



## Notice of Annual General Meeting

Notice is hereby given that the 62nd Annual General Meeting of Habib Sugar Mills Limited will be held on Wednesday, January 24, 2024 at 11:00 a.m. at Auditorium Hall – The Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

### Ordinary Business

1. To receive and consider the audited financial statements, the Directors' report and the Auditors' report for the year ended September 30, 2023.
2. To approve payment of cash dividend @ 120 % i.e. Rs. 6 per share of Rs. 5 each for the year ended September 30, 2023 as recommended by the Board of Directors.
3. To appoint auditors of the Company for the year ending September 30, 2024 and fix their remuneration.

### Special Business

4. To consider and approve the circulation of Company's Annual Report including Audited Financial Statements to the shareholders through QR enabled Code and weblink in light of the S.R.O 389(I)/2023 dated March 21, 2023 issued by the Securities & Exchange Commission of Pakistan (SECP) instead of transmitting the same through CD/DVD/USB and to pass the following resolution as ordinary resolution:

**RESOLVED THAT** the shareholders of the Company do hereby consent and authorize the Company for transmission of the Annual Report of the Company including audited financial statements to its shareholders through QR-enabled code and web-link as required under the S.R.O 389(1)/2023 dated March 21, 2023 issued by the SECP instead of transmitting the same through CD/DVD/USB.

5. To consider and if deemed fit, to pass with or without modifications(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019 for the purchase/buy-back by the Company up to an aggregate number of 15,000,000 (Fifteen Million) paid-up ordinary shares of the Company, having face value of PKR 5/- (Pak Rupees Five) each, through the Pakistan Stock Exchange Limited at the spot/current price acceptable to the Company prevailing during the purchase period, as recommended by the Board of Directors of the Company:

**“RESOLVED THAT**, subject to compliance with applicable laws (as may be further amended), approval of the members of Habib Sugar Mills Limited be and is hereby accorded under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the following acts by the Company:

- a) purchase/buy-back of up to an aggregate number of 15,000,000 (Fifteen Million) paid-up ordinary shares of the Company, having paid-up/face value of PKR 5/- (Pak Rupees Five Only) each, representing 10% of the total issued and paid-up ordinary shares of the Company (the “Purchase”);
- b) the Purchased shares be cancelled by the Company;
- c) the Purchase be commenced not later than 7 (seven) calendar days of the public announcement of the Purchase and to end not later than 180 (one hundred and eighty) days from the date of the special resolution;
- d) the Purchase to be conducted through the Pakistan Stock Exchange Limited in accordance with the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019”;
- e) that the Company maintain sufficient funds in the designated clearing bank account (s) from time to time during the Purchase period for the timely settlements of the daily purchases;
- f) that the Authorized Person(s) as appointed by the Board of Directors of the Company take all necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required for the purpose of carrying out and giving effect to the aforementioned resolutions, and for the purpose of implementing, procuring, and completing the Purchase; and
- g) the aforesaid resolutions, as deemed appropriate and necessary, may be revised by the Authorized Person(s) in accordance with any amendments in applicable law, or as directed in writing by any Competent Authority, which revision shall then be deemed to be part of the resolutions without the need for the shareholders/members of the Company to pass fresh resolutions.



A statement under section 134(3) of the Companies Act, 2017 in respect of the special business as per the agenda Item No. 4 & 5 to be considered at the meeting is being sent to the members alongwith a copy of this notice.

By order of the Board

**Imran Amin Virani**  
Company Secretary

Karachi: December 23, 2023

**Notes:**

**1. Closure of Share Transfer Books**

The Share Transfer Books of the Company will remain closed from Monday, January 15, 2024 to Wednesday, January 24, 2024 both days inclusive.

**2. Proxy**

A member entitled to attend and vote at this meeting is entitled to appoint another member of the Company as a proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed at least 48 hours before the time of meeting. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be provided at least 48 hours before the time of the meeting. The Proxy Form in English and Urdu is enclosed with the CD of Annual Report and also available on the Company's website ([www.habibsugar.com](http://www.habibsugar.com)).

**3. For Identification**

Owners of the physical shares and CDC account holder should present Computerized National Identity Card (CNIC) along with participant ID number and CDC account number. In case of appointment of proxy by such account holder(s), the guidelines as contained in the SECP's circular of 26th January 2000 are to be followed.

**4. Change of address**

Members are requested to notify any change in their addresses and their contact numbers immediately to our Share Registrar, THK Associates (Pvt.) Limited, Karachi.

**5. Submission of Copies of Valid CNIC**

Pursuant to the directives of the Securities and Exchange Commission of Pakistan, CNIC number is mandatorily required for payment of dividend. Shareholders holding physical share certificate are therefore requested to submit a copy of their valid CNIC, if not already provided to THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street – 2, D.H.A., Phase VII, Karachi (the Share Registrar). In case of non-receipt of the copy of valid CNIC, Habib Sugar Mills Limited would be unable to comply with SRO 831(1)/2012 dated July 5, 2012 of SECP and therefore will be constrained under Regulation No. 6 of the companies (Distribution of dividend) Regulations, 2017 and section 243(2) of the Companies Act 2017 to pay dividend to such shareholder.

