

Notice of Meeting

All the Shareholders,

Notice is hereby given to all the shareholders of SHAHTAJ SUGAR MILLS LIMITED that the 58th Annual General Meeting of the Company will be held on Friday, the 26th January, 2024 at 11:00 AM at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

A. ORDINARY BUSINESS

1. To confirm the minutes of last Extra Ordinary General Meeting held on 29th May, 2023.
2. To consider and adopt audited Financial Statements of the Company for the year ended 30th September, 2023 together with Auditors' and Directors' Reports thereon.
3. To approve a cash Dividend @ 140% i.e. Rs.14 per share for the year ended 30th September, 2023 as recommended by the Directors.
4. To appoint Auditors of the Company for the year 2023-2024 and to fix their remuneration. The present Auditors M/s. Riaz Ahmad & Company, Chartered Accountants, being eligible, have offered themselves for reappointment.

B. SPECIAL BUSINESS

5. Related Parties Transactions:

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolution:

- a) **'RESOLVED** that the transactions carried out by the Company in the normal course of business with related parties for the period October 1, 2022 to date be and are hereby ratified, approved and confirmed.'
- b) **'FURTHER RESOLVED** that the Chief Executive Officer of the Company or his nominee be and is hereby authorized to approve all the transactions carried out and to be carried out in the normal course with related parties till the next Annual General Meeting of the Company and in this connection the Chief Executive Officer of the Company or his nominee be and is hereby authorized to take any and all necessary actions and sign / execute any and all such documents / indentures as may be required in this regard on behalf of the Company.'

6. Transmission of Annual Accounts through QR enabled Code and weblink.

To consider and if found fit, to pass the following resolutions as Ordinary resolutions

RESOLVED that the transmission of Company's Annual Audited Financial Statements and related documents (included in the Annual Report) along with the Notice of General Meeting through a QR enabled Code and weblink instead of transmitting

the same in hard copies or CD/DVD/USB be and is hereby approved'.

'FURTHER RESOLVED that the Company Secretary be and is hereby authorized to do all necessary acts, deeds and things to give effect to this resolution'.

7. To transact any other ordinary business with the permission of the Chair.

By Order of the Board



Karachi:
2nd January, 2024

(JAMIL AHMAD BUTT)
Company Secretary

Notes:

1. The share transfer books of the Company will remain closed from 20th January 2024 to 27th January, 2024 (both days inclusive).
2. Members holding shares physically and holders of Accounts and Sub-accounts for Company's shares in Central Depository Company of Pakistan Limited, who wish to attend this Annual General Meeting may do so by identifying themselves through their original CNIC/Passport and providing a copy thereof.
3. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.
4. In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature and attested copy of CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

5. DEDUCTION OF INCOME TAX

As per the provisions of Section 150 of the Income Tax Ordinance, 2001 ("Ordinance") different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. The Current withholding tax rates are as under:

- (a) For the persons whose names are appearing on ATL: 15%
- (b) For the persons whose names are not appearing on ATL: 30%

All the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of the Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL

before the date of payment of dividend, otherwise tax on their Dividend will be deducted @ 30% instead of @ 15%.

The Corporate Shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective Participants, whereas corporate physical shareholders should send a copy of their NTN certificates to the Company or Company's Share Registrar and Share Transfer Agent, M/s. JWAFFS REGISTRAR SERVICES (PVT) LIMITED.

The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective Folio Numbers.

As per FBR's clarification, the valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide valid Tax Exemption Certificates to our Shares Registrar; otherwise tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

For shareholders holding their shares jointly, as per the clarification issued by the FBR, withholding tax will be determined separately on 'Filer / Non-Filer' status of Principal shareholder as well as Joint-holder(s) based on their shareholding proportions. All shareholders who hold shares jointly are therefore requested to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to the Registrar and Shares Transfer Agent in writing as follows:

Folio/CDC Account #	Total Shares	Principal Shareholder		Joint Shareholders	
		Name & CNIC #	Shareholding Proportion (No. of Shares)	Name & CNIC #	Shareholding Proportion (No. of Shares)

6. ELECTRONIC DIVIDEND MANDATE

Under the provisions of Section 242 of the Companies Act, 2017 it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly in to bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested to provide details of the bank mandate specifying:

Title of Account, Account Number, Bank Name, Branch Name and Code, IBAN Number.

