



SINDH ABADGAR SUGAR MILLS LIMITED



SINDH ABADGAR'S SUGAR MILLS LTD NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Sindh Abadgar's Sugar Mills Limited (the "Company") will be held at 3:00 p.m. on Thursday, April 30, 2026, at the Exchange Hall / Auditorium, Pakistan Stock Exchange Building, Stock Exchange Road, Karachi, and through video conferencing facility, to transact the following business:

ORDINARY BUSINESS

1. Election of Directors

To elect **ten (10) Directors** as fixed by the Board of Directors of the Company, for a period of **three (03) years commencing from May 3rd, 2026**, in accordance with the provisions of Sections 159 & 161 of the Companies Act, 2017.

The names of the retiring directors are as follows:

- | | |
|----------------------------|--------------------------------|
| 1. Mr. Deoo Mal Essarani | 6. Dr. Besham Kumar |
| 2. Dr. Tara Chand Essarani | 7. Mr. Jugdesh Kumar |
| 3. Mr. Mahesh Kumar | 8. Mr. Muhammad Siddiq Khokhar |
| 4. Mr. Dileep Kumar | 9. Mr. Zafar Ahmed Ghori |
| 5. Mr. Mohan Lal | 10. Ms. Maheshwari Osha |

ANY OTHER BUSINESS

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

NOTES

I. Book Closure

The Share Transfer Books of the Company will remain closed from **April 23, 2026 to April 30, 2026 (both days inclusive)**.

Share transfer deeds received in order with the Share Registrar of the Company at the close of business on **April 22, 2026** will be treated in time for the purpose of attending and voting at the EOGM.

II. Proxy

A member entitled to attend and vote at the EOGM is entitled to appoint another member as proxy to attend and vote instead of him/her.



III. Proxy Submission

The instrument appointing a proxy duly signed and witnessed must be received at the Registered Office of the Company not later than **forty-eight (48) hours before the Meeting.**

IV. CDC Shareholders

Shareholders whose shares are registered in CDS are requested to provide CNIC copies, CDC account number and participant ID for verification. In case of proxy, relevant documents must be provided.

V. Identification

Members should quote their folio number in all correspondence and at the time of attending the meeting.

VI. ELECTION OF DIRECTORS

In terms of Section 159(1) of the Companies Act, 2017, the Board has fixed the number of Directors at **ten (10)** through a resolution passed prior to this meeting, to be elected in the EOGM for a term of three (03) years.

Any person who seeks to contest the election shall file the following with the Company at its registered office:

- a) A Notice of his/her intention to offer himself/herself for election, fourteen (14) days before the date of the scheduled EOGM under section 159(3) of the Act;
 - Consent to act as a director on Appendix to Form-9 of the Companies Regulations 2024, as required under section 167 of the Act;
 - Copy of CNIC/Passport and NTN;
 - Detail of directorship offices held. A detailed profile along with office address, for placement on the Company's website, in terms of SRO 1196(I)/2019 dated October 3, 2019, issued by Securities and Exchange Commission of Pakistan ("SECP");
 - Declaration to be provided, confirming being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Code") and the eligibility criteria, for a director under section 153 of the Act, any other provision of the Act and applicable laws and regulations.
- b) A director must be a member of the Company at the time of filing his / her consent for the contesting election of directors except a person representing a member, which is not a natural person.
- c) Independent directors will be elected in accordance with Sections 159 and 166 of the Companies Act, 2017 and shall meet the criteria laid down under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:



- i. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - ii. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- a) Documents required (Section 159(3))
- Notice of intention (14 days before meeting)
 - Consent to act as director (Form-28 / Form-9 equivalent)
 - Copy of CNIC / Passport and NTN
 - Details of directorships held
 - Profile for website
 - Declaration of compliance with Companies Act & CCG 2019

VII. ATTENDING THE MEETING

- i) In case of individuals, the account holder or sub-account holder and/ or the person whose securities and registration details as uploaded as per the Regulations, shall authenticate his/her identity by showing original Computerized National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- ii) ii) In case of a corporate entity, the Board of the Director's resolution/ power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

