



## Ballot Paper for Voting Through Post AL-NOOR SUGAR MILLS LIMITED

Registered Office: Al-Noor Sugar Mills Limited, 96-A, Sindhi Muslim Housing Society, Karachi, Pakistan  
Contact: +92 21 34550161-3; Website: <https://www.alnoorsugar.co>

For poll to be held at the Annual General Meeting of Al-Noor Sugar Mills Limited on Tuesday, 28 January 2025, at 11:30 a.m. at Company's Registered Office at 96-A, Sindhi Muslim Housing Society, Karachi as well as through video-link facility to transact the following business.

**Contact Details of Chairman, where ballot paper may be sent:**

**Business Address:** The Chairman, Al-Noor Sugar Mills Limited at Company's at 96-A, Sindhi Muslim Housing Society, Karachi, Pakistan.

**Designated Email Address:** chairman.alnrs@alnoorgroup.co

Name of shareholder/joint shareholders	
Registered address of shareholder(s)	
Number of shares held	
Folio number / CDC Account No.	
CNIC No./Passport No in case of foreigner (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

### INSTRUCTION FOR POLL

1. Please indicate your Vote by ticking (✓) the relevant box.

2. In case both the boxes are marked as (✓), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the below resolutions through ballot by conveying my/our assent or dissent to the resolution(s) by placing tick (✓) mark in the appropriate box below.

S. No.	Nature and description of Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	<b>Special Resolution Under Agenda No.4 Of Notice Of AGM.</b>  1. To ratify and approve transactions conducted with Related Parties in normal course of business for the year ended September 30, 2024, and authorize the Board of Directors of the Company to approve the related parties' transactions by passing the following special resolution with or without modifications:  a) "RESOLVED that the transactions carried out in normal course of business with related parties as disclosed in Note No. 36 of the audited financial statements for the year ended September 30, 2024, be and are hereby ratified and approved."  b) "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all related party transactions to be carried out during the financial year ending September 30, 2025. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval.		

Signature of shareholder(s)

Place

Date

---

**NOTES / PROCEDURES FOR SUBMISSION OF BALLOT PAPER:**

1. Duly filled and signed original postal ballot should be sent to the Chairman, at above-mentioned business or email address.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before January 27, 2025 during working hours (i.e. by 5:00 p.m.). Any postal ballot received after this date and time, will not be considered for voting.
4. Signature on postal ballot should match the signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.
6. In case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted alongwith the Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot paper has also been placed on the website of the Company <https://www.alnoorsugar.co>. Members may download the ballot paper from the website or use original/photocopy published in newspapers.



# AL-NOOR SUGAR MILLS LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 55th Annual General Meeting of AL-NOOR SUGAR MILLS LIMITED will be held at the Registered Office of the Company at 96-A, Sindhi Muslim Society, Karachi on Tuesday, January 28, 2025 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the 54th Annual General Meeting held on January 25, 2024.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended September 30, 2024 together with the Directors' and Auditors' Reports thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to SRO. 389(i)2023 dated March 21, 2023 the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link:

<https://www.alnoorsugar.co/financial-statements.html>



3. To appoint Auditors and to fix their remuneration for the year 2024-25. The present Auditors M/s. Kreston Hyder Bhimji & Co., Chartered Accountants, retire and offer themselves for re-appointment.

### SPECIAL BUSINESS

4. To ratify and approve transactions conducted with Related Parties in normal course of business for the year ended September 30, 2024, and authorize the Board of Directors of the Company to approve the related parties transactions by passing the following special resolution with or without modifications:
  - a) "RESOLVED that the transactions carried out in normal course of business with related parties as disclosed in Note No. 36 of the audited financial statements for the year ended September 30, 2024, be and are hereby ratified and approved."
  - b) "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all related party transactions to be carried out during the financial year ending September 30, 2025. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval."

### OTHER BUSINESS

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

Attached to this notice is a statement of Material Facts covering the above mentioned Special Business, as required under section 134(3) of the Companies Act, 2017

By Order of the Board

**M. YASIN MUGHAL**  
COMPANY SECRETARY

Karachi: December 31, 2024



#### **NOTES:**

##### **1. Closure of Share Transfer Books:**

The Register of the Members of the Company will remain closed from January 21, 2025 to January 28, 2025 (Both days inclusive) for the purpose of attending the Annual General Meeting /Transfer of shares.

##### **2. Participation in Annual General Meeting and appointing proxies:**

A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote on his/her behalf . PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

In pursuance of Circular No.1 of SECP dated January 26, 2000 the CDC Account holders/subaccount holders are requested to bring with them their original CNICs or Passports alongwith Participant(s) ID Number and CDC account numbers at the time of attending the Annual General Meeting for identification purpose. If proxies are granted by such shareholders the same must be accompanied with attested copies of the CNICs or the Passports of the beneficial owners. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be submitted along with Proxy form to the Company. The nominee shall produced his original CNIC at the time of attending the meeting for identification.

