

## Notice of Meeting

### All the Shareholders,

Notice is hereby given to all the shareholders of SHAHTAJ SUGAR MILLS LIMITED that the 59th Annual General Meeting of the Company will be held on Monday, the 27th January, 2025 at 11:00 AM at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

### A. ORDINARY BUSINESS

1. To confirm the minutes of last Annual General Meeting held on 26th January, 2024.
2. To consider and adopt audited Financial Statements of the Company for the year ended 30th September, 2024 together with Auditors' and Directors' Reports thereon.
3. To appoint Auditors of the Company for the year 2024-2025 and to fix their remuneration. The present Auditors M/s. BDO Ebrahim & Company, Chartered Accountants, being eligible, have offered themselves for reappointment.

### B. SPECIAL BUSINESS

#### 4. Related Parties Transactions:

To consider, and if thought fit, to pass the following resolutions as Special Resolutions.

'RESOLVED that the transactions carried out by the Company in the normal course of business with related parties for the period October 1, 2023 to date be and are hereby ratified, approved and confirmed.'

'FURTHER RESOLVED that the Chief Executive Officer of the Company or his nominee be and is hereby authorized to approve all the transactions carried out and to be carried out in the normal course with related parties till the next Annual General Meeting of the Company and in this connection the Chief Executive Officer of the Company or his nominee be and is hereby authorized to take any and all necessary actions and sign / execute any and all such documents / indentures as may be required in this regard on behalf of the Company.'

5. To transact any other ordinary business with the permission of the Chair.

By Order of the Board



(JAMIL AHMAD BUTT)  
Company Secretary

Karachi:  
6<sup>th</sup> January, 2025

### Notes:

#### (1) Book Closure:

The register of members of the Company will remain closed from 21st January, 2025 to 28th January, 2025 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. Jwaff's Registrar Services (Pvt.) Limited, Suite # 407, 408, 4th Floor, Al-Ameera Centre, Shahr-e-Iraq, Near Passport Office, Saddar, Karachi by the close of business on January 20, 2025 will be considered in time for registration in the name of the transferees, and be eligible to attend and vote at the meeting.

#### (2) PARTICIPATION IN THE GENERAL MEETING

- i) Members, holding shares physically or holding of Accounts and Sub-accounts for Company's shares in CDC, who wish to attend this AGM may do so by identifying themselves through their original CNIC/Passport and providing a copy thereof.
- ii) In case of individuals, the account holder or sub-account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original Computerized National Identity Card ("CNIC") or original passport at the time of attending AGM.
- iii) In case of a corporate entity, being a member, may appoint as its proxy through Board Resolution / Power of Attorney. A copy of resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

#### (3) APPOINTING PROXIES:

- a) A member entitled to attend and vote at the General Meeting is also entitled to appoint another member as a proxy to attend and vote on his /her behalf. In case of a corporate entity, being a member, may appoint as its proxy any of its officials or any other person, through Board Resolution / Power of Attorney. The instrument appointing proxy must be received at the Registered Office of the Company or at the office of our Share Registrar or through email at [jwaffs@live.com](mailto:jwaffs@live.com) not less than 48 hours before the time of the meeting. Copy of resolution/ power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.
- b) CDC Account Holders, while appointing proxies, will follow the prescribed guidelines as under:
  - i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

- ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - iii) The proxy shall produce his / her original CNIC or original passport at the time of the AGM.
  - iv) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
- c) A blank proxy form is enclosed with this notice.

**(4) CHANGE OF ADDRESS**

Members are requested to immediately inform the Company's Share Registrar of any change in their mailing address.

**(5) PARTICIPATION THROUGH VIDEO CONFERENCING FACILITY**

The shareholders can participate in the AGM proceedings via video link also. Those members who are willing to attend and participate in the AGM via link are requested to register themselves by sending an email along with following particulars and valid copy of both sides of Computerized National Identity Card (CNIC) at [jamilbutt@shahtaj.com](mailto:jamilbutt@shahtaj.com) with subject of 'Registration for AGM' not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio / CDC Account No.	Cell No.	Email Address

Members who will be registered, after necessary verification as par the above requirement, will be provided a password protected video link by the Company via email. The said link will remain open from 10:45 a.m. on the date of AGM till the end of the meeting.

**(6) UNPAID DIVIDEND**

An update list of unclaimed dividend / Shares of the Company is available on the Company's website. These are unclaimed dividend / shares which have remained unclaimed or unpaid for a period of three (3) years from the date these have become due and payable. Claims can be lodged by shareholders on claim form as is available on the Company's website. Claims form must be submitted to the Company's Share Registrar, M/s. JWAFFS Registrar Services (PVT) Limited.

**(7) CONVERSION OF PHYSICAL SECURITIES INTO BOOK ENTRY FORM**

As per Section 72 of the Companies Act, 2017 every listed company is 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 the commencement of the Act i.e. May 30, 2017. Further, vide its letter dated March 26, 2021, SECP has directed all the listed companies to pursue their shareholders for conversion of their physical securities into book entry form. In the light of the aforementioned directives, the shareholders of the having physical shareholding are encouraged to open CDC account with CDS participant / CDS investor Account Service and convert their existing physical securities into book entry form.

**(8) POSTAL BALLOT**

Pursuant to Companies (Postal Ballot) Regulations 2018, members are allowed to exercise their right to vote by post for the businesses classified as Special Business.

Intending shareholders shall ensure that duly filled in and signed Ballot Papers along with copy of valid CNIC reach the Chairman of the meeting through post on the Company's registered address, Shahtaj Sugar Mills Limited or email at [chairman@shahtaj.com](mailto:chairman@shahtaj.com), on or before 26th January, 2025 during working hours. The signature on Ballot Papers should match with signature on CNIC. For the convenience of shareholders, a specimen of Ballot Paper is attached. Ballot Paper is also available on the Company's website [www.shahtajsugar.com](http://www.shahtajsugar.com) for down load.

