

# JDW SUGAR Mills Ltd.

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (the "EOGM") of JDW Sugar Mills Limited (the "Company") will be held on **Friday, November 1, 2024 at 11:00 a.m. at Summit Hall, Royal Palm Golf & Country Club, 52-Canal Bank Road, Lahore** to transact the following business:

### Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting of the Company held on January 27, 2024.
2. To elect Seven (07) Directors, as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017, for the next term of three (3) years commencing from November 1, 2024. The following Directors shall retire on November 1, 2024 and are eligible for re-election:
  - i. Mr. Jahangir Khan Tareen
  - ii. Syed Ahmad Mahmud
  - iii. Mrs. Samira Mahmud
  - iv. Syed Mustafa Mehmud
  - v. Mr. Ijaz Ahmed
  - vi. Mr. Asim Nisar Bajwa
  - vii. Mr. Zafar Iqbal

3. To transact any other business with the permission of the Chair.

Statement of Material Facts under Section (3) is annexed with this notice.



By Order of the Board

(Maqsood Ahmad Malhi)  
Company Secretary/Legal Head

Lahore: October 10, 2024

## NOTES:

### A. General

- i) All members are entitled to attend and vote at EOGM.
- ii) The share transfer books of the Company will remain closed from **Saturday, October 26, 2024 to Friday, November 01, 2024** (both days inclusive). Transfers received in order at the Company's Registered Office or Corplink (Private) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore (the "Shares' Registrar") by the close of business on **Friday, October 25, 2024**, will be treated in time and may be considered for dividend entitlement, exercising voting rights, etc.
- iii) Members are requested to promptly submit to the Shares' Registrar / Company / their Participant (if applicable):
  - a) Any change in their contact details/address;
  - b) IBAN under Section 242 of the Companies Act, 2017 (the "Act") through Mandate Form available at [www.jdw-group.com](http://www.jdw-group.com);
  - c) Valid Tax Exemption Certificate; and
  - d) Form CZ-50 (Declaration on Zakat).
- iv) Members, who for any reason, could not claim their dividends/shares, if any, may contact Company's Shares Registrar to collect/inquire about their unclaimed dividends/shares.
- v) Members, who hold physical shares, are advised to convert their shares into CDC in terms of Section 72 of the Act.
- vi) In terms of Section 132(2)/134(1)(b) of the Act and GoP/SECP guidelines issued from time to time, the Company has put in place necessary arrangements for virtual participation of members in the EOGM. Interested members may contact to [maqsoodmalhi@jdw-group.com](mailto:maqsoodmalhi@jdw-group.com) along with their identification at least two (02) days before the EOGM.

### B. For Attending the EOGM and Identification

- i) **In case of individuals:** Original Computerized National Identity Card or Passport be shown for identification.
- ii) **In case of a Corporate Entity:** The Board Resolution/Power of Attorney with specimen signature of the representative be shown for identification.

### C. For Appointing the Proxies

Members entitled to attend and vote at the EOGM may appoint a proxy/nominee in writing to attend the EOGM and vote on their behalf. Duly completed Proxy Form / Authorization must be deposited with the Company at its Registered



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Office not later than 48 hours before the scheduled EOGM time. Proxy Form / Authorization must be complete/valid and accompanied with the following:

- a) witnessed by two persons
- b) attested copies of CNIC or passport of Member and proxy

#### **D. E-Voting**

- a) E-Voting facility will be provided in accordance with the Companies (Postal Ballot) Regulations, 2018.
- b) Details of the e-voting facility will be shared through an e-mail to those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses (Registered email ID) available in the register of members of the Company on or before October 26, 2024 by M/s Corplink (Private) Limited (being the E-Voting service provider).
- c) Identity of the Members intending to cast the vote through E-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from Tuesday, October 29, 2024, at 09:00 a.m. and shall close on Thursday, October 31, 2024 at 05:00 p.m. (the "E-Voting Period").
- e) Members can cast their vote at any time during E-Voting Period and once the vote has been casted by a Member, he/she shall not be allowed to change it subsequently.

#### **E. Voting through Postal Ballot**

Members will be allowed to exercise their right to vote through postal ballot in accordance with the Companies (Postal Ballot) Regulations, 2018. In this regard, members shall ensure that duly filled and signed Ballot Paper (will be available at [www.jdw-group.com](http://www.jdw-group.com)) along with a copy of valid Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address 17-Abid Majeed Road, Lahore Cantt. Lahore or email at [chairman@jdw-group.com](mailto:chairman@jdw-group.com) one day before EOGM i.e. October 31, 2024, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

#### **F. Consent to act as Director**

Every candidate for election as Director, whether he/she is a retiring Director or otherwise shall file with the Company not later than fourteen (14) clear days before the date of the EOGM:

- i. a duly signed notice of his/her intention to offer himself/herself for election as a director in any one of the categories in which he/she intends to contest. The categories of Directors and number of Directors to be elected in each category are as follows:



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Category of Director	Numbers of Directors to be Elected
Female Director	1
Independent Directors	2
Other Directors	4

- ii. consent to act as a Director on appendix to Form-9 duly completed and signed by the candidate as required under section 167(1) of Act;
- iii. attested copy of valid CNIC;
- iv. detailed profile; and
- v. duly signed declaration regarding compliance of requirements as mentioned in the Act and the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG") or other applicable laws.

**G. Compliance of Section 166 the Act (Criteria for Independent Director)**

In addition to above documents, every candidate for independent director shall also submit along with his/her consent to act as a director, a duly signed undertaking/declaration on non-judicial stamp paper to the Company that he/she qualifies the requirements of independence as laid down in Section 166 of the Act, CCG and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

**Statement under Section 166(3) of the Act:**

Independent Directors shall be elected through the process of election of directors in terms of Section 159 of the Act if they meet the criteria as laid down under Section 166 of the Act (in addition to the requirement mentioned in Section 153 of the Act), CCG and The Companies (Manner and Selection of Independent Directors) Regulations, 2018.



*M.A.*