FORM-4

January 4, 2018

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi, Pakistan, Fax No. (+92 21) 111-573-329

Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting to be held on January 25, 2018 for circulation amongst your members.

Yours faithfully,

Muhammad Hanif German
Company Secretary

Haroon Iqbal
Director

Enclosures: (As above)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Sixth Annual General Meeting of **Dewan Sugar Mills Limited** ("***DSML***" or "***the Company***") will be held on **Thursday, January 25, 2018, at 11:00 a.m.** at Dewan Cement Limited Factory Site, at Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

ORDINARY BUSINESS:

1. To confirm the minutes of the preceding Extra Ordinary General Meeting of the Company held on Wednesday, January 3, 2018;

2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended September 30, 2017, together with the Directors' and Auditors' Reports thereon;

3. To appoint the Statutory Auditors' of the Company for the ensuing year, and to fix their remuneration;

4. To consider any other business with the permission of the Chair.

SPECIAL BUSINESS:

1. To consider and if deemed fit, approve the amendments / addition in Articles of Association of the Company as mentioned in detail in the Statement under Section 134(3).

2. In connection with consent from shareholders for the transmission of the annual audited accounts in any approved transmission medium; and provision for appointment of a non-members as proxy in case of e-voting; and pass the following resolutions, with or without modifications, as Special Resolutions;

   "FURTHER RESOLVED THAT appointment of non-members as proxy in case of e-voting be and is hereby approved".

   "FURTHER RESOLVED THAT in connection with the resolution passed above and subject to the necessary approvals to be obtained from regulators and any consequent modifications thereon, the amendments / addition in Articles of Association of the Company which is laid before the members in the Statement under Section 134(3) and forms an integral part of this resolution be and are hereby approved".

   "FURTHER RESOLVED THAT Mr. Haroon Iqbal, Director or Mr. Muhammad Hanif German, Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purpose of implementing this resolution."

3. To pass a special resolution for conversion of outstanding loan from Sponsor into equity of the Company by way of a further issue of shares to the Sponsor under the first proviso to Section 83(1) of the Companies Act. 2017.

By order of the Board

Muhammad Hanif German
Company Secretary

Karachi: January 3, 2018

"Statement under Section 134(3) of the Companies Act. 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof"

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from January 18, 2018 to January 25, 2018 (both days inclusive).

2. Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Annum Estate Building, Room No. 310 & 311, 3rd Floor, 49 Darul Aman Society, Main Shahrah-e-Faisal, Adjacent Baloch Colony Bridge, Karachi, Pakistan.

3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the above-said address, not less than 48 hours before the meeting.

4. CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:

a) <u>For Attending Meeting</u>:

i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.

ii) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.

b) <u>For Appointing Proxies</u>:

i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.

ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.

iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.

iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.

v) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT. 2017

This statement is annexed as an integral part of the Notice of the Annual General Meeting of Dewan Sugar Mills Limited ("**the Company**" or "**DSML")** to be held on **Thursday, January 25, 2018, at 11:00 a.m.,** at Dewan Cement Limited, Plant Site, Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the Meeting.

Special Business

1. **To consider, and if thought appropriate, approve and resolve the passing of the following proposed special resolutions in respect of alterations to the Articles of Association of the Company.**

   i). **Addition of Clause 49-A of the Articles of Associations of the Company.**
   The provisions and requirements for e-voting including instrument for appointing proxy as prescribed by regulatory authority from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.

   "RESOLVED THAT new clause 49-A inserted immediately after clause 49 of the Articles of Association of the Company "Subject to any rules or regulations that may be made from time to time by Securities and Exchange Commission Pakistan in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by Securities and Exchange Commission of Pakistan.

   The instrument appointing proxy for e-voting shall be deposited in writing at least ten days before holding general meeting at the registered office of the Company through courier/in person or through email address mentioned in the notice of general meeting or in the form specified for e-voting in schedule II to the Companies (E-voting) Regulations 2016 and amended time to time or in any other form approved by the Directors.

   "FURTHER RESOLVED THAT in connection with the resolution passed above and subject to the necessary approvals to be obtained from regulators and any consequent modifications thereon, the amendments / addition in Articles of Association of the Company which is laid before the members in the Statement under Section 134(3) and forms an integral part of this resolution be and are hereby approved".

   ii). **Amendment in Clause 51 of the Articles of Association of the Company.**

   The following is the special resolution proposed in this regard:

   "RESOLVED THAT the provisions of Clause 51 of the Articles of Association of the Company be and are hereby substituted with the following: "The remuneration of the Directors / Chief Executive Officer of the Company shall from time to time be determined by the Board of Directors of the Company in the Board Meeting."