**(9) E-VOTING**

Pursuant to Companies (Postal Ballot) Regulations 2018, members are allowed to exercise their right to vote through electronic voting facility for all businesses classified as Special Business.

Details of E-Voting facility will be shared through email with those members of the Company who have their valid CNIC numbers, Cell numbers and email address available with the Company by the close of business on 20th January, 2025.

The web address, log in details and password will be communicated to the members via email. The security code will be communicated through SMS from the web portal of JWAFFS REGISTRAR SERVICES (PVT) LIMITED (being the e-voting service provider).

Identity for the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for log in.

E-voting lines will open from 24th January, 2025 at 9.00 A.M. and shall close on 26th January, 2024 at 5.00 P.M. Members can cast their votes any time during this period. A vote once cast by a member will not be allowed to be changed.

**(10) TRANSMISSION OF ANNUAL REPORT**

In terms of approval of the shareholders of the Company in their Annual General Meeting held on 26th January, 2024 and pursuant to SECP's Notification No. SRO 389(1)/2023 dated 21st March, 2023. The Annual Report for the financial year ended on 30th September, 2024 of the Company containing inter alia the audited financial statements, auditors' report, directors, and chairman's reports thereon may be viewed and downloaded by following QR code and weblink:

Weblink: <https://www.shahtajsugar.com/financial-reports>

QR Code:



The Annual Report will be emailed to those shareholders whose valid email address will be available with the Company. The shareholders who wish to receive a hard copy of the Annual Report may send to the Company Secretary/Share Registrar, the Standard Request Form available on the website of the Company [www.shahtaj.com](http://www.shahtaj.com). The Company then will provide a free of Cost hard copy of Annual Report to the shareholders within one week of the request.

**STATEMENT OF MATERIAL FACTS**  
**Under Section 134(3) of the Companies Act, 2017**

This statement sets out material facts concerning the Special Business to be transacted at the Annual General Meeting of Shahtaj Sugar Mills Limited to be held on 27th January 2025.

**SPECIAL BUSINESS AT AGENDA ITEM NO. 4**

The transactions carried out in the normal course of business with related parties are approved by the Board of Directors of the Company as recommended by the Audit Committee on quarterly basis pursuant to clause 5.19.6(b) of the Rule Book of Pakistan Stock Exchange Limited under Code of Corporate Governance. In the case of related parties, as mentioned below, a majority of the Directors were common and / or shareholder in related parties and in accordance with the provisions of Section 207 of the Companies Act, 2017, the quorum of the directors could not be formed for approval of these transactions, as viewed by Securities and Exchange Commission of Pakistan. Therefore, these transactions are being placed before the shareholders of the Company for their approval through a special resolution proposed to be passed in the Annual General Meeting.

In view of the above, the normal business transactions conducted for the period from 01 October 2023 to 30 September 2024 with related parties as per following details are being placed before the shareholders of the Company for their consideration and approval/ratification.

<b>Name of Related Party</b>	<b>Nature of Transaction</b>	<b>Rs. in (thousand)</b>
Association on basis of Common directorship		
Shahtaj Textile Limited	Dividend Received	7,475
Shahnawaz (Private) Limited	Purchases and Services Received	886
	Utilities paid	436
	Loan obtained & repaid	250,000
	Interest Charged	11,012
Shezan International Limited	Sale of Sugar	433,710
Shezan Services (Pvt.) Limited	Interest Charged	9,099
Staff Provident Fund Trust	Contributions Paid	5,910
State Life Insurance Corporation of Pakistan	Premium Paid	1,836
Loan from Relative of Director	Loan obtained & repaid	100,000

The name of Directors and nature of their interest in the proposed resolution is as under:

Name of Directors	Shahtaj Textile Ltd.	Shezan International Limited	Shahnawaz (Pvt.) Ltd.	Information System Associates Ltd.	Shezan Services (Private) Limited	State Life Insurance Corporation of Pakistan	KSB Pumps Company Limited
Mr. Muneer Nawaz	Chairman	Chairman	Director	Chairman	Chairman	-	-
Mrs. Sadia Muhammad	Director	Director	-	-	-	-	-
Mr. Abid Nawaz	Director	Director	Director	-	Director	-	-
Mrs. Samia Shahnawaz Idris	Shareholder	Shareholder	-	-	-	-	-
Mr. Rashed Amjad Khalid	Shareholder	Director	Shareholder	Shareholder	Director	-	-
Mr. Toqueer Nawaz	Director	Shareholder	Shareholder	-	-	-	-
Mr. Mushtaq Ahmad	-	-	-	-	-	Key Management Personnel	-
Mr. Asim Rafiq	-	-	-	-	-	-	Director

The Company would be conducting Transactions with related parties in the normal course of business. The majority of the Directors are common and/or shareholder in related parties as detailed herein above Agenda item No. 4 and in accordance with the provisions of Section 207 of the Companies Act, 2017, the quorum of the Directors would not be forming for approval of related party transactions, as viewed by Securities and Exchange Commission of Pakistan. Therefore, in order to comply with the provisions of clause 5.19.6(b) of the Rule Book of Pakistan Stock Exchange Limited under Code of Corporate Governance,

the shareholders of the Company may authorize the Chief Executive of the Company or his nominee to approve transactions already carried out from 01 October 2024 and to be carried out in the normal course of business with related parties till the next Annual General Meeting of the Company.

The names of Directors and nature and extent of their interest in the proposed resolution is the same as detailed in statement as above.