



AL-NOOR SUGAR MILLS LIMITED

**NOTICE OF EXTRA ORDINARY
GENERAL MEETING**



AL-NOOR SUGAR MILLS LIMITED

96-A, SINDHI MUSLIM SOCIETY, KARACHI.

Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting (the "EOGM") of Al-Noor Sugar Mills Limited (the "Company") will be held on Thursday, the June 22, 2023 at 03:00 p.m. at the registered office of the Company situated at 96-A, Sindhi Muslim Housing Society, Karachi to transact the following business:

Ordinary Business:

1. To confirm the minutes of the Extra Ordinary General Meeting of the members held on March 30, 2023.

Special Business:

2. Increase in Authorized Share Capital of the Company:

To consider and if deemed fit, to pass the following resolutions as special resolutions for increase in authorized share capital of the Company and consequent alterations in the Memorandum and Articles of Association of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

"RESOLVED THAT approval of members of Al-Noor Sugar Mills Limited (the "Company") be and is hereby accorded to increase the authorized share capital of the Company from PKR 500,000,000/- (Rupees Five Hundred Million only) divided into 50,000,000 ordinary shares of PKR 10 (Rupees Ten) each to PKR 2,500,000,000/- (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 ordinary shares of PKR 10 each by creation of 200,000,000 additional ordinary shares of PKR 10 (Rupees Ten) each to rank pari passu in every respect with the existing ordinary shares of the Company."

"FURTHER RESOLVED THAT in consequence of the aforesaid increase in the authorized share capital of the Company, the existing clause 5 of the Memorandum of Association of the Company and Article 4 of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:

Clause 5 of Memorandum of Association:

"The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion Five Hundred Million only) divided into 250,000,000 ordinary shares of Rs.10/- (Rupees Ten) each with powers to increase, decrease or reorganize the capital of the Company and divided shares in the capital of the Company in several classes in accordance with the provisions of the Companies Act 2017."

Article 4 of the Articles of Association:

"The authorized share capital of the company is Rs. 2,500,000,000 (Rupees Two Billion Five Hundred Million only) divided into 250,000,000 ordinary shares of Rs.10/- (Rupees Ten) each."

3. To Alter the Provisions of Articles of Association Relating to Capitalization of Reserves:

To consider, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution, to substitute the clause 121 of the Articles of Association of the Company:

RESOLVED:

- i. That pursuant to Section 38 and all other applicable provisions of the Companies Act, 2017, Article 121 of the existing Articles of Association of the Company be is hereby substituted to read as follows:

121 Capitalization of Reserve

The Board of Directors may authorize capitalization of any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or Depreciation Fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalized and distributed amongst such of the share-holders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such share-holders in paying in full either at par or at such premium on unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly on, in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock, and that such distribution or payment shall be accepted by such share-holders in full satisfaction of their Interest in the said capitalized sum.

- ii. That the aforesaid alteration in the Article of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members

4. To Circulate the Annual Audited Financial Statements / Annual Report to the Members Through QR Enabled Code and Weblink:

To consider dissemination of annual audited financial statements through QR enabled code and weblink instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a Special Resolution with or without modification: -

"Resolved that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (1)/2023 dated 21st March, 2023, be and is hereby approved while considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB be discontinued."

"FURTHER RESOLVED that the Managing Director / Chief Executive or any of the Directors or the Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution."

Attached to this notice is a statement of Material Facts covering the above mentioned Special Business, as required

By Order of the Board

Karachi,
Date: May 31, 2023

(M. Yasin Mughal)
Company Secretary

NOTES:

1. Closure Of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from June 16, 2023 to June 22, 2023. (both days inclusive). Physical transfer/CDS Transaction IDs received at the Company's Share Registrar office, M/s. C&K Management Associates (Private) Limited, 404-Trade Towers, Abdullah Haroon Road, Near Metropole Hotel, Karachi, at the close of business on June 15, 2023, will be considered in time to determine voting right of the shareholders for attending the meeting.

