



# NOON SUGAR MILLS LIMITED

Head Office: 66 Garden Block, New Garden Town, Lahore, Pakistan  
Tel: +92-42-35442828 Fax: +92-42-35831462 ho@noonsugar.net  
info@noonsugar.net www.noonsugar.net www.noonsugar.com



NSM/HO/CS

January 03, 2023

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building, Stock Exchange Road,  
Karachi.

## Notice of Annual General Meeting

Dear Sir,

In compliance of Rule 5.6.9 (b) of the Rule Book, we are pleased to forward a copy of the Notice of the Annual General Meeting of Noon Sugar Mills Limited to be held on January 28, 2023.

Yours Sincerely,

**Nasir Iqbal Ansari**  
Company Secretary

Encl: As above.

### SUGAR MILLS & DISTILLERY

Bhalwal, Distt. Sargodha, Pakistan  
Tel: +92-48-6642411 & 12 Fax: +92-48-6642784  
sugarmill@noonsugar.net distillery@noonsugar.net

### KARACHI OFFICE

Plot No. 4, 1st Floor, P.I.I.A Building  
Maulana Deen Muhammad Wafai Road, Karachi-74200, Pakistan  
Tel: +92-21-35685363 Fax: +92-21-35680517 ko@noonsugar.net

# NOON SUGAR MILLS LIMITED

Registered Office: 66 Garden Block, New Garden Town, Lahore.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of Noon Sugar Mills Limited will be held on **Saturday, January 28, 2023 at 11:30 a.m.** at 66 Garden Block, New Garden Town, Lahore to transact the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on January 27, 2022.
2. To receive, consider and adopt the audited accounts for the year ended on September 30, 2022 and the reports of the directors and auditors thereon.
3. To approve payment of Dividend. The Board has recommended dividend @ Rs. 4/- per share (40%).
4. To appoint auditors for the year ending on September 30, 2023 and to fix their remuneration.
5. To transact any other business as may be placed before the meeting with the permission of the Chairman.

### SPECIAL BUSINESS

To increase the authorised share capital of the Company from Rs. 200 million to Rs. 500 million by addition of 30 million ordinary shares of Rs. 10/- each.

### CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Books of the Company will remain closed from January 21, 2023 to January 28, 2023 (both days inclusive) for holding the Annual General Meeting and to determine entitlement of dividend. The share(s) transfer requests received up to close of business on January 20, 2023 shall entitle the transferees to receive the aforesaid dividend.

By order of the Board



**NASIR IQBAL ANSARI**

Company Secretary

Lahore: December 30, 2022

### **NOTES:**

1. Participation in the AGM Proceedings:

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received by the Company at the registered office duly stamped and signed not later than forty eight (48) hours before the time for holding the meeting. A member cannot appoint more than one proxy. Attested copy of CNIC must be attached with the proxy form.

2. CDC account holders are required to follow under mentioned guidelines laid down by Securities and Exchange Commission of Pakistan:
  - (a) **For attending the meeting:**
    - i. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his / her original national identity card or original passport at the time of attending the meeting.
    - ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
  - (b) **For appointing proxies:**
    - i. In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
    - ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
    - iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
    - iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
    - v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
3. The members having physical shares are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their CNIC are requested to send the same at the earliest to Company's Share Registrar i.e. M/s Corplink (Pvt.) Ltd, Wings Arcade, 1-K Commercial, Model Town, Lahore.
4. In compliance with directive of SECP, shareholders are advised to send their respective International Bank Account Number (IBAN) details as per form attached enabling the Company to credit their cash dividend directly into their respective bank accounts.
5. Pursuant to the provision of Section 132(2) of Companies Act 2017 the shareholders residing in other cities and holding at least ten percent of the total paid up capital may demand the company to provide the facility of video link for participation in meeting. The demand for video link facility shall be received at share registrar address given herein above at least ten days prior to the date of meeting. Prescribed form for consent is enclosed in the Annual Report.
6. The audited financial statements of the Company for the year ended September 30, 2022 are being made available on the Company's website.
7. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to Section 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.



**STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017 WITH RESPECT TO SPECIAL BUSINESS AS CONTAINED IN THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON JANUARY 28, 2023.**

**INCREASE IN THE AUTHORIZED SHARE CAPITAL**

The share capital of the Company is being increased to cater for any future need of issue of capital.

The following resolution will be proposed at the meeting to be passed as Special Resolution:

RESOLVED that the authorized Share Capital of the Company be and is hereby increased from Rs. 200 million to Rs. 500 million by addition of 30 million ordinary shares of Rs.10/- each.

FURTHER RESOLVED that alterations in clause 5 of the Memorandum of Association of the Company be made as under:

The figure and words "Rs. 200,000,000 (Rupees two hundred million) divided into 20,000,000 (twenty million)" shall be replaced with the figure and words "Rs. 500,000,000 (Rupees five hundred million) divided into 50,000,000 (fifty million)".

FURTHER RESOLVED that alterations in clause 5 of the Articles of Association of the Company be made as under:

The figure and words "Rs. 200,000,000 (Rupees two hundred million) divided into 20,000,000 (twenty million)" shall be replaced with the figure and words "Rs. 500,000,000 (Rupees five hundred million) divided into 50,000,000 (fifty million)".

Clause 5 of the Articles of Association after the proposed amendment will read as under:

**5. AUTHORIZED CAPITAL**

The authorized Share Capital of the Company is Rs.500,000,000 (Rupees five hundred million) divided into 50,000,000 (fifty million) Shares of Rs.10 (Rupees ten only) each with the powers of the Company, specifically, to increase the authorized Share Capital to include a further issue including, of preference shares, and generally, to increase or reduce the Capital and to sub-divide its Shares, or any of them into Shares of smaller amount than is fixed herein (stock split) or consolidate and divide the whole or any part of the Shares in the Capital into Shares of larger amount than its existing Shares (reverse split) and to divide the Shares in the Capital for the time being into several classes in accordance with the provisions of the Act and any Regulations made thereunder, and to attach thereto respectively such rights, privileges or conditions as may be determined by or in accordance with these Articles of Association, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these Articles of Association in accordance with the Applicable Law.

A copy of the Memorandum and Articles of Association of the Company is available at the Company's Registered Office for inspection during the working hours.

The directors of the Company do not have any interest in the special resolution that would require disclosure.