##### **3. Participation in the Annual General Meeting Electronically.**

In Pursuance of Circular No. SMD/SL/2(20)/2021/117 dated 15-02-2021 issued by SECP to ensure the participant Members may attend the Meeting Electronically. To attend the Meeting Electronically a Member is required to send an e-mail to [agm.alnrs@alnoorgroup.co](mailto:agm.alnrs@alnoorgroup.co) with e-mail address, name, folio number, CNIC Number, Cell Number and number of shares held in his / her name with subject "Registration for AGM of ALNRS". A video link to join the Meeting will be shared with Members whose e-mails, containing all the required particulars, are received not later than 48 (forty-eight) hours before the time of the Meeting.

##### **4. Submission of copies of CNIC**

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier, to the Company's Share Registrar. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend, under the provisions of Section 243 of the Companies Act 2017.

##### **5. Payment of Cash Dividend Electronically:**

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash 'shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. A notice of the foregoing seeking information from shareholders for payment of dividend through electronic mode was sent earlier. The shareholders are now once again requested to provide their folio number, name and details of bank account including bank name, branch name, branch code and address, Account number, Title of Account and IBAN/swift code in which they desire their dividend to be credited, failing which the Company will be unable to pay the dividend through any other mode. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same at the earliest possible.

In case shares are held in CDC then the form must be submitted directly to shareholder's broker /participant CDC Investor account services.

##### **6. Unclaimed Dividend / Shares :**

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.



**7. Consent For Video Conference Facility:**

Pursuant to Section 134(1)(b) of the Act, if the Company receives consent from shareholders holding aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least seven days before the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city

**8. Transmission of Audited Financial Statements / Notices Through Email**

Under the provisions of section 223(6) of the Act, all listed companies are permitted to circulate their annual financial statements, along with the Auditor's Report, Directors' Report, Chairman Review Report along with notice of Annual General Meetings ("Annual Report"), to its shareholders through email subject to the written consent of the shareholders. The printed copy of the financial statement can be provided to the member upon request.

**9. Deposit of Physical Shares into CDC Accounts.**

As per Section 72 of the Companies Act, 2017 every existing company shall be 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 commencement of the Companies Act, 2017.

The shareholders having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of Pakistan Stock Exchange.

10. Financial Statements and relevant reports have been placed on the website of the company which can be seen on [www.alnoorsugar.co](http://www.alnoorsugar.co)

**11. E-Voting**

Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 and 144 of the Companies Act, 2017. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purposes of Special Business members will be allowed to exercise their right to vote through postal ballot /electronic mode in accordance with the requirement and procedures contained in the aforesaid Regulations. The schedule and procedure of postal ballot/electronic voting shall be placed on the Company's website i.e. [www.alnoorsugar.co](http://www.alnoorsugar.co) seven (7) days before the meeting.

**12. Change of Address and Non-Deduction of Zakat Declaration Form:**

Shareholders are requested to inform the Company's Share Registrar, M/s. C & K Management Associates (Pvt.) Limited, M13, Progressive Plaza, Civil Lines Quarter, Near P.I.D.C., Beaumont Road, Karachi - 75530, of any change in their addresses and provide their non-deduction of zakat declaration Form immediately.

**Statement under Section 134(3) of the Companies Act, 2017 Regarding Special Business**

**Agenda No. 4**

- a. All transactions carried out by the company with related parties during the year ended September 30, 2024, given in the related parties note No. 36 of the Annual Financial Statement of the Company

The Company carried out transactions with related parties as per the approved Related Party Transactions Policy and approved by the Board as recommended by the Audit Committee on a quarterly basis pursuant to Section 208 of the Companies Act 2017 and clause 15 of the Listed Companies Code of Corporate Governance Regulations 2019.



The transactions with related parties have been approved by the Board in Quarterly and annual financial statements during the financial year ended September 30, 2024. However, the Board decided to place the related party transactions before the shareholders in the AGM for ratification and approval, considering the interest/concerns of the majority directors due to common directorship.

- b. Authorization to the Board of Directors for all transactions to be carried out with related parties during the ensuing year ending September 30, 2025. The Company is expected to be conducting transactions with related parties as per the approved Related Party Transactions Policy. All transactions entered into or to be entered with related parties require the recommendation of the Audit Committee and such transactions shall be placed before the Board of Directors for approval. In order to promote transparent business practices, the shareholders are recommended to authorize the Board of Directors of the Company to approve transactions with the related parties for the year ending September 30, 2025, which transactions shall be deemed to be approved by the shareholders. These transactions shall be placed before the shareholders in the next AGM for their formal ratification/approval.

