



# **TARIQ CORPORATION LIMITED**

**(FORMERLY HUSEIN SUGAR MILLS LIMITED)**

**NOTICE OF EXTRA ORDINARY GENERAL  
MEETING (EOGM)**



## **TARIQ CORPORATION LIMITED** **(Formerly Husein Sugar Mills Limited)**

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting of the company will be held on 31<sup>st</sup> March, 2023 at 12:30 P.M. at its registered office, 28-C, Block E-1, Gulberg-III, Lahore, to transact the following business:

#### **Ordinary Business:**

1. To confirm minutes of the 56th Annual General Meeting held on January 28, 2023.
2. To elect seven (7) directors of the company as fixed by the Board of Directors, in accordance with the provisions of section 159(1) of the Companies Act, 2017 for a term of three (3) years commencing from April 01, 2023. The names of retiring directors are as under:-

1. Mr. Ahmed Ali Tariq
2. Mrs. Maryam Habib
3. Mr. Muhammad Imran Khan
4. Mr. Mustafa Ali Tariq
5. Mrs. Sadia Ali Tariq
6. Mr. Saif Hasan
7. Mr. Waseem Ahmad Ghafoor

#### **Special Business:**

3. To seek consent of the members for the disposal and sale of the Company's assets located at Lahore Road, Tehsil Jaranwala, District Faisalabad, Punjab, comprising freehold land, buildings constructed thereon, plant and machinery, furniture, fixtures, equipment's and other ancillary assets (collectively, the "Assets") in accordance with the provisions of the Companies Act, 2017, subject to the completion of necessary corporate, regulatory and legal formalities. As part and parcel of the foregoing consent, to authorize the Board of the Company to undertake measures for the sale of assets of the company and to negotiate and enter into deal with the interested buyers.

#### **Other Business:**

4. To transact any other business as may be placed before the meeting with the permission of the Chairman.

**By the order of the Board**

**LAHORE.**  
**Date: 10<sup>th</sup> March 2023**

**(KHALID MAHMOOD)**  
**Company Secretary**

## **NOTES:**

- i) The register of members of the Company will remain closed from March 25, 2023 to March 31, 2023 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s CDC Share Registrar Services Limited by close of business up to (5.00 p.m.) on March 24, 2023 will be treated in time to determine entitlement of the transferees to attend and vote at the EOGM.
- ii) Any member who seeks to contest the election of directors shall whether he/she is a retiring director or otherwise, file with the company the following documents and informations at its registered office not later than fourteen(14) days before the date of the above said meeting, :-
  - (a) Notice of his/her intention to offer himself/herself for election of directors in terms of provisions of section 159(3) of the Companies Act, 2017 (the Act) together with his/her consent to act as a director.
  - (b) A detailed profile along with mailing address for placement on the Company's website;
  - (c) A candidate must be a member of the Company at the time of filing his/her notice of intention for contesting election of directors except a person representing a member, which is not a natural person;
  - (d) Attested copy of valid CNIC/Passport and NTN;
  - (e) His/her Folio No. CDC Account No. /CDC Sub-account No.;
  - (f) The selection of independent directors shall be as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and the regulations issued thereunder
  - (g) A declaration confirming that;
    - (i) He/she is aware of his/her duties and powers under the relevant laws, Memorandum and Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited.
    - (ii) He/she is not ineligible to become a director of a listed company under any of the provisions of the Act, any other applicable law, rules and regulations.
- iii) A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the registered office of the company at least 48 hours before the time of meeting.
- iv) Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her CNIC or Passport to prove his/her identity, and in case of Proxy must enclose an attested copy of his/her CNIC or Passport. Representative of Corporate entities should bring Board's resolution/Power of Attorney with specimen signatures required for the purpose.

- v) Pursuant to provisions of section 134 of the Act, if the company receives consent from members holding aggregate 10 % or more shareholding, residing in geographical location to participate in the meeting through video conference at least ten days prior to the date of meeting, the company will arrange video conference facility in that city subject to availability of such facility in that city.
- vi) Pursuant to Companies (Postal Ballot) Regulations 2018, where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- vii) Members are requested to notify immediately any change in their addresses.
- viii) The notice of Extra Ordinary General Meeting has also been posted on the Company's website.

#### STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Since the Company is required to have two (2) Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, accordingly the Board shall ensure that the independent directors are also elected in accordance with the manner and procedure for election of directors under sections 159 and 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors), Regulations, 2018.

#### STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets the material facts pertaining to the special business to be transacted at the Extra Ordinary General Meeting of the company to be held on 31 March 2023 at 12:30 pm.

#### Particulars of the Assets:

<b>PARTICULARS</b>	<b>COST AS ON 30-09-2022  Rs.</b>	<b>BOOK VALUE EXCLUDING REVALUATION SURPLUS  Rs.</b>	<b>MARKET VALUE BASED ON REVALUATION  Rs.</b>
<b>Freehold Land</b> (103 Acres, 01 Kanal and 07 Marla Situated at 128 GB, Tehsil Jaranwala, District Faisalabad)	3,600,212	3,600,212	1,547,565,000*
<b>Building on freehold land</b>	140,252,930	40,623,413	465,658,636**
<b>Plant and machinery</b>	1,484,898,052	1,250,214,485	2,214,521,907**
<b>Factory Equipment</b>	65,420,794	32,214,983	
<b>Furniture and other office equipment</b>	25,911,427	7,438,737	
<b>CWIP-Civil work</b>	117,079,327	117,079,327	
<b>CWIP-Plant and machinery</b>	289,272,025	289,272,025	
<b>Stores held for capitalization</b>	629,156,111	629,156,111	
<b>Store, spares and loose tools</b>	294,166,538	294,166,538	

<b>TOTAL</b>	<b>2,126,434,767</b>	<b>2,663,766,830</b>	<b>4,227,745,543</b>
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\* *The valuation of the land has been conducted by Harvesters Services (Pvt) Ltd. as on 30 September 2022.*

\*\* *The valuation of the land has been conducted by Harvesters Services (Pvt) Ltd. as on 21 June 2020.*

### **Approximate current market price/fair value:**

Rs.4,227,745,543/=

### **Proposed manner of sale**

The land, building on land, machinery and other assets will potentially be disposed of through advertisement in newspapers and negotiations with potential buyers through persons authorized by the Board of Directors in a way that is most beneficial for the shareholders of the company.

### **Purpose of the sale**

In the last few years, substantial rises in the costs of sugarcane without corresponding increases in sugar prices, and high interest rates have led to high costs of necessary working capital that have significantly reduced the profitability ratio of the sugar business. Furthermore, financial institutions are hesitant to provide further financing to stand alone sugar units. If market conditions continue to prevail in this way, Shareholder's Equity might begin to deplete. In this regard, the Board of Directors have sought early approval of shareholders to consider disposal of some or all assets mentioned above if an appropriate and fair price for the sale of assets can be achieved so that the Company may deploy and allocate its capital more efficiently in alternate businesses that yield a higher return on investment and higher profitability ratios as compared to the existing line of business.

### **Utilization of sale proceeds**

The proceeds to be generated through sale of assets will be used to pay liabilities of secured and unsecured creditors, in particular financial institutions and banks so that the company may not be burdened with high interest costs. The remaining proceeds will be applied towards capital expenditures in new profitable/viable ventures that yield a higher return on equity than current operations.

### **Effect of sale on the operations of the company**

Upon sale of assets on the condition that a fair and appropriate price is achieved, the nature of operations of the company will change from solely being in the sugar production business to a diverse portfolio of operations including investments in equities, farming, dairy, and other businesses as mentioned below.

### **Benefits expected to accrue to the share-holders**

Upon proceeds from the disposal of the assets and after settlement of any liabilities, the company will be poised to invest in profitable/viable ventures as mentioned below that will lead to regular equity growth and regular positive profitability ratios.

