



THE PREMIER SUGAR MILLS & DISTILLERY CO. LTD.

King's Arcade, 20-A, Markaz F-7, P.O. Box 1529, Islamabad

Ref: PSM/SECP/717/2023

March 09, 2023

The Director Enforcement

Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue – Blue Area
Islamabad.

**SUBJECT: ADVERTISEMENT FOR THE NOTICE OF EOGM
PUBLISHED IN NEWSPAPERS**

Dear Sir,

We hereby submit that we have published the Notice for the Company's Extra Ordinary General Meeting to be held on March 31, 2023 in the following Newspapers:

1. "The Daily Observer" Islamabad and Karachi - English
Dated **March 09, 2023**
2. "The Daily Assas" Rawalpindi and Karachi - Urdu
Dated **March 09, 2023**

We also enclose herewith Notice of the Meeting in accordance with the instructions contained in your Circular No. 2 of 2001 dated 22 February, 2001.

Original Notice along with photocopies of the Newspapers cuttings are enclosed herewith for your kind information and record please.

Thanking you

Yours truly

(Mujahid Bashir)
Company Secretary

Encl: *as above*



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN Extra Ordinary General Meeting of the shareholders of **The Premier Sugar Mills & Distillery Company Limited** will be held on March 31, 2023 at 11:00 am at the Registered Office of the Company at Nowshera Road, Mardan, for transacting the following business: -

Ordinary Business:

1. To confirm the minutes of the Annual General Meeting held on January 27, 2023.

Special Business:

2. To change the name of the Company from **Premier Sugar Mills & Distillery Company Limited** to **The Premier Sugar Mills & Distillery Company Limited**:

To consider, and if thought fit, to pass the following resolution for approval of alteration in the Memorandum and Article of Association of the Company under the requirement of laws of Pakistan.

“RESOLVED THAT subject to the approval of the Securities and Exchange Commission of Pakistan under section 12 of the Companies Act, 2017, the Name of the Company shall be changed from **“Premier Sugar Mills & Distillery Company Limited”** to **“The Premier Sugar Mills & Distillery Company Limited”** Clause 1 of the Memorandum of Association.

3. **To make changes in the Memorandum and Articles of Association of the Company due to enactment of the Companies Act, 2017 in place of Companies Ordinance, 1984**

a) Alteration in the Memorandum of Association of the Company

RESOLVED THAT the words “The Companies Ordinance 1984” appearing in the Title page of the Memorandum of Association be replaced with “The Companies Act, 2017.”

b) Alteration in the Articles of Association of the Company

- i) The words “The Companies Ordinance, 1984” appearing in the Article 1, be replaced with “The Companies Act, 2017”
- ii) Article 2 Sub Clause C of the Articles of Association Company means **“The Premier Sugar Mills & Distillery Company Limited”**



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- iii) The words "Section 147 of the Ordinance" appearing in the definition of "Register" in the Article 2 sub clause (h) be replaced with "Section 119 of the Act"
- iv) The words "Section 2 (1) (36) of the Ordinance" appearing in the definition of Special Resolution in Article 2 sub clause (k) be replaced with "Section 2(1)(66) of the Act."
- v) The words "the Ordinance" appearing anywhere in the Articles replaced with "the Act"
- vi) The words "Section 86" appearing in the Article 21, replaced with "Section 83"
- vii) The words "Sub-section (i) of Section 92" in the Article 23, replaced with "Section 85"
- viii) The words "Section 159" appearing in Article 29, replaced with "Section 133"
- ix) The word "Section 167" appearing in Article 37, replaced with "Section 143"
- x) The word "Section 178 and Section 160" appearing in Article 41, replaced with "Section 159 and Section 134"
- xi) The words "Section 187" appearing in Article 50, 58, replaced with "Section 153"
- xii) The words "Section 178" appearing in Article 66, replaced with "Section 159"
- xiii) The words "Section 174 to 178 and Section 180 and 184" appearing in Article 68, replaced with "Section 154 to 159 and Section 161 to 163"
- xiv) The words "Section 233 and 236" appearing in Article 87, replaced with "Section 231 and 237"
- xv) The words "Section 252 and 255" appearing in Article 92, replaced with "Section 246 to 249"
- xvi) The words "Section 95" appearing in Article 12, replaced with "Section 86"
- xvii) The words in Article 27, replaced with "Clause 1 of Section 132 of the Act"
- xviii) The words in Article 15, replaced with "Section 75 of the Act"
- xix) The words "Section 168" appearing in Article 38, replaced with "Section 145"
- xx) The words appearing in Article 44, replaced with "Section 138 & 139"
- xxi) The words appearing in Article 53, replaced with "Section 170" of the Act.



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- xxii) The words appearing in Article 57, replaced with "Section 178" of the Act.
- xxiii) The words "Section 213" appearing in Article 72, replaced with "Section 203"
- xxiv) The words "Section 251" appearing in Article 82, replaced with "Section 242"
- xxv) The words "Section 230" appearing in Article 84, replaced with "Section 223"
- xxvi) The words "Section 484" appearing in Article 98, replaced with "Section 492"

"FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby singly authorized to fulfill all legal, corporate and procedural formalities for changing the name of the Company and to make alteration in the Company's Memorandum and Article of Association."

