

NOTICE OF 49TH ANNUAL GENERAL MEETING

Notice is hereby given that the 49th Annual General Meeting of shareholders of Shakarganj Limited (the "Company") will be held on Tuesday, 31 January 2017 at 11:00 am at Qasr-e-Noor, 9 E-2 Main Boulevard, Gulberg-III, Lahore to transact the following Business:

Ordinary Business:

1. To receive, consider and adopt the Reports of Directors and Auditors together with Audited Annual Financial Statements for the year ended 30 September 2016.
2. To appoint Company's auditors and to fix their remuneration.

Special Business

3. To obtain consent of the shareholders in terms of S.R.O. 470(I)/2016 dated 31 May 2016 issued by Securities and Exchange Commission of Pakistan, for the transmission of the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company either through CD or DVD or USB and to pass the following resolution as an Ordinary Resolution, with or without modification:

"Resolved that consent & approval of the members of Shakarganj Limited (the "Company") be and is hereby accorded for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to the members for future years commencing from the year ending on 30 September 2017 through CD or DVD or USB instead of transmitting the same in hard copies.

Resolved Further that Chief Executive Officer or Company Secretary of the Company be and is hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution"

4. To consider and, if deemed fit, pass the following resolution as a Special Resolution with or without modification for alterations in the Articles of Association of the Company:

"RESOLVED that pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 and any other law(s), Articles of Association of the Company be and are hereby amended by inserting a new Article 47A immediately after the existing Article 47 to read as under;

47A. ELECTRONIC VOTING: The Company shall comply with the mandatory e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time and members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this Article."

RESOLVED FURTHER that the Chief Executive Officer or Company Secretary be and is hereby singly authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/ statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

5. To consider and, if deemed fit, pass the following resolution as a Special Resolution with or without modification to increase in authorized capital of the Company and to make consequent amendments in the Memorandum and Articles of Association subject to requisite approvals, if any:

“RESOLVED that:

- a) the Authorized Share Capital of the Company be and is hereby increased from Rs. 2,000,000,000/- divided into 150,000,000 ordinary shares of Rs 10 each and 50,000,000 preference shares of Rs. 10 each to Rs. 2,500,000,000/- divided into 200,000,000 ordinary shares of Rs. 10 each and 50,000,000 preference shares of Rs. 10 each by creation of additional 50,000,000 Ordinary Shares of Rs. 10 each.
- b) in consequent of the said increase in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company and Article 5 (2) of the Articles of Association of the Company be and are hereby amended accordingly, to read as follows:

Clause V of the Memorandum of Association:

“V. The authorized share capital of the Company is Rs.2,500,000,000 (Rupees two billion five hundred million only) divided into 200,000,000 (two hundred million) ordinary shares of Rs.10 (Rupees ten) each, and 50,000,000 (fifty million) preference shares of Rs.10 (Rupees ten) each, with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Policies of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or Policies of the Company.”

Article 5 (2) of the Articles of Association:

- “(2). The authorized share capital of the Company is Rs.2,500,000,000 (Rupees two billion five hundred million only) divided into 200,000,000 (two hundred million) ordinary shares of Rs.10 (Rupees ten) each, and 50,000,000 (fifty million) preference shares of Rs.10 (Rupees ten) each, with such preferential, qualified or special rights, privileges, conditions or restrictions or postponement of rights as the Company may from time to time determine by Special Resolution, with the power insofar as is permitted by law, to redeem any of its shares, to increase or reduce the share capital for the time being and to divide the share capital into several classes, and to attach thereto, respectively, such preferential, qualified or special rights, privileges, conditions or restrictions or postponement of rights and to vary, modify or abrogate such rights, as may be determined by or in accordance with the Ordinance and the Policies of the Company for the time being.”
- c) the ordinary shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of Section 92 of the Companies ordinance, 1984.
- d) The Chief Executive Officer or Company Secretary be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the Registrar to effectuate and implement this resolution.”

By Order of the Board

Asif Ali

Company Secretary

Lahore: 06 January 2017