



Shahmurad Sugar Mills Ltd.

August 16, 2014

The Registrar
National Electric Power Regulatory Authority
NEPRA Tower, Attaturk Avenue (East),
Sector G-5/1,
Islamabad.
Tel: +92 51 9206500

Subject: **Application for a Generation License**

Dear Sir:

I, Yusuf Ayoob, Managing Director, being the duly authorized representative of Shahmurad Sugar Mills Limited by virtue of Board Resolution/Power of Attorney, dated January 28, 2014, hereby apply to the National Electric Power Regulatory Authority for the grant of a Generation License to Shahmurad Sugar Mills Limited pursuant to section 3(1) of the Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997.

I certify that the documents-in-support attached with the application (already submitted under the signature of Mr. Ismail H. Zakaria) are prepared and submitted in conformity with the provisions of the National Electric Power Regulatory Authority Licensing (Application and Modification Procedure) Regulations, 1999, and undertake to abide by the terms and provisions of the above said regulations. I further undertake and confirm that the information provided in the attached documents-in-support is true and correct to the best of my knowledge and belief.

A Crossed Cheque in the name of National Electric Power Regulatory Authority amounting to Rs. 206,244/= (Rupees two hundred six thousand two hundred forty four only), being the non-refundable license application fee calculated in accordance with Schedule II to the National Electric Power Regulatory Authority Licensing (Application and Modification Procedure) Regulations, 1999 has already been submitted with our letter signed by the Chairman.

Yours truly
For SHAHMURAD SUGAR MILLS LIMITED


YUSUF AYOOB
MANAGER DIRECTOR



96-A, SINDHI MUSLIM HOUSING SOCIETY, KARACHI-74400, PAKISTAN

TEL: 34550161-63, FAX: (92-21) 34556675, E-mail: psalnoorgroup@gmail.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED
BY THE BOARD OF DIRECTORS OF
SHAHMURAD SUGAR MILLS LIMITED HELD
ON 28th JANUARY 2014**

**ANY OTHER MATTER WITH PERMISSION OF THE CHAIR –
INSTALLATION OF GENERATING PLANT OF 20 MW BY
SHAHMURAD SUGAR MILLS LIMITED:**

"RESOLVED THAT an application be filed for Generation License with M/s. National Electric Power Regulatory Authority (NEPRA), Islamabad.

FURTHER RESOLVED that Mr. Yusuf Ayoob, Managing Director of the Company holding CNIC No.42301-1110240-5 is hereby authorized to sign singly the necessary documents/papers, pay the filing fees, appear before the authority as required, to do and cause to be done all acts, deeds and things which may be necessary to give effect of this resolution and to do all acts necessary for completion and processing of the application for Generation License and an experienced Technical Consultant would also be appointed to look after the project".

"FURTHER RESOLVED that a certified true copy of the resolution be submitted to M/s. National Electric Power Regulatory Authority (NEPRA), Islamabad under the signature of Company Secretary".

CERTIFIED TRUE COPY
For SHAHMURAD SUGAR MILLS LIMITED,


M. YASIN MUGHAL
COMPANY SECRETARY

MH:/



Shahmurad Sugar Mills Limited

The following Documents are being provided in support of our application:

1. Certificate of Incorporation - **Included in Memorandum and Articles of Association - Page-1 (Enclosed)**
2. Memorandum and Articles of Association - **Enclosed**
3. Latest Financial Statements - **Enclosed**
4. Location (Location Map, Site Map) - **Enclosed**
5. Type of Technology

Steam Boiler and Back Pressure Steam Turbine

6. No. of Units (No. / Size, MW)

Boiler 2x80 Ton/hour, 1x50 Ton/hour, and 2x35 Ton/hour

Steam Turbine 1x5 MW, 1x3.5 MW, 1x3 MW and 3x1.25 MW

Auxiliary Equipment

7. Year Make/Model, Operation Date and Expected Remaining Life

		T. G No.1	T.G No. 2	T. G No. 3	T. G No. 4	T. G No. 5	T. G No. 6
a.	Year of Installation	1981	1981	1986	1991	2010	2012
b.	Design generation capacity – KW	1,250	1,250	3,500	5,000	1,250	3,000
c.	Make/Model	Turbodyne, USA	Turbodyne, USA	Peterbroth erhood, UK	Shin Nippon, Japan	Turbodyne, USA	Turbodyne, USA

8. Installed Capacity, Derated Capacity, Auxiliary Consumption, Net Capacity

Installed Capacity **15.25 MW**

Derated Capacity **13.725 MW**

Auxiliary Consumption **1.3725 MW**

Capacity **13.8775 MW**

Cont. P/2

9. Fuel (Oil/Gas), Type, Imported/Indigenous, Supplier, Logistics, Pipeline etc. In case of Gas, a Gas Sale Agreement (GSA) signed between the Applicant and the Supplier

Fuel **Bagasse**

Type **Biomass**

Source **Indigenous**

Logistics **In-house transportation through conveyor belts, Tractor Trolleys**

10. Supply Voltage (11KV/132 KV, in case of 132 KV, distance and name of the grid station (Single Line Diagram)

132 KV Grid Station Bhulri Shah Karim, at a distance of 7 KM from Bulri Shah Karim Grid Station

11. Plant Characteristics: Generation Voltage, Frequency, Power Factor, Automatic Generation Control, Ramping Rate, Alternative Fuel, Time(s) required to synchronize with the Grid

Generation Voltage: **11 kV**

Frequency: **50 Hz**

Power Factor: **0.85**

Automatic Generation Control: **No**

Ramping Rate : **10 minutes to full load**

Alternative Fuel: **Bagasse, Rice Husk, other Biomass**

Time(s) required synchronizing with the Grid: **8 minutes**

12. Provision of Metering, Instrumentation, Protection and Control Arrangement

Metering as per WAPDA standards and HESCO PPA

Instrumentation as required

Protection and Control Arrangement as per enclosed Contract Agreement For Shahmurad Sugar Mills Limited.

HBL



HABIB BANK

HBL PLAZA BR, KARACHI
HBL PLAZA I.I. CHUNDRIGAR ROAD

CHEQUE NO.

4364988

IBAN

PK98 HABB 0007867000593017

DATE

07.08.2014

PAY

National Electric Power Regulatory

Authorized Signatory OR BEARER

RUPEES

Two hundred Six thousand

Rs. 206244/- only

two hundred twenty four only.

For Shahnurad Sugar Mills Ltd

Habib Bank Limited, Pakistan

PLEASE DO NOT WRITE OR MARK BELOW THIS LINE

SHAHNURAD SUGAR

Director

⑈4364988⑈0540786⑈7000593017⑈000⑈

Information

For

Schedule-I

Plant Details

A. General Information

(i).	Name of Applicant	Shahmurad Sugar Mills Limited
(ii).	Registered /Business Office	96-A, Sindhi Muslim Cooperative Housing Society, Karachi, Pakistan.
(iii).	Plant Location	Jhok Sharif, Thatta, Sindh
(iv).	Type of Generation Facility	Bagasse Fired Thermal Power Station

- i) **Plant Configuration: Boiler 2x80 Ton/hour - one Takuma, Japan and the other is Babcock & Wilcox, Australia, 1x50 Ton/hour Takuma, Japan, and 2x35 Ton/hour Babcock & Wilcox, Australia**
- ii) **Steam Turbine: 3 x 1.25 MW and 1 x 3 MW are manufactured by Turbodyne, USA, 1x3.5 MW manufactured by and 1 x 5 MW is manufactured by Shin Nippon, Japan**

B.

(i).	Plant Size Installed Capacity (Gross ISO)	15.25 MW					
(ii).	Type of Technology	Conventional Steam Turbine					
(iii)	Number of Units/Size (MW)	Unit No.1	Unit No. 2	Unit No. 3	Unit No. 4	Unit No. 5	Unit No. 6
		1.25 MW	1.25 MW	1.25 MW	3 MW	3.5 MW	5 MW
(iv)	Unit Make & Model	Unit No. 1	Unit No. 2	Unit No. 3	Unit No. 4	Unit No. 5	Unit No. 5
		Turbodyne, USA	Turbodyne, USA	Turbodyne, USA	Peterbrotherhood, UK	Peterbrotherhood, UK	Shin Nippon, Japan
(v).	*Commissioning/ Commercial Operation date of each Unit	1981	1981	1981	1986	1986	1991
(vi).	Expected Life of the Facility from Commercial Operation/ Commissioning Date	50 years					

(vii).	Expected Remaining useful Life of the Facility at the time of grant of Generation Licence (based on the latest commissioned unit)	30 years

*Average Crushing Season 120 days per year.

C. Fuel/Raw Material Details

(i).	Primary Fuel	Bagasse	
(ii).	Alternate Fuel	Bagasse	
(iii).	Start Up Fuel	Furnace Oil (FO)	
(iv).	Fuel Source (Imported/Indigenous)	Primary Fuel	Alternative Fuel
		Indigenous	Indigenous
(v).	Fuel Source	Primary Fuel	Alternative Fuel
		Self	Self
(vi).	Supply Arrangement	Primary Fuel	Alternative Fuel
		Through Conveyor Belts/Loading Trucks/Tractor Trolleys etc	Through Conveyor Belts/Loading Trucks/Tractor Trolleys etc
(vii).	Sugarcane Crushing Capacity	7000 Ton Crushing Per Day	
(viii).	Bagasse Generation Capacity	1973 Tons per day	
(ix).	Fuel Storage facilities	Bagasse	FO (For Startup)
		Open Yard	Tanks
(X).	Capacity of Storage facilities	Bagasse	FO
		25000 Tons	-----
(xi).	Gross Storage Capacity	Bagasse	FO
		24000 Tons	-----

D. Emission Values

		Primary Fuel	Alternative Fuel
(i).	SOx (mg/Nm ³)	< 400mg/m ³	< 400mg/m ³
(ii).	NOx(mg/Nm ³)	< 400mg/m ³	< 400mg/m ³
(iii).	CO ₂	12% ~ 13%	12% ~ 13%
(iv).	CO (mg/Nm ³)	<3%	<3%

(v).	PM ₁₀	0.107mg/m ³	0.107mg/m ³
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E. **Cooling System**

(i)	Cooling Water Source/Cycle	Under Ground Water / Canal
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F. **Plant Characteristics**

(i)	Generation Voltage	11 KV
(ii).	Frequency	50 Hz
(iii).	Power Factor	0.85
(iv).	Automatic Generation Control (AGC)	No
(V).	Ramping Rate	3.1 kW per second
(vi).	Time required to Synchronize to Grid and loading the complex to full load.	4 Hours for Cold start and 60 seconds to synchronize with Grid.

**INTERCONNECTION/TRANSMISSION
ARRANGEMENT FOR THE DISPERSAL OF
POWER FROM THE POWER PLANT**

The Power generated by Shahmurad Sugar Mills Limited (SMSL) from its Bagasse based Thermal Power Generation facility shall be dispersed to the Load Center of Hyderabad Electricity Supply Company Limited (HESCO).

The Interconnection/Transmission Arrangement for the above mentioned facilities will be at 11 kV Voltage connecting the generation facility of SMSL.

Any change in the final Interconnection and Transmission Arrangement(s), for the dispersal of power other than the above, as agreed by SMSL and HESCO shall be communicated to NEPRA in due course of time.

List of Drawings

1. Location Map
2. Plant Layout
3. Single Line diagram (Electrical)
4. Interconnection/Transmission Arrangement for The Dispersal Of Power From The Power Plant.
5. Any other relevant Drawing(s).

Information

For

Schedule-II

SCHEDULE-II

1.	Total Gross Installed Capacity (2 x 6.00 MW)	15.25 MW
2.	De-rated Capacity at Mean Site Conditions	13.725 MW
3.	Auxiliary Consumption	1.3725 MW
4.	Net Capacity of the Plant at Mean Site Conditions	13.8775 MW

*As provided by the applicant

Existing Boilers data

		Boiler No.1	Boiler No. 2	Boiler No. 3	Boiler No. 4	Boiler No. 5
a.	Year of Installation	1981	1981	1986	1988	2005
b.	Design Steam Production rate – kg/hour	35,000	35,000	50,000	80,000	80,000
c.	Make	Babcock & Wilcox, Australia	Babcock & Wilcox, Australia	Takuma, Japan	Takuma, Japan	Babcock & Wilcox, Australia

Existing Turbo Generator data

		T. G No.1	T.G No. 2	T. G No. 3	T. G No. 4	T. G No. 5	T. G No. 6
a.	Year of Installation	1981	1981	1986	1991	2010	2012
b.	Design generation capacity – KW	1,250	1,250	3,500	5,000	1,250	3,000
c.	Make	Turbodyne, USA	Turbodyne, USA	Peterbroth erhood, UK	Shin Nippon, Japan	Turbodyne. USA	Turbodyne, USA

TAXPAYER REGISTRATION CERTIFICATE

ORIGINAL

NTN 0712078-8

Business Name

3) SHAHMURAD SUGAR MILLS LTD.

SUGAR DIVISION, JHOK SHARIF MIRPUR, BATHORO SUJAWAL, MIRPUR
BATHORO, THATTA, SINDH

This Certificate Shall be prominently displayed at a conspicuous place of the premises in which business or work for gain is carried on. NTN number is also required to be indicated on the signboard.

NOTE:- The NTN must be written on all returns, payment challans, invoices, letter heads, advertisements, etc. and all correspondence made with the tax departments.



RGCRT-082013-32499138

Date of Printing: 02-AUG-2013



TAXPAYER REGISTRATION CERTIFICATE

ORIGINAL

NTN 0712078-8

Category COMPANY-(LISTED ON STOCK EXCHANGE)

Status RESIDENT

Reg. / Inc No. 5519/19790407 Reg. / Inc Date: 09-APR-1979

Name SHAHMURAD SUGAR MILLS LTD

Address 96 A SINDH MUSLIM SOCIETY KARACHI 74400, SMCHS, KARACHI, DISTT: KARACHI, SINDH

Principal Activity MANUFACTURE OF SUGAR

Other Activities
1) DISTILLING, RECTIFYING AND BLENDING OF SPIRITS
2) DISTRIBUTER
3) EXPORTER

Registered for
Income Tax w.e.f 22-OCT-1995
Sales Tax w.e.f 30-OCT-1990
(DISTRIBUTOR, EXPORTER, IMPORTER, MANUFACTURER)

Representative's
CNIC/ NTN 4200004788285
Name AHMED JAWED VAKIL
Email Address shahmuradsugar@cyber.net.pk

Tax Office LTU KARACHI

Business Name
1) REGISTERED FOR SALES TAX w.e.f 30-Oct-1990
SHAHMURAD SUGAR MILLS LTD
96-A, SINDHI MUSLIM, SOCIETY KYC, SMCHS, KARACHI, KARACHI, SINDH
2) SHAHMURAD SUGAR MILL LTD, DIST.
JHOK SHARIF, MIRPUR, BATHORO, MIRPUR BATHORO, THATTA, SINDH

This Certificate Shall be prominently displayed at a conspicuous place of the premises in which business or work for gain is carried on. NTN number is also required to be indicated on the signboard.

