

October 12, 2023

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

PROCEDURE FOR VOTING THROUGH E-VOTING FACILITY AND VOTING THROUGH BALLOT PAPER (PRIOR TO PUBLICATION)

Dear Sir,


In continuation to the Notice of Annual General Meeting (AGM) of Sitara Chemical Industries Limited ("the Company") scheduled to be held on October 21, 2023 at 02:00 p.m. at ICAP Auditorium, Institute of Chartered Accountant of Pakistan, Chartered Accountants Avenue, Block 8 Clifton, Karachi in person and via videolink and in accordance with the Companies (Postal Ballot) Regulations, 2018 ("the Regulations"), the right to vote through electronic voting facility ("Evoting") and voting by post ("Ballot Paper") is being provided to the members of the Company in respect of special business to be transacted at the AGM which can be used alternately, M/s. THK Associates (Private) Limited has been appointed as E-Voting Service Provider.

Accordingly, please find attached procedure for e-voting and voting through ballot paper along with copy of Ballot Paper prior to publication in the newspapers on Friday, October 13, 2023.

You may please inform the TRE certificate holder of Exchange accordingly.

Thanking you

Yours truly
For SITARA CHEMICAL INDUSTRIES LIMITED


MAZHAR ALI KHAN
Company Secretary

PLANT : 32 K.M. Faisalabad-Sheikhupura Road, Faisalabad-37631 Ph: 041-4689141-45 Fax: 041-4689147-48
FAISALABAD OFFICE : Sitara Tower, New Civil Lines, Bilal Chowk, Faisalabad. Ph: 041-2600747 & 2600108 Fax: 041-2629210
ISLAMABAD : Malik Complex, Flat # 7, 2nd Floor, 80-East Plaza, Blue Area, Ismalabad-44000
Ph: 051-2872042-2270853 Fax: 051-2277284
LAHORE : 110-A, Siddique Trade Centre, 72 Main Boulevard, Gulberg, Lahore.
Ph: 042-35787476-8 Fax: 042-35787479

Addendum to Notice of 42nd Annual General Meeting of Sitara Chemical Industries Limited published on September 28, 2023

This is an addendum to Notice of 42nd Annual General Meeting (“AGM”) of Sitara Chemical Industries Limited (the “Company”), scheduled to be held on Saturday, 21st day of October, 2023 at 2:00 p.m. at ICAP Auditorium, Institute of Chartered Accountant of Pakistan, Chartered Accountants Avenue, Block 8, Clifton, Karachi in person or via video link.

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

Agenda Item No. vii

Details as per SRO 423(I)/2018

Special Business relating to members' approval for sale, lease or disposal of the undertaking or sizeable part thereof or sale / disposal of subsidiary that is to be transacted under clause (a) or (b) of sub-section (3) of section 183 of the Act, 2017.

The material facts required to be disclosed under S.R.O 423(I)/2018 dated April 3, 2018 related to sell, lease or otherwise dispose of an ‘undertaking’ or a ‘sizeable part’ thereof are given hereunder:

Approval to sale a sizeable part of Company’s freehold land (Investment Property) located in the vicinity of Faisalabad.

Detail of assets to be sold, leased or disposed of shall include the following:	
a) Description/Name of asset;	Agricultural Lands disclosed as investment properties.
b) Acquisition date of the asset;	These investment properties were acquired by the company from 2003-04 to 2021-2022.
c) Cost;	Rs.2,700,730,244/-
d) Revalued amount and date of revaluation (if applicable);	Not Applicable - No revaluation surplus/ deficit is recognized in books of accounts over these investment properties.
e) Book value;	Rs.2,695,864,141/-
f) Approximate current market price/fair value;	Rs.3,408,783,000/- approximately. However, the exact amount will be ascertained at the time of finalizing the transaction with the potential buyer(s).
g) In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof;	The sale price is expected not to be lower than fair value.
h) In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease;	Not Applicable
i) Additional information in case of disposal of land:	
(i) Location;	Investment properties are situated at Chak 193 RB, Chak 194 RB, Chak 200 RB, and Chak 266 RB, Off. Sheikhpura Road, Faisalabad.
(ii) Nature of land (e.g. commercial, agriculture, etc); and	Agriculture
(iii) Area proposed to be sold.	3,271.14 Kanals
ii) The proposed manner of disposal of the said assets.	The land would be sold to prospective buyer(s) directly or through agents in a way that is most beneficial for the shareholders and the Company.
iii) In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts.	The Company shall exercise all reasonable diligence in identifying buyer(s) willing to pay the fair market value of the land and completing the transaction(s) in the best interest of the Company and its shareholders. As a result, there is no related party that requires disclosure in the statement of material facts.

