



CHASHMA SUGAR MILLS LIMITED

King's Arcade, 20-A, Markaz F-7, Post Box No, 1529, Islamabad.

Notice of Extra Ordinary General Meeting

Notice is hereby given that Extra Ordinary General Meeting (EOGM) of the shareholders of **Chashma Sugar Mills Limited** will be held on September 15, 2017 at 10:30 AM at the Registered Office of the Company at Nowshera Road, Mardan, for transacting the following business:-

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on January 30, 2017.
2. To transact any other business of the Company as may be permitted by the Chair.

SPECIAL BUSINESS

To consider and if thought fit to pass the following resolutions, with or without amendment(s), as a Special Resolutions:

1. **RESOLVED THAT** the clause II of the Memorandum of Association of the Company be altered to replace the word "North West Frontier Province" with "Khyber Pukhtunkhwa Province".
2. **FURTHER RESOLVED THAT** the clause III Exclusive Object of the Company be altered, subject to the approval of the Securities and Exchange Commission of Pakistan, so as to enable the Company to continue to pursue its current businesses and also to provide for the businesses which the Company may deem fit to undertake in future. The exclusive object clause may be substituted by following:

III. EXCLUSIVE OBJECTS:

The exclusive objects for which the Company is established are:-

- i) To set up and operate industrial undertakings at D. I. Khan, in the KPK Province to manufacture, produce, process, compound, prepare and sell sugar and other allied compounds including chemicals, intermediates and by products thereto.
- ii) To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing including using for in-house consumption, operating and maintaining electric power transmission systems/networks, power systems and dealing in electricity and all forms of energy



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and power (including constructing power house) generated by any source whether steam, hydro, tidal, water, wind, solar, biofuel, hydrocarbon fuel or any other form, kind or description and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.

- iii) To install, establish, acquire or carry on the business of steel re-rolling mills, steel foundries, heat furnaces, to manufacture, produce, sell and deal in all kinds of Steel bars, iron bars, billets, angles, joists, flats, hardware's, tools equipment, other metals etc. whether galvanized or not, to deals in metal scraps and to import such scraps like old ships, barges and allied metals, including all types of new mild steel sheets, steel sheets and plates, and corrugated sheets for trading purposes, to carry on the business to design, manufacture, produce, prepare, buy, procure, acquire, import, improve upon, alter, manipulate, maintain, prepare for market, handle, assemble, heat, grade, mould, cast, sell, resale, export, operate, dispose of, distribute, transport, store, forward, dispose, consume, repair supply and otherwise deal in or develop all types, varieties, models, shapes, sizes, specifications, description, diameters, capacities, applications, uses and values of gadgets, implements, accessories, parts, spares, assemblies, components, moulds, jigs, nuts, bolts, fixtures and tools, metallic or otherwise.
- iv) To carry on, setup, manage, supervise and control the storage facilities for agricultural produce including wheats, cereals & other grains and to sell, lease out, hire out, sell on hire purchase system or provide management services or rental services of storage facilities including plant and machinery thereof that the Company may deem fit.
- v) To carry on the business of millers and to set up mills for milling wheat, gram, other grains and cereals, dal, besan, maida, atta, sooji, other allied products and by-products such as biscuits, flakes, dalia and confectionery from flours of all kinds and description, to set up factories or mills for the manufacture thereof and to purchase, sell, store or otherwise deal in wheat, paddy and other grains, cereals, seeds of all kinds and other raw materials necessary for an incidental to or conducive to the above objects or any of them.



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vi) Except for the businesses mentioned in sub-clause 29 hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

3. **FURTHER RESOLVED THAT** Mr. Iskander M. Khan, Director of the Company and Mr. Mujahid Bashir, Company Secretary, be and are hereby jointly authorized to make above all changes in the Memorandum and Articles of Association of the Company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

The share transfer books of the Company will remain closed from September 06, 2017 to September 15, 2017 (both days inclusive).

By Order of the Board

(MUJAHID BASHIR)
Company Secretary

Mardan

Date: August 21, 2017

N.B:

1. Members, unable to attend in person may kindly send proxy form attached with the Balance Sheet signed and witnessed to the Company at least 48 hours before the time of the meeting. No person shall act, as proxy unless he is entitled to be present and vote in his own right.
2. Members are requested to notify the Shares Registrar of the Company of any change in their addresses immediately.
3. C.D.C shareholders desiring to attend the meeting are requested to bring their original Computerized National Identity Cards, Account and participants I.D. numbers, for identification purpose, and in case of proxy, to enclose an attested copy of his / her Computerized National Identity Card.