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THE COMPANIES ORDINANCE, 1984

(Company Limited by Shares)

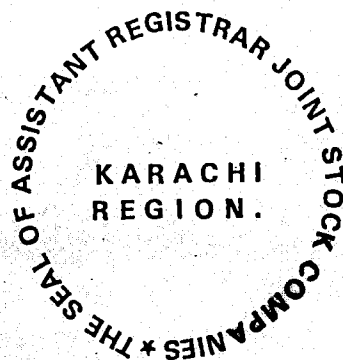
Memorandum

and

Articles of Association

OF

SHAHMURAD SUGAR MILLS LIMITED



CERTIFICATE OF INCORPORATION

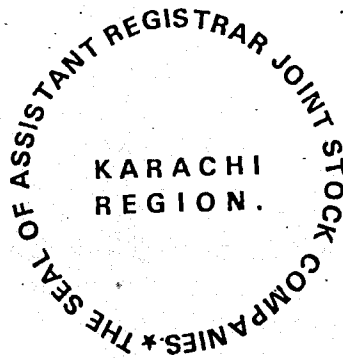
No. K-315 of 1978-1979.
5519

**I hereby certify that SHAHMURAD
SUGAR MILLS LIMITED**

*is this day incorporated under the Companies Act VII
of 1913, and that the Company is Limited by shares
as a Public Company.*

*Given under my hand at KARACHI
that NINTH day of APRIL
One thousand nine hundred and SEVENTY-NINE.*

(SYED ZAHEER AHMED)
Assistant Registrar of Joint Stock Companies.
KARACHI



Certificate for Commencement of Business



Pursuant to section 103 (2) of the Companies Act, 1913.)

**I hereby certify that the SHAHMURAD
SUGAR MILLS LIMITED**

*which was incorporated under the Companies Act 1913, on the
NINTH day of APRIL 1979,*

*and which has this day filed a duly verified declaration in the
prescribed form that the conditions of section 103 (1) (a) to (d)
of the said Act, have been complied with, is entitled to commence
business.*

Given under my hand at KARACHI
this TWELFTH day of APRIL
one thousand nine hundred and SEVENTY-NINE.

(SYED ZAHEER AHMED)
Assistant Registrar of Joint Stock Companies.
KARACHI

THE COMPANIES ORDINANCE, 1984

(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

SHAHMURAD SUGAR MILLS LIMITED

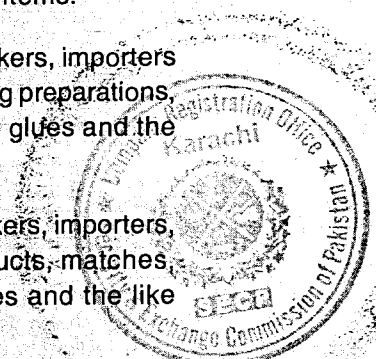
1. The name of the Company is "SHAHMURAD SUGAR MILLS LIMITED"
2. The Registered Office of the Company will be situated in the Province of Sind in Pakistan
3. The objects for which the Company is established are :-
 - (1) To produce, extract, manufacture, refine, prepare, import, export, purchase, sell and generally to deal in sugar, khandsari, jaggery, jaggery raskat, sugar beet, sugar cane, syrups, artificial honey, alcohol, caramel, molasses, confectionery, glucose flavoured or coloured sugars, jams, fruit jellies, marmalades, canned fruit, fruit puree, fruit paste, fruit juices, vegetable juices, cocoa and cocoa preparations, chocolates, and other sugar products and preparations generally and in connection therewith to acquire, construct and operate sugar or other refineries, buildings, mills, factories and other works.
 - (2) To establish and carry on the business of cultivators, farmers, growers, extractors, blenders, producers, manufacturers, millers, makers, importers, exporters, dealers and distributors of all sorts of trees bushes, plants, flowers, fruits, cereals, corns, pulses, vegetables, oilseeds, cotton, jute, nuts, coffee, tea, mate, spices, sugar beet, sugar cane, dates, lacs, gums, resins and other vegetable saps and extracts, vegetable plaiting and carving materials, vegetable fats, waxes, oils and vegetable ghee, oil cake and their cleavage products, animals fodder, lentils and all the products by-products, flours, starches, preparations, extracts, essences and concentrations of all or any of these items and in any form.
 - (3) To carry on the business of extractors, manufacturers, producers, makers, importers, exporters, dealers and distributors and breeders of all sorts of animals, poultry, insects, eggs, animal meat, blood, fat, fish, dairy produce, foodstuff, honey, hides and skins, animal hairs, animal textile materials, leather goods, products and preparations of animals poultry, fish, birds, and insects and in all or any form.



- (4) To carry on the business of extractors, producers, manufacturers, makers, importers, exporters, dealers and distributors of malt extract, preparations of flour, starch or malt extract, macaroni, spaghetti and similar products, tapioca and sago, prepared foods obtained by the swelling or roasting or treating in any other manner of cereals or cereal products, communion wafers, empty cachets, scaling wafers, rice paper and similar products, bread, biscuits, pastry cakes and other ordinary bakers' wares, roasted chicory and other roasted coffee substitutes, extracts, essences and concentrates thereof, mustard flour and prepared mustard, sauces, soups and broths in any form; natural yeasts, prepared leaking powder and all other food preparations.
- (5) To carry on the business of extractors, manufacturers producers, makers, importers, exporters, dealers and distributors of waters including spa waters and aerated waters, ice and snow, beverages of all sorts, beer, grape, must, wine, vermouths, alcohol, spirits, liquors, rum, bitters, brandy, gin, whiskey, vinegar and its substitutes and the like and similar other items.
- (6) To carry on the business of cultivators, farmers, growers, extractors, blenders, producers, manufacturers, makers, importers, exporters, dealers and distributors of tobacco, tobacco refuse, tobacco extracts and essences, cigars, cigarettes, beedies, beedi leaves, cigarette paper and other manufacturers and products of tobacco.
- (7) To carry on the business of milling all kinds of grains by taking on lease or in exchange, hiring, purchasing, erecting, getting allotted or otherwise acquiring rice mills, husking mills, flour mills, grindings mills, etc., and for that purpose buying ready and or forward paddy, wheat, maize, barley, gram and other grains and generally to carry on ready and/or forward grain business in all its branches, including advancing money on crops of grains, advances for purchase of paddy, wheat and other grains, buying, selling, making and preparing for making grains, in any form and buying and selling ready and/or forward all by-products, in any manner as may seem to the Company convenient and profitable and doing allied business directly or indirectly connected with the said line of business.
- (8) To carry on the business of miners, extractors, blenders, producers, manufacturers, makers, importers, exporters, dealers and distributors of salt, sulphur, earths, sands, clay chalk, stone, plastering materials, lime, cement, asbestos, iron pyrites, graphite, states, marbles, granite, flint, gypsum, mica, metallicores of all metals, slag dress, scaling ashes and residues containing metals or metallic compounds and articles and manufacturers of all or any of these items and of all or any metals and of parts and accessories of all or any of such articles and manufacturers,
- (9) To carry on the business of miners, extractors, producers, manufacturers, makers, importers, exporters, dealers and distributors of all or any mineral fuels, mineral oils and products of their distillation, bituminous substance, mineral waxes and other like and similar items.
- (10) To carry on the business of garage keepers and suppliers of and dealers in petrol, electricity, atomic and other motive power.
- (11) To carry on the business of miners, extractors, producers, chemists, druggists, manufacturers, makers, importers, exporters, dealers and distributors of all sorts of chemicals, chemical products, fertilizers, precious metals, rolled precious metals,

rear earth metals, pearls, precious and semi-precious stones, imitation jewellery, radio active elements, isotopes and compounds and preparations and products of all these items, pharmaceutical products, drugs, medicines and the like or similar other items.

- (12) To carry on the business of goldsmiths, silversmiths, jewellers, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion, and buy, sell and deal in bullion, precious stones, jewellery, watches, clocks, gold or silver plate, cups, shields, electro-plate, cutlery, dressing bags, bronzes, articles of value, objects of art, and such other articles and goods as the Company may consider capable of being conveniently dealt in, in relation to its business and to manufacture and establish factories for manufacturing goods for the above business.
- (13) To carry on the business of extractors, producers, manufacturers, makers, importers, exporters, dealers and distributors of tanning and dyeing extracts, tannings and their derivatives, dyes, colours, paints, varnishes, putty, fillers and stoppings, inks, and the like or similar other items.
- (14) To carry on the business of miners, extractors, producers, manufacturers, makers, importers, exporters, dealers and distributors of essential oils and resinoids, perfumery, cosmetics and toilets preparations and the like or similar other items.
- (15) To carry on the business of extractors, producers, manufacturers, makers, importers, dealers and distributors of soap, organic surface-active agents, washing preparations, lubricating preparations, artificial waxes, albuminoidal substances, glues and the like or similar other items.
- (16) To carry on the business of extractors, producers, manufacturers, makers, importers, exporters, dealers and distributors of explosives, pyrotechnic products, matches, pyrophosphoric alloys, combustible preparations, all sorts of gases and the like or similar other items.
- (17) To carry on the business of cultivators, farmers, growers, extractors, blenders, producers, manufacturers, millers, makers, importers, exporters, dealers and distributors of all sorts of artificial resins, bakelite and plastic materials, cellulose esters and ethers and articles thereof, rubber, synthetic rubbers, factice and articles thereof and other like or similar items.
- (18) To carry on the business of extractors, producers, manufacturers tanners, makers, importers, exporters, dealers and distributors of raw hides and skins, leather and furskins, artificial fur, and articles and manufacturers of these items, saddlery harness, travel goods, handbags, articles of apparel and clothing accessories, articles made from gut, skin, bladders or tendons, and all other similar or like items.
- (19) To carry on the business of producers, manufacturers, makers, importers, exporters, dealers and distributors of wood, timber and articles of wood and timber, wood charcoal, cork and articles of cork, manufacturers of straw, and of other plaiting materials, basketware and wickerwork.
- (20) To carry on the business of producers, manufacturers, makers, importers, exporters, dealers, stationers and distributors of all kinds and classes of paper making material and pulp including Sugarcane bagasse pulp, sulphite wood pulp, mechanical pulp, and soda pulp, and paper of all kinds, including transparent, writing, printing



glazed, absorbent, news-printing, wrapping, tissues, blotting, filter, bank and bond, brown, buff or coloured, cloth-lined, azurelaid, cream-laid, grease or water proof, hand-made parchment, drawing, draft, carbon, envelope, card board, box board, veneer board, straw board, mill board, chip board, particle board, duplex and triplex boards, wall and ceiling papers and all kinds of articles in the manufacture of which pulp, paper or board is used and materials used in the manufacture or treatment of pulp and paper.

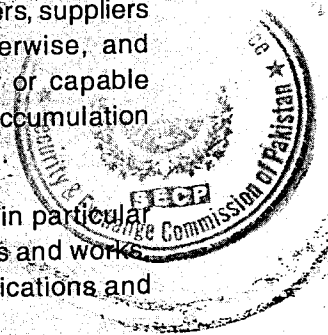
- (21) To carry on the business of publishers, printers, binders, producers, manufacturers, importers, exporters, dealers and distributors of printed books, newspapers, pictures and other products of the printing industry, manuscripts, type scripts and plans and other like or similar items.
- (22) To carry on the business of cultivators, farmers, growers, extractors, blenders, producers, curers, processors, manufacturers, millers, makers, bleachers, mercerisers, dyers, printers, spinners, weavers, doublers, fabricators, tailors, knitters, ginnerers, pressors, packers and balers, importers, exporters, dealers and distributors of textiles and textile articles of all sorts and varieties, including yarns, fabrics and wastes and manufacturers of cotton, silk, artificial silk, man-made fibres, monofil, strip, metals, wool, other animal hair, flex, ramie and other textile materials such as hemp, jute, etc., and of silkworm guts, imitation guts, cotton linters, cotton gauze, medicated cotton, absorbent cotton, and of carpets, mats, matting and tapestries, pile and chenille fabrics, trimmings, tulle and other net fabrics, lace, embroidery, hosiery, wadding and felt, twine, cardage, ropes and cables, special fabrics, impregnated and coated fabrics, knitted and crocheted goods, new or old clothing, rags, vitriol bleaching and dyeing materials, and all other products, by-products and manufacturers of textile industry.
- (23) To carry on the business of manufacturers, producers, importers, exporters, dealers and distributors of foot-wear, headgear, umbrellas, sunshades, walking sticks, whips, riding crops and parts thereof, prepared feathers and down and articles made therewith, artificial flowers, articles of human hair, fans and parts and accessories of all such articles.
- (24) To carry on the business of producers, manufacturers, importers, exporters, dealers and distributors of glass, glassware, crockery, ceramic and pottery and all other similar or like items.
- (25) To carry on the business of manufacturers, producers, builders, hirers, agents, charterers, importers, exporters, dealers, distributors, assemblers and repairers of vehicles, carriages, aircrafts and parts thereof, vessels and transport equipment including cars, trucks, buses, cycles, motor-cycles, rickshaws, railway and tramway locomotives, rolling stock and parts thereof, railway and tramway tracks, fixtures and fittings, traffic signaling equipment of all kinds and parts and accessories, parachutes, catapults, and similar aircraft launching gear, ground flying trainers, steam or other vessels, ships, steam launches, flats, barges and boats and floating structures with all equipments and furnitures and/or to employ the same as carriers in the conveyance of passengers, mails, livestock, grain and other agricultural produce and treasure and also of goods and merchandise of every description and specie on land, by air or on the principal rivers with their tributaries and to run vessels to sea, to any port or ports whatsoever whether island, seaboard or foreign and to take vessels, flats, barges and other steam craft in tow of its vessels as the Company may from time to time determine and to acquire postal subsidies and enter into mail or other contracts and to carry on the business described in this clause in all its branches.