<p>iv) Purpose of the sale, lease or disposal of assets along with following details:</p> <p>a) Utilization of the proceeds received from the transaction.</p> <p>b) Effect on operational capacity of the company, if any; and</p> <p>c) Quantitative and qualitative benefits expected to accrue to the members.</p>	<p>a) Proceeds will be used towards the establishment of alternate energy resources and/or for repayment of company loans and/or for working capital.</p> <p>b) The sale of land has no effect on the operational capacity of the company.</p> <p>c) The establishment of cheaper energy resources or repayment of loans is expected to bring more operational efficiency and profit available for distribution by saving energy & markup costs. It will ultimately add value in net worth of the company and its shareholders.</p>
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- As per the requirements of the Companies (Postal Ballot) Regulations, 2018, as amended through SRO 2192(I)/2022 dated December 05, 2022 (the “Amended Regulations”) issued by the Securities and Exchange Commission of Pakistan, the right to vote through electronic voting facility and voting by post will be provided to the members of the Listed Companies for all businesses classified as special business under the Companies Act, 2017 and required to be passed through ordinary resolution in the forthcoming AGM in the manner and subject to conditions contained in the Amended Regulations.

As Agenda Items No.vi and vii of the aforesaid meeting conveyed to the members vide our Notice of AGM dated September 28, 2023 are special businesses, for which the option of E-Voting or Postal Ballot is required to be arranged for the members. M/s THK Associates (Private) Limited, the Share Registrar are appointed as service provider for E-Voting, whereas, M/s. Yousuf Adil, Chartered Accountants are appointed to act as Scrutinizer.

Through this communication, we hereby intimate members the following procedure for exercising E-Voting or Postal Ballot options alternatively:

A - E-Voting:

- a. E-Voting facility will be provided by THK Associates (Private) Limited, the Share Registrar, acting as E-Voting Services Provider.
- b. Members who are intending to exercise their right of E-Voting shall confirm to the Company on or before October 17, 2023 through their registered email addresses already provided to the Company at: corporate@sitara.com.pk
- c. After due authentication of members’ credentials our E-Voting facility provider, THK Associates (Private) Limited will share with the Members, the web address, login details, password and electronic signature via email.
- d. Members shall cast vote for Agenda Items No. vi and vii through the web portal provided by THK (Private) Limited from 9:00 a.m. {Pakistan Standard Time (“PST”)} on October 18, 2023 till 5:00 p.m. (PST) on October 20, 2023. Votes shall only be casted during the aforementioned schedule. A vote once casted shall not be allowed to be changed.

B - Voting Through Postal Ballot:

- a. Members may alternatively opt for voting through postal ballot, which has been made available;
 - (i) as attachment to this Addendum, and
 - (ii) upload on Company’s website, i.e. www.sitara.com.pk;
- b. Members casting their votes for Agenda Items No. vi and vii should send the postal ballot, duly filled in, signed and accompanied with a copy of valid Computerized National Identity Card (“CNIC”) addressed to the “Chairman of AGM, Sitara Chemical Industries Limited” at 601-602, Business Centre, Mumtaz Hasan Road, Karachi and/or through email at corporate@sitara.com.pk. The postal ballot should reach the aforementioned office on October 20, 2023 till 5:00 p.m. Any postal ballot received after this date and time, will not be considered valid for voting.
- c. Signature on postal ballot should match with the signature on CNIC, NICOP/Passport (In case of foreigner).
- d. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

In case of foreign shareholders casting votes acceptable identification documents shall be the valid CNIC/NICOP/Passport. For foreign shareholders represented through body corporate, acceptable identification documents are the same as mentioned for body corporate in the Notice of AGM dated September 28, 2023.

INFORMATION ABOUT SCRUTINIZER

With reference to the Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations, 2018, for the purpose of overseeing the voting procedure in the upcoming AGM of Sitara Chemical Industries Limited (the Company) to be held on Saturday, October 21, 2023, M/s. Yousuf Adil, Chartered Accountants has been appointed as the Scrutinizer

Nature & Extent of Interest of Directors, directly or indirectly.

The Directors of the Company have no direct or indirect interest in the resolutions except in their capacity as shareholders of the Company to the extent of their respective shareholding.

