as part of the rights issue announced on January 31, 2024. The share subscription price will be utilized by UWFPL to maintain its debt-to-equity ratio.

b. The Company further intends to increase existing short-term advance facility by Rs. 500,000,000/(Rupees Five Hundred Million Only) to UWFPL to meet operational and cash flow requirements. The loan may be disbursed in single or multiple tranches with the option to prepay all or part of such tranche at any time. This facility is extended for a period of five (5) years renewable upon such terms as may be agreed between the Companies. The Company will charge interest on the respective tranche of the loan at a rate which shall not be less than the borrowing cost of the Company. Details of others terms are given in attached statement.

Factories: CSM I - University Road, Dera Ismail Khan Tel: (0966) 750090-91 Fax: (0966) 750092

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c. The Company is also seeking approval of its members by passing special resolutions proposed herein to authorize to issue additional cross Corporate Guarantees up to PKR 2,000.00 million which may be issued to various Banks as per needs of UWFPL Details of terms are given in attached statement.

Factories: CSM I - University Road, Dera Ismail Khan Tel: (0966) 750090-91 Fax: (0966) 750092 : CSM II - Ramak, Dera Ismail Khan Tel: (0966) 756365, 756368 Fax: (0966) 756327

	NATURE	OF	1	NFORMATION	
	REQUIRED	TO	BE	DISCLOSED	
Sr. #	PURSUANT	ТО	THE	COMPANIES	RELEVANT INFORMATION
	(INVESTMEN	NTS	IN	ASSOCIATED	
	COMPANIES	OR UI	NDERT	'AKINGS)	

(A)	a a a a a a a a a a a a a a a a a a a								
i	Name of Investee Company	Ultimate Whole Foods (Pvi	) Limited (LIWFPL)						
ii	Relationship with associated company	Subsidiary Company of Chashma Sugar Mills Limited with 72% shareholding and Common Directorship.  N/A. (newly incorporated company with first year of Operations)  Rs. 9.50							
iii	Earnings per share for the last three years								
iv	Breakup Value per Share								
v	Financial Position	Statement of Financial Position (June 30, 2023)	(Rs in M)						
		Non-current Assets	2,423.05						
		Current Assets	63.25						
		Shareholder's Equity	665.34						
		Non-current Liabilities	1,388.26						
		Current Liabilities	432.70						
		Statement of Profit or							
		Loss (June 30, 2023)	(Rs in M)						
		Loss for the year	(28.83)						
		No revenue and cost of sal UWFPL started its operat the year ended June 30, 2023	ions subsequent to						
	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:  a) Description of the project and its history; b) Starting date of Work; c) Expected date of completion of work; d) Time by which such project shall become commercially operational; e) Expected time by which the project shall start paying return on investment; and f) Funds invested by the Sponsors	N/A.							

(T)		
	) General Disclosure: -	T
i	Maximum amount of investment to be made	<ol> <li>Up to Rs. 525.00 million in further issue of capital through Right Issue.</li> <li>Up to Rs. 2,000.00 million in cross corporate guarantee in addition to existing limit of Rs. 5,000.00 million.</li> <li>Up to Rs. 500.00 million as short-term advance facility in addition to existing limit of Rs. 500.00 million.</li> </ol>
į ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	
iii	Source of Funds	Company's own resources/internal cash
iv	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Company and UWFPL will enter into a formal agreement, which shall specify the
v	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	None of the directors, sponsors, majority shareholders and their relatives have any interest in the associated company or the proposed arrangement, except to the extent of their shareholding in the associated company or associated undertaking or the transaction under consideration.
vi	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	There is no impairment or write-off.

