



Tandlianwala Sugar Mills Ltd.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of the Company will be held on Tuesday January 27, 2026 at 10:00 A.M. at Marina Event Complex 333-AA, Off Raiwind Road, Lahore to transact the following business:

- To confirm the minutes of Annual General Meeting of the Company held on January 25, 2025,
- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended September 30, 2025 together with Directors' and Auditors' Reports thereon.
In accordance with the Section 223 of the Companies Act 2017 and the terms of S.R.O No. 389(1)/2023 dated March 21, 2023 issued by (The SECP), Financial Statements of the Company can be accessed through the following web link: <https://tsmlgroup.com/annual-reports> and QR enabled code: 
- To appoint Auditors for the year 2025-2026 and fix their remuneration. The present Auditors M/s UHY Hassan Noeem & Co. Chartered Accountants, retire and being eligible have offered themselves for reappointment.
- To elect seven Directors of the Company, as fixed by the Board of Directors for a period of three years commencing from January 27, 2026 in accordance with the provision of the Companies Act, 2017. The names of retiring Directors are (who are eligible to offer themselves for re-election):
1-Mr. Ghazi Khan 2-Mr. Akbar Khan 3-Mr. Haroon Khan 4-Mr. Humayun Akhtar Khan 5-Mrs. Rasheeda Begum 6-Mrs. Mobina Akbar Khan 7-Mr. Iqbal Farooq Malik
- To transact any other ordinary business with the permission of the Chair.

Lahore: January 05, 2026.

order of the Board

Ahmad Jehanzeb Khan
Company Secretary

NOTES: 1. The Share Transfer Books of the Company will remain closed from 19-01-2026 to 27-01-2026 (both days inclusive) for entitlement, attending and voting at Annual General Meeting. Physical Transfers/CDS transactions IDS received in order in all respects at the close of the Business on 18-01-2026 at the Company's Share Registrar M/s Coplink (Pvt) Ltd, Wing Arcade, 1-K Commercial Area Model Town Lahore attending of the meeting.

- A member entitled to attend and vote at this meeting may appoint another member as proxy to attend and vote on his/her behalf. Forms of Proxy to be valid must be properly filled in/execute and received at the Registered Office of the Company at 66-L, Gulberg-II, Lahore, at least 48 hours before the time of this meeting.
- Members are requested to provide by mail or email, photocopy of their CNIC and their email address to enable the Company to comply with the relevant laws.
- In accordance with the provision of Section 242 of the Companies Act 2017, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In order to receive dividends directly into bank account, members are requested to complete the particulars in e-Credit Dividend Mandate Form.
Members are advised to ensure that they have provided valid Zakat declaration under Zakat & Usher Ordinance, 1980 (for Zakat exemption) to their respective Participant/CDC Investor Account Services/Company's Share Registrar.
- Members holding shares in physical form are encouraged to convert their physical shares into Book Entry Form (CDC) pursuant to the requirements of Section 72 of the Companies Act 2017.
- The financial statements of the Company for the financial year ended on September 30, 2025 will also be uploaded on Company's website.
- Members are advised to promptly notify change in their postal address, if any, to the Company's Share Registrar.

Attendance of Meeting via Video Conference Facility:

In case of members holding ten percent (10%) of the total paid up Capital reside in a remote city: Such member may demand the Company to provide them the facility of video-link for attending the Meeting.

If you wish to take benefit of this facility, please fill the form appearing below and submit it to the Company at the registered office at 66-L, Gulberg-II, Lahore, at least (7) days prior to the date of the meeting.

"I/We _____ of _____ being a member of Tandlianwala Sugar Mills Limited. Holder of _____ Ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt of video link at _____
signature of Member"

The Company will intimate the members the venue of the video link facility at least five (5) days before the date of the meeting along all the information necessary to enable them to access the facility.

- The shareholders intending to participate in the meeting via video link are hereby requested to share following information at tsmlh@tsmlgroup.com at the earliest but not later than 48 hours before the time of AGM i.e. before 10:00 a.m. on January 27, 2026:

| Name of Shareholder | CNIC No. | Folio No./ CDC Account No. | Mobile No.* | Email Address* |
|---------------------|----------|----------------------------|-------------|----------------|
| | | | | |

- *Shareholders are requested to provide their active mobile number and email address to ensure timely communication. The login facility shall remain open from 09:45 am till the end of the meeting on January 27, 2026.

In case of Election of Directors the members can exercise their right to vote through e-voting or postal ballot, subject to meeting the requirements of Companies Act, 2017, S.R.O 451(1)/2025 issued by the SECP, and applicable clauses of the Companies (E-voting) Regulations, 2016 or Companies (Postal Ballot) Regulations, 2018 (as the case may be).

Election of Directors: Any member who seeks to contest the election of directors shall file with the Company at its Registered/Head Office 66-L, Gulberg-II, Lahore not later than 14 days before the said meeting. His/her intention to offer himself for the election of directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- His/her folio number/CDC account number/CDC Participant No./Sub-Account Number.
- Notice of his/her intention to offer himself/herself for the election as a director along with duly completed and signed Appendix to Form 9 giving his/her consent to act as a Director of the company if elected (under section 167(1) of the Companies Act, 2017, and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulation.
- Detailed profile along with official address to be placed on the Company's official website.
- A declaration on non-judicial confirming that:
 - a) He/she is aware of the duties and powers under the relevant applicable laws, Memorandum and Articles of Association of the Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited; b) He/ She are not serving as a director in more than seven (07) listed Companies simultaneously including an alternate Director; c) He/ She are not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
 - d) He/ She are a registered tax payer and having NTN No.

- Attested copy of a valid Computerized National Identity Card/ Passport and NTN certificate.
- Detail of other officers/directorships and offices held;
- The candidates are requested to read the relevant provisions/ requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulation, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

If the number of members who offer themselves in each category is not more than the number of Directors to be elected in such category, such members will be elected unopposed without the voting process.

- In compliance with Section 223(6) of the Companies Act, 2017 and S.R.O 452(1)/2025 dated March 17, 2025 issued by SECP, the Annual Report of the Company and the Notice of Annual General Meeting shall be circulated via email to those email addresses are present in the records/database of the CDC and Share Registrar. Shareholders are encouraged to send/update their email address with the Company's Share Registrar, M/s Coplink (Pvt) Ltd, Wing Arcade, 1-K Commercial Model Town, Lahore. However, if a shareholder, in addition, request for hard copy of Audited Financial Statements the same shall be provided free of cost within seven days of receipt of such request.

- In compliance with Section 185 of the Companies Act, 2017 and S.R.O 452(1)/2025 dated March 17, 2025 issued by SECP, it is hereby notified that no gifts in any form or manner shall be distributed to shareholder.

مسائلہ اجلاس عام کانوٹس

۵۔ حیر مین کی اجازت سے کوئی اور عام کاروبار کرنا۔
لاہور 05 جنوری 2026
امجد چانڑیہ خان مہنی سیکرٹری

کوئی تحفہ تسلیم نہیں کیا جائے گا۔