



# 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

March 01, 2023

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

## Notice of Extraordinary 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 Extraordinary General Meeting of Noon Sugar Mills Limited to be held on March 30, 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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Noon Sugar Mills Limited will be held on Thursday, March 30, 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 28, 2023.
2. To elect seven directors in accordance with provisions of Section 159 of the Companies Act, 2017.

The Board of Directors has fixed the number of elected directors as seven (07) for the purpose of the election of directors at this meeting. The tenure of the elected directors will be three years from the date of election.

The names of the retiring directors are as follows who are also eligible for re-election:

1. Mr. K. Iqbal Talib
2. Mr. Salman Hayat Noon
3. Mr. Saif Ullah Khan Noon
4. Lt Col Abdul Khaliq Khan (Retd)
5. Mr. Irfan Ahmed
6. Mr. Atta Ali Malik
7. Ms. Maryam Mamdot

Any member who seeks to contest this election shall file with the Company at the Registered Office, not later than fourteen days before the date of the meeting, a notice of his/ her intention to offer himself/ herself for election as a director along with detailed profile and office address for placement on company's website.

### STATEMENT PURSUANT TO SECTION 166(3) OF THE COMPANIES ACT, 2017

The Company encourages independent directors on its board. Independent directors must meet the criteria of independence stipulated by the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

3. To transact any other business with the permission of the Chair.

### 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 March 24, 2023 to March 30, 2023 (both days inclusive) for the purpose of holding the EGM.

By Order of the Board

*Nasir Iqbal*

**Nasir Iqbal Ansari**  
Company Secretary

Dated: March 01, 2023

### NOTES:

1. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/ representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
2. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated 26 January, 2000:-
  - (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. Members, having physical shares, are requested to promptly notify any change in their addresses and to provide the copies of their valid CNIC's (if not provided earlier) to the Share Registrar of the Company, i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.
4. 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.
5. Pursuant to the provision of Section 132(2) of Companies Act 2017, 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 Noon Sugar Mills Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Registered Folio / CDC A/c # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member".

**STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017 WITH RESPECT TO SPECIAL BUSINESS AS CONTAINED IN THE NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON MARCH 30, 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, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

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.

