

KHAIRPUR SUGAR MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of **Khairpur Sugar Mills Limited** will be held at 2:30 pm on Tuesday 24th April, 2018 at 3rd Floor, Plot No. 15-C, 9th Commercial Lane, Zamzama, Defence Housing Authority, Phase V, Karachi to transact the following business:

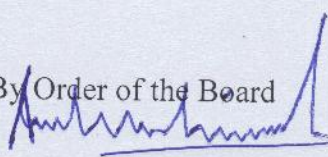
1. To confirm the minutes of the 28th Annual General Meeting held on February 27, 2018.
2. To elect Seven (07) Directors as fixed by the Board of Directors in accordance with the provisions of section 159 of the Companies Act, 2017 for a term of three years commencing from April 24, 2018.

The following are retiring directors who are eligible for re-election are as follows:

1. Mr. Muhammad Mubeen Jumani
2. Mr. Faraz Mubeen Jumani
3. Mr. Fahad Mubeen Jumani
4. Mrs. Qamar Mubeen Jumani
5. Miss. Arisha Mubeen Jumani
6. Mr. Ahmed Ali Jumani
7. Lt. Gen. (Retd.) Anis Ahmed Abbasi

3. To transact any other business as may be placed before the meeting with the permission of the Chair.

By Order of the Board


(ABDUL WAHID NAVIWALA)
Company Secretary

Karachi: March 27, 2018

Notes:

1. The share transfer book of the Company shall remain closed with effect from April 20, 2018 to April 27, 2018 (both days inclusive). Transfers received at the office of Shares Registrar M/S. C.K Management Associates (Pvt.) Limited, 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi Phone 35687839 & 35685930 at the close of business on April 19, 2018 will be considered in time to attend and vote at the meeting and for the purpose of any entitlement to the transferees.
2. A member eligible to attend and vote at the Extra Ordinary General Meeting may appoint proxy to attend and vote instead of him/her. Proxy, in order to be valid must reach the Company Register Office not less than 48 hours before the time of the meeting during working hours.
3. The shareholders are advised to notify the Registrar of any change in their addresses.
4. CDC Accounts holders will further have to follow the guidelines as laid down in Circular 1, dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.
5. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting must bring his / her CNIC or passport alongwith their CDC account number to prove his / her identity.
6. Any person who seeks to contest an election to the office of directors should file with the Company not less than fourteen days before the date of the meeting as notice of his intention to offer himself for election as a Director in terms of section 159(3) of the Companies Act, 2017 along with (a) Consent to Act as Director in Form 28 duly completed and signed by the candidate; (b) a detailed profile along with office address for placement on the Company's website seven days prior to the date of election in terms of SRO 25(I)2012 of 16th January 2012; and (c) declarations in respect of being complaint with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017 (d) any other, if any.

STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT 2017 IN RESPECT OF ELECTION OF DIRECTORS

Independent Director will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166 (2) of the Companies Act, 2017.