

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that Extra-Ordinary General Meeting (EOGM) of the members of Jauharabad Sugar Mills Limited (the Company) will be held on **Monday, September 7, 2020** at 11:30 a.m., at its Register Office 125-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on January 28, 2020.
2. To elect the seven (07) directors being the number of directors fixed by the Board of Directors in accordance of Section 159(1) of the Companies Act 2017, for a term of three years commencing from September 8, 2020. The names of the retiring directors are as under:
 - a) Mr. Ghias-ul-Hasan
 - b) Mr. Muhammad Aamir Beg
 - c) Mr. Amjad Javed Aftab
 - d) Mr. Saif ur Rehman
 - e) Mr. Jamal Ahmed
 - f) Mr. Farhan Ilyas
 - g) Mr. Amjad Bashir Hussain
3. Any other business with the permission of the chair.

By Order of The Board



Al-Yousuf

Company Secretary

Lahore: August 17, 2020

NOTE:

1. The share transfer books of the Company will remain closed from August 31, 2020 to September 7, 2020 (both days inclusive). Transfer received in order by the Company's Share Registrar, M/s Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore up to the close of business on August 30, 2020 will be treated in time for entitlement to attend the meeting.
2. Any person including the retiring director who seeks to contest the election of directors must file following documents with the Company at its registered office, not later than 14 days before the date of meeting:
 - (a) Notice of his/her intention to offer himself/herself for election of directors in terms of provisions of section 159(3) of the Companies Act, 2017 (the Act) together with his/her consent to act as a director.
 - (b) A declaration confirming that, He/she is aware of his/her duties and powers under the relevant laws, Memorandum and Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited. And he/she is not ineligible to become a director of a listed company under any of the provisions of the Act, any other applicable law, rules and regulations.
 - (c) In case of independent directors, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under listed Companies (Code of Corporate Governance) Regulations, 2019.
3. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. In case of corporate

entity, the Board of Directors Resolution/Power of Attorney with specimen signature of the representative shall be submitted along with Proxy Form of the Company. Proxies, in order to be affective, must be received at the registered office of the Company 48 hours before the time of holding of the meeting.

4. Those members who have deposited their shares with the Central Depository Company of Pakistan Limited (CDC) are requested to bring their original CNIC, Account and Participation's Numbers. Such members will further have to follow the guidelines as laid down in the Securities and Exchange Commission of Pakistan's Circular No. 1 dated January 26, 2000.
5. The members should quote their folio number in all correspondence with the Company and at the time of attending the meeting.
6. Members are requested to notify the change of their registered addresses, Zakat Declaration, and tax exemption status, if any, duly accompanied with its valid certificates, immediately to Company's Share Registrar.
7. In accordance with section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 7 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate to such shareholder's information regarding venue of video conference facility at least 5 days before the date of the EOGM to enable them to access to such facility.
8. 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.
9. Precautionary Measures to attend EOGM:

The health of the members, staff and stakeholders of the Company (the attendees) is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following measures at the EOGM to safeguard the health and safety of the attendees:

- (a) Compulsory body temperature will be conduct for every attendee at the entrance of the EOGM venue. Any person with a body temperature of over 37.5 degrees Celsius will be denied entry into the EOGM venue or be required to leave EOGM venue.
 - (b) Each attendee would be provided with and wear a surgical face mask throughout the EOGM and inside the EOGM venue.
 - (c) The Company will maintain safe distance between seats and attendees are advised to avoid any contacts, stay in your accommodation, at least one meter away from others and try to minimize the spread of the virus by covering coughs, cleaning surfaces, and washing or sanitizing your hands regularly.
10. The Company has placed the notice of EOGM along with form of proxy in English and Urdu languages on its website: www.jsml.com.pk.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent directors will be elected through the process of election of directors in terms of the provisions of section 159 of the Act, and the criteria as specified in The Companies (Manner and Selection of Independent Directors) Regulations, 2018 and are also listed on the data bank of the independent directors as required under Section 166(1) of the Act.