

ABDULLAH SHAH GHAZI SUGAR MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting (“EOGM”) of Abdullah Shah Ghazi Sugar Mills Limited (the “Company”) will be held on Wednesday, June 30, 2021 at 9:00 a.m. at Diamond Banquet, Plot No. C-36, 37 Extension, Gulshan-e- Hadeed, Phase-1, Karachi to transact the following Ordinary Business:

1. To elect seven (7) directors of the Company in accordance with the Section 159(1) of the Companies Act, 2017 for a term of three (3) years commencing from July 01, 2021. The following are retiring Directors who are eligible for re-election:

1. Mr. Muhammad Dawood
2. Mr. Yasir Iqbal
3. Mr. Muhammad Rashid Rana
4. Mr. Muhammad Nawaz
5. Mr. Atif Butt
6. Mr. Amjad Abbas
7. Mr. Muhammad Talib

By Order of the Board

Saleem Abbas
Company Secretary

Lahore: June 09, 2021

A statement of material facts under Section 166 (3) pertaining to election of Directors is annexed to the notice of EOGM being circulated to the members.

Notes:

1. In view of the SECP instructions due to Coronavirus Pandemic, the EOGM will also be conducted virtually via video link for safety and well-being of the shareholders of the Company and general public. The EOGM can be attended using smart phones/tablets/computers. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at saleem.magsi@maccagroup.com by 28 June 2021.

Name of member	CNIC No.	CDC Account No/Folio No.	Cell Number.	Email address

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded.

The shareholders who wish to send their comments/ suggestions on the agenda of the EOGM can email the Company at saleem.magsi@maccagroup.com or WhatsApp at 03028407700. The Company shall ensure that comments/ suggestions of the

shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

2. The Share Transfer Books of the Company will remain closed from June 23, 2021 to June 30, 2021 (both days inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S. Main Shahrah-e-Faisal, Karachi by the close of business (5:00 PM) on June 22, 2021, will be treated in time for the purposes of entitlement to attend, speak and vote at the EOGM.
3. Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the following documents with the Company at the Registered Office (i.e. 7/10, A-2 Arkay Square Shahrah-e-Liaqat, New Challi, Karachi) not later than fourteen days before the date of the meeting:
 - a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
 - b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
 - c) Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
 - d) A detailed profile along with office address for placement Company's website in term of SRO 1196(1) 2019 dated 03 October 2019;
 - e) He/she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - f) The requirements for election of Independent Directors will be complied in accordance with Section 166 of the Companies Act, 2017. Person contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of eligibility and Independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
 - g) An attested copy of Computerized National Identity Card (CNIC) and National Tax Number;
 - h) A declaration that:
 - He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulations of Stock Exchange).
 - He/she is not serving as a director of more than seven listed companies. Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
 - Neither he/she is engaged in the business of brokerage pertaining to securities market as defined in the Securities Act, 2015 or future market as defined in the Future Market Act, 2016 nor he/she is a spouse of such person or is a sponsor, director or officer of such brokerage house.
 - He/she is aware of his/her duties and powers under the relevant laws, Code, Memorandum & Articles of Association of Company and listing regulations of stock exchange;
4. A member entitled to attend and vote at EOGM is entitled to appoint another member as a proxy to attend and vote on his/her behalf. The instrument appointing a proxy and in case of corporate entity, the power of attorney or resolution of the board of directors or other authority (if any) under which it is signed, a notarized/certified copy of the same in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting, and must be duly stamped, signed and witnessed.

5. Members who have deposited their shares into Central Depository Company of Pakistan Limited (“CDC”) will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board’s resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - e. In case of corporate entity, the Board’s resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
6. The right of vote through postal ballot shall be provided to the Members in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018 for election of directors.
 7. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the EOGM. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least ten (10) days prior to the date of the meeting on the Standard Form available on the company’s website.
 8. Members are requested to promptly notify to the Company’s Share Registrar of any change in their addresses
 9. The Company has placed a copy of the Notice of Extra Ordinary General Meeting on the website of the Company: www.asgsml.com

STATEMENTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017
IN RESPECT OF ELECTION OF DIRECTORS

Present directors are retiring on June 30, 2021; accordingly, the Board of Directors have convened the extraordinary general meeting to elect seven (7) directors for a period of three years in accordance with the provisions of Companies Act, 2017 (Act).

The present directors are not interested directly or indirectly in the above business except they are entitled to contest the election of directors being members of the Company.

The following independent directors have been chosen by the directors in terms of Section 159 of the Act and they meet the criteria laid down under Section 166 (2) of the Act:

1. Mr. Muhammad Rashid Rana
2. Mr. Muhammad Nawaz