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4. In case of proxy for an individual beneficial owner of CDC, attested copies of beneficial owner's CNIC or passport, account and participants' ID numbers must be deposited along with the form of Proxy. Representative of corporate members should bring the usual documents required for such purpose.

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 Extra Ordinary General Meeting of the Company to be held on September 15, 2017.

1. Pursuant to the change of name of the province by the Legislative Bodies of Pakistan in 2010 from "North West Frontier Province (NWFP)" to "Khyber Pukhtunkwa Province", clause II of the Memorandum of Association has been proposed to be altered.

2. CHANGES IN EXCLUSIVE OBJECT CLAUSE

The Company is presently engaged in the business of manufacturing and trading of sugar and other allied compounds including chemicals, intermediates and by products thereto.

With a view to maximizing overall stakeholder value, the management of the Company has been exploring new business avenues, which will generate additional revenue and it can be conveniently and advantageously combined with existing business of the Company.

The Company proposes to enter into the following additional businesses of :-

i) Manufacturing of power house and generating, distributing and transmitting of electricity;

To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing including using for in-house consumption, operating and maintaining electric power transmission systems/networks, power systems and dealing in electricity and all forms of energy and power generated by any source whether steam, hydro, tidal, water, wind, solar, biofuel, hydrocarbon fuel or any other form, kind or description and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.



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ii) Manufacturing and selling of steel bars, billets, angles and other metals;

To install, establish, acquire or carry on the business of steel re-rolling mills, steel foundries, heat furnaces, to manufacture, produce, sell and deal in all kinds of Steel bars, iron bars, billets, angles, joists, flats, hardware's, tools equipment, other metals etc. whether galvanized or not, to deals in metal scraps and to import such scraps like old ships, barges and allied metals, including all types of new mild steel sheets, steel sheets and plates, and corrugated sheets for trading purposes, to carry on the business to design, manufacture, produce, prepare, buy, procure, acquire, import, improve upon, alter, manipulate, maintain, prepare for market, handle, assemble, heat, grade, mould, cast, sell, resale, export, operate, dispose of, distribute, transport, store, forward, dispose, consume, repair supply and otherwise deal in or develop all types, varieties, models, shapes, sizes, specifications, description, diameters, capacities, applications, uses and values of gadgets, implements, accessories, parts, spares, assemblies, components, moulds, jigs, nuts, bolts, fixtures and tools, metallic or otherwise.

iii) Constructing, leasing out and providing rental services of grain storage facilities;

To carry on, setup, construct, manage, supervise and control the storage facilities for agricultural produce including wheats, cereals & other grains and to sell, lease out, hire out, sell on hire purchase system or provide management services or rental services of storage facilities including plant and machinery thereof that the Company may deem fit.

iv) Manufacturing and selling of flours;

To carry on the business of millers and to set up mills for milling wheat, gram, other grains and cereals, dal, besan, maida, atta, sooji and other allied products and to manufacture any by-products and to manufacture food products such as biscuits, flakes, dalia and confectionery from flours of all kinds and description and to set up factories or mills for the manufacture thereof. To carry on the business of producing, extracting, refining, storing, exporting, importing, transporting and dealing in flours of all kinds and description whatsoever and to construct and run flour mills of any kind or description. To purchase, sell, import, export, manufacture, repair, assemble or otherwise deal in all machinery used in the manufacture of flour, dal, besan, biscuits, flakes, dalia and allied products. To purchase, sell, store or otherwise deal in wheat, paddy and other grains, cereals, seeds of all kinds and other raw materials necessary for an incidental to or conducive to the above objects or any of them. To establish and run flour mills for converting wheat into wheat products like maida, sooji, atta and bran in all its branches and all purifying, refining processes and marketing the same either as finished products or any other semi-finished states.



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v) Any other lawful business;

Except for the businesses mentioned in sub-clause 29 hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto

The new business activities will help the Company to improve its top line revenue and will also add in overall contribution. The new business can be carried out immediately however, these are not specifically covered under the existing main Objects Clause of Memorandum of Association of the Company.

In order to enable the Company to undertake new businesses, it is proposed to amend the Main Object Clause of the Memorandum of Association of the Company. The Board of Directors has approved the alteration of Exclusive Object Clause of the Memorandum of Association to carry on new lines of business in addition to its existing business.

The Board recommends the above resolutions for approval by the members.

None of the Directors, Promoters, Key Managerial Personnel and their relatives are in any way, financially or otherwise, concerned or interested in the said resolutions.