	In c	ase of Equity Investment: -			
	i	Maximum price at which securities will be acquired;	Securities will be subscribed to at par value of Rs. 10 per share.		
	ii	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;			
	iii	Maximum number of securities to be acquired	Maximum number of securities shall be 52.50 million shares of UWFPL calculated at the rate of Rs. 10 per share.		
	iv	Number of securities and percentage thereof held before and after the proposed investment;	Proposed shareholding in UWFPL 37,800,000  N/A		
	v	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities			
	vi	Fair value determined for investments in unlisted securities.			
С	In ca	ase of Investment in the form of Guarantee	:-		
С	In ca	ase of Investment in the form of Guarantee Category-wise amount of investment;			
С	-		Maximum Corporate Guarantee of up to PKR 2,000 million to cover financial obligations.		
C	i	Category-wise amount of investment;  Average borrowing cost of the investing	Maximum Corporate Guarantee of up to PKR 2,000 million to cover financial obligations.  N/A  The company will charge a commission of a		
C	i	Category-wise amount of investment;  Average borrowing cost of the investing company;  Rate of return for unfunded facilities, as the	Maximum Corporate Guarantee of up to PKR 2,000 million to cover financial obligations.  N/A  The company will charge a commission of a minimum of 0.125% per annum on the		
C	i ii iii	Average borrowing cost of the investing company; Rate of return for unfunded facilities, as the case may be, for the relevant period; Rate of interest, mark up, profit, fees or commission etc. to be charged by investing	Maximum Corporate Guarantee of up to PKR 2,000 million to cover financial obligations.  N/A  The company will charge a commission of a minimum of 0.125% per annum on the outstanding Guarantee amount.  The company will charge a commission of a minimum of 0.125% per annum on the		
C	i ii iii iv	Average borrowing cost of the investing company; Rate of return for unfunded facilities, as the case may be, for the relevant period; Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company; Particulars of collateral or security to be obtained in relation to the proposed	Maximum Corporate Guarantee of up to PKR 2,000 million to cover financial obligations.  N/A  The company will charge a commission of a minimum of 0.125% per annum on the outstanding Guarantee amount.  The company will charge a commission of a minimum of 0.125% per annum on the outstanding Guarantee amount.		

D	In c	ase of Investment in the form of Advance: -	
	i	Category-wise amount of investment;	The Company will increase current short term advance facility by Rs. 500.00 million to meet operational and cash flow requirements.
	ii	Average borrowing cost of the investing company;	3MK + 1.1%
	iii	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	I Interest will be charged on quarterely basis at a
	iv	Particulars of collateral or security to be obtained in relation to the proposed investment;	Llemand Promissory Note as a Collateral
	v	If the investment carries conversion feature.	N/A
	vi	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	This facility is for a period of 5 years and may be disbursed in single or multiple tranches with the option to prepay all or part of such tranche at any time, without incurring any liability or penalty in respect thereof. After completion of 5 years, facility may be renewed on such terms

E Except to the extent as mentioned above, the Directors of the Company have no direct or indirect interest in the above said special business except to the extent of their shareholding in the Company.

both Companies.

and conditions as may be agreed between the

F The condensed annual financial statement for the period ended September 30, 2023 of Chashma Sugar Mills Limited, can be inspected from 10.00 a.m. to 11.00 a.m. in all working days up-to February 26, 2024 by the shareholders.

d. The Company is seeking approval of its members by passing special resolution proposed herein to authorize to increase Cross Corporate Guarantee Limit by PRK. 1.5 billion to 4.00 billion, which may be issued to various Banks as per needs of The Premier Sugar Mills & Distillery Co., Limited (Holding Company)

	NATURE	OF	1	NFORMATION
	REQUIRED	TO	BE	DISCLOSED
Sr. #	PURSUANT	то	THE	COMPANIES
	(INVESTMEN	<b>JTS</b>	IN	ASSOCIATED
	COMPANIES	OR UI	NDERT	'AKINGS)

