

## **Tandlianwala Sugar Mills Limited**

66-L, Gulberg-II, Lahore.

Tel: +92-42-35761124, website: [www.tsmlgroup.com](http://www.tsmlgroup.com)

### **BALLOT PAPER FOR VOTING THROUGH POST**

**For poll at the Annual General Meeting of Tandlianwala Sugar Mills Limited to be held on Saturday, January 25, 2025 at 10:00 a.m. at Marina Event Complex, 333-AA, Off Raiwind Road, Lahore.**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:  
[chairmantaml@gmail.com](mailto:chairmantaml@gmail.com)

|  |  |
|--|--|
| Name of shareholder/joint shareholders   |  |
| Registered Address   |  |
| Folio No. / CDC Participant / Investor ID with sub-account No  |  |
| Number of shares held  |  |
| CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached)  |  |
| <u>Additional Information and enclosures</u><br>(In case of representative of body corporate, corporation and Federal Government.) |  |
| Name of Authorized Signatory:  |  |
| CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)                                    |  |

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (v) mark in the appropriate box below;

| <b>Special Resolutions</b>  |
|---|
| <p><b><u>Agenda No. 4:</u></b> To consider and if thought fit, add two new object clauses in the Memorandum of Association of the Company and on other statutory documents, by passing, with or without modification, the following resolution as a special resolution:</p> <p><b>RESOLVED THAT,</b> the following new object clause shall be added in the Memorandum of Association of the Company</p> <p>"1(a). To set up and install steel melting furnaces, steel rerolling mills, foundries along with other allied facilities and to carry on and conduct the business and manufacture, seller, importer, exporter's, dealers, wholesale merchants. retailers, commission agents and intenders of iron/steel products, steel sheets, iron/steel and copper ingots, billets steel bars, metal strips and other allied products of a kind: and to buy, sell and deal in kinds of metal scraps, plates, sheets, ingots, billets and other metal products and all kind of chemicals, and machinery required for manufacture</p> |



processing of the same, and any other lawful business permissible as per laws.”

“1(b). To set up construct, acquire, run, own and manage Paper and Board Mills for the purpose of manufacturing various kinds of Printing Paper, writing Paper, Poster Paper, Packing Paper, Kraft Paper, Art Paper News Print Paper etc. Building and Packing Board including Straw Board, Manila Board, Box Board, Based and converted Board, Mill Board, Particle Board, Fiber Board, Crisp Board, Heat and Sound Sheet and Insulation Soft Board.

**FURTHER RESOLVED THAT**, the Memorandum of Association of the Company, be and are hereby amended to add new object clause 1(a) and 1(b).

**FURTHER RESOLVED THAT**, the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized, either singly or jointly, to sign and execute all forms/documents and take all necessary steps for addition of object clause.

**FURTHER RESOLVED THAT**, the aforesaid resolution shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

**Agenda No.5:** To consider and if thought fit, delete the object clause of Article of Association of the Company and on other statutory documents, by passing, with or without modification, the following resolution as a special resolution:

**RESOLVED THAT**, the following object clause shall be deleted in the Article of Association of the Company

“1. “IDBP” mean Industrial Development Bank of Pakistan

“PICIC” means Pakistan Industrial Credit and Investment Corporation.

“ICP” means Investment Corporation of Pakistan.

“NIT” means National Investment Trust.

“ADBP” means Agricultural Development Bank of Pakistan.

**87.( C )** Notwithstanding anything contained in the Article of Association of the Company during the currency of a loan advanced by a lending institution specially set-up by the Government or any other agency will have the right to appoint its nominee on the Board of the Company and such a nominated Director will not be required to hold any qualification share.

**87.( d )** “In addition to the elected Directors, The Industrial Development Bank of Pakistan shall be entitled; during the currency of IDBS’s loan(s) to the Company, to appoint one person on the Board of Directors of the Company and to recall and / or replace such a person from time to time. The nominee of IDBP on the Board of Directors of the Company may not be holder of share (s) in the capital of the Company and the Article. No, 76 and other regulations and / or rules pertaining



to the election. Retirement qualification and / or disqualification of the Director shall not apply to him.

**97.( C )** Enter into execute a credit agreement with the IDBP or PICIC or ADBP, NDFC or any other local or foreign financial institutions for the purposes of raising foreign and or local financing on such terms and conditions as he may deem fit and towards this and commit, assign and pledge any or all assets of the Company and such actions on behalf of the Company will be binding on the Company.

**97.( d )** Enter into and execute agreements with schedule banks or other financial institutions like the ICP, State Life Insurance Corporation of Pakistan, NIT, etc. for the purposes of raising local financing including bridge financing in pursuance of equity under writing agreements and to assign, pledge or commit any or all assets of the Company for issuance of commitment to third parties by such banks and institutions.

**FURTHER RESOLVED THAT**, the Article of Association of the Company, be and are hereby deleted object clause 1(IDBP, PICIC, ICP, NIT, ADBP) 87.(C ), 87.(d ), 97.(C ) 97.(d ) .

**FURTHER RESOLVED THAT**, the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized, either singly or jointly, to sign and execute all forms/documents and take all necessary steps for deletion of object clause.

**FURTHER RESOLVED THAT**, the aforesaid resolution shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

**Agenda No.6:** To approve by way of special resolution with or without modification the following resolutions in respect of related party transactions under the provisions of Section 208 of the Companies Act, 2017.

**“Resolved That**, Associated Companies transactions carried out during the years as disclosed in Financial Statements for the years ended September 30, 2023 and before be and hereby approved and confirmed.”

**Further Resolved That** transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the annual general meeting for their formal approval.

**Agenda No.7:** To receive, consider and approve the Circulation of Annual Report through QR Code and through Weblink, in accordance with the requirement of SECP’s S.R.O 389(1)/2023 dated March 31, 2023 and pass the following resolution with or without modification:

**Resolved that**, Tandlianwala Sugar Mills Limited (the “Company”) be and is hereby authorized to circulate its Annual Report including Audited Financial Statements, auditor’s Report, Directors Report, Chairman Review Report and other report contained therein to Members of the Company through QR enabled code and

Weblink.

**Agenda No. 8:** To approve by way of special resolution with or without modification the following resolutions in respect of the write-off of the credit balances of Rs. 533,938,733 in the different accounts title and account name.

**“Resolved That,** Credit balances of different accounts write off be and hereby is approved and confirmed.”

**Further Resolved That** transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the annual general meeting for their formal approval.

| Sr. No. | Nature and Description of resolutions                         | No. of ordinary shares for which votes cast | I/We assent to the Resolutions (FOR) | I/We dissent to the Resolutions (AGAINST) |
|---------|---|---|--------------------------------------|---|
| 1       | Special Resolution as per Agenda # 4,5,6,7&8 (as given above) |   |                                      |   |

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Signature of shareholder(s)

**NOTES:**

1. Duly filled postal ballot should be sent to the **Chairman of the meeting at Tandlianwala Sugar Mills Limited, 66-L, Gulberg-II, Lahore.** or through email at chairmansml@gmail.com
2. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting till **5.00 p.m. January 24, 2025.**
4. Any postal ballot received after this date, will not be considered for voting.
5. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.