- (26) To carry on, in Pakistan and elsewhere, the business of garage proprietors, public and private conveyance proprietors, running motor omnibuses, taxicabs, tractors, lorries and motor cars of all kinds and on all such lines as the Company may think fit and transport passengers and goods and generally to carry on the business of common carriers by land and water by any vehicle whatsoever.
- (27) To carry on the business of producers, manufacturers, importers, exporters, dealers, distributors and repairers of optical, photographic and cinematographic, measuring, checking, precision, medical and surgical goods, instruments and apparatus and scientific apparatus, clocks and watches, gramophones, batteries, radios, televisions, typewriters, calculating machines and other office and house-hold equipment and appliances, musical instruments, sound records and reproducers and parts thereof and to carry on the business of opticians, photographers, film and picture exhibitors.
- (28) To carry on the business of manufacturers, producers, importers, exporters, dealers, distributors and repairers of arms and ammunition, missiles, rockets and parts and accessories thereof.
- (29) To carry on the business of manufacturers, producers, importers, exporters, dealers, distributors and repairers of furniture and parts thereof, bedding, mattresses, mattress supports, cushions and similar stuffed furnishing, articles and manufacturers of carving or moulding materials, brooms, brushes, feather dusters, powder puffs and sieves, toys, games and sports requisites and parts and accessories thereof.
- (30) To carry on the business of manufacturers, producers, importers, exporters, dealers and distributors of buttons and button mould, studs, cuff links and press fasteners, including snap fasteners, slide fasteners and press studs, blanks and parts and accessories of such articles.
- (31) To carry on the business of manufacturers, producers, importers, exporters, dealers, distributors and repairers of fountainpens, stylograph pens and pencils, pencils leads, slate pencils, crayons and plastics, drawing charcoals and writing and drawing chalks, tailors, and billiards chalks, slates and boards, date, scaling and similar stamps, other pens, pen-holders, pencil-holders and similar holders, propelling pencils and sliding pencils, parts and fittings, thereof, pen-nibs and nib points, typewriters and similar ribbons, ink-pads, sealing wax, mechanical chemical, electrical and similar lighters, flints, wicks, smoker's requisites, matches, match lights or other lighting appliances, smoking pipes, combs, hair slides, hair clips and the like, corset busks and similar supports and for articles of apparel and clothing accessories, scent and similar sprays and mounts and heads thereof, vacuum flasks and other vacuum vessels, Tailor's dummies and other lay figures, automata and other animated displays of a kind used for shop window dressing.
- (32) To carry on all or any of the business of manufacturers of and dealers and workers in manure, paper, paper pulp, glass, bricks, gravel and pottery, terra cotta, sanitary and disinfecting preparations, coke, cement, lime, plasters, whiting clay, artificial stones and builders' requisites and convenience of all kinds and to carry on business as quarry masters and stone merchants.
- (33) To carry on the business of producers, manufacturers, collectors, importers, exporters, dealers and distributors of works of art, collector's pieces and antiques, and all other like or similar items.



- (34) To carry on the business of manufacturers, producers, importers, exporters, dealers and distributors of fats, fertilizers, manures, dips, sprays, vermifuges, fungicides, medicines, and remedies of all kinds for agriculture, fruit growing or other purposes or as remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process.
- (35) To carry on all or any of the business of engineers, iron, brass and other metal founders, machinists, tool makers, wiredrawers, tube, pipe and tank manufacturers, moulders, metallurgists and metal workers, fitters, mill-wrighters galvanisers, Japanners, electroplasters and enamellers.
- (36) To carry on the business of water-proofers and manufacturers, producers, importers, exporters, dealers and distributors of India rubber, leather, imitation leather, leather cloth, plastics, oil cloth, linoleum, tarpaulins, hospital sheetings and surgical bandages.
- (37) To cultivate, grow, produce or deal in any vegetable products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers and dealers in corn, hay and straw, seedmen and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above businesses, or any other business associated with the farming interest.
- (38) To take on lease, hire, purchase, erect or acquire by licence, or allotment or otherwise linter machines and to carry on linter business in all its branches.
- (39) To carry on the business of ginning and pressing cotton and for that purpose buying ready and/or forward cotton pods (phutty) and ginned cotton and generally to carry on ready and/or forward cotton business in all its branches including advancing money on the crop of cotton-pods (phutty) giving advance for purchase of cotton, cotton-pods (phutty) or cotton seeds; buying, selling making and preparing for market cotton in any form loose or in bales and buying and selling ready and forward all by-products of cotton such as cotton-seeds, linters, etc., in any manner and doing all allied business directly or indirectly connected with the said line of business.
- (40) To carry on the business of a water works company in all its branches and to sink wells and shafts and to make, build and construct, lay down and maintain dams, reservoirs, water-works, cisterns, culverts, filter beds, mains and other pipes and appliances and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distributing and dealing in water.
- (41) To own, prospect for, explore, acquire by leases, purchase or otherwise, open, work, develop and maintain natural deposits of salts, brine, natron, soda, kieselguhr, nitrates and other chemical substances of all kinds and to carry on and conduct the business of working and getting and supplying to other persons such salt, brine and other substances.
- (42) To refine, treat and render merchantable and fit for use natural deposits of salt, brine, natron, soda, kieselguhr, nitrates and other chemical substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic, metallurgic, or other forms of plant or process, every kind of chemical and other products and by-products.

- (43) To fix atmospheric nitrogen by the synthetic ammonia or by any other process and to manufacture its derivative compounds.
- (44) To purchase, take on lease or in exchange, or otherwise acquire, either absolutely or by lease, licence, concession, grant or otherwise, any lands mines, mineral rights, easements, rights and privileges.
- (45) To acquire by concession, grant, purchase, amalgamation, barter, lease, licence, allotment, or otherwise, either absolutely or conditionally and either solely or jointly with others any houses, buildings, lands, farms, quarries, water rights, way leaves and other works, privileges, rights and hereditaments and any machinery, plant, utensils, marks and other movable and immovable property of any description.
- (46) To train and to employ ground engineers, pilots, fliers, assistants, mechanical and electrical engineers.
- (47) To search for and purchase or otherwise acquire from any Government, State or authority any licences, concessions, grants, decrees, rights, powers and privileges whatsoever and in particular any water rights or concessions either for the purposes of obtaining motive power or otherwise, and to work, develop, carry out, exercise and turn to account the same.
- (48) To acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, dynamos, accumulators, and all apparatus now known or which may hereafter be invented in connection with the generation, accumulation, distribution supply and employment of electricity, or any power that can be used as a substitute therefor, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus and including the formation of exchanges or centres.
- (49) To carry on the business of electricians and electrical mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise.
- (50) To carry on the business of telephone and telegraph company, and in particular to establish, work, manage, control and regulate telephone exchanges and works and to transmit and facilitate the transmission of telephonic communications and messages.
- (51) To construct, maintain, lay down, carry out, work, sell, let on hire and deal in telephonic and all kinds of works, machinery, apparatus, conveniences, and things capable of being used in connection with any of these objects and in particular any cables, wireless lines, stations, exchanges, reservoirs, accumulators, lamps, meters, and engines.
- (52) To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and undertake and carry on all scientific and technical researches, experiments, and tests of all kinds to promote studies and research both scientific and technical investigation and invention by providing, subsidising or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibition, scholarships, prizes, grants and bursaries



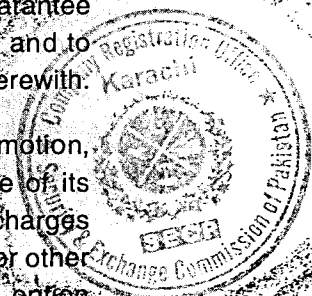
to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiment, tests and inventions, of any kind.

- (53) To manufacture, erect, construct, purchase, sell, enlarge, alter, hire and let on hire, and maintain buildings, abattoirs, freezing houses, cold storages, air conditioners, refrigerators, warehouses, sheds and structures of every kind and to store therein own goods or goods belonging to others on rental basis.
- (54) To acquire, be interested in, construct, maintain, carry out, improve, work, alter, control and manage and tramways, railways, airways, steam boats, tunnels, water-work, water rights, canals irrigation works, gas works, electric works, reservoirs, furnaces, stamping works, smelting works, factories, warehouses and other works and conveniences and to contribute to and take part in constructing, maintaining, carrying on, improving, working, controlling and managing of any such works or conveniences.
- (55) To let out on hire all or any of the property of the Company whether movable or immovable including all and every description of apparatus or appliances and to hold, use, cultivate, work, manage, improve, carry on and develop the undertakings, land, immovable property and assets of any kind of the Company or any part thereof.
- (56) To buy, sell, manufacture, refine, make up, manipulate, import, export, store, warehouse, repair, convert, hire, let on hire, alter, charter, grow, treat prepare for the market, exchange and deal, both wholesale and retail, in commodities, substances, apparatus, articles and things of all kinds capable of being used or which can be dealt in by the Company in connection with any of its objects.
- (57) To carry on any other trade or business, whether manufacturing or otherwise which may seem to the Company capable of being carried on in connection with any of the Company's objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (58) To carry on the business of suppliers generators, producers, dealers and distributors of public utility services, electricity, water, power, energy, gas, atomic energy and other such or like items.
- (59) To carry on the business of underwriters of ships goods, or merchandise or other property.
- (60) To carry on the business of warehousemen, wharfingers, farmers, graziers, planters, cultivators, foresters, fishermen, ferrymen, brick makers, patent fuel manufacturers, coal masters, iron masters, smelters, engineers, iron founders, miners, colliery proprietors, cock manufacturers, lime burners and manufacturers, cement manufacturers, builders, tailors, contractors for and dealers in coke, coal, iron, iron work, mica and all other metals in all the branches of such business, the construction of works, traders, commission agents, merchants, importers, and exporters, bankers and any other business which may conveniently be carried on along with the management and development of the Company's properties and to make, purchase, hire, let out and sell, railway and other plants, fittings, factories, mills and machinery, mill supplies, engines, fire-engines, tools, machine shops, rolling stock, stock-in-trade, or any portions or parts of such articles or things.

- (61) To carry on the business of order suppliers, agents or contractors of any goods, merchandise and jobs or work including collection of levies, taxes, duties, octroi, debts, etc., required by any person, firm, company, corporation or any other body corporate, Government and others and any other business which may conveniently be carried on along with the management and development of any or all of the company's business.
- (62) To advance money on mortgage of immovable property or on hypothecation or pledge of movable property or without any security to such person and on such terms as may seem expedient and in particular to customers of and persons having dealing with the company.
- (63) To carry on and transact any other business and operations, manufacturing, commercial, agricultural or otherwise in commodities, apparatus, machinery, materials and articles of all kinds.
- (64) To export, import or deal with manufactured goods, partly manufactured goods, raw materials or produce.
- (65) To purchase, acquire, hold in fee, on lease, make advances against hire, hold, appropriate, make erect, maintain, construct, reconstruct, adopt, carry out, improve, alter, manage, let, sell, enlarge, put into working order, work, control, superintend, administer, excavate, exchange, mortgage, barter, turn to account, deal with, grant rights over, dispose of lands, roads, street, gardens, pleasure grounds and other conveniences, estates, buildings, easements or other interests in real estate, canals, water course, ferries, piers, wharves and other ways, landed properties, leases, buildings, offices, houses, warehouses, erections, works, workshops, markets, reservoirs, water tanks, works, wells, canals bridges, waterways, fisheries, embankments, culverts, and works in connection therewith, hydraulic works, electrical works and factories, cooli lines and houses, bustees, villages and other works and conveniences, railways, sidings, tramways and other engines, mills, plants machinery, apparatus and any other properties movable or immovable of any kind whatsoever and any rights and privileges thereto and contribute, to subsidise or otherwise aid or take part in any such operations.
- (66) To erect, construct, build, take on lease or otherwise acquire, to sell, give on lease, or otherwise dispose of, or to run, operate and manage, theatres, studios, boarding and lodging houses, hotels, restaurants, hospitals, dispensaries, educational institutions, etc.
- (67) To cultivate the lands and properties of the Company and to develop the resources of the same by draining, clearing, road making, planting, pasturing or farming, hunting, building, mining, settling, establishing markets and bazars and constructing such works as dykes, bunds, canals, ponds, wells, etc. and conveniences of a like nature.
- (68) To collect and realise the rents, issues and profits of any properties acquired and dispose thereof for the benefit of the Company.
- (69) To undertake the realisation of arrears of rent, payment of Government revenue and cesses on behalf of any vendor, lessor or grantor to the Company and accept powers of attorney, irrevocable or otherwise for conducting suits and otherwise, acting on behalf of any such vendor, lessor or grantor.

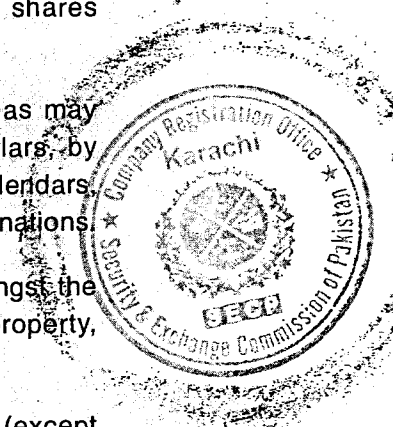
- (70) To apply for, purchase or by any other means acquire and protect, prolong and renew, whether in Pakistan or elsewhere any agencies, contracts, trade marks, patents, rights, brevets d'invention, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (71) To enter into any agreement or arrangements with the Federal, Provincial or any local Government or any authorities supreme, provincial, municipal, local or otherwise including the Court of Wards, Port Trust and District and other Boards, or with any Rajahs, Zamindars, Landlords, Land-holders or other persons, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, Rajahs, Zamindars, Land-holders or other persons, any rights, privileges, licence and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions which the Company may think desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (72) To enter into any contract or arrangement or other dealings for the more efficient conduct of the traffic or business of the Company or any part thereof.
- (73) To cause advancement of education, agriculture, sanitation, commerce, health, safety or any charitable object.
- (74) To enter into agreements with authors or other persons for the dramatic or other rights of operas, plays, burlesques, ballets, pantomimers, spectacular places, musical compositions and other dramatic and musical entertainments, or for the representation thereof in Pakistan or elsewhere.
- (75) To provide for the welfare of employees or ex-employees of the Company, or persons formerly engaged in any business acquired by the Company, and the wives, widows, families or the dependents or connections of such employees and persons, by grants of money, present or other payments, or by establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit them and making payment towards insurance and subscribing or guaranteeing money for charitable or benevolent object or for any exhibition or for any public, general or useful object and if thought fit, to charge the amount of such grant to the working expenses of the Company.
- (76) To adopt, cooperate with and carry out the industrial, financial, labour, social insurance and social welfare policies of the Federal or Provincial Governments.
- (77) To provide fullest possible openings, for the employment of Pakistani Nationals in the administrative and technical departments of the Company; to accept such of them for, and to provide them with necessary training in Pakistan and abroad as the Company may be able to take into its service; and to establish, provide, subsidise, finance, maintain and conduct schools, training centres, laboratories, and research and other institutions, for their education, instruction, and training, and to give them scholarships, stipends and other monetary help for the purpose.