B) Appointment of Proxy

- i) A member entitled to attend and vote at this EOGM is entitled to appoint a Proxy to attend, speak and vote in place of the member at the Meeting. Instrument appointing a proxy must be deposited at the Registered Office of the Company or at the above-mentioned address of Company's Share Registrar at least forty-eight (48) hours before the time of the meeting, along with attested copy of CNIC of the shareholder appointed as Proxy. For the convenience of shareholders, proxy forms (both in English and Urdu) are enclosed with this notice and also available on the company's website www.nestle.com.pk.
- ii) In the case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee along with his / her CNIC shall be provided at least forty-eight (48) hours before the time of the meeting. The individual members or representatives of corporate members of the Company in CDC must bring original CNIC or Passport and CDC Account and Participant ID Numbers to prove identity and verification at the time of the meeting.
- iii) CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan and any updates thereon.



C) Voting Through E-voting and Postal Ballot Paper

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

E) Participation via Video Conference

Members must:

- Provide email and CNIC
- Request at least **7 days before meeting**

Login details will be shared before meeting.

F) Restriction on Gifts

In compliance with SECP Circular No. 2 of 2018 and latest SROs, no gifts or incentives shall be distributed at the meeting.

STATEMENT UNDER SECTION 166(3)

Any person who is eligible under section 153 and meets the criteria under Section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations 2018, may submit a nomination to be elected as independent directors. However, it is noteworthy to mention here that independent directors will be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. Final list of the contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4). Further, the website of the Company will also be updated with the required information for each Director. The present Directors are interested in the Ordinary Business to the extent that they are eligible for re-election as Directors of the Company.

BY ORDER OF THE BOARD

Karachi
Dated: **April 09, 2026**

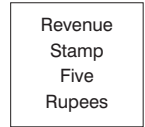
Company Secretary



**Sindh Abadgar's Sugar Mills Limited
PROXY FORM**

I/We, _____ of _____
being a member of **Sindh Abadgar's Sugar Mills Ltd.**, and a holder of _____
Ordinary Shares as per Share Register Folio Number _____ and
or CDC Account and participant's I.D. Numbers _____
hereby appoint _____ Folio No./CDC I.D. _____ of _____
or failing him/her _____ Folio No./ CDC I.D. _____ of _____
another member of Sindh Abadgar's Sugar Mills Ltd., as my/our proxy to vote for me/us and on my/our
behalf at the Extra Ordinary General Meeting of the Company to be held at 3:00 p.m. on Thursday, April
30, 2026, and at any adjournment thereof.

As witness my/our hand this _____ Day of _____ 2026.



Signature of Member(s)

(The Signature of the Shareholder should agree with the specimen signature registered with the Company
or as per CNIC / Passport in case the share(s) is / are registered in CDC account).

Witnesses:

1. Signature _____	2. Signature _____
Name _____	Name _____
Address _____	Address _____
CNIC/Passport No. _____	CNIC/Passport No. _____

- i) A member entitled to attend the Extra Ordinary General Meeting is entitled to appoint a Proxy to attend, speak and vote instead of him/her. No person shall act as Proxy (except for cooperation) unless he/she is entitled to be present and vote his/her own right.
- ii) CDC account holder or sub-account holder appointing a Proxy should furnish attested copies of his/her own as well as the Proxy's CNIC/Passport with the proxy form. The Proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of Corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted along with proxy form.
- iii) The instrument appointing a Proxy should be signed by the member or by his/her attorney duly authorized in writing. If the member is a corporation, its common seal (if any) should be affixed to the instrument.
- iv) The proxy forms, together with the power of attorney (if any), under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

BOOK POST

UNDER POSTAL CERTIFICATE

If undelivered, please return to:



SINDH ABADGAR SUGAR MILLS LIMITED

209, 2nd Floor, Progressive Plaza, Beaumont Road, Karachi.

Tel : 35638212-13 Fax : (92-21) 35638219

E-mail: sasm@unitedgroup.org.pk