**6. Withholding Tax on Dividend**

As per Income Tax Ordinance 2001, different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These rates are as follows:

- (i) For filers of income tax returns 15 %
- (ii) For non-filers of income tax returns 30 %

Shareholders are advised to make sure that their names are entered into Active Tax-payers List (ATL) provided on the website of FBR before the book closure of the Company, otherwise tax on their cash dividend will be deducted @ 30% instead of 15 %.

For shareholders holding their shares jointly, as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately on 'Filer/Non-Filer' status of Principle shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principle shareholder and Joint-holder(s) in respect of shares held by them to our share registrar, in writing as follows:



Company Name	Folio/CDC Account No.	Total shares	Principle Shareholder		Joint Shareholder(s)	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The Corporate shareholders having CDC account are required to have their National Tax number (NTN) updated with their respective participants, whereas physical shareholders should send a copy of their NTN certificate to the company or Company's Share Registrar M/s THK Associates (Pvt.) Limited. The shareholders while sending NTN or NTN certificate, as the case may be, must quote company name and their respective Folio numbers.

**7. Valid tax Exemption Certificate for Exemption from Withholding Tax**

Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to Share Registrar before the Book Closure of the Company.

**8. Mandatory requirement of Bank details for payment of dividend**

Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into the bank accounts of the shareholders. In order to receive dividends directly into their bank account, shareholders in case of physical shares, are requested to fill in E-Dividend Mandate Form available on the Company's website i.e. [www.habibsugar.com](http://www.habibsugar.com) and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. THK Associates (Pvt.) Limited. In case shares are held in CDC, E-Dividend Mandate Form must be submitted directly to shareholder's broker/participant/CDC investor account services. In-case of non-submission of IBAN, the Company will withhold the payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017. Further, the information regarding gross dividend, tax/zakat deduction and net amount of dividend will be provided through the Centralized Cash Dividend Register (CCDR), therefore, shareholders should register themselves to CDC's eServices Portal at <https://eservices.cdcaccess.com.pk>.

**9. Participation in the Annual General Meeting via Video Conference Facility**

In terms of section 134(1)(b) of the Companies Act, 2017, members holding in aggregate 10% or more shareholding can also avail video conference facility to attend the Annual General Meeting. In this regard, please fill the following information and share at [companysecretary@habibsugar.com](mailto:companysecretary@habibsugar.com) seven (7) days before holding the Annual General Meeting. If the Company receives consent from members residing at a geographical location, to participate in the meeting through video conference atleast seven (7) days prior to date of meeting, the Company will arrange video conference facility in the city subject to availability of such facility in the city.

"I/We \_\_\_\_\_ of \_\_\_\_\_, being a member of Habib Sugar Mills Limited, holder of \_\_\_\_\_ ordinary shares(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_".

Video conference link details and login credentials will be e-mailed to the registered members/proxies who have provided all the requested information. Shareholders can also provide their comments and questions for the agenda items of the AGM on [companysecretary@habibsugar.com](mailto:companysecretary@habibsugar.com) at least 48 hours before the time of the meeting.

**10. E-Voting and Postal Ballot**

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified by SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business(es) in the AGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:



### **Procedure for E-Voting**

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on January 12, 2024.
- b. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of THK Associates (Private) Limited (being the e-voting service provider).
- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. E-Voting lines will start from January 19, 2024, 09:15 a.m. and shall close on January 23, 2024- at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

### **Procedure for Voting Through Postal Ballot**

- a) Members may alternatively opt for voting through postal ballot. For the convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.habibsugar.com](http://www.habibsugar.com)
- b) The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's Registered Office, Habib Sugar Mills Limited, 3rd Floor, Imperial Court, Dr. Ziauddin Ahmed Road, Karachi or email at [companysecretary@habibsugar.com](mailto:companysecretary@habibsugar.com) one day before the AGM, i.e., on January 23, 2024 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC

## **11. Conversion of Physical Shares into Book Entry Form**

As per Section 72 of the Companies Act, 2017 all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of Companies Act, 2017.

The Securities and Exchange Commission of Pakistan through its circular No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form to convert their shares into book entry form.

We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest.

## **12. Transmission of Financial Statements & Notices through email**

Members are hereby informed that the Annual Financial Statements of the Company for the year ended September 30, 2023 can be downloaded from the Company's website [www.habibsugar.com](http://www.habibsugar.com). Further, the Securities and Exchange Commission of Pakistan (SECP) through its Notification S.R.O. 787(I)/2014 dated September 8, 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its members through e-mail. Accordingly, members are requested to send their consent and e-mail addresses for receiving Audited Financial Statements and Notices through e-mail. In order to avail this facility, a standard request form is available at the Company's website.

For any query / clarification / information, the shareholder may contact the company, and /or the share registrar at the following addresses;

Company Address:  
**Habib Sugar Mills Limited**  
3rd Floor, Imperial Court  
Dr. Ziauddin Ahmed Road, Karachi-75530  
Phones : (+92-21) 35680036 – 5 Lines  
Fax : (+92-21) 35684086  
e-mail : [companysecretary@habibsugar.com](mailto:companysecretary@habibsugar.com)

Share Registrar Address:  
**THK Associates (Pvt.) Limited**  
Plot No. 32-C, Jami Commercial Street-2, D.H.A.  
Phase VII, Karachi-75500  
UAN : (+92-21) 111-000-322,  
Phone : (+92-21) 35310191-193  
Fax : (+92-21) 35310190  
e.mail: [sfc@thk.com.pk](mailto:sfc@thk.com.pk)