



Imperial Sugar Limited

Notice
of
Extraordinary
General Meeting

To Be Held on August 20, 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the shareholders of Imperial Sugar Limited will be held on Thursday the August 20, 2020, at 11:00 a.m. through video link facility from the registered office of the Company situated at Ismail Aiwan-e-Science Building, 205 Ferozepur Road, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of last Annual General Meeting held on January 28, 2020.

SPECIAL BUSINESS

1. To consider and if thought fit, to pass the following resolutions as special resolutions, with or without modifications, addition or deletion:

RESOLVED THAT approval be and is hereby given for the change of name of the Company from 'Imperial Sugar Limited' to 'Imperial Limited'.

RESOLVED FURTHER THAT the name Imperial Sugar Limited, wherever it occurs in the Memorandum and Articles of Association of the Company and/or any other Deed, Document, Titles etc. be substituted with the name 'Imperial Limited'.

RESOLVED FURTHER THAT the Chief Executive Officer and / or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary or incidental and to complete all legal formalities and file all necessary documents to Securities and Exchange Commission of Pakistan, as may be necessary for the purpose of implementing the aforesaid resolution.

2. To approve alteration in Memorandum of Association of the Company.

3. To consider and if thought fit, to pass the following resolutions as special resolutions, with or without modifications, addition or deletion:

RESOLVED THAT approval be and is hereby accorded for utilization of the proceeds from sale of assets to partially repay the liabilities of the Company and to utilize the remaining proceeds to start Alternate Business Plan as approved and recommended by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Alternate Business Plan approved and recommended by the Board of Directors of the Company, placed before the meeting, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed/required by the SECP without the need for passing any fresh resolution by the Members.

2. Any other business with permission of the Chair.

The statement under Section 134(3) of the Companies Act, 2017 pertaining to Special Business is annexed with this Notice.

By Order of the Board

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Mubashhar Asif
Company Secretary

Lahore
July 29, 2020



Imperial Sugar Limited
Notice of Extraordinary Meeting

NOTES:

1. The Company has placed the notice of EOGM along with form of proxy in English and Urdu languages on its website: www.imperialsugars.com
2. The Share Transfer Books of the Company will remain closed from August 13, 2020 to August 20, 2020 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Share Registrar, M/s. Hameed Majeed Associates (Private) Limited, H.M. House, 7-Bank Square, Lahore, at the close of business on August 12, 2020 will be considered in time to determine voting rights of the shareholders for attending the meeting.
3. A member eligible to attend, speak and vote at meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The proxy, in order to be effective, properly filled in must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting.
4. In view of the recent spike in number of Covid-19 cases, gravity of the Coronavirus Pandemic on public health, increased number of casualties and instructions of the Government / institutions to consider the provision of video link facility for conducting meetings, the Extraordinary General Meeting will be held virtually via video-link for the safety and well-being of our valued shareholders and general public. To attend the EOGM through video link, members are requested to register their following particulars by sending an e-mail at shareholders@imperialsugars.com

Folio / CDC Account No.	No. of shares held	Name	CNIC No.	Cell No.	Email Address

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on August 19, 2020. The shareholders are also encouraged to send their comments / suggestions, related to the agenda items of the EOGM on the above-mentioned e-mail address or WhatsApp Number 92-3214506011 by the close of business hours (5:00 p.m.) August 19, 2020. For any query, the members may please contact at aforesaid email or WhatsApp Number.

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

This statement sets out the material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the Company to be held on August 20, 2020.

CHANGE OF NAME OF THE COMPANY

In order to make sure that the new Principal Line of Business of the Company is consistent with the name of the Company, it has been decided by the Board of Directors of the Company that name of 'Imperial Sugar Limited' be changed to 'Imperial Limited'. The availability of the name 'Imperial Limited' for use by the Company has been confirmed by the office of the Registrar of Companies, Securities and Exchange Commission of Pakistan, Lahore.

Consequent to the change in the name of the Company, alteration in Memorandum and Articles of Association would also be required, wherever the extant name of the Company appears. Since prior consent of the Members by way of a Special Resolution is required for affecting any change in the name of a company, consent of the Members to the change in the name of the Company, as aforesaid, is being sought in terms of the Special Resolution set out in the Notice.