	Regarding associated company or associated undertaking: -							
i	Name of Investee Company	The Premier Sugar Mills & Distillery Company Limited Parent Company of Chashma Sugar Mills Limited with 47.93% shareholding and Common Directorship.						
ii	Relationship with associated company							
iii	Earnings per share for the last three years	2021: Rs. (53.93) 2022: Rs. (26.24) 2023: Rs. 19.46						
iv	Breakup Value per Share	Rs. 543.94						
v	Financial Position	Statement of Financial Position (Sep 30, 2023)	(Rs in M					
		Non-current Assets	2,601.4					
		Current Assets	643.9					
		Non-current assets classified as held for sale	4.6					
		Shareholder's Equity	2,039.7					
		Non-current Liabilities	420.73					
		Current Liabilities	249.5					
		Liabilities directly associated with non-	539.9					
		current assets classified as held for sale						
		Statement of Profit or Loss (Sep 30, 2023)	(Rs in M					
		Revenue	3,045.90					
		Cost of Sales	(2,688.10					
		Gross Profit	357.87					
		Profit after taxation	72.98					
vi	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:  a) Description of the project and its history; b) Starting date of Work; c) Expected date of completion of work; d) Time by which such project shall become commercially operational; e) Expected time by which the project shall start paying return on investment; and f) Funds invested by the Sponsors	N/A.						

(B)	General Disclosure: -	
i	Maximum amount of investment to be	, ,
	made	existing limit of Rs. 1,500.00 million.
ii	Purpose, benefits likely to accrue to the	1) To assist UWFPL to obtain a line from a financial institutions for
	investing company and its members from	meeting its CAPEX/OPEX requirements. Since this is a corporate
	such investment and period of investment;	guarantee, there is no cost to the Company, however, the Company wil
		recover all allied charges in connection with the issuance of the
		Corporate Guarantee from UWFPL.
iii	Source of Funds	N/A
iv	Salient features of the agreement(s), if any,	
	with associated company or associated	N/A
	undertaking with regards to the proposed	14/11
	investment;	
v	Direct or indirect interest of directors,	None of the directors, sponsors, majority shareholders and their relative
	sponsors, majority shareholders and their	have any interest in the associated company or the proposed
	relatives, if any, in the associated company	arrangement, except to the extent of their shareholding in the associated
	or associated undertaking or the transaction	company or associated undertaking or the transaction under
	under consideration;	consideration.
vi	In case any investment in associated	
	company or associated undertaking has	
	already been made, the performance review	There is no impairment or write off
	of such investment including complete	There is no impairment or write-off.
	information/justification for any	
	impairment or write offs;	
	se of Investment in the form of Guarantee	:-
i	Category-wise amount of investment;	Maximum Corporate Guarantee of up to PKR 2,500 million to cover
		financial obligations.
ii	Average borrowing cost of the investing	N/A
	company;	N/A
iii	Rate of return for unfunded facilities, as the	The common will also it is a second of the common of the c
	case may be, for the relevant period;	The company will charge a commission of a minimum of 0.125% per
		annum on the outstanding Guarantee amount.
	Rate of interest, mark up, profit, fees or	The company will charge a commission of a minimum of 0.125% per
	commission etc. to be charged by investing	annum on the outstanding Guarantee amount.
	company;	annum on the outstanding Guarantee amount.
v	Particulars of collateral or security to be	
	obtained in relation to the proposed	The Guarantee is unsecured.
	investment;	
vi	If the investment carries conversion feature	N/A
		N/A
	Repayment schedule and terms and	
	conditions of loans or advances to be given	- Cross Corporate Guarantee for a maximum period of 07 years.
	to the associated company or associated	- Any other terms and condition approved by shareholders.
	undertaking.	
Excep	ot to the extent as mentioned above, the Dire	ctors of the Company have no direct or indirect interest in the above said
Excep specia	l business except to the extent of their shareh	
Excep specia The co	l business except to the extent of their shareh ondensed annual financial statement for the p	ctors of the Company have no direct or indirect interest in the above said olding in the Company.  Deriod ended September 30, 2023 of Chashma Sugar Mills Limited, can be againg days up-to February 26, 2024 by the shareholders.