- 4. To transact any other business of the Company as may be permitted by the Chair.

The share transfer books of the Company will remain closed from March 21, 2023 to March 31, 2023 (both days inclusive).

By Order of the Board

(MUJAHID BASHIR)
Company Secretary

Mardan
March 08, 2023

Notes:

1. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of himself/herself. Proxies in order to be effective must be valid and received by the Company not less than 48 hours before the time for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
2. Members are requested to notify the Shares Registrar of the Company of any change in their addresses immediately.



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3. CDC shareholders are requested to bring their original computerized national identity card, account, sub account number and participant's number in the Central Depository System for identification purpose for attending the Meeting.
4. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 REGARDING SPECIAL BUSINESS

Special Business

Agenda Item No. 2 – Change of Name of “Premier Sugar Mills & Distillery Company Limited”

“The Premier Sugar Mills & Distillery Company Limited has been incorporated since 1944. Further, the Memorandum and Articles of the Company have been duly filed with the name as “The Premier Sugar Mills & Distillery Company Limited”. However, now this has come to notice that the word “The” has not been underlined in the Incorporation Certificate dated July 24, 1944 issued by the Registrar of Joint Stock Companies and the name is mentioned as “Premier Sugar Mills & Distillery Company Limited” with the omission of the word “The” in the beginning.

As a result, it has now been decided to change the name from “**Premier Sugar Mills & Distillery Company Limited**” to “**The Premier Sugar Mills & Distillery Company Limited**”. Further proposed name is not incommensurate with the principal line of business of the Company.

For this purpose, the Board of Directors, have recommended that the Members consider and if thought fit to pass the Resolution set forth at Agenda Item 3 of the Notice convening the Extraordinary General Meeting which resolution will be proposed and passed as a Special Resolution.

Agenda Item No. 3 – Changes in the Memorandum and Articles of Association of the Company due to enactment of the Companies Act, 2017 in place of Companies Ordinance, 1984.

The Board confirms proposed alterations are in line with the applicable provisions of the law and regulatory framework as per the Companies Act, 2017.



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Ordinary Business:

- To confirm the minutes of the Annual General Meeting held on January 27, 2023.

Special Business:

- To change the name of the Company from **Premier Sugar Mills & Distillery Company Limited** to **The Premier Sugar Mills & Distillery Company Limited**.
To consider, and if thought fit, to pass the following resolution for approval of alteration in the Memorandum and Article of Association of the Company under the requirement of laws of Pakistan.
"RESOLVED THAT subject to the approval of the Securities and Exchange Commission of Pakistan under section 12 of the Companies Act, 2017, the Name of the Company shall be changed from "**Premier Sugar Mills & Distillery Company Limited**" to "**The Premier Sugar Mills & Distillery Company Limited**" Clause 1 of the Memorandum of Association.
 - To make changes in the Memorandum and Articles of Association of the Company due to enactment of the Companies Act, 2017 in place of Companies Ordinance, 1984
 - Alteration in the Memorandum of Association of the Company
RESOLVED THAT the words "The Companies Ordinance 1984" appearing in the Title page of the Memorandum of Association be replaced with "The Companies Act, 2017."
 - Alteration in the Articles of Association of the Company
 - The words "The Companies Ordinance, 1984" appearing in the Article 1, be replaced with "The Companies Act, 2017"
 - Article 2 Sub Clause C of the Articles of Association Company means "The Premier Sugar Mills & Distillery Company Limited"
 - The words "Section 147 of the Ordinance" appearing in the definition of "Register" in the Article 2 sub clause (h) be replaced with "Section 119 of the Act"
 - The words "Section 2 (1) (36) of the Ordinance" appearing in the definition of Special Resolution in Article 2 sub clause (k) be replaced with "Section 2(1)(66) of the Act."
 - The words "the Ordinance" appearing anywhere in the Articles replaced with "the Act"
 - The words "Section 86" appearing in the Article 21, replaced with "Section 83"
 - The words "Sub-section (i) of Section 92" in the Article 23, replaced with "Section 85"
 - The words "Section 159" appearing in Article 29, replaced with "Section 133"
 - The word "Section 167" appearing in Article 37, replaced with "Section 143"
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- "FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby singly authorized to fulfill all legal, corporate and procedural formalities for changing the name of the Company and to make alteration in the Company's Memorandum and Article of Association."
- To transact any other business of the Company as may be permitted by the Chair.
The share transfer books of the Company will remain closed from March 21, 2023 to March 31, 2023 (both days inclusive).

By Order of the Board

Mardan
March 08, 2023

(MUJAHIB BASHIR)
Company Secretary

Notes:

- A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of himself/herself. Proxies in order to be effective must be valid and received by the Company not less than 48 hours before the time for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
 - Members are requested to notify the Shares Registrar of the Company of any change in their addresses immediately.
 - CDC shareholders are requested to bring their original computerized national identity card, account, sub account number and participant's number in the Central Depository System for identification purpose for attending the Meeting.
 - In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.
- (A Statement of Material Facts under Section 134 of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Extraordinary General Meeting has been dispatched to the shareholders of the Company).

Keep smiling, because life is a beautiful thing and there's so much to smile about.

- Marilyn Monroe

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Founded by: ZAHID MALIK (Shareholder)

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