- (78) To draw, make, accept, buy, sell, endorse, execute, issue, discount, retire, and negotiate or deal in Promissory Notes, bills of exchange, cheques, bills of lading, railway receipts, truck receipts, trust receipts, warrants, coupons, debentures and other negotiable or transferable instruments, and also the non-transferable and/or non-negotiable instruments.
- (79) To loan, advance, or give on credit money, securities, assets and properties to persons, firms or companies with or without securities and/or on such terms as may seem expedient.
- (80) To advance any sum or sums of money upon or in respect of the purchase of raw materials of any of the articles and things hereinfor mentioned and/or any of the articles and things necessary or useful for the purpose of the Company and also to advance moneys on railway receipts and other mercantile investments upon such terms and conditions as the Directors may deem expedient.
- (81) To borrow or secure the payment of money in such manner and upon such terms as the Company shall think fit and in particular by pledge, hypothecation, charge or mortgage of all or any of the Company's property (both present and future) including its uncalled capital, if any, and/or by the issue of debentures or debenture-stock perpetual or otherwise, charged upon such property for all or any purposes of the Company and to purchase, redeem or pay off any such securities.
- (82) To open any current, overdraft, cash credit account or fixed account with any bankers, shroff or merchants, including the Agents of the Company and to pay money into and draw money from any such account.
- (83) To guarantee the payment of money unsecured or secured by or payable under or in respect or promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whomsoever or whatsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performances of any contracts or obligations and to issue necessary acts of suretyships, guarantee or indemnity in connection therewith.
- (84) To pay all the costs, charges and expenses, if any, incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any under-writing or other commissions, brokers fees and charges in connection therewith and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stock or securities of this or any other company, or in any manner, whether out of the Company's capital or profits or otherwise) any person, firm or company for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company, or in or about the formation or promotion of the Company or for any other reason which the Company may think proper.
- (85) To establish agencies or branches and to appoint agents at any place to undertake the management of any company or companies and at pleasure discontinue such agencies, branches or managements.



- (86) To carry on the business of insurance agents, freight contractors, stevedores, tally agents, estate agents, trustees, brokers, canners, packers, dry-cleaners, buildings, carpenters, blacksmiths, plumbers, sculptures, shipping agents, clearing and forwarding agents, auctioneers and advertising agents.
- (87) To enter into partnership or enter into and carry into effect any arrangement for joint working in business or for sharing profits, unions of interest, cooperation joint adventure, consortium, reciprocal concession or otherwise or amalgamate with any person, partnership or Company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being carried or conducted so as directly or indirectly to benefit this Company and to lend money to or guarantee the contracts of or otherwise assist any person of Company and to take or otherwise acquire shares debentures and securities of any Company and sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
- (88) To purchase, acquire, or undertake all or any part of the business, properties and liabilities of any Company, Society, partnership or person, and as consideration to pay cash or to issue any shares, debentures or obligation of this Company for the same and to conduct and carry on, or liquidate and wind up any such business.
- (89) To invest and deal with the surplus moneys of the Company in and investments, movable or immovable, in such manner, other than in the shares of this Company, as from time to time may be determined and to vary such investments from time to time.
- (90) To acquire by subscription, purchase or otherwise, and to accept and take, hold, or sell, and deal in shares or stock in any Company, society or under taking whether the objects of such Company, Society or undertaking are or are not similarly to those of this Company.
- (91) To be interested in, establish, promote, underwrite, undertake the formation of and otherwise assist any institution, business, public or private Company or Companies for the purpose of furthering any of the objects of the Company or of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (92) To obtain and/or hold the office of and act as managers, consultants, agents, brokers commission agents, contractors, secretaries and treasurers of the Government local authority or any company, corporation, bank, board, commission or concern or any person or persons.
- (93) To pay for properties, rights, or privileges, acquired by the Company either in shares, or debentures of the Company or partly in shares and/or debentures and partly in cash or otherwise.
- (94) To accept stock or shares in, or bonds, debentures, mortgage debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such Company.
- (95) To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.

- (96) To sell, dispose of, transfer, lease out, exchange or otherwise deal with the business, property and undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for stock, shares, debentures, mortgage debentures, or securities of any other Company, and if thought fit to distribute the same among the shareholders of this Company.
- (97) To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of nation, public or local interest, to any national trust, public body, museum, corporation, or authority or any trustees for or on behalf of any or the same or of the public.
- (98) To appropriate use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land out to the public or to any persons or Company conditionally or unconditionally as the Company thinks fit.
- (99) To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or the promotion of industry or trade.
- (100) To procure the Company to be registered in any country or place outside Pakistan.
- (101) To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalisation fund, redemption fund, development fund or any special or other fund whether for depreciation, or for repairing, improving, extending replenishing or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever.
- (102) To place to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares, or debentures issued at a premium by the Company, and moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the Company of forfeited shares of from unclaimed dividends.
- (103) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising, in the press, by circulars, by purchase and exhibition of works of art or interest, by issue of diaries and calendars, by publication of books and periodicals, by granting prizes, rewards and donations.
- (104) To distribute any of the assets for the time being of the Company amongst the members in kind and to stipulate for and obtain for the members, any property, rights, privileges or options.
- (105) To undertake and carry out any operation or transactions whatsoever (except the issuing of policies of assurance of human life) which may lawfully be undertaken and carried out by capitalists and which the Company may think it expedient to undertake and carry out.
- (106) To carry on the business of general manufacturers and to manufacture, buy, sell, and deal in commodities, apparatus, machinery, materials and articles of all kinds.



(107) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise and/or by or through trustees, agents or otherwise and either alone or in conjunction with others.

(108) And generally to do, transact, and perform all such other acts, matters and things as may, in the opinion of the Directors of the Company for the time being, be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "COMPANY" (save when used in reference to this Company) in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not and wherever domiciled and that the objects set forth in any sub-clause of this clause shall not except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clause or the object therein specified or the powers thereby conferred shall be deemed subsidiary, or auxiliary. And the Company shall have full power to exercise from time to time all or any of the powers conferred by part or any sub-clause of this clause in any part or parts of the world.

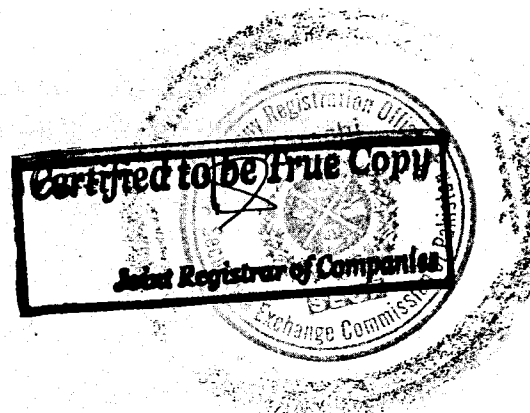
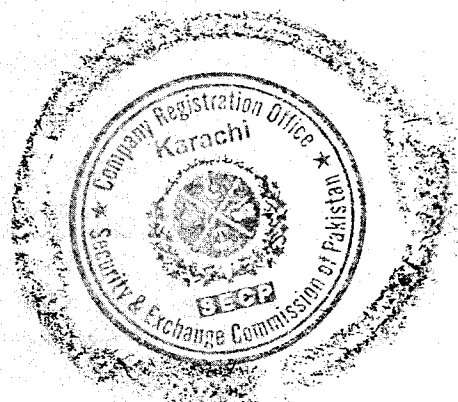
And it is hereby declared that in the interpretation of this clause the meaning of any of the Company's objects shall not, except where otherwise expressed in such paragraph, be in any way limited or restricted by reference to any other objects or paragraph or by the juxtaposition of two or more objects and that in any event of any ambiguity the clause shall be construed in such a way as to widen and not to restrict the powers of the Company.

And it is hereby undertaken that the Company shall not engage in banking or the business of an investment company or in any unlawful business and that nothing in the objects clause shall be construed to entitle it to engage in such business.

4. The liability of the members is limited
5. The Capital of the Company is Rs. 250,000,000/- (Rupees Two Hundred Fifty Million only), divided into 25,000,000 shares of Rs. 10/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:

Name, Address and Descriptions of Subscribers	Number of Shares taken by each subscriber	Name, Addresses and Description of witnesses
1. Mr. Ellias H. Zakaria S/o. H. Zakaria Osman (Late) 96-A, Sindhi Muslim Society, Karachi. (Businessman)	One	
2. Mr. Ismail H. Zakaria S/o. H. Zakaria Osman (Late) 2-A, 11th South Street, Defence Housing Society, Karachi. (Businessman)	One	
3. Mr. Yusuf Ayoob S/o. Muhammad Ayoob (Late) G-15/2, 5th Gizri Street, Defence Housing Society, Karachi. (Businessman)	One	
4. Hafiz Nooruddin Ahmed S/o. Haji Mohammad Shafi (Late) 19, Delhi Mercantile Co-op. Housing Society, Block 7/8. Tipu Sultan Road, Karachi. (Businessman)	One	
5. Mr. A. Kader Jaffer S/o. Ahmed E. H. Jaffer Jaffer House, F-1, Kutchi Memon Society, KDA Scheme No. 7, Karachi. (Businessman)	One	
6. Mr. A. Aziz Ayoob S/o. Muhammad Ayoob (Late) G-17/1, 5th Gizri Street, Defence Housing Society, Karachi. (Businessman)	One	
7. Mr. Suleman Ayoob S/o. Muhammad Ayoob (Late) G-15/1, 5th Gizri Street, Defence Housing Society, Karachi. (Businessman)	One	
8. Mr. Abdul Gaffar Chamdia S/o. Tayeb Chamdia (Late) 17, Karachi Memon Co-op. Housing Society, Block 7 & 8, Karachi. (Business Executive)	One	



Syed Mutiur Rehman
Private Service
96-A Sindhi Muslim Society,
Karachi.

Dated, this 8th day of April, 1979

THE COMPANIES ORDINANCE, 1984
(Company Limited by Shares)
ARTICLES OF ASSOCIATION
OF
SHAHMURAD SUGAR MILLS LIMITED

PRELIMINARY

1. The marginal notes hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith : Interpretation

2. **DEFINITIONS**

"THE COMPANY" means "SHAHMURAD SUGAR MILLS LIMITED."

"THE ORDINANCE" means the Companies Ordinance, 1984 with such statutory modifications as may be made from time to time.

"THE SECTION" means Sections of the Ordinance.

"THE OFFICE" means the Registered Office for the time being of the Company.

"THE REGISTER" means the register of members to be kept pursuant to Section 147.

"THE SPECIAL RESOLUTION" has the same meaning assigned thereto by Section 2 (1) (36).

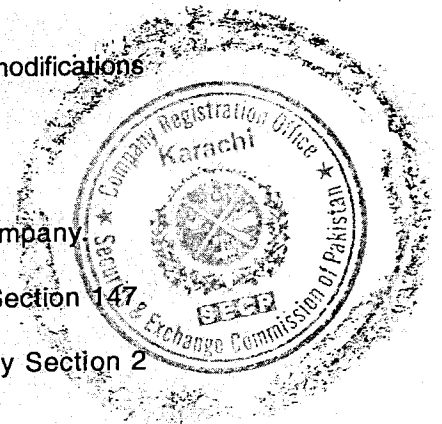
"THE CHIEF EXECUTIVE" means the Chief Executive of the Company as defined in Section 2(6) and as appointed pursuant to Section 198 and 199 and such person can be titled as Managing Director of the Company in addition to the Chief Executive.

"THE DIRECTORS" means the Directors of the Company for the time being.

"THE BOARD" means the Board of Directors for the time being of the Company.

"THE AUTHORITY" means the Corporate Law Authority constituted under Section 11.

"REGISTRAR" has the same meaning as assigned thereto by Section 2(1)(31).



"THE ARTICLES" means the Articles of Association of the Company as originally framed or as altered from time to time by Special Resolution.

"THE CHAIRMAN" means the Chairman of the Board appointed from time to time pursuant to these Articles.

"DIVIDEND" includes bonus.

"MONTH" means calendar month according to English Calendar.

"CAPITAL" means the Capital for the time being raised or authorised to be raised for the purposes of the Company.

"SHARE" means share in the Share Capital of the Company.

"SHARE HOLDER" means the duly registered holders for the time being of the shares of the Company.

"DEBENTURE" has the same meaning assigned thereto by Section 2(1) (12).

"PROXY" means the person appointed in terms of Section 161 of the Ordinance and Article 62 hereof.

"THE SEAL" in relation to the Company means the Common Seal of the Company.

"MEMBER" means a person as defined in Section 2(1)(21).

"IN WRITING" and "WRITTEN" include printing, lithography, typewriting and other modes of representing or reproducing words in a visible form.

Words importing the singular number include the plural number, and vice versa.

Words importing the masculine gender include the feminine gender.

Words importing persons include bodies corporate, unless where expressly stated to the contrary.

3. The regulations contained in Table "A" in the First Schedule to the Ordinance shall not apply to the Company, except so far as expressly incorporated herein.

CAPITAL AND SHARES

Table 'A'
not to apply

Capital

4. The Authorised Share Capital of the Company is Rs. 250,000,000/- (Rupees Two Hundred Fifty Million) divided into 25,000,000 Ordinary Shares of Rs. 10/- each.

Allotment
of Shares

5. (a) No shares shall be offered to the public for subscription except upon the term that the amount payable on application shall be the full amount of the nominal amount of the share.
- (b) The Directors shall, as regards any allotment of shares duly comply with such of the provisions of Sections 68 to 73, as may be applicable thereto.
- (c) Subject to the provision of these Articles, and to the provisions of Sections 84 and 86 the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions either at a premium or at par or at discount and at such times, as the Directors think fit.

- (d) Except to the extent and in the manner allowed by Section 95, no part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares.

6. As regards allotment of shares, including bonus shares from time to time issued, the Directors shall duly comply with Section 73. The Company may if so authorised by a Special Resolution have convertible debentures entitling the holders to exercise option to convert a part thereof, not exceeding twenty five percent, into Ordinary Shares, in the manner provided in the Contract for issue of debentures.

Return as to
Allotment &
Shares in lieu
of loans etc.

The Company if so authorised by Special Resolution may issue ordinary shares or grant option against outstanding balance of any loans, advances or credit due from the Company in the manner provided in the contract for obtaining such loans, advances or credit.

7. The Company shall not issue partly paid shares.

Fully paid shares.

8. The Company may, at any time when shares or debentures or debenture-stock are offered for allotment or for sale, pay commission or brokerage to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture-stock of the Company, or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company, or employed in the sale or under-writing of such shares debenture or debenture-stock subject to compliance with the requirements as prescribed in Section 82 of the Ordinance and the amount of such commission shall be such as will not exceed the rate which may be fixed by the Authority and the rate of brokerage shall not exceed one percent of the price at which shares or debentures issued have been actually sold through the broker or such other rate as may be prescribed by the Authority. The commission and brokerage may be paid or satisfied subject to the provisions of Section 82, either fully or partly in cash or in shares, debentures or debenture-stock of the Company. The Company may make any allotment on the terms that the person to whom such allotment is made shall have the right to call for further shares, at such time or times and at such prices (not being less than par) as may be thought fit.

Commission and
Brokerage

9. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and shall not, except, as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any benami, equitable or other claim to or interest in such share on the part of any other person.

Trust not
recognized
Exchange Commission of Pakistan

10. Shares or debentures may be registered in the name of any person, a limited company or other corporate body, but not in the name of a firm. Not more than four persons shall be registered as joint holders of any shares or debentures.

Who may be
registered

CERTIFICATES

11. The certificates of title to shares and/or debentures and duplicates thereof when necessary shall be issued under the Seal of the Company and signed by two Directors or by one Director and the Secretary, or by one Director and one other person appointed by the Directors for this purpose.

Certificates

Member's right
to Certificate

12. Every member or holder of debenture shall be entitled to certificate in marketable lots (where applicable) for all the shares and/or debentures registered in his name and in the name of other joint holders if any of such shares/debentures. Every certificate of shares/debentures shall specify the denoting numbers of the shares in respect of which it is issued and the amount paid-up thereon.

Fractional
Certificate

13. The Company may issue such fractional certificates as the Directors may approved in respect of any of the shares of the Company on such terms as the Directors think fit as to the period within which the fractional certificates are to be converted into share certificates.

As to issue of
new Certificate
in place of one
defaced, lost
or destroyed

14. If any certificate be worn out or defaced, or there is no further space on the back thereof for endorsements of transfer, then, upon production thereof to the Directors, they may order the same to be cancelled, and may issue a new certificate within forty five days from the date of application in lieu thereof and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, and upon such advertisement being published as the Directors may require, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate, in case of refusal to issue the certificate to the applicant the Company shall notify the reasons for refusal. For every certificate issued under this Article there shall be paid to Company, a fee as the Directors may determine, together with a sum equal to all the actual expenses incidental to the investigation by the Company of the evidence of title destruction or loss and of said indemnity.

To which of
joint-holders
Certificate
to issue

15. The certificate of shares registered in the name of two or more persons shall be delivered to the person first named in the Register.

Provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint-holders shall be sufficient delivery to all.

TRANSFER AND TRANSMISSION

Execution of
Transfer etc.

16. Subject to the provisions of Section 76 no transfer of shares or debentures shall be registered unless a proper instrument of transfer duly stamped and executed has been delivered to the Company together with the certificate or certificates of the shares. The instrument of transfer of any share signed both by the transferor and transferee, may be delivered to the Company either by the transferor or by the transferee and shall contain the name and address both of the transferor and transferee, and the transferor shall be deemed to remain holder of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested to the signature of one credible witness, who shall add his address and occupation.

Loss of
Transfer Deed

17. Where a transfer deed is lost or destroyed or mutilated before its lodgment, the Company may on an application made by the transferee and bearing the stamp required by an instrument of transfer register the transfer of shares or debentures if transferee proves such loss, destruction or mutilation to the satisfaction of the Directors.

Form of
Transfer

18. The instrument of transfer of any share shall be in writing in the usual common form, or in the following form, or as near thereto as circumstances will admit.

SHAHMURAD SUGAR MILLS LIMITED

I, _____ of _____ in consideration of the sum of Rs. _____ paid to me by _____ of _____ hereinafter called the said transferee, do hereby transfer to the said transferee _____ share (or shares) numbered _____ in the undertaking called SHAHMURAD SUGAR MILLS LIMITED to hold unto the said transferee, his executors, administrators and assigns, subject to the several conditions on which I held the same immediately before the execution hereof, and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid. As witness our hands the day of _____ 19. _____

Signature

Witness to the

Signature

Occupation

Address

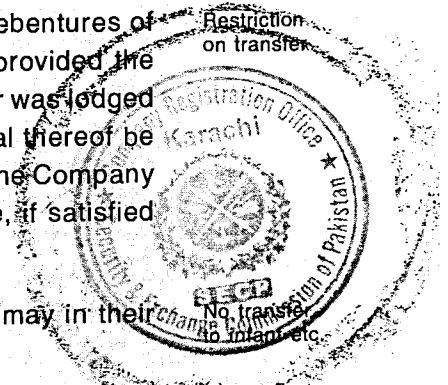
19. The Directors shall not refuse to transfer any fully paid shares or debentures of the Company, unless the transfer deed is for any reason defective or invalid, provided the Company shall within thirty days from the date on which the instrument of transfer was lodged with it notify the defect or invalidity to the transferee who shall, after the removal thereof be entitled to relodge the transfer deed with the Company. Upon such relodgement, the Company shall within thirty days thereof register such transfer in favour of the transferee, if satisfied about removal of such defect or invalidity.

20. No transfer shall be made to a person of unsound mind. Directors may in their discretion refuse to transfer share to a minor.

21. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of the transferor or his right to transfer the share, the transferee shall (subject to Article 19) be registered as a member in respect of shares. The Directors may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.

22. All instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall (except in any case of fraud) be returned to the person depositing the same. Any instrument of transfer retained may be destroyed after three years. If the Directors refuse to register the transfer of any shares they shall within thirty days from the date on which the instrument of transfer was lodged with the Company send to the transferee and transferor, notice of the refusal.

23. No fees will be charged on the transfer of shares. The Transfer Books and Register of Members may be closed during such time as the Directors think fit, not exceeding in the whole forty five days in each year, but not exceeding thirty days at a time, provided always at least seven days previous notice by advertisement in newspapers as is specified in Section 151 of the Ordinance shall first be given for such closure.



Transfer to be left at Office and evidence of title given

When instrument of transfer to be retained

Fee on transfer etc. When Transfer books and register may be closed

Transmission
of registered
shares.

24. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to, or interest in such shares. Before recognising any executor or administrator the Directors may require him to obtain a Grant of Probate, Letters of Administration, Succession Certificate or other legal presentation as the case may be, from some competent Court in Pakistan. Provided nevertheless that in any case where the Board in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of Probate, Letters of Administration, Succession Certificate or such other legal representation upon such terms as to indemnity or otherwise, as the Directors in their absolute discretion, may consider proper.

As to transfer
of shares of
insane, infant,
deceased or
bankrupt
members

25. Any committee or guardian of a lunatic or minor member or any person becoming entitled to or to transfer any shares in consequence of the death or bankruptcy or insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or his title as the Directors think sufficient, may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares, or may, subject to the regulations as to transfer hereinbefore contained, transfer such shares. This Article is hereinafter referred to as "The Transmission Article".

Rights of un-
registered personal
representative
or trustee in
bankruptcy

26. A person so becoming entitled shall have the right to receive and give a discharge for any dividends or other moneys payable or other advantages arising in respect of any share, but he shall have no right to receive notice of, or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member in respect of the share, unless and until he shall be registered as shareholder thereof.

Nomination by
shareholders.

27. The Company shall act in accordance with the provisions of Section 80 of the Ordinance if and when a member deposits with the Company a nomination conferring on one or more persons the right to acquire the interest in the shares specified in the event of his death.

INCREASE AND REDUCTION OF CAPITAL

Powers to
increase
Capital

28. The Company may, from time to time, by Ordinary Resolution increase the Share Capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

On what condi-
tions new shares
may be issued

29. Subject to Section 92, the new shares shall be issued upon such terms and conditions and with such rights as the Resolution creating the same shall direct, and if no direction be given, as the Directors shall determine.

Further issue of
capital by
Directors

30. Subject to the provisions of the Ordinance and the Resolution in General Meeting sanctioning the increase of Share Capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meeting in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person from whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the

ratio which the new shares bear to shares held by the person entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this regulation.

31. Except so far otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provisions contained in these Articles and the provisions of the Ordinance.

How far new shares to rank with shares in original capital

32. The Company may (subject to confirmation by the Court and subject to the provision of Section 97 and 98) from time to time by Special Resolution reduce its Capital by paying off any paid-up capital which is in excess of the needs of the Company or cancelling capital which has been lost or is unrepresented by available assets and may, if and so far as is necessary, alter its Memorandum of Association by reducing the nominal amount of its Share Capital and of its shares accordingly.

Reduction of capital.

SUB-DIVISION AND CONSOLIDATION OF SHARES

33. The Company shall have only Ordinary Share Capital and may by Ordinary Resolution :

Power to modify rights

a. Consolidate and divide the whole and any part of its Share Capital into shares of larger amount than its existing shares;

b. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, and subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 92;

c. Cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.

MODIFICATION OF RIGHTS

34. The Company may by Special Resolution, vary and modify the rights of members of any class of shareholders provided always that such variation or modification shall be carried out only if a majority of at least three-fourth of the members or of the class of members, affected by such alteration, as the case may be, personally or through proxy, vote for such alteration.

Modification of rights

BORROWING POWERS

35. The Directors may obtain finances or raise or secure the repayment of any sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the creation of any mortgage.

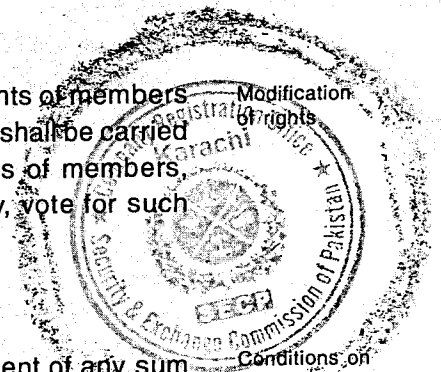
Conditions on which money may be borrowed

36. Subject to the provisions of the Ordinance, and these Articles the Directors may from time to time, at their discretion raise or borrow or secure payment of any sum or sum of money for the purposes of the Company, from any persons, firms, companies or banks and may themselves lend any such sum or sums to the Company on security or otherwise or charge on the undertaking of the whole or any part of the property, present or future, or by the issue of bonds, perpetual or redeemable debentures or debenture-stock of the Company, charged upon all or any part of the property of the Company, both present and future.

Powers to borrow

37. Debenture, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Securities may be assignable free from equities.



38. Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any provisions as to redemption, surrender, drawings and conversion into Ordinary Shares, provided that the Company shall not issue any debenture of whatever nature carrying voting right at any meeting of the Company, except the debenture convertible into Ordinary Shares which may carry voting right not in excess of the voting right attached to Ordinary Shares of equal paid-up value. Issue of debenture by the Company shall be subject to the provisions of Sections 113 to 120 and Section 149.

Inspection
of register
of debentures
holders and
members.

39. (a) Every Register of members and debenture holders of the Company including the index referred to in Section 149 of the Ordinance and the register of the annual list of members as provided in Section 156(4) shall be kept at the Registered Office of the Company and shall, during the business hours, subject to such reasonable restrictions, as the Company in General Meeting may impose, so that not less than two hours in each day be allowed for inspection be open to the inspection of members or debenture holders gratis and to the inspection of any other person on payment of such amount not exceeding the amount as the Company may fix; and any such member, debenture-holder or other person may make extracts therefrom.

(b) Any member or debenture-holder or other person may require a certified copy of the register and index thereof mentioned in Article 39(a), or of any part thereof, on payment of such amount not exceeding the amount as the Company may fix and the Company shall cause any copy so required by any person to be sent to that person within a period of ten days, exclusive of non-working days and days on which the transfer books of the Company are closed, commencing on the day next after the day on which the requirement is received by the Company.

(c) The Company may on giving not less than seven days previous notice by advertisement in some newspaper having circulation in the Province in which the Registered Office of the Company is situated and also in a newspaper having circulation in the Province in which the Stock Exchange on which the Company is listed is situated, close the register of members or debenture-holders, as the case may be, for any time or times not exceeding in the whole forty-five days in a year and not exceeding thirty days at a time.

RESERVES AND DEPRECIATION FUNDS

Reserve

40. The Directors may, from time to time, before recommending any dividend, set apart any and such portion of the profits of the Company as they think fit as Reserve to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends, for repairing, improving or maintaining any of the property of the Company, and for such other purposes of the Company as the Directors in their absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investment (other than shares of the Company), as they may think fit, and from time to time deal with and vary such investment, and dispose of all or any part thereof, for the benefit of the Company, and may divide the Reserve into such special funds as they think fit, with full power to employ the Reserve or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

Depreciation
Fund

41. The Directors may, from time to time, before recommending any dividend, set apart any such portion of the profits of the Company as they think fit, as a Depreciation Fund applicable at the discretion of the Directors, for providing against any depreciation in the investments of the Company or for rebuilding, restoring, replacing or for altering any part of the buildings, work, plants, machinery, or other property of the Company, destroyed or damaged by fire, flood, storm, tempest, earthquake, accident, riot, wear and tear, or any other means whatsoever,

for repairing, altering or keeping in good condition the property of the Company, or for extending or enlarging the building, machinery and property of the Company with full power to employ the assets constituting such Depreciation Fund in the business of the Company, and that without being bound to keep the same separate from the other assets.

42. All moneys carried to the Reserve and Depreciation Fund respectively shall nevertheless remain and be profits of the Company applicable, subject to due provision being made for actual loss or depreciation, for the payment of dividends and such moneys and all the other moneys of the Company may be invested by the Directors in or upon such investments or securities as they may select, or may be used as working capital or may be kept in any Bank on deposit or otherwise as the Directors may from time to time think proper.

Investment
of money

GENERAL MEETING

43. (a) The Company shall hold in the town in which the Registered Office of the Company is situated, in addition to any other meeting, a General Meeting, as its Annual General Meeting, once at least in every calendar year within a period of six months following the close of its financial year and not more than fifteen months after the holding of its last preceding Annual General Meeting as may be determined by the Directors.

Annual
General
Meeting

(b) The notice of an Annual General Meeting shall be sent to the shareholders at least twenty one days before the date fixed for the meeting and such notice, in addition to its being despatched in the normal course, shall also be published at least in one issue each of daily newspaper in English language and a daily newspaper in Urdu language having circulation in the Province in which the Stock Exchange on which the Company is listed is situated.

Notice of Annual
General Meeting

44. All General Meetings of the Company other than an Annual General Meeting referred to in Article 43, shall be called Extra-ordinary General Meeting.

Distinction bet-
ween Ordinary
& Extraordinary
Meetings

45. The Directors may, whenever they think fit, call an Extra-ordinary General Meeting and an Extra-ordinary General Meeting shall also be called on such requisition as is provided by Section 159(2) of the Ordinance. Notice of the Extra-ordinary General Meeting shall be sent to the members at least twenty-one days before the date of the meeting and shall also be published in the manner provided in Article 46(b). In the event of an emergency affecting the business of the Company an Extra-ordinary General Meeting may be held with the authorisation of the Registrar of Joint Stock Companies at such shorter notice as he may specify.

