



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 **Thursday, September 7, 2023** 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 elect the seven (07) directors being the number of directors fixed by the Board of Directors in accordance of Section 159(1) of Companies Act 2017, for a term of three years commencing from September 8, 2023. The names of the retiring directors are as under:

- (a) Mr. Syed Anwar Hussain Shahid
- (b) Mr. Muhammad Aamir Beg
- (c) Mr. Ghias-ul-Hasan
- (d) Mr. Amjad Javed Aftab
- (e) Mr. Saif ur Rehman
- (f) Mr. Farhan Ilyas
- (g) Ms. Faiza Iftikhar

SPECIAL BUSINESS

2. To consider and if deemed fit to approve the circulation of annual audited financial statements to the members through QR enabled Code and weblink pass as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O 389(I)/2023 dated March 21, 2023.

The following resolution is proposed to be adopted as Special Resolution with or without any modification(s), addition(s) and deletion(s).

“**RESOLVED** that circulation of Annual Audited Financial Statements of the Company to its members through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O 389(I)/2023 dated March 21, 2023, be and is hereby approved.”

“**FURTHER RESOLVED** that the Chief Executive and the Company Secretary be and are hereby singly authorized to complete all legal formalities for giving effect to this resolution.”

3. Any other business with the permission of the chair.

125-B, Quaid-e-Azam
Industrial Estate,
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JAUHARABAD SUGAR MILLS LIMITED



Mills:
Jauharabad District
Khushab - Pakistan,
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Web : www.jsml.com.pk



By order of the Board

Al-Yousuf
Company Secretary

Lahore
August 16, 2023

NOTE:

1. The share transfer books of the Company will remain closed from August 31, 2023 to September 7, 2023 (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, 2023 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

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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.

- The members should quote their folio number in all correspondence with the Company and at the time of attending the meeting.
- The members, who are interested to attend the meeting through video link are requested to send their registration at secretary@jsml.com.pk maximum by 4 September, 2023 at 5:00 p.m. by providing the particulars as follows:

Name	CNIC	Folio Number	Contact No.	Email

- 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.
- In accordance with section 132(2) of the Companies Act, 2017, in case 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 member'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.
- E-voting and Postal Ballot**
Pursuant to the Company's (Postal Ballot) Regulations, 2018 and the recent amendments made vide S.R.O. 905(I)/2023 dated July 07, 2023, that voting in separate categories of female, independent directors and other directors, votes shall be counted or unblocked, as the case may be, separately for each of these categories. Additionally, new ballot paper has been prescribed which is being enclosed with this notice and is also being made available on Company's website (www.jsml.com.pk).
- As per amendments made in the Listed Companies (Code of Corporate Governance) Regulations, 2019, through S.R.O. 906(I)/2023 dated July 07, 2023, it has been provided that voting for election of directors shall be held separately for the three categories i.e. female directors; independent directors; and other directors. The new regulation further provides that maximum number of seats in female category shall be 1 and for independent directors category the maximum number of seats shall be 2 or 1/3rd of the total board size, whichever is higher,

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provided that there will be no restriction on the total number of female or independent directors that can be elected on the board of a company in all categories combined. A member on his/her discretion may cast the vote to any candidate in each category. In case the number of persons who offer themselves to be elected in a category is not more than the number of directors to be elected in such category, such persons shall stand elected unopposed without the voting process.

11. The members shall ensure that dully filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at 125-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore (attention to the Company Secretary) two days before the EOGM i.e., September 05, 2023, before 05:00 P.M. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after his time/date shall not be considered for voting.
12. 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 134(3) OF THE COMPANIES ACT, 2017

The securities and exchange commission of Pakistan vide its S.R.O 389(I)/2023 dated March 21, 2023 has allowing companies to circulate annual audited financial statements to its members through QR enabled code and weblink instead of transmitting same through CD/DVD/USD. The following resolutions are proposed to be passed as Special Resolutions with or without any modification(s), addition(s) and deletion(s).

“RESOLVED that circulation of Annual Audited Financial Statements of the Company to its members through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O 389(I)/2023 dated March 21, 2023, be and is hereby approved.”

“FURTHER RESOLVED that the Chief Executive and the Company Secretary be and are hereby singly authorized to complete all legal formalities for giving effect to this resolution.”

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.

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JAUHARABD SUGAR MILLS LIMITED

125-B, Quaid-e-Azam, Industrial Estate, Kot Lakhpat, Lahore

POSTAL BALLOT PAPER

For poll/voting through post for the Special Business at the Extra-Ordinary General Meeting to be held on Thursday, September 7, 2023 at 11:30 a.m., at its Register Office 125-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore.

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

Resolution for Agenda No. 2

To consider and if deemed fit to approve the circulation of annual audited financial statements to the members through QR enabled Code and weblink pass as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O 389(I)/2023 dated March 21, 2023. The following resolution is proposed to be passed adopted as Ordinary Resolutions with or without any modification(s), addition(s) and deletion(s).

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“FURTHER RESOLVED that the Chief Executive and the Company Secretary be and are hereby singly authorized to complete all legal formalities for giving effect to this resolution.”

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

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
Resolution for Agenda No. 2			

Signature of shareholder(s)/ Authorised signatory
(in case of Corporate Entity, Please affix Company Stamp)

Place:

Date:

NOTES:

1. Dully filled postal ballot should be sent to chairman at its register office 125-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before September 05, 2023. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of representative of a body corporate, corporation of Federal Government, the ballot paper must be accompanied by a copy of the CNIC of authorised person, attested copy of board resolution, power of attorney etc. in accordance with section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign body corporation etc. all documents must be attested by Counsel General of Pakistan. Postal ballot paper also has been placed on Company’s website i.e., www.jsml.com.pk.