

**IMPERIAL SUGAR LIMITED**  
**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Imperial Sugar Limited will be held on December 31, 2019 at 10:00 a.m. at Ismail Aiwan-e-Science Building, 205-Ferozpur Road, Lahore to transact the following business:

1. To confirm the minutes of last Annual General Meeting.
2. To elect seven directors as fixed by the Board of Directors under section 159(1) of the Companies Act, 2017 for a period of three years commencing from December 31, 2019. The names of retiring directors are as under:

Mr. Ahmed Haji Mussa  
Mr. Asad Ali  
Mrs. Fakhra Chaudhry  
Mr. Muhammad Tariq  
Mr. Najam Faiz  
Mr. Naveed M. Sheikh  
Mr. Shahzad ullah Khan

3. Any other business with the permission of Chairman.

By Order of the Board  
Mubashhar Asif  
Company Secretary

Lahore  
December 09, 2019

**NOTES:**

1. The Share Transfer Books of the Company will remain closed from December 23, 2019 to December 31, 2019 (both days inclusive).
2. Any member being eligible seeks to contest election may file his/her consent with the company not later than fourteen days before the date of election.
3. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The proxy, in order to be effective, must be received at the registered office of the Company duly filled and signed not later than 48 hours before the meeting.
4. The members or the proxy holder(s) are requested to bring their Folio / Account details (participant ID and sub-account) and original CNIC for identification purpose at the time of meeting. In case of corporate entity, Board of Director's Resolution or power of attorney with specimen signatures of the nominee should be produced if not submitted earlier.
5. Members can also avail facility of video-link at their hometown. In this case members holding in aggregate 10% or more shareholding, residing at a geographical location may request the Company not later than 07 days prior to the date of general meeting to arrange video-link facility. On receipt of such request the Company will arrange video conference facility for such member or group of members. To avail video-link facility kindly send the request on below format duly filled in to the Company at its Registered Office:

“I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Imperial Sugar Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Registered Folio / CDC A/c # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member”.

6. Members are again requested:
  - a) to notify the change of address immediately, if any.
  - b) to provide the copies of their valid CNIC’s if not provided earlier.

#### **STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

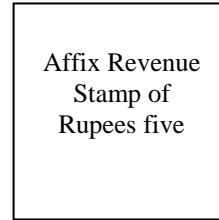
This statement sets out the material facts pertaining to the requirements of Section 166(3) of the Companies Act, 2017 regarding manner of selection of independent directors.

The Company is required to have two independent directors on its board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the names of Mr. Shahzad ullah Khan and Mr. Najam Faiz have been proposed for election as independent directors and they meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and their names are listed on the data bank of independent directors maintained by “Pakistan Institute of Corporate Governance” duly authorized by SECP. Further, their selection has been made due to their respective competencies, skill, knowledge and experience.

**IMPERIAL SUGAR LIMITED**  
**FORM OF PROXY**

I/We \_\_\_\_\_ of \_\_\_\_\_  
being member of **IMPERIAL SUGAR LIMITED** and holder of \_\_\_\_\_ Ordinary  
Shares as per Registered Folio / CDC Participant I.D. No. \_\_\_\_\_ hereby appoint  
Mr./Mrs./Miss. \_\_\_\_\_ of \_\_\_\_\_ or  
failing him/her Mr./Mrs./Miss. \_\_\_\_\_ of \_\_\_\_\_ who is  
also a member of the **IMPERIAL SUGAR LIMITED** vide Registered Folio / CDC Participant I.D. No.  
\_\_\_\_\_ as my proxy to vote for me and on my behalf at the Extra Ordinary General  
Meeting of the Company to be held on Tuesday, December 31, 2019 at 10.00 a.m. and any adjournment  
thereof.

Signed this \_\_\_\_\_ day of **December 2019**.



Signature  
(As registered with the company)

**WITNESS: 1**

Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

CNIC or

Passport # \_\_\_\_\_

**WITNESS: 2**

Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

CNIC or

Passport # \_\_\_\_\_

**NOTES: -**

- This proxy form, duly completed and signed, must be received at the Registered Office of the company not less than 48 hours before the time of holding the Meeting.
- No person shall act as Proxy unless he/she himself / herself is a Shareholder of the Company except that a company may appoint a person as its representative who is not a shareholder.