

Notice of Annual General Meeting

Notice is hereby given that the 54th Annual General Meeting of the Company will be held on Monday, January 28, 2019 at 1:30 p.m. at the Registered Office of the Company at factory premises Jamrao, Umerkot Road, Mirpurkhas, Sindh to transact the following business:

ORDINARY BUSINESS

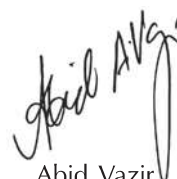
1. To receive and consider the Audited Accounts of the Company for the year ended September 30, 2018 with the Directors' and the Auditors' Reports thereon.
2. To consider and approve the payment of final cash dividend @ 15% (Rs.1.50 per share) to the shareholders for the financial year ended September 30, 2018 as recommended by the Board of Directors.
3. To appoint Auditors for the year 2018/19 and to fix their remuneration.
4. To transact any other business with the permission of the chair.

SPECIAL BUSINESS

5. To consider and approve the following resolution as Special Resolution:
 - a) "RESOLVED that the transactions carried out in the normal course of business with related parties and associated companies as disclosed in Note 38 of the Financial Statements during the year ended September 30, 2018, be and are hereby ratified and approved".
 - b) "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all transactions carried out and to be carried out in the normal course of business with related parties and associated companies during the ensuing year ending September 30, 2019".

A statement under section 134 of the Companies Act, 2017, pertaining to the above-mentioned Special Business, is attached with the notice.

By Order of the Board of Directors



Abid Vazir
Executive Director & Company Secretary

Karachi: December 14, 2018

NOTES:

1. The register of members of the Company will be closed from Tuesday, January 22, 2019 to Monday, January 28, 2019 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the Office of the Share Registrar of the Company, M/s. Central Depository Company of Pakistan Limited (CDC), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on Monday, January 21, 2019 will be treated in time for the entitlement of final cash dividend.
2. A member of the Company eligible to attend, speak and vote at the Annual General Meeting may appoint another member as his/her proxy to attend, speak and vote in his/her stead. Proxies to be effective must be in writing and must be received by the Company's Head Office 48 hours before the Meeting.
3. Shareholders of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification. In case of appointment of proxy by such account holders and sub-account holders, the guidelines as contained in the SECP's circular of 26th January 2000 are to be followed.

4. Shareholders of the Company are requested to immediately notify any change in their addresses to the Share Registrar of the Company.
5. Shareholders who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) are requested to send the same to the Share Registrar of the Company.
6. Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into the bank accounts of the shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in E-Dividend Mandate Form available on the Company's website i.e. www.gfg.com.pk and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. Central Depository Company of Pakistan Limited (CDC), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 in case of physical shares. In case shares are held in CDC, then E-Dividend Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services. In-case of non-submission of IBAN, the Company will withhold the payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017. Further the information regarding gross dividend, tax/zakat deduction and net amount of dividend will be provided through the Centralized Cash Dividend Register (CCDR), therefore shareholders should register themselves to CDC's eServices Portal at <https://eservices.cdcaccess.com.pk>
7. All Shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and if required take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.
8. In case of joint account, please intimate proportion of shareholding as each account holder is to be treated individually as either filer or non-filer and tax will be deducted on the basis of shareholding provided by the shareholder, otherwise equally.
9. Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to Central Depository Company of Pakistan Limited - Share Registrar Department by first day of Book Closure.
10. In compliance of Section 244 of the Companies Act, 2017, once the Company has completed stipulated formalities, any unclaimed dividend and /or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar (CDC) to collect/inquire about their unclaimed dividend or shares, if any.
11. With reference to S.R.O. 787(I)/2014 dated September 8, 2014 issued by SECP; shareholders have option to receive Annual Audited Financial Statements and Notice of General Meeting through email. Shareholders of the Company are requested to give their consent to the Company's Head Office to update our record if they wish to receive Annual Audited Financial Statements and Notice of General Meeting through email. However, if shareholders, in addition, request for hard copy of Audited Financial Statements the same shall be provided free of cost within seven [7] days of receipt of such request.
12. Members can also avail video conference facility, in this regard, please fill the following and submit to head office of the Company 10 days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Mirpurkhas Sugar Mills Limited, holder of _____ ordinary shares(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____".

STATUS OF INVESTMENT IN UNIENERGY LIMITED

The Company had obtained the approval of its shareholders for investment of up to Rs. 250 million in the equity of UniEnergy Limited. Keeping in view the status of the project and its financial requirements, the company has so far invested Rs. 7.69 million only. The remaining amount will be invested by Mirpurkhas Sugar Mills Ltd as and when required by UniEnergy Limited.

Statement Under Section 134 of the Companies Act, 2017

The statement sets out material facts concerning “Special Business” to be transacted at the Annual General Meeting of the Company to be held on January 28, 2019. The approval of the Members of the Company will be sought for:

During the financial year ended September 30, 2018 the Company carried out transactions with its associated companies and related parties in accordance with its policies and applicable laws and regulation. Related party transactions require shareholders’ approval under sections 207 and 208 of the Companies Act, 2017. Such transactions are being placed before the shareholders for their approval through special resolution proposed to be passed in the Annual General Meeting.

The shareholders are requested to ratify the transactions which have been disclosed in Note no. 38 of the Financial Statements for the year ended September 30, 2018 and further to authorize the Board of Directors to conduct transactions with related parties or associated companies for the year ending September 30, 2019.

Party wise breakup of transactions as disclosed in Note no. 38 of the Financial Statements for the year ended September 30, 2018 is given below

Name of Related Party	Nature of Transaction	Amount (Rs.)
Zensoft (Pvt.) Ltd.	Service paid	(7,200,000)
Greaves Airconditioning (Pvt.) Ltd.	Service paid	(955,551)
Greaves Pakistan (Pvt.) Ltd.	Service paid	(243,580)
Greaves Airconditioning (Pvt.) Ltd.	Purchase made	(1,811,214)
Greaves Pakistan (Pvt.) Ltd.	Purchase made	(1,212,855)
Cherat Cement Co. Ltd.	Dividend Income received	25,966,134
Cherat Cement Co. Ltd.	Purchase made	(4,500,664)
Cherat Packaging Ltd.	Investment made	(24,805,000)
Cherat Packaging Ltd.	Dividend Income received	13,626,277
Cherat Packaging Ltd.	Purchase made	(38,111,069)
Unicol Limited	Sales made	263,230,609
Unicol Limited	Dividend Income received	224,999,986
Mirpurkhas Energy Limited	Re-imbursement of Expenses	1,106,007
Mirpurkhas Energy Limited	Advance Paid	4,375,937
P.F/ G.F	Charge for staff provident and gratuity Fund paid	(7,250,976)