In case shares are held in physical form, please send this information duly signed along with a copy of CNIC

to the registrar of the Company M/s. JWAFFS Registrar Services (PVT) Limited.

In case shares are held in CDC then Electronic Mandate Form must be submitted directly to shareholder's broker participant/CDC account.

In case of non-receipt of the information the company will be constrained to withhold payment of dividend to such shareholders.

7. ATTENDING THE MEETING THROUGH VIDEO LINK

Shareholders interested in attending the Annual General Meeting (AGM) through video link facility ('Zoom' which can be downloaded from Google Play or Apple App Store) are requested to get themselves registered with the Company Secretary office at least two (02) working days before the holding date of AGM at jamilbutt@shahtaj.com by providing the following details:

Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

- Upon receipt of the above information from shareholders. The Company will send the login details at their email address.
- On the AGM day, the shareholders will be able to login and participate in the AGM proceedings through their smart phone or computer devices from their any convenient location.
- The login facility will be opened ten (10) minutes before the meeting time to enable the participants to join the meeting after identification and verification process.

8. CONVERSION OF PHYSICAL SECURITIES INTO BOOK ENTRY FORM

Members interested in availing video conference facility for this AGM may fill the following and submit to registered address of the Company 7 days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video

conference at least 7 days prior to the date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

I/We, _____ of _____, being a member of Shahtaj Sugar Mills Limited, holder(s) of _____ ordinary share(s) as per Registered Folio/CDC account No. _____ hereby opt for video conference facility at _____.

9. CONVERSION OF PHYSICAL SECURITIES INTO BOOK ENTRY FORM

As per Section 72 of the Companies Act, 2017 every listed company is required to replace its physical shares with book entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. Further, vide its letter dated March 26, 2021, SECP has directed all the listed companies to pursue their shareholders for conversion of their physical securities into book entry form.

In the light of the aforementioned directives, the Shareholders of the Company having physical shareholding are encouraged to open CDC account with CDS participant/CDC Investor Account Services and convert their existing physical securities into book entry form.

10. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, members are allowed to exercise their right to vote by post for the businesses classified as Special Business.

Intending shareholders shall ensure that duly filled in and signed Ballot Papers along with copy of valid CNIC reach the Chairman of the meeting through post on the Company's registered address, Shahnawaz Building, 19, Dockyard Road, West Wharf, Karachi or email at Chairman@Shahtaj.com, on or before 25th January, 2024 during working hours. The signature on Ballot Papers should match with signature on CNIC. For the convenience of shareholders, a specimen of Ballot Paper is attached. Ballot Paper is also available on the Company's website www.shahtajsugar.com for download.

11. E-VOTING

Pursuant to Companies (Postal Ballot) Regulations 2018, members are allowed to exercise their right to vote through Electronic voting facility for all businesses classified as Special Business.

Details of E-Voting facility will be shared through email with those members of the Company who have their valid CNIC numbers. Cell numbers and email address available with the Company by the close of business on 19th January, 2024.

The web address, log in details and password will be communicated to the members via email. The security

code will be communicated through SMS from the web portal of JWAFFS REGISTRAR SERVICES (PVT) LIMITED (being the e-voting service provider).

Identity for the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for log in.

E-voting lines will open from January 23, 2024 at 9.00 A.M. and shall close on January 25, 2024 at 5.00 P.M. Members can cast their votes any time during his period. A vote once cast by a member will not be allowed to be changed.

STATEMENT OF MATERIAL FACTS Under Section 134(3) of the Companies Act, 2017

Agenda Item No. 5.

A Statement required under this Section relating to Special Business of agenda item No. 5 is printed separately and is being sent to the shareholders of the Company by post along with the Annual Report 2023 containing the notice of this meeting.

Agenda Item No.6.

The Board of Directors in their meeting held on 02 January 2024 has recommended to transmit Annual Audited Financial Statements of the Company and related documents (included in the Annual Report) along with the Notice of Annual General Meeting through a QR enabled Code and web link instead of hard copies or CD/DVD/USB as allowed by Securities and Exchange Commission of Pakistan (SECP) vide its Notification No. 389(1)/2023 dated 21st March, 2023.

Company will also circulate the audited financial statements through email in case mail address has been provided by the member to the Company. Company shall send the complete Financial Statements with relevant documents in hard copy to the shareholders at their registered addresses free of cost, within one week, if a request has been made by the member on the standard request form available on the website of the Company.

No member of the Board has any interest in the above special business.