



FARAN SUGAR MILLS LTD.

Date: June 2, 2023

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

Subject: Notice of Extra-Ordinary General Meeting

Sir,

Please find enclosed Notice of Extra-Ordinary General Meeting (EOGM) of the Faran Sugar Mills Limited to be held on Thursday, June 22, 2023 at 11:00 AM.

The notice will be published in Urdu and English Newspapers in the Daily Nawa-e-Waqt and Business Recorder on Friday, June 2, 2023.

Thanks,
Yours Truly,

Muhammad Ayub
Company Secretary

CC:
The Director (Enforcement),
Securities and Exchange Commission of Pakistan,
NIC Building, 63-Jinnah Avenue,
Islamabad.



FARAN SUGAR MILLS LTD.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (the "EOGM") of Faran Sugar Mills Limited (the "Company") will be held on Thursday, June 22, 2023 at 11:00 a.m., at 43-1-E(b), P.E.C.H.S., Block 6, Off Razi Road, Shahrah-e-Faisal, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the Minutes of 41st Annual General Meeting held on January 27, 2023

SPECIAL BUSINESS

2. Increase in Authorized Share Capital of the Company:

To consider and if deemed fit, to pass the following resolution as special resolution for increase in Authorized Share Capital of the Company, and consequent alternations in the Memorandum and Articles of Association of the Company, with or without modifications, addition(s) or deletions(s), as recommended by the Board of Directors:

"RESOLVED THAT the authorized share capital of Faran Sugar Mills Limited (the "Company") be and is hereby increased from Rs. 400,000,000/- (Rupees Four Hundred Million only) divided into 40,000,000 ordinary shares of Rs.10/- each to Rs. 2,400,000,000/- (Rupees Two Billion Four Hundred Million only) divided into 240,000,000 ordinary shares of Rs.10/- each by the creation of 200,000,000 ordinary shares of Rs. 10/- each to rank pari passu in every respect with the existing ordinary shares of the Company."

"Further Resolved that the consequence of the aforesaid increase in the Authorized Share Capital of the Company, existing Clause V of the "Memorandum of Association" of the Company and Article 3 of the "Articles of Association" of the Company be and are hereby substituted, to read as follows:

Clause V of Memorandum of Association:

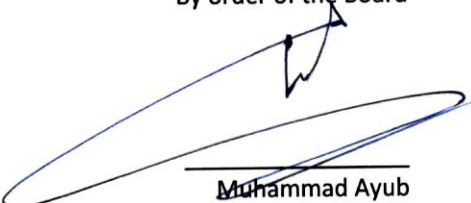
"The Authorized share capital of the Company is Rs. 2,400,000,000/- (Rupees Two Billion Four Hundred Million only) divided into 240,000,000 ordinary shares of Rs.10/- each.

Article 3 of Articles of Association:

"The authorized share capital of the company is Rs. 2,400,000,000/- (Rupees Two Billion Four Hundred Million only) divided into 240,000,000 ordinary shares of Rs.10/- each. The minimum subscription, required by law, has been attained.

"FURTHER RESOLVED that the Chief Executive and/or Company Secretary be and are hereby jointly and / or severally authorized to do all acts, deeds and things take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as may be deemed necessary in this behalf and the matters ancillary thereto."

By order of the Board



Muhammad Ayub
Company Secretary

Karachi

June 2, 2023



PHONE: (+92-21) 111-BAWANY (22 92 69)



FAX: +92-21-34322864



WEB: WWW.FARAN.COM.PK

43-1-E (B), P.E.C.H.S, Block-6, Off Razi Road, Shahrah-e-Faisal, Karachi-75400.





FARAN SUGAR MILLS LTD.

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed for the period from June 16, 2023 to June 22, 2023 (both days inclusive) for the purpose of Extra Ordinary General Meeting. Transfers received in order at our Share Registrar M/s. C&K Management Associates (PVT.) Ltd. 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi at the close of business on June 15, 2023 shall be treated in time for the purpose of Extra Ordinary General Meeting. No transfer will be accepted for registration during this period.