### **Alternate Business Plan**

The company plans on using the balance of proceeds, post settlement of liabilities to engage itself in diversified businesses such as dairy farms and agri-based businesses such as sugarcane and maize farming while also engaging in portfolio management by investing into capital and other markets. The company will also increase its investment in its subsidiaries and associated companies. The company plans to increase its investment in the dairy farm business, which is principally engaged in the production, processing, and selling milk and other dairy

products. The total cost of this investment is expected to be Rs 1.85 billion. The forecasted IRR on this equity investment shall be approximately 20% per annum which along with capital appreciation will lead towards a forecasted positive profitability margin and EPS growth year on year. The expected time of completion of this project will be 1.5 - 2 years depending upon the financial close of the transaction and other regulatory approval related thereto. Furthermore, the company will also be making equity investments in companies with high growth potential and also engage in the buying, selling, holding or otherwise acquiring or investing the capital of the company in any sort of financial instruments while not acting as an investment/brokerage company.

### **Nature & Extent of Interest of Directors, directly or indirectly**

The Directors have no direct or indirect interest in the above said special business except to the extent of their directorship and shareholdings in the company.

### **Availability of Relevant Documents**

The documents pertaining to foregoing Special Business are available for inspection at the Registered Office of the Company on any working day up to March 30, 2023 during business hours and also at the time of Extraordinary General Meeting.

# TARIQ CORPORATION LIMITED

(FORMERLY HUSEIN SUGAR MILLS LIMITED)

## PROXY FORM

I/We, \_\_\_\_\_ of \_\_\_\_\_

being the member of **Tariq Corporation Limited (Formerly Husein Sugar Mills Limited)** hereby appoint Mr./Mrs./Miss \_\_\_\_\_ who is a member of the Company vide Registered Folio / CDC Participant ID.No. \_\_\_\_\_ as my proxy to attend and vote for me and on my behalf at the Extra Ordinary General Meeting of the company to be held on March 31,2023 at 12:30 P.M. and / or at any adjournment thereof.

Folio No.	CDC Account Number		No. of Shares Held
	Participants I.D.	Account No.	

(Signature on  
Rupees Five  
Revenue Stamps)

(Signature registered with  
company)

### WITNESSES:

1. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_

2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_

CNIC       -       -

CNIC       -       -

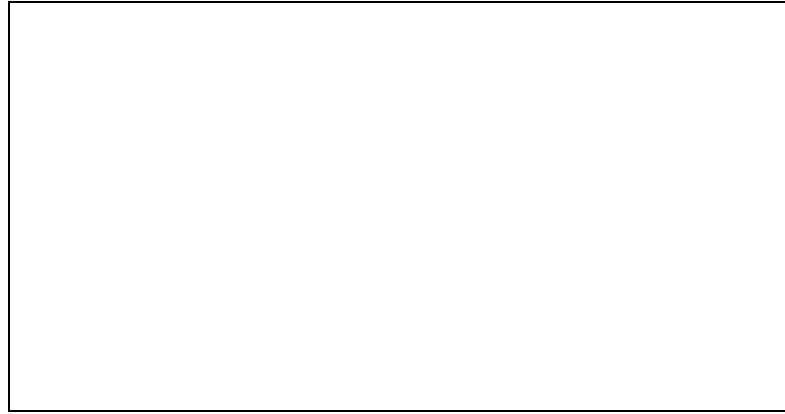
Date: \_\_\_\_\_

Date: \_\_\_\_\_

### NOTES:

- I. The proxy form must be signed across Rupees Five revenue stamp and it should be deposited in the company's registered office not less than 48 hours before the time of holding the meeting.
- II. If a member appoints more than one proxy and more than one instruments of proxy and are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.
- III. A member entitled to attend may appoint another member as his / her proxy may by power of attorney any other person as his / her to attend, speak and vote at the meeting. A corporation or a company, as the case may be, being a member of the company, may appoint any of its officials or any other person to act as its representative and the person so authorized shall be entitled to the same powers as if he was and individual shareholder.

**BOOK POST**  
**Printed Matter**



*If undelivered please return to:*

**TARIQ CORPORATION LIMITED**

*(Formerly Husein Sugar Mills Limited)*

**28-C, BLOCK-E-1, GULBERG- III, LAHORE.**