Upon approval by the Members, the Company shall make an application to the Registrar of Companies, SECP, Lahore for approving the change in the name of the Company and issuing a fresh Certificate of Incorporation to the Company in the new name as aforesaid, upon receipt of which the Company shall make the required alteration in the Memorandum and Articles of Association of the Company, Title of Bank Accounts, Deeds, Registration, other Documents etc. so that the said documents reflect the new name as aforesaid, in place of the Imperial Sugar Limited, the current name of the Company.

The directors of the Company confirmed that the proposed name (Imperial Limited) is not incommensurate with the new principal line of business of the Company. As the new principal line of business of the Company shall be to make Investments in Debt and Equity Instruments, Corporate Agricultural Farming and Real Estate Development and Marketing, hence the change of name to Imperial Limited is necessitated.

ALTERATION IN MEMORANDUM OF ASSOCIATION

Under the Companies Act, 2017, a Company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities, however, the principal line of business of the company shall be mentioned in the Memorandum of Association of the company which shall not be inconsistent or contradictory with name of the Company. The 'principal line of business' has been defined to mean the business in which substantial assets are held or likely to be held or substantial revenue is earned or likely to be earned by a company, whichever is higher. The Company has or likely to have substantial assets in investments segment (making Investments in Debt and Equity Instruments) and it also derives or likely to derive substantial revenues from this business along with Corporate Agricultural Farming and Real Estate Businesses. Accordingly, the Board of Directors of the Company has recommended the alteration in Memorandum of Association by replacing its existing object Clause III with the new Clause III as mentioned hereinafter.

The object stated at serial number 1 of the object clause of the existing Memorandum of Association of the Company (treated as the principal line of business under the Companies Act, 2017) is Manufacturing and Sale of Sugar. As the Company has disposed of one of its Sugar Manufacturing Unit and is in the process of disposing of remaining one Sugar Manufacturing Unit, hence manufacturing and sale of sugar is no more the business of the Company. As the new principal line of business of the Company shall be to make Investments in Debt and Equity Instruments, Corporate Agricultural Farming and Real Estate Development and Marketing, hence alteration of Memorandum of Association with respect to principal line of business is required.

The Board of Directors of the Company is confident that this change will not be determinantal to the interest of the Company or its Members as a whole. This change shall be implemented forthwith by the Company as it has all the resources for implementation.

Benefits likely to accrue to the Company and its Members from this change and financial projections are stated in detail in copies of Alternate Business Plan. Alternate Business Plan is available for inspection at the Registered Office of the Company on any working day upto August 19, 2020 during Business Hours and also at the time of the Extraordinary General Meeting. Highlights of Alternate Business Plan are also given in this statement under section 134(3) of the Companies Act, 2017 under the agenda relating to approval of Alternate Business Plan.

No Directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as Directors / Chief Executive / Shareholders.

The following resolution is proposed to be passed as Special Resolution:

Draft Resolution

“RESOLVED that subject to confirmation of the Securities and Exchange Commission of Pakistan (SECP), the existing Clause III of the Memorandum of Association of the Company be and is hereby replaced to read as follows:

- III. (i) The principal line of business of the Company shall be to carry on the business of, subject to compliance with the applicable laws, buying, selling, holding or otherwise acquiring or investing in any sort of financial instruments including but not limited to shares, stocks, shares and stocks of unlisted companies, debentures, debenture stocks, bonds, mutual fund certificates, modaraba certificates, musharika certificates, sukuk, participation term certificates (PTCs) and any other shariah compliant security, term finance certificates, unit trust certificates and any other marketable securities and/or certificates of any kind, obligations and securities issued or guaranteed by the Government of Pakistan or by companies incorporated or registered in Pakistan and which are listed or to be listed on the Stock Exchanges of Pakistan or in any foreign country but not to act as an investment / brokerage company subject to necessary permissions/licenses required from concerned authorities and compliance of all applicable laws; and to cultivate, grow, collect, process, produce, set-up and carry on the business of agriculture farming, crop farming, fruit farming, hydroponics farming, tunnel farming, and to purchase seeds, feeds, fertilizers, pesticides, irrigation systems for the purpose; and to develop, build and/or market of all types of real estate with the permission of concerned authorities and compliance with applicable laws and regulations;



- (ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
- (iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management Company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, *Modaraba* management company, Stock Brokerage Business, Forex, Managing Agency, business of providing the services of Security Guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.
- (iv) It is hereby undertaken that the Company shall not:
 - (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;
 - (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
 - (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.”

