DEWAN SUGAR MILLS LIMITED

March 5, 2015

The General Manager
Karachi Stock Exchange (Guarantee) Limited
Stock Exchange Building, Stock Exchange Road
Karachi, Pakistan. Fax # (+92 21) 111 573 329

The General Manager
Lahore Stock Exchange (Guarantee) Limited
19, Khayaban-e-Aiwan-e-Iqbal,
Lahore, Pakistan. Fax # (+92 42) 111 441 441

INCREASE IN PAID-UP CAPITAL

Dear Sirs,

Pursuant to a special resolution approved by the shareholders of the Company in an Annual General Meeting held on January 29, 2015, and necessary approval thereon by the Securities and Exchange Commission of Pakistan under First Proviso to Section 86(1) of the Companies Ordinance, 1984; **a sum of Rs. 300,000,000 (Rupees Three Hundred Million Only) has been capitalized against issuance of 30,000,000 ordinary shares at a par value of Rs. 10/- per share each.** Copy of the referred approval letter issued by Securities and Exchange Commission of Pakistan is enclosed for your ready perusal and records.

In this connection, we are please to communicate the following information:

Paid-up Capital before further issue	:	**36,511,992**
Further Issue under First Proviso to Section 86(1) of the Companies Ordinance, 1984	:	**30,000,000**
Existing Paid-up Capital after Issue	:	**66,511,992**

You are requested to kindly update your records accordingly. A copy of Form-3 alongwith acknowledgement of its filing with the Companies Registration Office, Securities and Exchange Commission of Pakistan, Karachi, is also enclosed.

Kindly do let us know should you feel the need for any further information, clarification, or explanation in relation to the subject.

Yours truly,

Muhammad Hanif German
Company Secretary

Haroon Iqbal
Director

Enclosures: (As above)

YD | A YOUSUF DEWAN COMPANY

DEWAN SUGAR MILLS LIMITED
Registered Office: 7th Floor, Block 'A', Finance & Trade Centre Shahrah-e-Faisal, Karachi-75350 Pakistan Fax +92 21 35630860 | UAN +92 21 111 364 111
Corporate Office: 2nd Floor, Block 'A', Finance & Trade Centre Shahrah-e-Faisal, Karachi-75350 Pakistan Fax + 92 21 35630886 | UAN +92 21 111 364 111

WWW.YOUSUFDEWAN.COM

SECP

EMD/233/339/2002 -1572

March 4, 2015

The Company Secretary
Dewan Sugar Mills Limited
7th Floor, Block A
Finance and Trade Centre
Shahrah-e-Faisal
Karachi

Sub.: APPLICATION FOR ISSUANCE OF SHARES UNDER SECTION 86 OF THE COMPANIES ORDINANCE, 1984

Dear Sir,

Please refer to your application dated February 19, 2015 and subsequent correspondence regarding the subject noted above.

2. I am directed to inform you that on the basis of special resolution passed by the shareholders of Dewan Sugar Mills Limited ("the Company"), information provided to the Commission and circumstances of the case, the Commission has allowed the Company to issue 30,000,000 ordinary shares at Rs. 10 per share by way of otherwise than right (Conversion of Loan of Rs. 300,000,000) to Mr. Dewan Muhammad Yousuf Farooqui.

3. Shares shall be allotted within 90 days from the date of approval under intimation to the Commission within seven days of issuance of shares.

4. Please note that the aforesaid is issued without prejudice to the relevant requirements of Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Ordinance, 2002, if applicable on the acquirers.

5. Receipt may please be acknowledged.

Rohail

Rohail Ahmed Abbasi
Deputy Director
Corporate Supervision Department

THE COMPANIES ORDINANCE, 1984
[Section 73 (1)]
RETURN OF ALLOTMENTS

Form 3

1. Incorporation Number	0009535		
2. Name of the Company	DEWAN SUGAR MILLS LIMITED		
3. Fee Paid Rs.	600.00	Name & Branch of the Bank	Karachi, MCB - Shahrah-e-Faisal Branch [0893]
4. Receipt No.	E-2015-313462		
5. Authorized Capital	700,000,000.00		
6. Paid up Capital	665,119,920.00		
	Inclusive of present allotment		

7. Kind of Shares

- ☑ Ordinary
- ☐ Preference

8. Class of Shares

- ☑ Ordinary Class A
- ☐ Ordinary Class B
- ☐ Preferred: Participatory: Redeemable at company's option
- ☐ Preferred: Non Participatory: Non Redeemable
- ☐ Preferred: Non Participatory: Redeemable at company's option
- ☐ Preferred: Non Participatory: Redeemable at Shareholder's option
- ☐ Preferred: Participatory: Redeemable at Shareholder's option

9. Date of Allotment: 05/03/2015

10. PART A -- SHARES ALLOTTED PAYABLE IN CASH

10.1 No of Shares (including class, if any):

	Per share (Rs.)	Total Amount (Rs.)
10.2 Nominal Amount	10.00	0.00
10.3 Premimum		
10.4 Discount		0.00
10.5 Total (10.2 to 10.4)	10.00	0.00
10.6 Allotment in foreign currency		
10.7 Allotment in local currency		

11. PART B - SHARES ALLOTED FOR A CONSIDERATION OTHERWISE THAN IN CASH

11.1 No. of Shares (including class, if any) 30000000

	Per Share (Rs.)	Total (Rs.)
11.2 Nominal Amount	10.00	300,000,000.00
11.3 Premium		
11.4 Discount		0.00
11.5 Total (11.2 to 11.4)	10.00	300,000,000.00

11.6 The consideration for which shares have been allotted is as follows:-

	Amount (Rs.)
a) Property and Assets Acquired (give description)	
b) Good will	
c) Services (give nature of services)	
d) Other Items (to be specified)	300,000,000.00
e) Total (a to d)	300,000,000.00

	Rs
11.7 Amount, if any, received in cash against shares allotted partly for consideration other than cash	300,000,000.00

12. PART C -- ALLOTMENT OF BONUS SHARES

12.1 No. of Shares (indicating class, if any)

	Per share (Rs.)	Total Amount
12. 2 Nominal Amount	10.00	0.00
12. 3 Amount Treated as Paid Up	10.00	0.00

12.4 Particulars of Resolution of Board of Directors/Shareholders Resolution No. Date:

13. PART D -- NAMES, ADDRESSES, OCCUPATIONS, ETC. OF THE ALLOTTEES

Date of Allotment	Name of Allotee in Full	Father's/Husband's Name	Occupation of the Allottee	Address of the Allottee	Number of Shares Allotted	NIC No./Passport No.
1	2	3	4	5	6	7
05/03/2015	Dewan Muhammad Yousuf Farooqui	Dewan M. Umer Farooque (Late)	business	House No. 10, Street No. 4, Khayaban-e-Hilal,	30000000	42301-6942978-9

13. PART D -- NAMES, ADDRESSES, OCCUPATIONS, ETC. OF THE ALLOTTEES

Date of Allotment	Name of Allotee in Full	Father's/Husband's Name	Occupation of the Allottee	Address of the Allottee	Number of Shares Allotted	NIC No./Passport No.
1	2	3	4	5	6	7

14. Signature of Chief Executive/Secretary	
15. Name of the Signatory	Haroon IQBAL
16. Designation of Signatory	Director
17. N.I.C. Number of Signatory	42301-9916370-5
18. Date (DD/MM/YYYY)	05/03/2015