2. Participation in Extra Ordinary General Meeting

A member of the Company entitled to attend and vote at this meeting, may appoint another person as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

CDC shareholders entitled to attend and vote at the meeting must bring his/her Participant ID and Account/Sub-Account number along with original CNIC or original passport to authenticate his/her identity. In case of corporate entity, resolution of Board of Directors/Power of Attorney with specimen signature of the nominee along with his/her recent photograph shall be produced (unless it has been provided earlier) at the time of the meeting.

3. For appointing the proxy

CDC shareholders shall submit the proxy form as per above requirements together with attested copy obconic or Passport of the beneficial owner and proxy. In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be submitted along with the proxy form to the Company.

The proxy form shall be witnessed by two witnesses with their names, addresses, and CNIC numbers. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.

4. Change in Address and CNIC

Members are requested to notify/submit the following Information/documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above-mentioned address, if not earlier notified/submitted:



- Change in their address, if any
- Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar M/s C&K Management Associates (PVT.) Ltd. 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi.

Further, Pursuant to the directives of the SECP, the dividend of shareholders whose CNIC/SNIC or NTN (in case of corporate entities), are not available with the Share Registrar could be withheld. Shareholders are therefore, requested to submit a copy of their valid CNIC (if not already provided) to the Company's Share Registrar.

5. Request for Video Conferencing Facility

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least seven (07) days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city.

To avail this facility please provide the following information to our Share Registrar M/s. C&K Management Associates (PVT.) Ltd. 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi.

"I/We, _____ of _____, being a member of Faran Sugar Mills Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at Signature of member."



FARAN SUGAR MILLS LTD.

6. Postal Ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018, as amended through notification dated December 5, 2022, for any agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA ORDINARY GENERAL MEETING.

The Board of Directors in the meeting held on June 1, 2023 proposed to increase authorized capital of the Company from Rs. 400,000,000/- (Rupees Four Hundred Million only) to Rs. 2,400,000,000/- (Rupees Two Billion Four Hundred Million only). The purpose of this enhancement is to cater for future increase in paid up capital as and when deemed necessary and in the best interest of the Company and its stakeholders.

Comprising of existing and proposed alterations in the capital clauses of Memorandum & Articles of Association, are provided below:

Memorandum of Associates	
Existing Clause-V	Proposed / New Clause-V
The Capital of the Company is Rs. 400,000,000/- (Rupees Four Hundred Million only) divided into 40,000,000 shares of Rs. 10 each of the classification with the rights and privileges attaching thereto as are or may be provided by the Regulations of the Company for the time being. The Company shall have the power to increase or reduce the capital and to divide the shares in the Capital for the time being into several classes and to attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary the classifications and to modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the Regulations of the Company and to consolidate or sub-divide the shares and issue of higher or lower denominations.	The Capital of the Company is Rs. 2,400,000,000/- (Rupees Two Billion Four Hundred Million only) divided into 240,000,000 shares of Rs. 10 each of the classification with the rights and privileges attaching thereto as are or may be provided by the Regulations of the Company for the time being. The Company shall have the power to increase or reduce the capital and to divide the shares in the Capital for the time being into several classes and to attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary the classifications and to modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the Regulations of the Company and to consolidate or sub-divide the shares and issue of higher or lower denominations.
Articles of Associates	
Existing Capital-3	Proposed / New Capital-3
The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred million only) divided into 40,000,000 ordinary shares of Rs. 10/- each.	The capital of the Company is Rs. 2,400,000,000 (Rupees Two Billion Four Hundred Million only) divided into 240,000,000 ordinary shares of Rs. 10/- each.



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43-1-E (B), P.E.C.H.S, Block-6, Off Razi Road, Shahrah-e-Faisal, Karachi-75400.



Business
Recorder
02-06-2023



FARAN SUGAR MILLS LTD.

Faran Sugar Mills Limited

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By order of the Board
Muhammad Ayub
Company Secretary

Karachi

June 2, 2023

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"I/We, _____ of _____, being a member of Faran Sugar Mills Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at Signature of member."

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