RESOLVED FURTHER THAT Chief Executive Officer and / or Company Secretary be and hereby authorized to do all acts, deeds and thing, take any or all necessary actions to complete all legal and corporate formalities, make amendments, modification addition or deletion and file all requisites documents with the Registrar to effectuate and implement this special resolution.

RESOLVED FURTHER THAT the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the SECP which suggestion, direction and advice shall be deemed to have been approved as part of the past Special Resolution without the need of the Members to pass as Special Resolution.”

Inspection

A copy of the existing Memorandum of Association along with amended copy of Memorandum of Association have been kept at the Registered Office of the Company and may be inspected during business hours on any working day from the date of publication / issue of this Notice till the conclusion of the Extraordinary General Meeting.

APPROVAL OF ALTERNATE BUSINESS PLAN OF THE COMPANY

Pursuant to Company's shareholders' approval in Annual General Meeting held on January 31, 2017, assets of Mian Chanu Unit of the Company were disposed of during the year ended 30 September 2017. This asset sale transaction was a landmark in the history of Sugar Sector of Pakistan in terms of the total amount of the transaction. Now, the management of the Company is actively engaged in search of suitable buyer(s) for assets of Phalia Unit of the Company under the authority of resolutions of shareholders of the Company duly passed under section 183(3)(a) of the Companies Act, 2017 in their Annual General Meeting duly held on January 28, 2020.

A significant chunk of sale proceeds of Mian Chanu Unit of the Company (Rupees 3 billion) is currently invested in bank deposits after payment of significant liabilities of the Company, pending the disposal of remaining sugar unit of the Company.

At the time of obtaining approval of shareholders for disposal of assets of the Company, the future Business Plan approved by the Directors and Shareholders was to get into the business of setting up a 225 MW Liquefied Natural Gas (LNG) Independent Power Producer (IPP) Project subject to regulatory approvals. The roll out of this business plan was dependent upon disposal of all two sugar manufacturing units of the Company and realization of sale proceeds, in view of the size and specific requirements of the Project.

During this period of time, the Company continued to closely monitor the business environment for IPPs in Pakistan. The Company recently noted that the Cabinet Committee on Energy (CCoE) in its meeting held on 02 April 2020 constituted a committee under the Chairmanship of the Federal Minister for Energy to deliberate various viable and mutually acceptable options to bring about a **reduction in the power tariff** for the end-consumer. In the first meeting between the Committee and the IPPs, the Federal Minister emphasized on the **reduction** and relief in the cost of electricity and resolution in the **quantum of** capacity payments. A technical committee has been constituted to consult with the IPPs on the above-mentioned objective and for seeking recommendations from IPPs on proposed areas of tariff reduction. Further, the Company noted with concern that to-date Indicative Generation Capacity Expansion Plan (IGCEP) 2047 submitted by National Transmission and Despatch Company Limited (NTDC) to National Electric Power Regulatory Authority (NEPRA) as a Least-Cost Generation Expansion Plan to cater for the future energy requirements of the country is still not finalized. Public Hearing in the matter of IGCEP 2047 on 15 July 2020 was not conclusive. The Company understands that such policy shift, will endanger/restrict the lenders in new upcoming power sector IPP projects, because 80% of capacity payments component in tariff mainly include project finance repayment to lenders. The Company wrote to the Punjab Power Development Board (PPDB) to seek reassurance as to whether the basis for decision to set up a 225 MW Liquefied Natural Gas (LNG) Independent Power Producer (IPP) Project still hold true along with certain other clarifications / requests from the worthy Regulators. The Company received a negative reply of PPDB and sent the reply to its legal counsel for advice in association with subject matter experts. Based on the reply of PPDB, the legal counsel of the Company in association with subject matter experts advised the Company against going ahead with the currently approved future business plan of the Company that encompassed ultimate set up of an Independent Power Producer (IPP) Project of 225 MW, based on Liquefied Natural Gas (LNG).

Hence, an Alternate Business Plan, in the best of interest of the Company and its shareholders, has been approved and recommended by the Board of Directors of the Company. This Alternate Business Plan encompass: Change of Name of the Company to Imperial Limited; and Change in principal line of business of the Company to making investments in Debt and Equity Instruments, Corporate Agricultural Farming and Real Estate Development and Marketing.

After the approval of Alternate Business Plan, the Company shall immediately deploy the surplus funds (Rs. 3 billion) available with it from sale of Mian Chanu Sugar Manufacturing Unit for carrying out Alternate Business Plan.

