

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the members of **KHAIRPUR SUGAR MILLS LIMITED** (the "Company") will be held at Khairpur House 51/2/4, Khayaban-e-Janbaz, 26th Street, D.H.A., Phase-V, (Ext.), Karachi on Tuesday January 28th, 2025 at 03:00 p.m. to transact the following business:

Members are encouraged to attend the AGM through a video conference facility managed by the Company (please see the notes section for details).

A) Ordinary business

- (1) To confirm the minutes of Extra Ordinary General Meeting of the Company held on April 23rd, 2024.
- (2) To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended September 30th, 2024, together with the Directors' and Auditor's Reports thereon and Chairperson's Review Report.
As required under section 223(6) of the Companies Act, 2017 (the "Act"), Financial Statements of the Company have been uploaded on the website of the Company which can be downloaded from the following link:
<https://khaipur sugar.com.pk/investors-information-relations/investor/>
- (3) To appoint Auditors for the year 2025 and fix their remuneration. The Members are hereby notified that the Board Audit Committee and the Board of Directors have recommended the name of retiring Auditors M/s. Reanda Haroon Zakaria Aamir Salman Rizwan & Company, for re-appointment as Auditors of the Company.
- (4) To transact any other business with the permission to the chair.

B) Special business

- (5) To approve the circulation of the Annual Report (including the audited financial statements, auditor's report, directors' report, chairman's review report, notice of the shareholders' meeting) to the Members of the Company through web link, in accordance with Section 223(6) of the Act, read with S.R.O. 389(I)/2023 dated March 21, 2023.
"RESOLVED THAT Khairpur Sugar Mills Limited (the "Company") be and is hereby authorized to circulate its annual report including annual audited financial statements, auditor's report, directors' report, chairman's review report, notice of the shareholders' meeting and other reports contained therein to the Members of the Company through web link."
- (6) To approve the increased remuneration of Chief Executive Officer.
"RESOLVED THAT the Board of Directors has approved an increase in the remuneration of the Chief Executive Officer based on his performance, industry benchmarks, and inflationary trends. The Members' approval is now sought to formalize this increase. The Board recommends the resolution for Members' approval."

By order of the Board

MIRZA MUHAMMAD BILAL KAMIL
Company Secretary

Dated: December 27th, 2024

Karachi

Notes**(1) Prohibition on grant of gifts to Shareholders**

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to Shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

(2) Participation in the AGM proceeding via video conferencing facility

In pursuance of Circular No. 4 of 2021, dated February 15, 2021, issued by the SECP, members are encouraged to attend the AGM proceedings via video-conferencing facility, which shall be made available by the Company.

All Shareholders/Members interested in attending the AGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC/Passport number at <https://forms.office.com/r/7GFUQ8QNH6>. Confirmation email for physical meeting or video link and login credentials will be shared with only those Shareholders whose registration are received at least 48 hours before the time of AGM.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address agmkpus@jumanigroup.com.

(3) Electronic transmission of Annual Report 2024

In compliance with section 223(6) of the Act, the Company has electronically transmitted the Annual Report 2024 through email to Shareholders whose email addresses are available with the Company's Share Registrar, M/s. C&K Management Associates (Private) Limited.

In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of AGM along with the web link to download the said Annual Report have been dispatched. However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request.

Further, Shareholders are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. C&K Management Associates (Private) Limited if the Member hold shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

- (4) The Share Transfer Book of the Company will be closed from Tuesday January 21st, 2025 to Tuesday January 28th, 2025 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. C&K Management Associates (Private) Limited, M-13, Mezzanine Floor, Progressive Plaza, Plot No. 5 CL-10, Civil Lines Quarter, Beaumont Road, Near P.I.D.C., Karachi. Phone 021-35810771-75 and email: zakir@cnk.com.pk by the close of business (03:00 p.m.) on Monday, January 20th, 2025 will be treated in time for purpose of determining entitlement to attend and vote at the meeting.

- (5) A Member entitled to attend and vote at the AGM shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have all such rights in respect of attending, speaking and voting at the AGM as are available to a Member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy holder must be a member of the Company.

(6) Requirements for appointing Proxies

- a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.
- b) The proxy form shall be witnessed by two male persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her valid original CNIC or original passport at the time of the AGM.
- e) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.

- (7) Pursuant to Companies (Postal Ballot) Regulations, 2018 and read with Sections 143 and 144 of the Act, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

(8) Submission of valid CNIC (Mandatory)

As per SECP directives, the dividend of Shareholders, whose valid CNICs are not available with the Share Registrar, may be withheld. All Shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar, M/s. C&K Management Associates (Private) Limited without any further delay.

(9) Conversion of Physical Shares into CDC Account

The SECP, through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Act, which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

Accordingly, all Shareholders of the Company having physical folios/share certificates are requested to convert their shares from physical form into book-entry form at the earliest. Shareholders may contact a PSX Member, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. Maintaining shares in book-entry form has many advantages - safe custody of shares with the CDC, avoidance of formalities required for the issuance of duplicate shares etc. The Shareholders of the Company may contact the Share Registrar and Transfer Agent of the Company, namely C&K Management Associates (Private) Limited for the conversion of physical shares into book-entry form.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.

This Statement sets out the material facts pertaining to the Special Business as described in the Notice of AGM of the Company.

Agenda Item 5

Considering the optimum use of advancements in technology and in order to fulfil the Company's corporate social responsibility to the environment and sustainability, Member's approval is sought for the circulation of the Annual Report (including annual audited financial statements and other notices and reports contained therein) to the Members of the Company through weblink in accordance with S.R.O. 389(I)/2023 dated March 21, 2023 issued by the SECP.

