



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 49th Annual General Meeting of the Shareholders of **HUSEIN SUGAR MILLS LIMITED** will be held on Thursday the 28th January, 2016 at 9:00 A.M at its Registered Office – 30-A E/1, Old F.C.C., Gulberg III, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting held on January 30, 2015.
2. To receive, consider and adopt, the Annual Audited Financial Statements for the year ended September 30, 2015 together with the Directors' and Auditors' Reports thereon.
3. To appoint auditors of the company for the year 2015-16 ending September 30, 2016 and to fix their remuneration. The audit committee of the Board has recommended the retiring auditors M/s. Riaz Ahmad & Company, Chartered Accountants, being eligible have offered them-selves for re-appointment.

SPECIAL BUSINESS

1. Issue of shares otherwise than right

To consider and pass following special resolution to authorize the Board of Directors of the Company under the provisions of section 86(1) of the Companies Ordinance, 1984 for the issuance of 33,000,000 fully paid up ordinary shares of Rs. 10/- each total amounting to Rs. 330,000,000 by way of otherwise than right i.e. by conversion of Directors' Loan of Rs. 330,000,000 out of Directors' Loan Rs. 403,441,833 as per audited accounts for the year ended September 30, 2015 subject to the approval of Securities and Exchange Commission of Pakistan as required under the law.

Resolved unanimously that Board of Directors be and is hereby authorized to issue 33,000,000 ordinary shares of Rs. 10/- each by way of otherwise than rights to the following Directors of the Company, for an amount of loan of Rs. 330,000,000 out of their total Director's Loan of Rs. 403,441,833 as per audited accounts for the year ended September 30, 2015 subject to the approval of Securities and Exchange Commission of Pakistan as required under the law.

1. Mr. Ahmed Ali Tariq
2. Mr. Mustafa Ali Tariq

Further Resolved that the Chief Executive/Company Secretary be and are hereby authorized and empowered to complete all such legal formalities to give affect of the aforesaid Resolutions(s) on behalf of the Company. In case any error, omission or mistake is pointed by the Securities and Exchange Commission of Pakistan (the SECP) and any other Competent Authority in, the aforesaid resolution(s), the Company Secretary be and is hereby authorized to make necessary modification/corrections as and if pointed by the SECP and any other Competent Authority.

By Order Of the Board

Lahore: 6th January, 2016

Khalid Mahmood
Company Secretary

NOTES:

1. The members' register will remain closed from 22nd January 2016 to 28th January 2016 (both days inclusive). Transfers received at the Registrar office of the company by the close of business on 21st January 2016 will be entertained.



2. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the registered office not later than 48 hours before the time for holding the meeting.
3. As per decision of Board of Directors Share Registrar of the Company has been changed from Hameed Majeed Associates (Pvt) Limited to Corptec Associates (Pvt) Limited. Shareholders are requested to immediately notify the change in address, if any to our Share Registrar M/s Corptec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore.
4. CDC account holders will further have to follow the guidelines as laid down by the Securities and Exchange Commission of Pakistan (SECP) vide its Circular 1 of January 26, 2000 as:
 - a. **FOR ATTENDING THE MEETING**
 - i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his original Computerized National Identity Card (CNIC) 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 signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.
 - b. **FOR APPOINTING PROXIES**
 - i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii). Proxy form shall be witnessed by 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). Proxy shall produce his 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 signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.
5. Those shareholders who have not yet submitted their valid CNICs are once again advised to provide attested copies of their valid CNICs to the Company's Share Registrar As directed by the SECP through its Circular No. EMD/D-II/Misc./2009-1342 of April 4, 2013.
6. In order to enable a more efficient method of cash dividend, through its Circular No. 8(4) SM/CDC 2008 of April 5, 2013, the SECP has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to electronically credit their dividend to their accounts. Accordingly, all non CDC shareholders are requested to send their bank account details to the Company's Registrar. Shareholders who hold shares with CDC or Participants/ Stock Brokers, are advised to provide the mandate to CDC or their Participants/ Stock Brokers.
7. The Government of Pakistan through Finance Act, 2015 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under.
 - (a) For filers of income tax returns. 12.5%
 - (b) For non-filers of income tax returns. 17.5 %



To enable the company to make tax deduction on the amount of cash dividend @12.5% instead of 17.5%, all the shareholders whose names are not entered into the Active Tax- payer's List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @17.5% instead @12.5%.

The corporate shareholders having CDC accounts 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 certificate to the company or its Share Registrar M/s M/s Corptec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio number.

8. Securities and Exchange Commission of Pakistan (SECP) through its Notification SRO 787 (I)/2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members of the Company through e-mail. Therefore, all members of the Company who want to receive soft copy of Annual Report are requested to send their e-mail addresses on complete consent form to Company's Share Registrar, Corptec Associates (Pvt) Limited.. The Company shall, however, provide hard copy of the Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request. The standard consent form for electronic transmission is available at the Company's website. i.e. www.huseinsugarmills.com

STATEMENT UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

The Board of directors (The "Board") of Husein Sugar Mills Limited (the "Company") at their meeting held on December 29, 2015 has decided to increase of paid up capital of the Company amounting to Rs. 500,000,000 by issuance of further ordinary shares of Rs. 330,000,000 by conversion of Directors' Loan of Rs. 330,000,000 out of Rs.403, 441,833 as appearing in the audited accounts for the year ended September 30, 2015.

The Company is facing liquidity crisis which is not only hampering day to day operations but also affecting the repayment capacity towards its creditors. Thus, the Company is in need of breathing period to focus on production. The management is keen to keep the Company running by making its all out efforts since the management is confident that in the presence of negative equity as per latest financial statements, neither the existing members will opt for further issue of right shares nor the management has further funds at their disposal to inject in the Company except two members who are also Director/Chairman and have already invested in the Company directors' interest free loan. They have given their consent to convert their loan into equity. Further in case of issuance of right shares no Company/Financial Institutions would agree to underwrite the unsubscribed shares of this loss making sugar unit in the current circumstances.

Under the circumstances there is no way out for the management to increase the paid up capital. To fulfill the banks requirement, it is possible only by conversion of Directors loan into equity and only then the equity will be converted from negative to positive which will enable the bank to provide loan to the Company for the improvement of the project by providing of working Capital Finance.

The management believes that if this arrangement is approved by the Securities & Exchange Commission of Pakistan (SECP), the Company will positively further improves the profitability and is expecting better future prospects for the Company.