Further, for the sake of convenient reference, the following is the Present Vs the Proposed Substitution of Clause 51 of the Articles of Association of the Company:

Present Clause 51 of the Articles of Association of the Company	*Proposed substitution of Clause 51 of the Articles of Association of the Company*
"The remuneration of Directors shall be from time to time be determined by the Company in general meeting subject to the provisions of the Ordinance."	***"The remuneration of the Directors / Chief Executive Officer of the Company shall be fixed from time to time be determined by the Board of Directors of the Company in the Board Meeting."***

2. **To pass a special resolution for conversion of outstanding loan of Dewan Muhammad Yousuf Farooqui into equity of the company under the provisions of Section 83(1) of the Companies Act. 2017, for issuance of 25,000,000 ordinary shares of Dewan Sugar Mills Limited at Rs. 10/- (Rupees ten) each, total amounting to Rs. 250,000,000/- (Rupees Two Hundred Fifty Million Only), by way of otherwise than rights.**

The Board of Directors of the Company ("the Board"), at its meeting held on Wednesday, January 3, 2018, has approved the raising of further capital without any offer and issue of right shares, as per proposed special resolution; subject to the approval of the members of the Company, and the Securities and Exchange Commission of Pakistan ("SECP"). Material facts concerning the said special business are as follows:

2.1 The outstanding loan from Dewan Muhammad Yousuf Farooqui, the Sponsor of the Company ("Sponsor"), amounting to Rs. 250,000,000/- (Rupees Two Hundred Fifty Million Only), shall be converted into ordinary shares of the Company at par value of Rs. 10/- per share, without any offer and/or rights issue. Thus, the number of shares proposed to be issued is 25,000,000, and the same shall rank *pari passu* to the existing shares of the company in all respects. This issue of shares otherwise than rights, following approval from the Shareholders, is subject to the approval of the Securities and Exchange Commission of Pakistan.

The scrip of the Company, at the close of trading hours at the Pakistan Stock Exchange Limited ("PSX"), on Wednesday, January 3, 2018, was Rs. 6.67 per share. The preceding six-month and three-month volume weighted average price ("VWAP") of the share at the KSE, is Rs. 9.00 per share and Rs. 7.08 per share, respectively.

However, the Company is making conversion at par value which is justified mainly due to the reason that the current market scenario does not support the issuance of further shares under a right issue/secondary public offer, and that this loan was extended to the Company by the Sponsor without any security, markup/interest, and definitive terms of repayment. Also in the present business scenario it is impracticable to make any prediction for the repayment of this Loan. Therefore, it would be in the better interests of the Company, as well as its shareholders, to have its liabilities reduce, enhancement in capital base and to facilitate any future business prospects, without any impact on its cash flows.

DEWAN SUGAR MILLS LIMITED
Registered Office: 7th Floor, Block 'A', Finance & Trade Centre Shahrah-e-Faisal, Karachi-75350 Pakistan
Corporate Office: 2nd Floor, Block 'A', Finance & Trade Centre Shahrah-e-Faisal, Karachi-75350 Pakistan

The present Vs post-further share issuance of the Sponsor, as contemplated hereby, together with the respective percentages to the total issued capital, now and then, shall comprise as follows:

Sponsors	Present Shareholding		Further issue of Shares (Number) under First Proviso to Section 86(1) of the Companies Ordinance, 1984, as contemplated hereby	Proposed Shareholding	
	Number of Shares held	% to Total Issued Capital		Number of Shares	% to Total Issued Capital
Dewan Muhammad Yousuf Farooqui	36,302,772	54.58%	25,000,000	61,302,772	66.99%

1.2 The above shares shall be issued to the Sponsor, *at par*, against the amount of loan extended by him to the Company.

1.3 The Sponsor to whom these shares will be issued has given written consent for the same.

1.4 The new shares shall rank *pari passu* in all respects with the existing shares of the Company.

1.5 The said Sponsor is interested in the transaction to the extent of issue of new shares in consideration of his outstanding loan amount.