The Directors are interested in the resolution only to the extent of their common directorships and their shareholding in the associated companies.



## PROXY FORM

I/We .....  
in the district of ..... being a Member of **AL-NOOR SUGAR MILLS LIMITED**  
and holder of ..... Ordinary Shares as per Share  
(Number of Shares)  
Register **Folio No.** ..... and/or **CDC Participant I.D. No.** ..... and **Sub Account No.** .....  
hereby appoint ..... of .....  
or failing him .....  
of ..... also a member; as my/our Proxy in my/our absence to  
attend and vote for me/us at the 55<sup>th</sup> Annual General Meeting of the Company to be held on the 28<sup>th</sup> day of January two  
thousand twenty five at 11:30 a.m and at any adjournment thereof :

Signed this ..... day of ..... 2025

### **WITNESSES:**

1. Signature .....  
Name: .....  
Address .....  
CNIC or  
Passport No. ....

Rupees five  
Revenue  
Stamp

2. Signature .....  
Name: .....  
Address .....  
CNIC or  
Passport No. ....

\_\_\_\_\_  
Signature of Member(s)

### **NOTE:**

1. This Proxy Form, duly completed and signed, must be received at the office of our Shares Registrar not later than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxies are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. For CDC Account Holders / Corporate Entities  
In addition to the above the following requirements have to be met.
  - (i) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
  - (ii) In case of a corporate entity, the Board of Directors resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier alongwith proxy form to the Company).



## پراکسی فارم

میں / ہم \_\_\_\_\_ ساکن \_\_\_\_\_  
\_\_\_\_\_ انور شوگر ملز لمیٹڈ  
\_\_\_\_\_ کے رکن و حامل \_\_\_\_\_ عام حصص برطابق شیئرز رجسٹرڈ فولیو نمبر \_\_\_\_\_  
\_\_\_\_\_ اور یاسی ڈی سی کے شراکتی آئی ڈی نمبر \_\_\_\_\_ اور ذیلی کھاتہ نمبر \_\_\_\_\_  
\_\_\_\_\_ بذریعہ ہذا \_\_\_\_\_ ساکن \_\_\_\_\_ یا بصورت دیگر \_\_\_\_\_  
\_\_\_\_\_ ساکن \_\_\_\_\_ جو کہ خود بھی ایک ممبر ہے کو اپنی / ہماری غیر موجودگی میں کمپنی کے  
55 واں سالانہ اجلاس عام مورخہ 28 جنوری 2025 بوقت 11:30 بجے منعقد یا ملتوی ہونے والے میں رائے دہندگی کیلئے اپنا نمائندہ مقرر کرتا / کرتی ہوں۔

دستخط شدہ بتاریخ \_\_\_\_\_ بروز \_\_\_\_\_ 2025.

گواہان:

برائے کرم پانچ روپے  
مالیت کے ریونیوٹکٹ  
چسپاں کریں۔

۱- \_\_\_\_\_ دستخط  
\_\_\_\_\_ نام  
\_\_\_\_\_ پتہ

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر \_\_\_\_\_

۲- \_\_\_\_\_ دستخط  
\_\_\_\_\_ نام  
\_\_\_\_\_ پتہ

دستخط برائے ممبر / ممبران \_\_\_\_\_  
(دستخط کمپنی میں درج نمونہ کے دستخط کے مطابق ہونے چاہیے)

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر \_\_\_\_\_

نوٹ:

- ۱۔ ہر لحاظ سے مکمل اور دستخط شدہ یہ فارم میٹنگ سے کم از کم 48 گھنٹے قبل کمپنی کے شیئرز رجسٹر کے دفتر میں موصول ہونا چاہیے۔
- ۲۔ اگر کوئی ممبر ایک سے زائد پراکسی نامزد کرتا ہے اور ایک سے زیادہ انسٹرمنٹس آف پراکسی جمع کراتا ہے تو اس صورت میں تمام انسٹرمنٹس آف پراکسی کا اعداد قرار دیے جائیں گے۔
- ۳۔ سی ڈی سی اکاؤنٹ رکھنے والے / کارپوریٹ ادارے مزید برآں درج شرائط کو پورا کریں گے۔  
(i) پراکسی فارم کے ہمراہ مالکان کے شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول بھی دی جائیں۔  
(ii) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی مع دستخط کے نمونے (اگر پہلے جمع نہ کرایا ہو) کمپنی میں پراکسی فارم کے ساتھ جمع کرانی ہوگی۔