Availability of Relevant Documents

Copies of the documents pertaining to foregoing Special Business are available for inspection at the Registered Office of the Company during normal office working hours from the date of publication of the Notice till the date of the AGM.

Undertaking by the Directors

The Board of Directors have carried out necessary due diligence for the proposed transactions.

Expected time of completion of the transaction

It is expected that transaction will be completed within one year from the date of passing of Special Resolution under Agenda item No. vii at the AGM.

By Order of the Board

Mazhar Ali Khan
Company Secretary

Karachi
October 13, 2023



Ballot paper for voting through post for the Special Business at the Annual General Meeting to be held on October 21, 2023 at 02:00 P.M. at the ICAP Auditorium, Institute of Chartered Accountants of Pakistan Chartered Accountants Avenue, Block 8, Clifton, Karachi.

Website : www.sitara.com.pk

Folio / CDS Account Number		
Name of Shareholder / Proxy Holder		
Registered Address		
Number of shares Held		
CNIC/Passport No. (in case of foreigner) (copy to be attached)		
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)		
Name of Authorized Signatory		
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)		

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case if both the boxes are marked as (✓), you poll shall be treated as **“Rejected”**.

I/we hereby exercise my/our vote in respect of the following resolutions through ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below;

Resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<p>Agenda Item No.vi :</p> <p>To Consider and, if deemed fit, pass the following Ordinary resolution for getting shareholders’ approval to circulate the annual audited financial statements through QR enabled code and weblink:</p> <p>‘RESOLVED THAT the approval be and is hereby given to allow the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink instead of CD/DVD/USB’.</p>			
<p>Agenda Item No.vii :</p> <p>To consider and, if deemed fit, pass the following resolution in accordance with the Section 183(3)(a) of the Companies Act.2017, for getting shareholders’ approval to sale a sizeable part of Company’s freehold land (Investment Property) located in the vicinity of Faisalabad.</p> <p>“RESOLVED THAT the consent of shareholders be and is hereby accorded to the disposal and sale of Company’s freehold land located in the vicinity of Faisalabad, comprised of 3271.14 kanals.”</p> <p>‘RESOLVED FURTHER THAT, as part and parcel of the foregoing consent, Mr. Muhammad Adrees, Chief Executive of the Company be and is hereby authorized and empowered for sale of company’s freehold land on behalf of the Company.”</p> <p>“RESOLVED FURTHER THAT the Chief Executive of the Company may delegate any other person or group of person or attorney on such term and condition as deem to, to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement sale of freehold land (investment property) and the transaction contemplated by it, which shall include, but not be limited to:</p> <p>a) conducting negotiations, obtaining quotations etc, with interested parties in such manner and on such terms and conditions as are in the best interests of the Company and its shareholders and which secure the best available market price for the assets;</p> <p>b) selling the assets to any individual, firm / partnership, bank or private / public limited company or organization or to any other person and, for that purpose, entering into an agreement to sell, sale deed or any other agreement with the buyer(s) or any other person, receiving the sale</p>			

<p>consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of the buyer(s) or another person to effect the asset sale in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;</p> <p>c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other documents registered and collecting consideration amount in respect of the sale, and</p> <p>d) generally performing and executing in respect of the sale of freehold land (investment property) all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the assets Sale.</p> <p>FURTHER RESOLVED THAT the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to the sale of freehold land.”</p>			
NOTES:			
	1. Dully filled ballot paper should be sent to the Chairman of Sitara Chemical Industries Limited registered office at 601-602, Business Centre, Mumtaz Hassan Road, Off: I.I. Chundrigar Road, Karachi-74000 attention to the Company Secretary or email at corporate@sitara.com.pk		
	2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot paper. .		
	3. Postal Ballot paper should reach the Chairman during working hours by or before October 20, 2023 . Any postal ballot paper received after this date and time, will not be considered for voting.		
	4. Signature on postal ballot paper should match with the signature on CNIC/ Passport (in case of foreigner).		
	5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.		
	6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.		
	7. For E-voting, the instructions as mentioned under Point A in the Addendum should be followed.		
	8. Ballot Paper has also been placed on the website of the company at: www.sitara.com.pk Members may download the ballot paper from the website or use an original/photocopy published in newspapers.		

Shareholder / Proxy holder
Signature/Authorized Signatory
(In case of corporate entity, please affix
company stamp)

Place: _____

Date: _____