Agenda Item 6

The Board of Directors has approved an increase in the remuneration of the Chief Executive Officer based on his performance, industry benchmarks, and inflationary trends. The Members' approval is now sought to formalize this increase. The Board recommends the resolution for Members' approval.

KHAIRPUR SUGAR MILLS LIMITED

POSTAL BALLOT PAPER

For voting through post for poll to be held at the Annual General Meeting of KHAIRPUR SUGAR MILLS LIMITED being held on Tuesday, January 28, 2025 at 3:00 p.m. at 51/2/4, Khayaban-e-Janbaz, 26th Street, D.H.A., Phase-V, (Ext.), Karachi.

Contact: +9221-35250131-35

Website: <https://khaipur-sugar.com.pk/>

Contact Details of Chairman, where ballot paper may be sent:

Business Address: The Chairman, Khairpur Sugar Mills Limited, 51/2/4, Khayaban-e-Janbaz, 26th Street, D.H.A., Phase-V, (Ext.), Karachi. Attention: Company Secretary Designated email address: agmkpus@jumanigroup.com

Folio number / CDS Account Number	
Name of shareholder / joint shareholders / Proxy holder	
Registered address of shareholder(s)	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following Special Resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Resolution for Agenda Item No. 05		
2.	Resolution for Agenda Item No. 06		

NOTES:

- 01- Duly filled postal ballot should be sent to Chairman at above-mentioned postal or email address.
- 02- Copy of CNIC should be enclosed with the postal ballot form.
- 03- Postal ballot forms should reach Chairman of the meeting on or before Tuesday, January 28, 2025. Any postal ballot received after this date will not be considered for voting.
- 04- Signature on postal ballot should match with signature on CNIC.
- 05- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Signature of shareholder(s)

Place:

Date:

<https://epaper.brecorder.com/2025/01/03/5-page/attachment/1824210-picture.html>

خیرپور شوگر ملز لمیٹڈ بیلٹ پیپر برائے ڈاک کے ذریعے ووٹنگ

پول کے لیے جو خیرپور شوگر ملز لمیٹڈ کی سالانہ جنرل میٹنگ میں منگل، 28 جنوری 2025 کو سہ پہر 00:3 بجے 4/2/51، خیابان چانباڑہ، 26 ویں اسٹریٹ، ڈی ایچ اے، فیز-7، (ایکسٹینشن)، کراچی میں منعقد ہوگی۔ رابطہ نمبر 35-35250131-9221+ ویب سائٹ <https://khaarpursugar.com.pk> جیسٹرز میں سے رابطے کی تفصیلات، جہاں بیلٹ پیپر بھیجنا جاسکتا ہے: کاروباری پتہ: جیسٹرز میں، خیرپور شوگر ملز لمیٹڈ، 4/2/51، خیابان چانباڑہ، 26 ویں اسٹریٹ، ڈی ایچ اے، فیز-7، (ایکسٹینشن)، کراچی۔ توجہ: کمپنی بیکریٹری مخصوص ای میل ایڈریس agmkpus@jumanigroup.com

فولی نمبر/سی ڈی ایس اکاؤنٹ نمبر	
شیئر ہولڈر/جوائنٹ شیئر ہولڈر/پراکسی ہولڈر کا نام	
شیئر ہولڈر کا رجسٹرڈ پتہ	
شیئرز کی تعداد	
شناختی کارڈ/پاسپورٹ نمبر (غیر ملکی کے لیے) (کاپی منسلک کی جائے	
اضافی معلومات اور دستاویزات (کارپوریٹ ادارے، کارپوریشن، یا وفاقی حکومت کے نمائندے کی صورت میں)	
مجاز دستخط کنندہ کا نام	
مجاز دستخط کنندہ کا شناختی کارڈ/پاسپورٹ نمبر (غیر ملکی کے لیے) (کاپی منسلک کی جائے	

میں/ہم، درج ذیل خصوصی قرارداد کے حوالے سے اپنے ووٹ کا حق ڈاک کے ذریعے استعمال کرتے ہیں اور اپنی رضامندی یا اختلاف کا اظہار نیچے دیے گئے خانے میں ✓ کے نشان کے ذریعے کرتے ہیں:

نمبر	قرارداد	میں/ہم قرارداد کے حق میں ہیں (FOR)	میں/ہم قرارداد کے خلاف ہیں (Against)

1- مکمل شدہ بیلٹ پیپر مذکورہ بالا پتے یا ای میل ایڈریس پر جیسٹرز میں کو بھیجا جائے۔

2- بیلٹ پیپر کے ساتھ شناختی کارڈ کی کاپی منسلک کرنا ضروری ہے۔

3- بیلٹ پیپر جیسٹرز میں کو منگل، 28 جنوری 2025 سے پہلے موصول ہو جانا چاہیے۔ اس تاریخ کے بعد موصول ہونے والے بیلٹ پیپر ووٹنگ کے لیے قبول نہیں کیے جائیں گے۔

4- بیلٹ پیپر پر دستخط شناختی کارڈ پر موجود دستخط سے مماثل ہونے چاہئیں۔

5- نامکمل، بغیر دستخط، غلط، خراب، پھنسا ہوا، مٹایا ہوا یا اوور رائٹنگ کیا گیا بیلٹ پیپر مسترد کر دیا جائے گا۔

شیئر ہولڈر کے دستخط

جگہ:

تاریخ: