

JDW SUGAR MILLS LIMITED
PROXY FORM

FOLIO NO. _____

CDC A/C NO. _____

I/We _____, of _____

_____ in the district of _____

being a member/members of JDW Sugar Mills Limited, holding _____ Shares of Rs

10 each hereby appoint Mr. / Ms _____ of _____

a member of the company, vide Registered Folio / CDC A/c No _____

or failing him/her _____ of _____

as my / our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on the 1st day of November, 2015 and at any adjournment thereof or any ballot to be taken in consequence thereof.

Signed this _____ day of _____ 20

(Member's Signature)

Affix Revenue
Stamp of Rs. 5/-

WITNESSES

1. _____ 2. _____

Name: _____

CNIC: _____

Address: _____

Date: _____ Place: _____

Note

1. This form of Proxy, in order to be effective must be deposited duly completed in all respects, at the company's registered office at 17-Abid Majeed Road, Lahore Cantt, not less than 48 hours before the time of holding the meeting.
2. A proxy must be a member of the Company. Signature should agree with the specimen registered with the Company.

BOOK POST

If undelivered please return to:
JDW SUGAR MILLS LIMITED
17-Abid Majeed Road, Lahore Cantt.
(Pakistan)

**NOTICE
OF
EXTRA ORDINARY GENERAL
MEETING**

JDW SUGAR MILLS LIMITED
17-ABID MAJEED ROAD LAHORE CANTT.
Ph: 042-36664891-92

JDW SUGAR MILLS LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting of JDW Sugar Mills Limited (the "Company") will be held at 29-B-II, Chaudhary Zahoor Elahi Road, Gulberg-II, Lahore on Sunday, November 1, 2015 at 10:00 a.m. to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on January 31, 2015.
2. To elect Seven (07) Directors, as fixed by the Board of Directors in accordance with the provisions of the Companies Ordinance, 1984, for the next term of three (3) years commencing from November 1, 2015. The following Directors shall retire on November 1, 2015 and shall be eligible for re-election if offer themselves as Director:
 1. Mr. Jahangir Khan Tareen
 2. Mukhdoom Syed Ahmed Mahmud
 3. Mrs. Samira Mahmud
 4. Mr. Ijaz Ahmed
 5. Mr. Asim Nisar Bajwa
 6. Mr. Raheal Masud
 7. Mr. Qasim Hussain Safdar
3. To transact any other business with the permission of the Chairman.

By Order of the Board

(Muhammad Rafique)
Company Secretary

Lahore: October 09, 2015

NOTES:

1 Member's Register Closure:

The share transfer books of the company will remain closed from **26th October, 2015 to 1st November, 2015 (both days inclusive)**. Transfers received in order at the Company's Office or Shares Registrar's Office; Messers Corplink (Private) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore by close of business on 24th October, 2015, will be treated in time and may be considered to exercise voting rights in Extra Ordinary General Meeting.

2 For Attending the Meetings:

In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per CDC Regulations, shall bring him/her original valid CNIC or original passport at the time of attending the meeting. In case of Corporate Entity, a resolution of the Board of Directors/Power of attorney with specimen signature of the nominee shall be produced (unless the same has been provided earlier) at the time of meeting.

3 For Appointing Proxies:

- i In case of individuals, the account holder or sub-account holders whose registration details are uploaded as per CDC Regulations shall submit the proxy form as per requirement.
- ii The Proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be stated on the proxy form.
- iii Attested copies of CNICs or passports of the member, Proxy and witnesses shall be attached with the proxy form.
- iv In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 hours before the time fixed for the meeting.
- v The Proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- vi In case of corporate entity, a resolution of the Board of Directors/Power of attorney with specimen signature should be submitted along with the proxy form to the Company.

4 Consent to Act as Director

Every candidate for election as Director, whether he/she is a retiring Director or otherwise shall file with the Company not later than fourteen (14) clear days before the date of Extra Ordinary General Meeting a notice of his/her intention to offer himself/herself for election as a Director along with the Consent to serve as a Director in the prescribed Form 28, a detailed profile alongwith his/her relevant declarations as required under the Code of Corporate Governance, 2012.

5 He / She should also confirm that:

- i He/She is not ineligible to become Director of the Company under any applicable laws and regulations (including listing regulations of Stock exchanges).
- ii He/She is not serving as Director in more than seven listed Companies.
- iii Neither he/she nor his/her spouse engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.

6 Submission of copy of CNIC (Mandatory):

Pursuant to directives of Securities and Exchange Commission of Pakistan (SECP) vide SRO 779 (I)/2011 of August 18, 2011, which mandates that the dividend warrants must bear Computerized National Identity Card (CNIC) number of the registered member, the members who have not yet submitted attested photocopy of their valid CNIC are once again requested to send the same at the earliest directly to the Company's Share Registrar.

7 Participation in the General Meeting:

All members, entitled to attend and vote at the general meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A corporate entity, being a member, may appoint any person, regardless whether they are a member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors / Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted to the company along with completed proxy form. The proxy holders are required to produce their original CNICs or original passports at the time of the meeting.

8 Revision of Withholding Tax on dividend income under Section 150 of Income Tax Ordinance, 2001 through Finance Act, 2015:

In pursuance of the Finance Act, 2015 withholding tax rates have been revised and it has been directed that all non-filers of Income Tax Returns will be taxed at higher rates as compared to normal. However, the regular filers of Income Tax returns will continue to be at normal tax rates. Shareholder are therefore advised to check and ensure their Filer status from Active Tax Payer List (ATL) available at FBR website <http://www.fbr.gov.pk> as well as ensure that their CNIC / Passport number have been recorded by their Participant / Investor Account Services (in case of book entry securities) or by Company's Share Registrar Messers Corplink (Private) Limited (in case of physical shareholding). The shareholders are also advised to inform us if they are enjoying withholding tax exemption under any of the provisions of Income Tax Ordinance, 2001 so that the deduction of withholding tax from their dividend could be restrained.

9 Payment of Dividend Electronically (Optional):

In order to enable a more efficient method of cash dividend, through its Circular No. 8(4) SM/CDC 2008 of April 05, 2013, the SECP has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to electronically credit their dividend to their accounts. Accordingly, all non CDC shareholders are requested to send their bank account details to the Company's Registrar. Shareholders who hold shares with CDC or Participants/ Stock Brokers, are advised to provide the mandate to CDC or their Participants/ Stock Brokers.

10 Change of Address

Physical shareholders are requested to notify any change in their addresses to the Company or its Shares' Registrar, Messers Corplink (Private) Limited. Furthermore, if not provided earlier, members holding shares in CDC/Participants accounts are also requested to update their addresses to CDC or their Participants/Stock Brokers.

11 Audited Financial Statements through e-mail (Optional):

SECP through its Notification SRO No. 787 (I)/2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members of the Company through e-mail. Therefore, all members of the Company who wish to receive soft copy of Annual Report are requested to send their e-mail addresses. The Consent Form for electronic transmission could be downloaded from Company's [website:www.jdw-group.com](http://www.jdw-group.com).

The Company shall, however, provide hard copy of the Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request.