1.6 Therefore, the following special resolutions are proposed to be passed, with or without modification(s):

IT IS HEREBY RESOLVED:

1. ***That the Company, subject to the approval of the Securities and Exchange Commission of Pakistan ("SECP" or the "Commission"), be and is hereby authorized to issue 25,000,000 further ordinary shares of Rs. 10/- (Rupees ten) each (that is of Rs. 250,000,000/-), as fully paid-up and without the offer and/or issue of right shares, to Dewan Muhammad Yousuf Farooqui the Sponsor ("Sponsor") of the Company, in lieu of his outstanding loan towards the Company, under the first proviso to Section 83(1) of the Companies Act. 2017 ("the Act");***

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2. *That the above shares shall be issued against the amount of loan extended by the Sponsor and that he has already consented for the same;*

3. *That the new shares shall rank pari passu, in all respects, with the existing shares of the Company;*

4. *That Mr. Haroon Iqbal, Director and Mr. Muhammad Hanif German, Company Secretary of the Company be and are hereby authorized to complete all necessary legal and corporate formalities with regard to the above Resolutions, and to take such actions as they may consider necessary or expedient to complete the process of raising further capital without issue of right shares; and*

5. *That in case any error, omission, or mistake is pointed out in the aforesaid Resolutions by the Commission and/or any other competent authority, Mr. Haroon Iqbal, Director and Mr. Muhammad Hanif German, Company Secretary of the Company, be and are hereby authorized to make necessary amendments therein as permitted by the law.*

DEWAN SUGAR MILLS LIMITED
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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

DEWAN SUGAR MILLS LIMITED

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ORDINARY BUSINESS:

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SPECIAL BUSINESS:

1. To consider and if deemed fit, approve the amendments / addition in Articles of Association of the Company as mentioned in detail in the Statement under Section 134(3).
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   "FURTHER RESOLVED THAT appointment of non-members as proxy in case of e-voting be and is hereby approved".
   "FURTHER RESOLVED THAT in connection with the resolution passed above and subject to the necessary approvals to be obtained from regulators and any consequent modifications thereon, the amendments / addition in Articles of Association of the Company which is laid before the members in the Statement under Section 134(3) and forms an integral part of this resolution be and are hereby approved".
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3. To pass a special resolution for conversion of outstanding loan from Sponsor into equity of the Company by way of a further issue of shares to the Sponsor under the first proviso to Section 83(1) of the Companies Act, 2017.

By order of the Board
Muhammad Hanif German
Company Secretary

Karachi: January 03, 2018

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YD A YOUSUF DEWAN COMPANY
DEWAN SUGAR MILLS LIMITED

The Nation
WORLD
RABIUS SANI 16,
THURSDA
JANUARY 4, 201

Local ★★★

THURSDAY JANUARY 4, 2018

مسلسل اشاعت کے 77 سال

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DAILY
NAWA-I-WAQT
KARACHI

روزنامہ نوائے وقت کراچی

بانی حمید نظامی مرحوم

معمار مجید نظامی مرحوم

ایڈیٹر رمیزہ مجید نظامی

کراچی لاہور/ راولپنڈی/ اسلام آباد اور ملتان سے بیک وقت شائع ہوتا ہے

جلد	جمعرات 16 ربیع الثانی 1439ھ 4 جنوری 2018ء 20 پوہ 2074 ب	صفحات	رجسٹرڈ ایل ایس نمبر	شمارہ
39	فون نمبر 80-32241978 فیکس نمبر 2-32242971 قیمت 13 روپے	14	MC-24	88

روزنامہ نوائے وقت کراچی (3) 4 جنوری 2018ء

دیوان شوگر ملز لمیٹڈ

سالانہ اجلاس عام

شوگر ملز لمیٹڈ (ڈی ایس ایم ایل یا کمپنی) کا چھتیسواں (36) سالانہ اجلاس عام جمعرات 25 جنوری
ان سیمنٹ لمیٹڈ۔ فیکٹری سائیٹ واقع دیہہ ڈھنڈو۔ دھابیجی ضلع ملیر کراچی۔ پاکستان میں مندرجہ ذیل
کیا جائیگا۔ اجلاس کا آغاز تلاوت کلام پاک سے ہوگا۔

اجلاس عام منعقدہ بدھ 03 جنوری 2018ء کی کارروائی کی توثیق۔
مل ہونیوالے سال کے لئے کمپنی کے آڈٹ شدہ مالی گوشواروں معہ ڈائریکٹرز اور آڈیٹرز کی رپورٹس
اور منظوری۔
کے آڈیٹرز کی تقرری اوران کے مشاہیرہ کا تعین۔
سے دیگر امور کی انجام دہی۔