When General
Meetings to
be held

46. The following provisions shall apply to the General Meetings of the Company or meetings of a class of members of the Company namely :

Provision as
to notices

(a) Notice of the meeting specifying the place and the day and hour of the meeting alongwith a statement of the business to be transacted at the meeting shall be given:

- i) to every member of the Company;
- ii) to any person entitled to a share in consequence of death of a member if the interest of such person is known to the company; and

- iii) to the Auditor or Auditors of the Company in the manner in which notices are required to be served by Section 50.

But the accidental omission to give notice to, or the non-receipt of notice by any member shall not invalidate the proceedings at any meeting.

- (b) Where any special business, that is to say business other than consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the declaration of dividend, the appointment and fixation of remuneration of Auditors and the election or appointment of Directors, is to be transacted at a General Meeting there shall be annexed to the notice of the meeting a statement setting out all material facts, concerning such business including, in particular, the nature and extent of the interest, if any therein of every Director, whether directly or indirectly, and, where any item of business consists of the according of approval to any document by the meeting, the time when and the place where the document may be inspected shall be specified in a statement.
- (c) Subject to the provisions of the Ordinance so far as they relate to the election and appointment of Directors, the provisions of clause (b) shall apply mutatis mutandis to a meeting where ordinary business, being business other than special business, is to be transacted.
- (d) With the notice for a meeting the Company shall send to the members copies of draft resolutions, other than routine or procedural resolutions, which are proposed for consideration in the meeting.

PROCEEDINGS AT GENERAL MEETING

Business of
Ordinary
Meeting

47. The business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in place of those retiring in the manner provided in Section 178, to elect Auditors, to declare dividends and to transact any other business which under these Articles and under the Ordinance ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting shall be deemed special.

Quorum

48. Five members entitled to vote and present in person or by proxy of whom at least three shall be present in person, representing not less than twenty-five percent of the total voting power either of their own account or as a proxy, shall be quorum for a General Meeting for all purposes.

Quorum to be
present when
business
commenced

49. No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of business.

Chairman of
General
Meeting

50. The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting, or if there be not such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the Vice Chairman shall be entitled to take chair at every General Meeting and if there be such Vice Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is not willing to act, the members present shall choose another Director as Chairman, and if no Directors be present or if all the Directors present decline to take the chair, then the members present shall choose one of their number being a member entitled to vote to be the Chairman.

51. If within half-an hour from the time appointed for the meeting a quorum is not present, the meeting if called upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half-an hour from the time appointed for the meeting, the members present, being not less than two shall be a quorum.

When, if quorum not present, meeting to be dissolved and when to be adjourned.

52. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

How questions to be decided at meetings

53. At a General Meeting a resolution put to the vote in the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, in accordance with the provisions of Sub-section (1) of Section 167 of the Ordinance and unless a poll is so demanded, a declaration by the Chairman that a resolution, has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to the effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

What is to be evidence of the passing of a resolution where poll not demanded.

54. A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken at such time, not more than fourteen days from the day on which the poll was demanded, as the Chairman of the meeting may direct; when a poll is taken, the Chairman or his nominee and a representative of the members demanding the poll shall scrutinise the votes given on the poll and the result shall be announced by the Chairman. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Subject to the provisions of these Articles, the Chairman shall have power to regulate the manner in which a poll shall be taken. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. In case of any dispute as to the admission or rejection of a vote on poll, the Chairman shall decide such dispute and his decision made in good faith shall be final and conclusive.

Time of taking poll

55. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but not business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Power to adjourn General Meeting

56. The demand of poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Business may proceed notwithstanding demand of poll

VOTE OF MEMBERS

57. On a show of hands every member present in person shall have one vote except for election of Directors in which case the provisions of Article 86 herein shall apply. On a poll every member shall have voting rights as are laid down in these Articles.

58. Where a company registered under the provisions of the Ordinance is a member of the Company such company may by resolution of its Directors authorise any of its officials or any other person to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Company which he represents, as if he were an individual shareholder of the Company. Such authorised person

Vote of Members

Procedure where a company is a member of the Company

shall not be deemed to be proxy. It shall be sufficient evidence of the validity of the appointment of such authorised person for purpose of acceptance by the Company if he produces and deposits at the meeting of the Company a copy of the resolution of Directors of such company duly certified by any one Director of such company, as being a true copy of the resolution. So long as such resolution is in force, such company shall not vote by proxy.

Votes in
respect of
deceased,
insane and
insolvent
members

59. Any person entitled under the Transmission Article to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non compos mentis, he may vote whether on a show of hands or at a poll, by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy.

Joint-holders

60. Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he was solely entitled thereto and if more than one of such joint-holders be present at any meeting either personally or by proxy that one of the said persons so present whose name stands first on the Register in respect of such share alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint-holders thereof.

Proxies
permitted

- 61 (a) Votes may be given either personally or by proxy, or, in the case of a company, by a representative duly authorised as aforesaid.
- (b) Every notice of a meeting of the Company shall prominently set out the member's right to appoint a proxy and the right of such proxy to attend, speak and vote at the meeting and every such notice shall be accompanied by a proxy form mentioned in Article 55.
- (c) A member entitled to vote at a meeting shall be entitled to inspect all proxies lodged with the Company during its business hours.

Instruments
appointing
proxy to be
in writing.
Proxy may
be General
or Special

62. The instrument appointing a proxy shall be in writing under the hands of the appointer or of his Attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its Attorney. A proxy who is appointed for a specified meeting only shall be called a Special Proxy. Any other proxy shall be called General Proxy. No person shall be appointed as Proxy who is not a member of the Company and qualified to vote. A proxy shall have such rights as respects speaking and voting a Meeting as are available to a Member personally present at the Meeting. A member shall not be entitled to appoint more than one proxy to attend any one Meeting. If any Member appoints more than one proxy for any one Meeting and more than one instruments of proxy are deposited with the Company, all such instruments shall be rendered invalid.

When proxy
to be
deposited

63. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a potentially certified copy of that Power or authority, shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

64. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been received at the Office before the meeting. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

When vote by proxy valid through authority revoked.

65. Every instrument appointing a Special Proxy shall, as nearly as circumstances will admit, be in the form or to the effect following and shall be retained by the Company.

Form of instrument appointing a Special Proxy

"SHAHMURAD SUGAR MILLS LIMITED."

I, _____ of _____ being a member of
Shahmurad Sugar Mills Limited hereby appoint _____ of
or (failing him) _____ of
as my proxy to attend and vote for me and on my behalf at the (Ordinary or
Extraordinary, as the case may be) General Meeting of the Company to be held on
the _____ day of _____ 19 _____ and at any adjournment thereof.

In witness my hand this _____ day of _____ 19 _____

(Signed by said)

in the presence of

66. No member shall be entitled to be present or vote on any question either personally or by proxy or as proxy for another member at any General Meeting or upon a poll or be reckoned in a quorum or be deemed to have acquired shares by transfer, unless his name has been first entered as the registered holder of the shares in respect of which he claims to vote on show of hands or on poll, but this shall not affect the right of the person to vote who is entitled under the Transmission Article to the transfer of shares of the Company.

Restriction on voting

DIRECTORS

67. The Directors of the Company shall not be less than seven.

Minimum number of Directors

68. The following elected Directors of the Company shall continue in force till 20th March, 1989 on which date their three years term expires:

1. Mr. Ellias H. Zakaria
2. Mr. Ismail H. Zakaria
3. Mr. Yusuf Ayoob
4. Mr. Suleman Ayoob
5. Mr. Kader Jaffer
6. Hafiz Nooruddin Ahmed
7. Mr. A. Aziz Ayoob
8. Mr. A. Ghaffar Chamdia
9. Mr. Shamshad Ahmed.



Creditors may
nominate
Directors

69. In addition to the Directors elected or deemed to have been elected by shareholders, the Company may have Directors nominated by the Company's creditors or other special interests by virtue of contractual arrangements.

Powers of
Directors to
appoint additional Directors.

70. The Directors shall have power at any time and from time to time to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not, at any time, exceed the maximum number fixed. But any Directors so appointed shall hold office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

Technical
Directors

71. The Directors shall have power at any time and from time to time to appoint any qualified person or persons as a Technical Director or Directors and such Technical Director or Directors may be appointed only for a number of meetings and/or for a fixed period on such special remuneration as may be determined by the Board of Directors. The number of such Directors appointed shall not be counted within the minimum or maximum fixed for the number of Directors in the Articles.

Qualification
of Directors

72. A Director must be a member of the Company, provided that (i) a Director representing the Government of an institution or authority which is a member, or (ii) a whole time Director who is an employees of the Company, or (iii) a Chief Executive, or (iv) a person representing a creditor not be a member.

73. Save as provided in Article 72, the qualification of a Director shall be holding of shares in the Company of the nominal value of Rs. 5,000 in his own name but a Director representing an interest holding shares of the nominal value of Rs. 5,000, or more shall require no share qualification.

Failure of
Director to
acquire
qualification

74. If a Director fails to acquire his share qualification within two months, he shall cease to be a Director forthwith but all acts done by him during the interim period of his office as Director shall be held to have been properly done.

Remuneration
of Directors

75. unless otherwise determined by the Company in General Meeting each Director attending the meeting shall be paid out of the Funds of the Company by way of remuneration for his services a sum not exceeding Rs.5,000/- for each meeting of the Directors. The Directors may allow and pay to any Director who for the time being is resident out of the place at which any meeting of the Directors may be held and who shall come to that place for the purpose of attending the meeting, such sum as the Directors may consider fair and reasonable for his expenses in connection with his attending the meeting in addition to his remuneration as above specified.

Special remuneration to Directors for performing extra duties

76. Any Director appointed to any executive office including for the purpose of this Article the office of Chief Executive/Chairman or to serve in any Committee or to devote special attention to the business of the Company or who otherwise perform extra services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Directors, may be paid such extra remuneration by way of a salary fees, percentage of profits or otherwise as shall from time to time be determined by the Board of Directors provided that so long as is required by the Controller of Capital Issues such remuneration shall require approval of the members in General Meeting.

Consent
to act

77. No person shall be appointed or nominated a Director or Chief Executive of a Company or represent as holding such office, not shall any person describe or name any

other person as a Director or proposed Director or Chief Executive or proposed Chief Executive of any Company, unless such person or such other person has given his consent in writing to such appointment or nomination and that consent has been filed by the Company with the Registrar before such appointment or nomination or being described or named as a Director or proposed Director or Chief Executive or proposed Chief Executive of the Company, as the case may be.

78. No person shall be appointed as a Director of the Company if he :-

Ineligibility
to become
Director

- (a) is a minor;
- (b) is of unsound mind;
- (c) has applied to be adjudicated as an insolvent and his application is pending;
- (d) is an undischarged insolvent;
- (e) has been convicted by a Court of law for an offence involving moral turpitude;
- (f) has been debarred from holding such office under any provision of this Ordinance;
- (g) has betrayed lack of fiduciary behaviour and a declaration to this effect has been made by the Court under Section 217 at any time during the preceding five years;
- (h) is not a member;

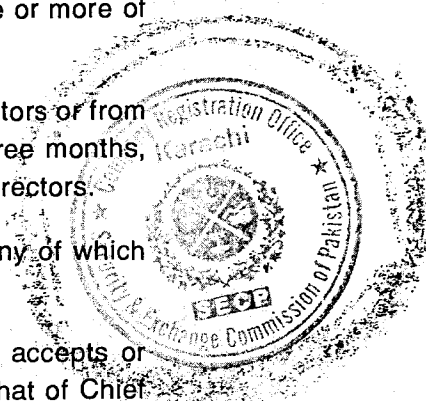
Provided that clause (h) shall not apply in the case of

- i) a person representing the Government or an institution or authority which is a member;
- ii) a whole time Director who is an employed of the Company;
- iii) a Chief Executive; or
- iv) a person representing a creditor.

79. A Directors shall ipso facto cease to hold office if :

Vacation of
office by
Director

- (a) He become ineligible to be appointed as a Director on any one or more of the grounds enumerated in clauses (a) to (h) of Article 78.
- (b) He absents himself from three consecutive meeting of the Directors or from all the meetings of the Directors for a continuous period of three months, whichever is the longer, without leave of absence from the Directors.
- (c) He or any firm of which he is a partner or any private company of which he is a Director
 - i) without the sanction of the Company in General Meeting accepts or holds any office of profit under the Company other than that of Chief Executive or a legal or technical advisor or a banker; or



ii) accepts a loan or guarantee from the Company in contravention of Section 195 of the Ordinance.

iii) he is removed as a Director by resolution under Section 181 of the Ordinance.

(d) He resigns from his office.

Director may
Contract with
the Company

80. Subject to Sections 214, 215 and 216, the Directors shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership or in which any Director shall be a member or otherwise interested to void nor shall any Director so contracting or being such member so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

Specified
compliances

81. The Company, its Directors or Officers, as the case may be, shall comply with the provisions of Sections 214 to 227 of the Ordinance, regarding disclosure of interest by the Directors and Officers, restriction on voting, disclosure to member of interest, keeping of register of Directors' share holding notice of beneficial interest, filling of statements of such interest, prohibition of short-selling, purchase and sale of the Company's security and depositing of provident fund.

Directors of
Company may
be Directors
of a Subsidiary company

82. The Director of the Company may be or become Directors of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as Directors or member of such company.

ELECTION OF DIRECTORS

Period of office
of Directors

83. A Director shall hold office for a period of three years unless he earlier resigns, become disqualified from being a Director or otherwise ceases to hold office.

Eligible for
re-election

84. A retiring Director shall be eligible for re-election.

85. The Company at the General Meeting at which a Director retires in manner aforesaid, may fill up the vacated office by electing a person thereto as provided in Article 83, provided election of all the directors to be elected under Article 83 shall be held at the same General Meeting.

Election
of Directors

86. 1. The Directors shall subject to Article 67 fix the number of elected Directors of the Company not later than thirty five days of the convening of the General Meeting at which Directors to be elected, and the number so fixed shall not be changed except with the prior approval of a General Meeting of the Company.

2. The notice of the meeting at which Directors are proposed to be elected shall among other matter expressly state :

(a) The number of elected Directors fixed under Article 86(1) and;

(b) The names of the retiring Directors.

3. Any person who seeks to contest an election to the office of Director shall, whether he is a retiring Director or otherwise, file with the Company not later than fourteen days before the date of meeting at which elections are to be held, a notice of his intention to offer himself for election as a Director.

Provided that any such person may at any time before the holding of election, withdraw such notice.