2. Participation in Extra Ordinary General Meeting and appointing proxies:

A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote on his/her behalf. PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

In pursuance of Circular No.1 of SECP dated January 26, 2000 the CDC Account holders/subaccount holders are requested to bring with them their original CNICs or Passports along with Participant(s) ID Number and CDC account numbers at the time of attending the Extra Ordinary General Meeting for identification purpose. If proxies are granted by such shareholders the same must be accompanied with attested copies of the CNICs or the Passports of the beneficial owners. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be submitted along with Proxy form to the Company. The nominee shall produced his original CNIC at the time of attending the meeting for identification.

3. Participation in the Extra Ordinary General Meeting Electronically.

In Pursuance of Circular No. SMD/SL/2(20)/2021/117 dated 15-02-2021 issued by SECP to ensure the participant Members may attend the Meeting Electronically.

To attend the Meeting Electronically a Member is required to send an e-mail to eogm.alnrs@alnoorgroup.co with e-mail address, name, folio number, CNIC Number, Cell Number and number of shares held in his / her name with subject "Registration for EOGM of ALNRS". A video link to join the Meeting will be shared with Members whose e-mails, containing all the required particulars, are received not later than 48 (forty-eight) hours before the time of the Meeting.

4. Postal Ballot Regulations, 2018:

Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 to 145 of the Companies Act, 2017. Pursuant to Companies (Postal Ballot) Regulations, 2018.

5. Unclaimed Dividend / Shares :

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act, 2017. after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividends and shares, shall be delivered to the SECP.

6. Deposit of Physical Shares into CDC Accounts.

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from commencement of the Companies Act, the shareholders having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Stock Exchange.

7. Change of Address:

Shareholders are requested to inform the Company's Share Registrar, M/s. C & K Management Associates (Pvt.) Limited, 404-Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi of any change in their addresses.

Statement under Section 134(3) of the Companies Act, 2017

This statement sets out material facts concerning the special businesses, proposed to be transacted at the extraordinary general meeting of the Company to be held on June 22, 2023.

Item No. 2 of the agenda – Increase in Authorized Share Capital of the Company and Consequent Amendment in the Memorandum of Association:

Increase in Authorized Capital to be passed as a Special Resolution

At present the authorized capital of the Company is Rs. 500,000,000/- and the paid-up capital is Rs. 204,737,020/-. The Board of Directors recommends to increase the authorized capital of the Company to Rs. 2,500,000,000/- in order to facilitate increase in the paid-up capital as and when required to do so, and if thought fit by the members to pass the following resolution as a special resolution.

"RESOLVED that the Authorized Capital of the Company be and is hereby increased to Rs. 2,500,000,000/- divided into 250,000,000 ordinary shares by creation of 200,000,000 new ordinary shares of Rs. 10/- each and that Clause 5 of the Memorandum of Association and Clause 4 of the Articles of Association of the Company be and are hereby amended accordingly."

Item No. 3 of the agenda – To amend the clause 121 of the Articles of Association of the Company:

In order to allow the Board of Directors of the Company to approve issuance of bonus shares by way of capitalization any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, the Board of Directors of the Company in their meeting held on May 31, 2023 has recommended to substitute the Clause 121 of the Articles of Association of the Company.

The Board is being allowed to capitalize the reserve/ un appropriated profits by issuance of bonus shares for which the alteration in Article 121 has been recommended for approval of members.

Item No. 4 of the agenda – To circulate annual audited financial statements through QR enabled code:

In order to implement SECP notification with respect to transmission / circulation of information such as annual audited financial statements through **QR enabled code and weblink** instead of CD/DVD/USB, and will also be provided through e-mail if they desire to receive the same at their e-mail addresses. Special resolution is a part of the notice for concurrence of shareholders to adopt the newly introduced mode of transmission. However, for convenience of shareholders Standard Request Form is available on Company's website for those who opt to receive the hard copy of annual audited financial statements with relevant documents at their registered addresses.