Under the Alternate Business Plan, the Investment Segment of the Company in addition to making investments in its approved investment universe (debt and equity instruments) and earning returns for the shareholders shall also be acting as Centralized Treasury. It shall finance the Corporate Agricultural Farming Segment and Real Estate Segment. It shall ensure that the surplus funds of these two segments and the surplus funds of the Company are properly invested to generate returns for shareholders. Hence, the Company shall no more be dependent upon urgent disposal of Phalia Sugar Manufacturing Unit of the Company for commencement of its commercial operations in the aforesaid areas. The disposal proceeds of Phalia Sugar Manufacturing Unit shall add up to the liquid funds of the Company and the Company shall be able to execute the Alternate Business Plan at even bigger scale.

Under the Alternate Business Plan, the Corporate Agricultural Farming Segment of the Company shall initially set up a state-of-the-art Hydroponics Project consisting of 17 Greenhouses and a Commercial Nursery with an integrated infrastructure to support future expansion once the operations turn cash-flow positive. A robust marketing foothold in the domestic and international markets will be established to invest in a fully automated, cutting-edge Hydroponics Project. The Hydroponic Industry is still fairly new in the Pakistan and a state-of-the-art facility focused on high volume international quality produce is yet to be seen. Green House Hydroponics Project has a three-fold mission: to produce high quality, consistent & tasty vegetables for both the domestic and international markets; to capture majority market share through effective brand positioning in both the local and international markets; and to maximize profits for the stakeholders of our Company through continuous cost reduction by identifying and deploying latest Technologies in Production & Monitoring Control Systems.



Under the Alternate Business Plan, the Real Estate Development and Marketing Segment of the Company has planned a development that will consist of 60 Residential Units with a unique concept of community living, in the heart of the city of Lahore; the most vibrant city of the province of Punjab. The proposed project is a Class A, institutional-quality, high-rise apartment development in one of the most desired apartment markets in Lahore, Punjab. The property shall be well-located to capture the anticipated increase in apartment demand. Based on success story of the first project, the Real Estate Development and Marketing Segment of the Company shall carry out further projects on the same lines.

The Alternate Business Plan available for inspection at registered office of the Company contains detailed write-ups and financials on each of the three above segments. Highlights are as follows:

Sr. No.	Fund Allocation	Rs.
1	Corporate Agricultural Farming Segment	1,174,661,152
2	Real Estate Development and Marketing Segment	1,077,865,600
3	Investment Segment	747,473,248
		3,000,000,000

Corporate Agricultural Farming Segment

	Year 1 Rs.	Year 2 Rs.	Year 3 Rs.	Year 4 Rs.	Year 5 Rs.
Revenue	236,835,851	620,945,012	1,005,036,155	1,057,814,692	1,113,623,798
Expenses + tax	145,304,544	369,509,582	593,943,142	639,619,011	689,879,636
Net profit	91,531,307	251,435,429	411,093,013	418,195,681	423,744,161

Real Estate Development and Marketing Segment (for the first project only):

	Year 1 Rs.	Year 2 Rs.
Revenue	677,129,000	1,733,897,000
Expenses + tax	474,825,446	1,312,124,892
Net profit	202,303,554	421,772,108

Investment Segment:

	Year 1 Rs.	Year 2 Rs.	Year 3 Rs.	Year 4 Rs.	Year 5 Rs.
Revenue	118,462,699	47,296,485	65,382,802	154,606,613	278,719,191
Expenses + tax	34,354,183	13,715,981	18,961,013	44,835,918	80,828,565
Net profit	84,108,517	33,580,505	46,421,789	109,770,695	197,890,626

This whole Alternate Business Plan shall be financed by the Company from its own sources i.e. available net surplus proceeds from sale of assets of the Company. The Investment Segment shall also repay the existing liabilities of the Company amounting to Rs. 599 million. The Company has Rs. NIL payable to financial institutions. The Alternate Business Plan shall be kick started immediately on approval by the shareholders of the Company. The three segments covered in Alternate Business Plan all have the unique feature of revenue / profit generation from Year 1.

The shareholders of the Company shall benefit from this Alternate Business Plan through better return on investment and enhance the shareholders' value. The Company believes that Alternate Business Plan shall pave the way for restoration of Company's status to Normal Counter of PSX and the withdrawal of Show-cause Notice served on the Company by SECP regarding winding up.

No Directors or Chief Executive of the Company or their relatives have any interest in the approval of Alternate Business Plan of the Company except in their capacities as Directors / Chief Executive / Shareholders.

The Directors also undertake and confirm that they have carried out due diligence in respect of Alternate Business Plan.

Availability of Relevant Documents

The documents pertaining to foregoing Special Business (including the Alternate Business Plan) are available for inspection at the Registered Office of the Company on any working day upto August 19, 2020 during Business Hours and also at the time of Extraordinary General Meeting.



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 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 Thursday, August 20, 2020 at 11.00 a.m. and any adjournment thereof.

Signed this _____ day of August 2020.

Affix Revenue
Stamp of
Rupees fifty

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.

امپیریل شوگر لمیٹڈ

تشکیل نیابت داری برائے غیر معمولی اجلاس عام

میں اہم

ساکن _____ امپیریل شوگر لمیٹڈ کا اکی کے حصص دار
ہوں اور بموجب رجسٹرڈ کھاتہ نمبر یا مجوزہ سی ڈی سی کھاتہ نمبر کے تحت _____ عمومی حصص کا اکی کے مالک
ہوں ہیں۔ اپنی جگہ پر حق رائے دہی کے لیے _____ رہائشی _____ اور بموجب
رجسٹرڈ کھاتہ نمبر یا مجوزہ سی ڈی سی کھاتہ نمبر _____ کو یا اس کے نہ آنے کی صورت میں
رہائشی _____ اور بموجب رجسٹرڈ کھاتہ نمبر یا مجوزہ سی ڈی سی کھاتہ نمبر
کو جو کہ امپیریل شوگر لمیٹڈ کا اکی کے حصص دار ہے ہیں۔ کو اپنی جگہ بروز جمعرات بتاریخ 20 اگست 2020 بوقت صبح 11 بجے بمقام اسماعیل
ایوان سائنس بلڈنگ 205 فیروز پور لاہور میں منعقد ہونے والے غیر معمولی اجلاس عام یا کسی متبادل دن جو بھی ہوگا میں رائے دہندگی کے
لئے نمائندہ مقرر کرتا کرتی کرتے ہوں ہیں۔

چچاس روپے کی رسیدی ٹکٹ
چسپاں کریں

دستخط۔

اگست 2020

(کمپنی کے ریکارڈ کے مطابق دستخط)

گواہ نمبر: 2

گواہ نمبر: 1

_____ دستخط

_____ دستخط

_____ نام

_____ نام

_____ پتہ

_____ پتہ

_____ شناختی کارڈ نمبر یا

_____ شناختی کارڈ نمبر یا

_____ پاسپورٹ نمبر

_____ پاسپورٹ نمبر

نوٹ: 1۔ یہ مختار نامہ مکمل اور دستخط شدہ کمپنی کے رجسٹرڈ آفس کے پتے پر اجلاس کے شروع ہونے سے 48 گھنٹے پہلے پہنچ جانا چاہیے۔

2۔ کوئی بھی فرد مختار نامہ اس وقت تک استعمال نہیں کر سکتا جب تک وہ کمپنی کا حصص دار نہ ہو۔ علاوہ اس کے کہ کوئی ایک کمپنی کسی فرد کو نمائندہ مقرر

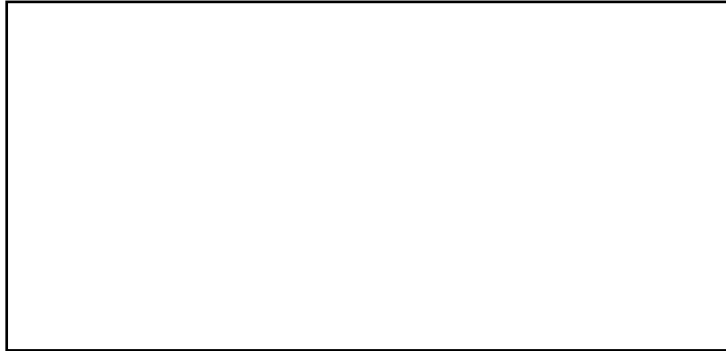
کرے جو کمپنی کا حصص دار نہ ہو۔



Imperial Sugar Limited

Notice of Extraordinary Meeting

Printed Matter
Book Post / UPC



Imperial Sugar Limited

If Undelivered, Please Return To:
M. Ismail Aiwan-e-Science Building, 205-Ferozepur Road,
Lahore - 54600 Pakistan
Phones: +92 42 3575 8970, 3575 1308
Fax: +92 42 3576 3247