



Notice of Annual General Meeting

Notice is hereby given that the 64th Annual General Meeting of Habib Sugar Mills Limited will be held on Tuesday, January 27, 2026 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, 2025.
2. To approve payment of cash dividend @ 120% i.e., Rs. 6 per share of Rs. 5 each for the year ended September 30, 2025 as recommended by the Board of Directors.
3. To appoint auditors of the Company for the year ending September 30, 2026 and fix their remuneration.
4. To elect directors of the Company in accordance with the provisions of section 159 of the Companies Act, 2017. The number of elected directors of the Company fixed by the Board of Directors is seven (7). The retiring Directors are as follows:
 - i) Asghar D. Habib
 - ii) Murtaza Habib
 - iii) Hasnain Habib
 - iv) Farouq Habib Rahimtoola
 - v) Sohail Hussain Haji
 - vi) Muhammad Salman Husain Chawala
 - vii) Ms. Tyaba Muslim Habib.

Special Business

5. To approve the remuneration of the Executive Director

A statement under section 134(3) of the Companies Act, 2017 in respect of the Special Business of the agenda at item No. 5 to be considered at the meeting is being sent to the members alongwith a copy of this notice.

By order of the Board

A handwritten signature in black ink, appearing to read 'Imran' above 'Amin'.

Imran Amin Virani
Company Secretary

Karachi: December 17, 2025

Notes:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from Friday, January 16, 2026 to Tuesday, January 27, 2026 both days inclusive.

2. Circulation of Annual Report through QR Code and Weblink

In accordance with section 223 of the Companies Act, 2017 and pursuant to SECP's SRO 389(1)/2023 dated March 21, 2023, the Company had obtained shareholders' approval in the 62nd Annual General Meeting (AGM) of the Company held on January 24, 2024 to circulate the Annual Report of the Company to members through QR enabled Code and Weblink. The Annual Report is available through the following QR Code and Weblink:

<http://www.habibsugar.com/investor-information/financial-statements>





Further as required under section 223 of the Companies Act, 2017 read with SECP's SRO 389(1)/2023 dated March 21, 2023, the Company shall circulate the Annual Report to members through e-mail in case e-mails addresses have been provided by the members to the Company. The Company shall also send the Annual Report in hard copy to a member on his/her request, free of cost, within one week, if request has been made on the standard request form available on the website of the Company.

3. 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 notice of the Annual General Meeting and also available on the Company's website (www.habibsugar.com).

4. Virtual Participation in Annual General Meeting

In light of the relevant guidelines issued by the SECP from time to time, the shareholders may attend the Annual General Meeting through electronic facility by providing the following information to the Company at the e-mail address; companysecretary@habibsugar.com atleast 2 working days before the date of the meeting:

| Name of the shareholder | CNIC Number | Folio/CDC Account No. | No. of share | Contact No. | E-mail Address |
|-------------------------|-------------|-----------------------|--------------|-------------|----------------|
| | | | | | |

Online meeting link and login credentials will be shared with only those members whose e-mail containing all the above information have been received by the Company within the stipulated time.

5. 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.

6. Mandatory information – (Address, CNIC, IBAN, e-mail and Zakat Declaration)

Under section 119 of the Companies Act, 2017, the Company is required to maintain a register of its members. Members are therefore, requested to immediately provide or update their mandatory information such as Address, CNIC Number, e-mail address & contact number and International Banking Account Number (IBAN) and also provide copies of their CNICs for updating the Company's Register of members. In case of non-compliance on part of members, distribution of dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017. The requested information may be provided in following manner:

- In case of physical shares – To M/s THK Associates (Private) Limited
- In case of shares in CDC – To CDC Investor Account Services or respective participant

In case of claiming Zakat Exemption, members are requested to submit declaration (CZ-50 Form) as required under the Zakat & Ushr Ordinance, 1980.

7. 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.

8. 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.

9. E-Dividend Bank Mandate - 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 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>.

10. 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 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 at least 48 hours before the time of the meeting.

Further,

11. E-Voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments from time to time, 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 15, 2026.
- 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 Thursday, January 22, 2026, 09:15 a.m. and shall close on Monday, January 26, 2026 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
- 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 one day before the AGM, i.e., on Monday, January 26, 2026 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

12. 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.

If shares are converted into book entry form, it would help to reduce the risk associated with physical shares which are susceptible to be lost or damaged. Further, handling of book entry securities in case of corporate actions i.e., issue of bonus/right shares and transferring and selling of shares would be much easier.

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



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

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

Statement under section 166(3) of the Companies Act, 2017

Persons eligible under section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, may submit their nominations to be elected as independent directors. However, it is noteworthy to mention that independent directors shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

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

This statement sets out the material facts concerning the Special Business to be transacted at the 64th Annual General Meeting of the Company to be held on January 27, 2026:

Item 5 of the agenda – Approval of remuneration of the Executive Director:
(Disclosure under section 213)

The Board of Directors in their Meeting held on December 17, 2025 have recommended payment of the following remuneration to the Executive Director of the Company, for a period of three years commencing from February 1, 2026, subject to an increment not exceeding 20% per annum.

Remuneration per month

| | |
|-------------------|-----------|
| Mr. Murtaza Habib | 1,488,000 |
|-------------------|-----------|

In addition, he will be provided with two company maintained cars, reimbursement of utilities, entertainment at actuals and other benefits as per policy of the Company which in aggregate is estimated to be approximately 40% of his remuneration as stated above.

The above Director has interest in the aforesaid business to the extent of his remuneration and perquisites as mentioned above.