



NOON SUGAR MILLS LIMITED

Registered Office: 66 Garden Block, New Garden Town, Lahore.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 61st Annual General Meeting of Noon Sugar Mills Limited will be held on **Saturday, January 27, 2024 at 11:00 a.m.** at 66-67-A, Garden Block, New Garden Town, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on March 30, 2023.
2. To receive, consider and adopt the audited accounts for the year ended on September 30, 2023 and the reports of the directors and auditors thereon.
3. To approve payment of Dividend. The Board has recommended dividend @ Rs. 4/- per share (40%).
4. To appoint auditors for the year ending on September 30, 2024 and to fix their remuneration.
5. To transact any other business as may be placed before the meeting with the permission of the Chairman.

SPECIAL BUSINESS

6. The Securities and Exchange Commission of Pakistan (SECP) vide S.R.O. 389(1)/2023 dated March 21, 2023 has allowed the listed companies to circulate their annual balance sheet and profit and loss account, auditor's report and directors' report etc. ("annual audited financial statements") to its members through QR enabled code and weblink instead of circulating the same through CD/DVD/USB, subject to approval of shareholders. Therefore, the shareholders are requested to consider, and if deemed fit, approve the following resolution as Special Resolution:

"RESOLVED that in accordance with SRO 389(1)/2023 dated 21 March 2023 issued by the SECP, the Company be and is hereby authorized to circulate its annual audited financial statements to the members of the Company through QR enabled code and weblink, instead of circulating the same

"RESOLVED that in accordance with SRO 389(1)/2023 dated 21 March 2023 issued by the SECP, the Company be and is hereby authorized to circulate its annual audited financial statements to the members of the Company through QR enabled code and weblink, instead of circulating the same through CD/DVD/USB."

CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Books of the Company will remain closed from January 20, 2024 to January 27, 2024 (both days inclusive) for holding the Annual General Meeting and to determine entitlement of dividend. The share(s) transfer requests received up to close of business on January 19, 2024 shall entitle the transferees to receive the aforesaid dividend.

By order of the Board

NASIR IQBAL ANSARI
Company Secretary

Lahore: December 30, 2023

NOTES:

1. Participation in the AGM Proceedings:

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received by the Company at the registered office duly stamped and signed not later than forty eight (48) hours before the time for holding the meeting. A member cannot appoint more than one proxy. Attested copy of CNIC must be attached with the proxy form.

2. CDC account holders are required to follow under mentioned guidelines laid down by Securities and Exchange Commission of Pakistan:

(a) For attending the meeting:

- i. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his / her original national identity card or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

(b) For appointing proxies:

- i. In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished 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 with specimen signature shall be submitted to the Company along with proxy form.

3. The members having physical shares are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their CNIC are requested to send the same at the earliest to Company's Share Registrar i.e. M/s Corplink (Pvt.) Ltd, Wings Arcade, 1-K Commercial, Model Town, Lahore.
4. In compliance with directive of SECP, shareholders are advised to send their respective International Bank Account Number (IBAN) details as per form attached enabling the Company to credit their cash dividend directly into their respective bank accounts.
5. Pursuant to the provision of Section 132(2) of Companies Act 2017 the shareholders residing in other cities and holding at least ten percent of the total paid up capital may demand the company to provide the facility of video link for participation in meeting. The demand for video link facility shall be received at share registrar address given herein above at least ten days prior to the date of meeting. Prescribed form for consent is enclosed in the Annual Report.
6. The audited financial statements of the Company for the year ended September 30, 2023 are being made available on the Company's website.
7. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to Section 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT TO THE SPECIAL BUSINESS

Agenda Item No. 6.

Approval of circulation of Annual Audited Accounts of the Company to its members/shareholders through QR enabled code and weblink

The Securities and Exchange Commission of Pakistan (SECP) vide S.R.O. 389(1)/2023 dated March 21, 2023 has allowed the listed companies to circulate their annual balance sheet and profit and loss account, auditor's report and directors' report etc. ("annual audited financial statements") to its members through QR enabled code and weblink instead of circulating the same through CD/DVD/USB, subject to approval of shareholders.

Considering the optimum use of advancements in technology and in order to fulfil the Company's corporate social responsibility to the environmental sustainability, members' approval is being sought for the circulation of the Annual Report (including annual audited financial statements and other reports contained therein) to the members of the Company through QR enabled code and weblink. This arrangement will help all members wherever they are located to access the financial statements of the Company. Additionally, it will also reduce unnecessary expenditure for making Cds for all shareholders. It is pertinent to mention that if any member seeks to obtain a hard copy of the Annual Report, such member(s) will be provided a printed version of the same free of cost in accordance with the aforementioned SRO.

None of the Directors of the Company have any personal interest in the aforesaid special business, except in their capacity as members and Directors of the Company.