

THARPARKAR SUGAR MILLS LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Tharparkar Sugar Mills Limited will be held on August 25, 2023 at 11:00 am at the Registered Office of the Company at 108/3, 3rd Avenue, Block-5, Main Clifton, Karachi to transact the following business:

1. To Confirm the minutes of Extraordinary General Meeting held on March21, 2023.
2. To consider and approve the Audited Financial Statements of the Company for the year ended September 30, 2022 alongwith Directors' and Auditor's Reports thereon.
3. To hold fresh election of directors. The retiring directors are Mr. Imtiaz Ali Shah, Mr. Irfan Ali Shah and Mr. Irshad Ali Shah who are eligible to offer themselves for re-appointment.
4. To appoint auditors for the year ended September 30, 2023.
5. To transact any other business with the permission of the Chair.

By Order of the Board

(FAYAZ WAHEED)

Company Secretary

Place: Karachi

Dated: July 18, 2023

Notes:

1. The share transfer books of the Company will remain closed from August 20, 2023 to August 25, 2023 (both days inclusive).
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote thereat instead of himself and the proxy must be a member of the company. An instrument appointing a proxy to be effective must be lodged at the registered office of the Company at least 48 hours before the commencement of the meeting.

3. Election of Directors

Any member, who seeks to contest the election of directors, shall file with the Company at its Registered Office at 108/3, 3rd Avenue, Block-5, Main Clifton, Karachi not later than fourteen (14) days before the date of the above said meeting;

- i. His/her intention to offer himself/herself for the election of Directors together with Consent on Form-28 as prescribed by the Act.

- ii. A declaration to the effect that he/she is aware of the duties and powers of Directors under the relevant laws and the Memorandum and Articles of Association of the Company that he/she meets the requirement of appointment as Director.
- iii. A declaration in respect of eligibility criteria as set out in the Companies Ordinance, 1984 to act as director of the Company.
- iv. Detailed profile along with office address for placement on the Company's website fourteen (14) days prior to the date of election.
- v. An attested valid copy of his/her Computerized National Identity Card.

STATEMENT PURSUANT TO SECTION 134 (3) OF THE COMPANIES ACT, 2017, RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING IS AS UNDER:

The election of directors was held on March 21, 2023 in the Extraordinary General Meeting in which three directors were elected for a period of three years. After the holding the election of directors, Mr. Shuja Mohammad Shah and Mr. Ali Hussain Shah have acquired 1,259,500 and 1,252,500 ordinary shares of Rs.10/- each respectively and have requested the Company to hold fresh election of directors under section 162 of the Companies Act, 2017. The Board of Directors in pursuance of section 159 of the Companies Act, 2017 has fixed number of directors at five for next term of three years commencing from August 25, 2023. The retiring directors are Mr. Imtiaz Ali Shah, Mr. Irfan Ali Shah and Mr. Irshad Ali Shah are also eligible to offer themselves for re-appointment.

4. The Directors are interested in the special businesses only to the extent of their shareholding in the Company.