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.



AL-NOOR SUGAR MILLS LIMITED

PROXY FORM

I/We

in the district of being a Member of **AL-NOOR SUGAR MILLS LIMITED**

and holder of Ordinary Shares as per Share

(Number of Shares)

Register Folio No. and/or CDC Participant I.D. No. and Sub Account No.

hereby appoint of

or failing him

of..... also a member; as my/our Proxy in my/our absence to attend and vote for me/ us at the Extra Ordinary General Meeting of the Company to be held on the 22nd day of June two thousand twenty three at 03:00 p.m. at Company Registered Office 96-A, Sindhi Muslim Housing Society, Karachi and at any adjournment thereof :

Signed this day of 2023

WITNESSES:

1. Signature

Name:

Address

.....

NIC or

Passport No.

2. Signature

Name:

Address

.....

NIC or

Passport No.

Rupees five
Revenue
Stamp

Signature of Member(s)

NOTE:

1. This Proxy Form, duly completed and signed, must be received at the office of our Registered Office not later than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxies are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. For CDC Account Holders / Corporate Entities

In addition to the above the following requirements have to be met.

- (i) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
- (ii) The proxy holder shall produce his original CNIC or original passport at the time of the meeting.
- (iii) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier alongwith proxy form to the Company).



النور شوگر ملز لمیٹڈ

پراکسی فارم

میں / ہم _____
ساکن _____
النور شوگر ملز لمیٹڈ _____
کے رکن و حامل _____ عام حصص برطانیق شیئرز رجسٹرڈ فو لیو نمبر _____
اور یا سی ڈی سی کے شراکتی آئی ڈی نمبر _____ اور ذیلی کھاتہ نمبر _____
بذریعہ ہذا _____ ساکن _____ یا بصورت دیگر _____
ساکن _____ جو کہ اپنی / ہماری غیر موجودگی میں کمپنی کے
غیر معمولی اجلاس عام مورخہ 22 جون 2023 بوقت 03:00 بجے بمقام رجسٹرڈ آفس 96۔ اے سندھی مسلم ہاؤسنگ سوسائٹی، کراچی میں منعقد
یا ملتوی ہونے والے میں رائے دہندگی کیلئے اپنا نمائندہ مقرر کرتا / کرتی ہوں۔

دستخط شدہ بتاریخ _____ بروز _____ 2023۔

گواہان:

برائے کرم پانچ روپے
مالیت کے ریونیو ٹکٹ
چسپاں کریں۔

1۔ _____ دستخط
_____ نام
_____ پتہ

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر _____

2۔ _____ دستخط
_____ نام
_____ پتہ

دستخط برائے ممبر / ممبران _____
(دستخط کمپنی میں درج نمونہ کے دستخط کے مطابق ہونے چاہیے)

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر _____

نوٹ:

- 1۔ ہر لحاظ سے مکمل اور دستخط شدہ یہ فارم میٹنگ سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ آفس کے دفتر میں موصول ہونا چاہیے۔
- 2۔ اگر کوئی ممبر ایک سے زائد پراکسی نامزد کرتا ہے اور ایک سے زیادہ انسٹرمنٹس آف پراکسی جمع کراتا ہے تو اس صورت میں تمام انسٹرمنٹس آف پراکسی کا احدم قرار دے جائیں گے۔
- 3۔ سی ڈی سی اکاؤنٹ رکھنے والے / کارپوریٹ ادارے مزید برآں درج ذیل شرائط کو پورا کریں گے۔
(i) پراکسی فارم کے ہمراہ مالکان کے شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول بھی دی جائیں۔
(ii) حامل پراکسی کو اپنا اصل شناختی کارڈ یا پاسپورٹ میٹنگ کے وقت دکھانا ہوگا۔
(iii) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بمع دستخط کے نمونے (اگر پہلے جمع نہ کرایا ہو) کمپنی میں پراکسی فارم کے ساتھ جمع کرانی ہوگی۔