ت گوشوارہ میں درج تفصیل کے مطابق کمپنی کے آرٹیکلز آف ایسوسی ایشن میں ترمیم/اضافہ پر غور و
نے پر منظوری۔
کا ونٹس کی منظور شدہ ذرائع سے ترسیل اور ادائی۔ ووٹنگ کے سلسلہ میں غیر ممبر کو پروکسی مقرر کرنے کیلئے
رائے کے حصول پر مندرجہ ذیل قرارداد میں ترمیم بلاترمیم پاس کرنا۔
ی۔ ووٹنگ کی صورت میں غیر ممبر کی بطور پروکسی تقرری کی منظوری دی جاتی ہے۔"
مندرجہ بالا پاس کردہ قرارداد کے ضمن میں ریگولیٹرز سے ضروری منظوریاں حاصل کرنے اور دفعہ
گوشوارہ اور قرارداد ہذا کے حصہ میں ممبران کے روبرو پیش کردہ کمپنی کے آرٹیکلز آف ایسوسی ایشن میں
منظوری دی جاتی ہے۔"
پنی کے ڈائریکٹر ہارون اقبال یا کمپنی سیکریٹری محمد حنیف جرمن کو قرارداد ہذا پر عملدرآمد کیلئے تمام ضروری
ت' ڈیڈز کی تیاری اور قانونی کارروائیوں اور ضروری دستاویزات فائل کرنے اور تمام ضروری اور ہنگامی
یا جاتا ہے۔"
ں اسپانسر کی جانب واجب الادا قرضہ کی کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 83(1) کے تحت اسپانسر کو
ہ کے ذریعہ منتقلی کیلئے خصوصی قرارداد پاس کرنا۔

جنوری 2018ء

بحکم بورڈ

محمد حنیف جرمن

کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 134(3) کے تحت خصوصی امور پر مبنی گوشوارہ
نوٹس ہذا کے ہمراہ کمپنی کے ممبران کو بطور اضافی جزو ارسال کیا جارہا ہے۔

ھس کی کتب 18 جنوری 2018ء تا 25 جنوری 2018ء (دونوں دن شامل) بند رہینگی۔
ست ہے کہ پتہ میں کسی قسم کی تبدیلی سے فوری طور پر ہمارے شیئرز رجسٹرار ٹرانسفر ایجنٹ بی ایم ایف
ان (پرائیویٹ) لمیٹڈ واقع انعم اسٹیٹ بلڈنگ' کمرہ نمبر 310 اور 311 تھرڈ فلور 49- دارالامان
فیصل متصل بلوچ کالونی پل کراچی۔ پاکستان کو مطلع کریں۔
ت اور رائے دہی کا اہل ممبر اپنی جانب سے اجلاس میں شرکت اور رائے دہی کیلئے دوسرے ممبر کو اپنا
ہے۔ تاہم پروکسی کی تقرری کی دستاویز اجلاس ہذا کے انعقاد سے کم از کم اڑتالیس گھنٹے قبل مندرجہ
جانی چاہیے۔
نٹ ہولڈرز کو مزید برآں سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے جاری کردہ سرکلر 1 مورخہ
ء میں درج مندرجہ ذیل ہدایات پر عمل کرنا ہوگا۔

اجلاس میں شرکت

ہولڈر یا سب /اکاؤنٹ ہولڈر اور /یا اس فرد کو جس کی سیکیورٹیز گروپ اکاؤنٹ میں ہو اور ان کی
قوائد کے مطابق اپ لوڈ ہوں' اس کو اجلاس میں شرکت کے موقع پر اپنی شناخت کے موقع پر اپنا اصل
شناختی کارڈ (سی این آئی سی) یا اصل پاسپورٹ پیش کرنا ہوگا۔
کی صورت میں اجلاس کے موقع پر بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی معہ نامزد فرد کے
کرنا ہوگا۔

روکسی کی تقرری:

ہولڈر یا سب /اکاؤنٹ ہولڈر اور /یا جس فرد کی سیکیورٹیز گروپ اکاؤنٹ اور میں ہو اور ان کی رجسٹریشن
کے مطابق اپ لوڈ ہوں' اس کو پروکسی فارم حسب بالا جمع کرانا ہوگا۔
رادکی گواہی ہونی چاہیے جن کے نام' پتے اور سی این آئی سی نمبر فارم میں درج ہوں۔
پاسپورٹ کی تصدیق شدہ کاپیاں پروکسی فارم کے ہمراہ منسلک ہونی چاہیے۔
کے موقع پر اصل سی این آئی سی یا اصل پاسپورٹ پیش کرنا ہوگا۔
کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی معہ نامزد شخص کے دستخط کا نمونہ
مراہ پیش کرنا ہوگا۔

YD | A YOUSUF DEWAN COMPANY
DEWAN SUGAR MILLS LIM