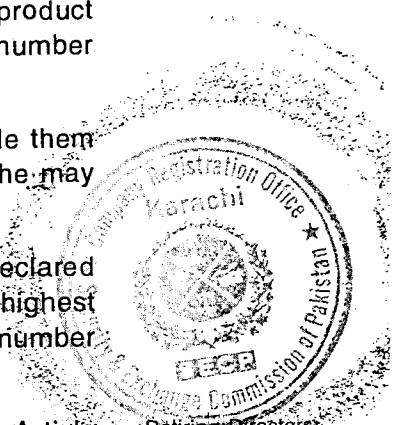
4. All notices received by the Company in pursuance of Article 86(3) shall be transmitted to the members not later than seven days before the date of the meeting by publication at least in one issue each of a daily newspaper in English language and a daily newspaper in Urdu language having circulation in the Province in which the Stock Exchange on which its shares are listed is situated.
5. The Directors of the Company shall, unless the number of persons who offer themselves to be elected is not more than the number of Directors fixed under Article 67 be elected by the members of the Company in General Meeting in the following manner, namely:
- (a) A member shall have such number of votes as is equal to the product of the number of voting shares or securities held by him and the number of Directors to be elected;
 - (b) A member may give all his votes to a single candidate or divide them between more than one of the candidates in such manner as he may choose; and
 - (c) The candidate who gets the highest number of votes shall be declared elected as Director and then the candidate who gets the next highest number of votes shall be so declared and so on until the total number of Directors to be elected has been so elected.

87. In addition to the Directors elected or deemed to have been elected under Article 86 the Company may have Directors nominated by the Company's creditors or other special interest by way of contractual arrangement.

88. Any casual vacancy occurring among the Directors may be filled up by the Directors, provided that any person so chosen shall remain in office so long as the vacating Director would have retained the same if no vacancy had occurred. The continuing Directors may act notwithstanding any vacancy in their body, but so that if the number falls below the minimum fixed above, the Directors shall not, except for the purpose of filling vacancies, act so long as the number is below the minimum.

89. The Company shall keep at its office a register containing names and addresses and occupation and other particulars required by Section 205 of the Ordinance, of its Director and officers and shall send to the Register a return and shall also from time to time notify to the Register any change that takes place in such Directors or officers, as the case may be.

90. A Director who is out of Pakistan for not less than three months may, with the approval of the Board of Directors, by notice in writing under his hand, appoint an Alternate Director during his absence out of Pakistan, and such appointment shall have effect, and such appointee shall be entitled to notices of meetings of the Directors and to attend and vote thereat accordingly; but he shall, ipso facto, vacate office if and when the appointer returns to Pakistan or vacates office as Director or removes the appointee from office as Director by notice in writing under his hand.



Retiring Directors to remain in office till successors are appointed

Directors may fill up casual vacancy

Register of Directors and Officers and notice changes

Alternate Director

Responsibility
of Alternate
Director

91. An Alternate Director shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of an Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

Power to
remove
Director by
Extraordinary
Resolution

92. The Company may, by resolution in General Meeting remove any Director, whose period of office is liable to termination at any time by retirement of Directors before the expiration of his period of office, and may appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected Director. A Director so removed shall not be re-appointed a Director by the Board of Directors. Provided that a resolution for removing a Director or reducing the number of Directors, shall not be deemed to have been passed unless the number of votes cast in favour of such a resolution is not less than :-

- (a) the minimum number of votes that were cast for the election of a Director at the immediately preceding election of Directors, if the resolution relates to removal of a Director elected in the manner provide in Article 86(5) hereof; or
- (b) the total number of votes for the time-being computed in the manner laid down in Article 86(5) hereof divided by the number of Directors for the time being, if the resolution relates to removal of a Director appointed under Article 88 hereof;

PROCEEDINGS OF DIRECTORS

Meeting of
Director
and Quorum

93. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Provided always that they shall so meet at least twice a year. The quorum at a Directors' meeting shall consist of not less than one-third of their number or four whichever is greater, including Alternate Director present in person at the Board of Directors' meeting. Provided further that if within half an hour from the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the next working day at the same time and same place.

Directors may
summon
meeting

94. The Chairman or Chief Executive may at any time and shall upon the request of any Director convene a meeting of Directors. It shall not be necessary to give notice of meeting of the Directors to a Director who is not for the time being resident in Pakistan. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

Chairman

95. If at any meeting of the Directors the ex-officio Chairman be not present at the time appointed for holding the same, the Directors present shall choose some one of them to be the Chairman of such meeting.

Vice-Chairman

95-A. The Chairman of the Company if is not in town, the Vice Chairman will act as the Chairman of the Company and Article 95 regarding appointment of Chairman from amongst the Directors will be applicable if the Chairman and Vice Chairman both are not present.

96. A meeting of the Directors for the time being at which a quorum be present shall be competent to exercise all or any of the authorities, powers and directions by or under the Articles of the Company for the time being vested in or exerciseably by the Directors generally.

Power of
Quorum

97. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Directors the continuing Directors may act for the purposes of increasing their number by co-option of new Directors or for summoning a General Meeting of the Company, but for no other purpose.

When Directors
may not with-
out quorum

98. The Directors may from time to time delegate any of their powers to Committee consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any Committee formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors.

Directors may
appoint
Committee

99. The meetings and proceedings of any such Committees, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and not superseded by any regulation made by the Directors under the last preceding Article.

Proceedings of
Committee

100. Except for the purposes of Section 196 of the Ordinance, a resolution in writing signed or initialled by all the Directors for the time being in Pakistan (not being less than four Directors) shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted. A certificate by the Chairman at foot of any such resolution certifying that the Directors signing or initialling the resolution are all the Directors present in Pakistan at the date of the resolution shall be final and conclusive in that behalf.

Resolution
without a Board
meeting is valid

101. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall notwithstanding that is shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that the or any of them were disqualified, be a valid as if every such person has been duly appointed and was qualified to be a Director.

When acts of
Directors or
Committee
valid notwith-
standing defec-
tive appointment
etc.

MINUTES

102. The Directors shall cause minutes to be duly entered in books provided for the purpose :

Minutes to
be made

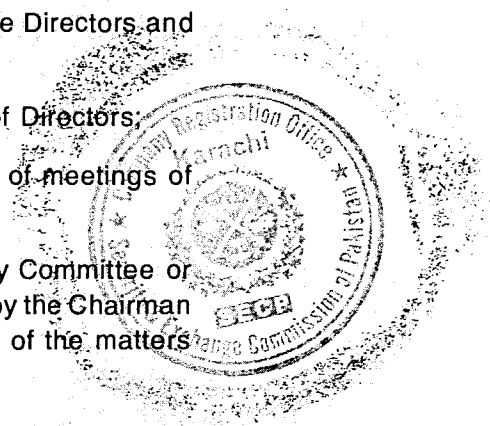
- (a) of the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
- (b) of all orders made by the Directors and the Committees of Directors;
- (c) of all resolutions and proceedings of General Meeting and of meetings of the Directors and Committees of Directors.

And any such minutes of any meeting of the Directors or of any Committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

POWERS OF DIRECTORS

103. The management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is, by its Memorandum of Association and otherwise, authorised to exercise and do and are

General powers
of Company
vested in
Directors



not hereby or by statutes directed to require to be exercised or done by the Company in General Meeting but subject, nevertheless, to the provisions made by the Company in General Meeting from time to time; provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific
powers given
to Directors

104. Without prejudice to the general powers conferred by the last preceding Article and to any other power or authorities conferred by these presents on the Directors and subject to the restrictions of Section 197 of the Ordinance it is hereby expressly declared that the Directors shall have the following powers, that is to say :

To pay preliminary expenses

(a) to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;

To acquire
and dispose
of property
and rights

(b) to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and subject to the provisions of Section 196(3) of the Ordinance to sell, let, exchange or otherwise dispose of, absolutely or conditionally any part of the property, privileges and undertaking of the Company upon such terms and conditions, and for such consideration as they may think fit;

To secure
contracts
by mortgage

(c) to secure the fulfillment of any contracts, agreements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they think fit;

To appoint
Officers etc.

(d) to appoint and, at their discretion remove or suspend agents, Managers, Secretaries, Officers, Legal Advisors, Clerks and Servants for permanent, temporary or special services as they may, from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and for such amount as they think fit, and to send any such persons to foreign countries for technical education or otherwise for the purpose of the Company's business and pay all expenses thereof on such terms as the Directors may think fit;

To appoint
trustees

(e) to appoint any person or persons (whether incorporated or not) to accept and hold trust for the Company any property belonging to the Company in which it is interested or for any other purposes and to execute and do all such trusts and also all such deeds, documents, and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;

To bring and
defend
action etc.

(f) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts, dues, and of any claim or demands by or against the Company;

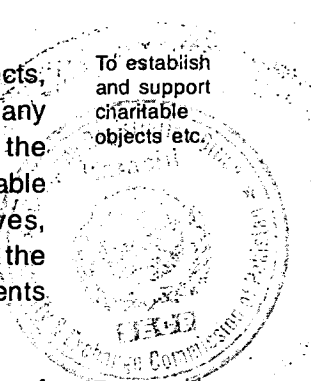
To refer to
arbitrations

(g) to refer any claims or demands by or against the Company to arbitrations and observe and perform or resist the awards;

To act in matters
of bankrupts and
insolvents

(h) to act on behalf of the Company in all matters relating to bankrupts and insolvents;

- | | |
|---|--|
| (i) to determine who shall be entitled to sign on the Company's behalf Allotment Letters, Share Certificates, bills, notices receipts, acceptances, endorsements, cheques, releases, contracts and documents; | To authorise execution etc. |
| (j) from time to time provide for the management of the affairs of the Company either in different parts of Pakistan or elsewhere in such manner as they think fit, and in particular to establish branch offices and to appoint any persons to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit; | To appoint attorneys |
| (k) subject to the provisions of Sections 208 and 209 of the Ordinance, to invest and deal with any of the moneys of the Company upon such securities (not being shares in this Company) and in such manner as they think fit, and from time to time vary or realise such investments; | To invest moneys |
| (l) to execute, in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur personal liability for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on; | To give security by way of indemnity |
| (m) to give to any persons employed by the Company, as remuneration for their services as such a commission on the profits of any particular business or transaction or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expense of the Company; | To give percentage of profit by way of remunerations |
| (n) from time to time, to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants; | To make bye-laws |
| (o) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company; | To make contracts etc. |
| (p) to establish, maintain, support and subscribe to any public or charitable objects, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, bonuses or charitable aid to any person or persons who have served the Company or to the wives, children, or dependents of such person or persons, that may appear to the Directors just or proper, whether any person, his widow, children or dependents have or have not a legal claim upon the company; | To establish and support charitable objects etc. |
| (q) before recommending any dividends, to set aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities, compensations; or to create any Provident or Benefit Funds in such or any other manner as the Directors may deem fit; | To set aside profits for provident fund |
| (r) to make and alter rules and regulations concerning the time and manner of payment of the contributions of the employees and the Company respectively to any such fund and the accrual, employment, suspension and forfeiture | To make and alter rules |



of the benefits of the said Fund and the application and disposal thereof, and otherwise in relation to the working and management of the said Funds as the Directors shall, from time to time, think fit;

To give receipts

- (s) to make and give receipts, releases, and other discharges for money payable to the Company and for the claims and demands of the Company;

To delegate powers

- (t) subject to the provisions of the Ordinance, to delegate, from time to time, all or any of the powers conferred upon them to the Managing Director other than the power to issue debentures and Participation Term Certificate as they may think fit;

To pay for property in debentures etc.

- (u) at their discretion to pay for any property, rights, and privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures, Participation Term Certificates, or other securities of the Company, and any such shares may be issued either a fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, Participation Term Certificates or other securities may be either specifically charged on all or part of the property of the Company and its uncalled capital or not so charged;

CHIEF EXECUTIVE

Appointment of Chief Executive

105. (a) The Directors of the Company shall appoint any person including an elected Director to be the Chief Executive in the manner provided in Sections 198 and 199 of the Ordinance and in whom shall vest the powers and functions in relation to the management and administration of the affairs of the Company subject to general supervision and the control of the Directors. The Chief Executive shall be called Managing Director and shall hold office for a period not exceeding three years from the date of appointment on such terms and conditions as the Directors may determine and shall if he is not already a Director of the Company be deemed to be the Director of the Company. Upon expiry of the terms, the Chief Executive shall be eligible for re-appointment;
- (b) The Chief Executive shall act subject to the restrictions and removal as are provided in Sections 201 and 203 of the Ordinance;

LOCAL MANAGEMENT

106. The following provisions shall have effect:-

Local Management

- (a) the Directors may, from time to time, provide for the management of the affairs of the Company outside Pakistan or in any special locality in Pakistan in such manner as they shall think fit and the provisions contained in the next following paragraphs shall be without prejudice to the general powers conferred by this paragraphs;

Local Board

- (b) the Directors, from time to time and at any time, may establish any local board or agencies for managing any of the affairs of the Company outside Pakistan or in specified locality in Pakistan and may appoint any persons to be members of the such local Board or any managers or agents and fix their remuneration;

- (c) the Directors, from time to time and at any time may, subject to the provisions of the Ordinance delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors, other than the power of borrowings, making calls and issuing debentures; and may authorise the members for the time being of any such local Board or any of them to fill up and vacancies therein and to act notwithstanding vacancies and any such appointment of delegation may be made on such terms and subject to such conditions as the Directors may think fit; and the Directors may at any time remove any person so appointed and may annual or vary any such delegation;
- (d) the Directors may at any time, and from time to time, by power of attorney under the Company's Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion, not exceeding those vested in or exercisable by the Directors under these presents, and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may, if the Directors think fit, be made in favour of the members or any member or any local Board, established as aforesaid, or in favour of any company or of the members, directors nominees, or managers of any company or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such Attorney or Attorneys as the Directors may think fit;
- (e) any such delegates or attorneys, as aforesaid, may be authorised by the Directors to sub-delegate all or any of the powers, authorities, any discretions for the time being vested in them.

Delegation of
managementPower of
Attorney

Sub-delegation

THE SEAL

107. The Directors shall provide for the safe custody of the Seal and subject to the provisions hereinbefore contained as for the signature to certificates of title to share in the Company, the Seal shall never be used except by the authority previously given of the Directors or a Committee of the Directors and two Directors at least shall sign every instrument to which the Seal is affixed. Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding to the Company, notwithstanding any irregularity of the Directors issuing the same.

Custody of Seal

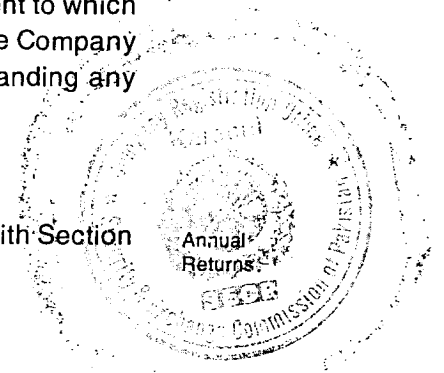
RETURNS

108. The Company shall make the requisite Annual Return in accordance with Section 156 of the Ordinance.

DIVIDENDS

109. Subject to the provisions of these presents as to the Reserve Fund and Depreciation Fund, that part of the net profits of the Company which the Directors, decide to distribute by way of dividend in respect of any year or other period shall be applied in the payment of a dividend on the Ordinary Shares of the Company.

110. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for payment provided the dividends shall be paid within the period specified in the Ordinance.

How-Profit
shall be
dividedDeclaration
of dividend

Restrictions on
amount of
Dividends

111. No larger dividend shall be declared than is recommended by the Directors.

Dividend out
of profit only
and not to
carry interest.

112. No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits and dividends shall not carry any interest as against the Company.

What to be deem
not profit

113. The declaration of the Directors as to the amount of Net Profit of the Company shall be conclusive.

Interim
Dividend

114. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.

Dividend
in specie

115. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debenture or debenture-stock either of the Company, or of any other Company or in any one or more such ways.

Effect of
transfer

116. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Retention
in certain
cases

117. The Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission Article entitled to become a member or which any person under that Article is entitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same.

Dividend to
joint-holders

118. Any one of several persons who are registered as the joint-holders of any share, may give effectual receipts for all dividends and payments on account of dividend in respect of such share.

Despatch
by post

119. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or, in the case of joint-holders to the registered address of that one whose name stand first in the Register in respect of the joint-holding, or to such persons and such address as the member or persons entitled or such joint-holders, as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of such other person entitled or such joint-holders as the case may be, may direct. Several executors or administrators of a deceased member in whose sole name any share shall stand, shall for the purposes of this clause be deemed to be joint-holders thereof.

Unclaimed
Dividend

120. All dividend unclaimed for one year after having been declared shall be kept in trust by the Company but may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, when it shall forthwith be paid to the person entitled to it.

CAPITALISATION OF PROFIT

Capitalisation
of Reserves

121. Any General Meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or Depreciation Fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalised and distributed amongst such of the share-holders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such share-holders in paying in full either at par or at such premium as the resolution may provide any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly on, in or towards payment of

the uncalled liability on any issued shares or debentures or debenture-stock, and that such distribution or payment shall be accepted by such share-holders in full satisfaction of their interest in the said capitalised sum.

122. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Director to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for in the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as full paid-up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Directors to do all acts and things for capitalisation

BOOKS AND DOCUMENTS

123. (1) The Directors shall cause to be kept at the Registered Office of the Company proper books of account with respect to :

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company;
- (c) all the assets and liabilities of the Company;
- (d) particulars regarding to utilisation of material or labour or to other inputs or items of cost as may be prescribed if the Company is a Company of the class which is required by the Authority to include such particulars in the Books of Account.

(2) The Company shall be deemed to have compiled with the provisions of Clause (1) above, if proper books of accounts relating to the transactions effected at the branch office of the Company are kept at the branch office and proper summarised returns, made up to date at intervals of not more than three months are sent by such branch office to the Company's Registered Office.

(3) The books of accounts kept whether at the Registered Office or at the branch office shall contain true and fair view of the state of affairs of the Company and to explain its transactions.

124. The books of account shall be kept at the Office of the Company or at such other place as the Directors think fit, and shall be open to inspection by the Directors during business hours.

Where books to be kept

125. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books or papers of the Company or any of them shall be open to the inspection of members, not being Directors, and no member, (not being a Director) shall have any right of inspecting any account and books or papers of the Company except as conferred by the Ordinance or authorised by the Directors or by the Company in General Meeting.

ACCOUNTS AND BALANCE SHEET

Preparation of
Profit and Loss
Accounts

126. The Directors shall cause to be prepared and to be laid before the Company in General Meeting such Profits and Loss Accounts as are stipulated under the Ordinance. The Profit and Loss Account shall in addition to matters referred to in Section 234 and the Fourth Schedule referred to therein show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance to profit and loss may be laid before the meeting, and in cases where any items of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

Provided always that provisions of the Article shall be deemed to require that a statement of the reasons why, of the whole amount of any item of expenditure which may in fairness be distributed over several years only shall be shown in the profit and loss account, unless the Company in General Meeting shall determine otherwise.

Preparation of
Balance Sheet

127. A Balance Sheet shall be made out in every year and laid before the Company in General Meeting made up to a date not more than six months before such meeting. The Balance Sheet shall be audited and shall be accompanied by a Report of the Directors and also Report of the Auditors as to the State of the Company's affairs, and the amount (if any) which the Directors recommended to be paid by way of dividend, and the amount (if any) which they propose to carry to a reserve fund.

Copies of
Balance Sheet
and Report
to be posted
to persons
entitled

128. (1) The Company shall send a copy of such Balance Sheet and Profit and Loss Account so audited together with a copy of the Auditor's Report and the Director's Report to the registered address of every member of the Company at least twenty-one days before the meeting and shall keep a copy at the Registered Office of the Company for the inspection of the members of the Company during a period of at least twenty-one days before that meeting.
- (2) The Company shall simultaneously with the despatch of the Balance Sheet and Profit and Loss Account together with the requisite reports send five copies of such Balance Sheet and Profit and Loss Account and other documents to the Authority, the Stock Exchange and the Registrar of Joint Stock Companies. The Directors shall comply with the requirements of Section 242 of the Ordinance.
- (3) The Company shall :
- (a) within two months of the close of the first half of its year of account, prepare and transmit to the members and the Stock Exchange in which the shares of the Company are listed a Profit and Loss Account for, and Balance Sheet as the end of that half-year, whether audited or otherwise; and
 - (b) simultaneously with the transmission of the half-year Profit and Loss Account and Balance Sheet to the members and the Stock Exchange, file with the Registrar and the Authority such number of copies thereof, not being less than five as may be prescribed by the Authority.

Provisions
concerning
Balance Sheet
and Director's
Report

129. (1) The Balance Sheet and Profit and Loss Account of the Company shall be approved by the Directors and shall be signed by the Chief Executive and at least one Director.

- (2) When the Chief Executive is for the time being not in Pakistan, then the Balance Sheet and Profit and Loss Account or income and expenditure of the Company shall be signed by not less than two Directors for the time being in Pakistan but in such a case there shall be sub-joined to the Balance Sheet and Profit and Loss Account or Income and Expenditure Account a statement signed by such Directors explaining the reasons for non-compliance with the provisions of Clause (1) above.
- (3) The Directors shall make out and attach to every Balance Sheet a report with respect to the state of the Company's affairs, the amount, if any, which they recommend should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically in the Balance Sheet or to a Reserve Fund, General Reserve or Reserve Account to be shown specifically in a subsequent Balance Sheet.
- (4) The Directors Report shall, in addition to the matters specified in Clause 3 above :
 - (a) disclose any material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report;
 - (b) so far as is material for the appreciation of the state of the Company's affairs by its members, deal with any changes that have occurred during the financial year concerning the nature of the business of the Company or in the classes of business which the Company has interest, whether as a member of another company or otherwise, unless the Authority exempts the company from making such disclosure on the ground that such disclosures would be prejudicial to the business of the Company;
 - (c) contain the fullest information and explanation in regard to any reservation, observations, qualification or adverse remarks contained in the Auditor's Report;
 - (d) circulate with it information about the pattern of holding of the shares in the form prescribed.

130. The Directors shall in all respect comply with the provisions of Sections 236, 242 and 243 of the Ordinance or any statutory modification thereof for the time being in force.

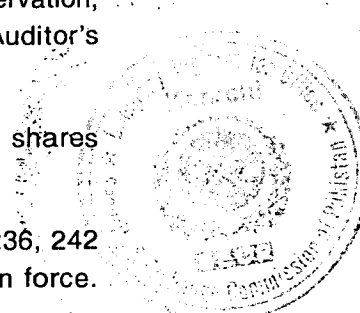
AUDIT

131. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account, ascertained by one or more auditor or auditors.

Accounts to
be audited
annually

132. The Company at the first Ordinary Meeting in each year shall appoint an Auditor or Auditors to hold office until the first Ordinary Meeting in the following year and his or their appointment, remuneration, rights and duties shall be regulated by Sections 252 and 257 of the Ordinance.

Audit
provisions



Notice of
General
Meeting
to Auditors

133. The Auditors shall be entitled to receive notice of and to attend any General Meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the accounts.

When accounts
be deemed
finally settled

134. Every account of the Company when audited and approved by a General Meeting of the Company shall be conclusive except as regards to any errors discovered therein with in three months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thence-forth shall be conclusive.

NOTICES

How notices
to be served
on members

135. (a) A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in Pakistan) to the address, if any, within Pakistan supplied by him to the Company for giving of notices to him.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

How number
of days to be
computed

136. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

Member
resident
abroad

137. If a member has no registered address in Pakistan, and has not supplied to the Company an address within Pakistan for the giving of notice to him a notice addressed to him advertised in a newspaper circulating in the Province in which the Registered Office of the Company is situated, shall be deemed to be duly given to him on the day on which the advertisement appears. In addition, the Company shall cause such notice to be published at least in one issue each of a daily newspaper in English language and a daily newspaper in Urdu language having circulation in the Province in which Stock Exchange on which Company is listed is situated.

Notice to
joint-holders

138. A notice may be given by the Company to joint-holders of a share by giving the notice to the joint holder named first in the Register in respect of the share and notice so given shall be sufficient notice to all the holders of such shares.

Notice to
persons
entitled to
transmission

139. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title to representative of the deceased or assignee of the insolvent or by any like description, at the address (if any) in Pakistan supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.

Notice of
General
Meetings

140. Notice of every General Meeting shall be given in the same manner hereinbefore authorised to (a) every member of the Company except those members who (having no registered address within Pakistan) have not supplied to the Company an address within Pakistan for the giving of notices to them and (b) every person entitled to a share in consequence of the death or insolvency of a member who but for his death or insolvency would be entitled to receive notice of the meeting and (c) to the Auditors of the Company.

141. Any notice required to be given by the Company to members or any of them and not expressly provided for by these Articles shall be sufficiently given if given by advertisement.

When notice may be given by advertisement.

142. Any notice required to be or which may be given by advertisement shall be advertised once in more daily newspapers in Pakistan.

Notice how to be advertised.

143. Any notice given advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

When notice by advertisement deemed to be served

144. Every person who, by operation of law transfer or by the other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the Register shall be duly given to the person from whom he derives his title to such share.

Transferee etc. bound by prior notices.

145. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding such member be then deceased and whether or not the Company have notice of his death, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such members, until some other person be registered in his stead as the holder or joint-holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all persons, if any, jointly interested with him or her in any such share.

Notice valid though member deceased

146. The signature to any notice to be given by the Company may be written or printed.

How notice to be signed

RECONSTRUCTION

147. On any sale of the undertaking of the Company, the Directors or the Liquidator in a winding-up may, if authorised by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in Pakistan or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the Liquidator (in winding-up), may distribute such shares, debentures or securities, or any other property of the Company amongst the members without realisation, or vest the same in trustees for them and any Resolution may provide for the distribution or appropriation of the cash, shares, debentures or other securities, benefits or property otherwise then in accordance with the strict legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights (if any) under the law, are incapable of being varied or excluded by these presents.

Reconstruction.

SECRECY

148. Every Director, Chief Executive, the Secretary, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall be such declaration pledged himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except as far as may be necessary in order to comply with any of the provisions in these presents contained.

Secrecy



No shareholder
to enter the
premises of
the Company
without
permission

149. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the Company's premises or properties without the permission of the Directors of the Company for the time being, or subject to Articles to require discovery or of any information respecting, and detail of the trade secret, mystery of trade, or secret process, or of any matter, whatsoever, which may relate to the conduct of the business of the Company, and which, in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

INDEMNITY

Indemnity

150. Subject to provision of Section 194 of the Ordinance every Director, Managing Director, Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and Auditors shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Directors, Managing Director, Officer or Auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 488 of the Ordinance in which relief is granted to him by the Court.

Individual
responsibility

151. Subject to the provision of Section 194 of the Ordinance, no Director, Managing Director, or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company though the insufficiency or deficiency of title to any property acquired by order of the Directors, Managing Director for or on behalf of, the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune, whatever, which shall happen in the execution of the duties of his office, or in relation thereto, unless the same be through his own dishonesty.

WINDING UP

Distribution
of assets

152. If the Company shall be wound up, and the assets available for distribution among the members, as such, shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been prejudice to the rights of the holder of shares, issued upon special terms and conditions.

Division of
assets in specie

153. If the Company shall be wound up whether voluntarily or otherwise the Liquidators may (subject to the provisions of the Ordinance) with the sanction of an Extra-ordinary Resolution divide among the members in specie or kind any part of the assets of the Company, and may, with the like sanction vest any part of the assets of the Company, in Trustees upon such Trusts for the benefit of the members or any of them as the Liquidators, with the like sanction, shall think fit.

We, the several persons, whose names and addresses are subscribed, are desirous of forming into a Company in pursuance of these ARTICLES OF ASSOCIATION and we hereby agree to take the number of shares in the Capital of the Company set opposite our respective names:

Name, Address and Descriptions of Subscribers	Number of Shares taken by each subscriber	Name, Addresses and Description of witnesses
1. Mr. Ellias H. Zakaria S/o. H. Zakaria Osman (Late) 96-A, Sindhi Muslim Society, Karachi. (Businessman)	One	
2. Mr. Ismail H. Zakaria S/o. H. Zakaria Osman (Late) 2-A, 11th South Street, Defence Housing Society, Karachi. (Businessman)	One	
3. Mr. Yusuf Ayoob S/o. Muhammad Ayoob (Late) G-15/2, 5th Gizri Street, Defence Housing Society, Karachi. (Businessman)	One	
4. Hafiz Nooruddin Ahmed S/o. Haji Mohammad Shafi (Late) 19, Delhi Mercantile Co-op. Housing Society, Block 7/8. Tipu Sultan Road, Karachi. (Businessman)	One	
5. Mr. A. Kader Jaffer S/o. Ahmed E. H. Jaffer Jaffer House, F-1, Kutchi Memon Society, KDA Scheme No. 7, Karachi. (Businessman)	One	
6. Mr. A. Aziz Ayoob S/o. Muhammad Ayoob (Late) G-17/1, 5th Gizri Street, Defence Housing Society, Karachi. (Businessman)	One	
7. Mr. Suleman Ayoob S/o. Muhammad Ayoob (Late) G-15/1, 5th Gizri Street, Defence Housing Society, Karachi. (Businessman)	One	
8. Mr. Abdul Gaffar Chamdia S/o. Tayeb Chamdia (Late) 17, Karachi Memon Co-op. Housing Society, Block 7 & 8, Karachi. (Business Executive)	One	



31/05/2014

Confirmed to be True Copy
Joint Registrar of Companies

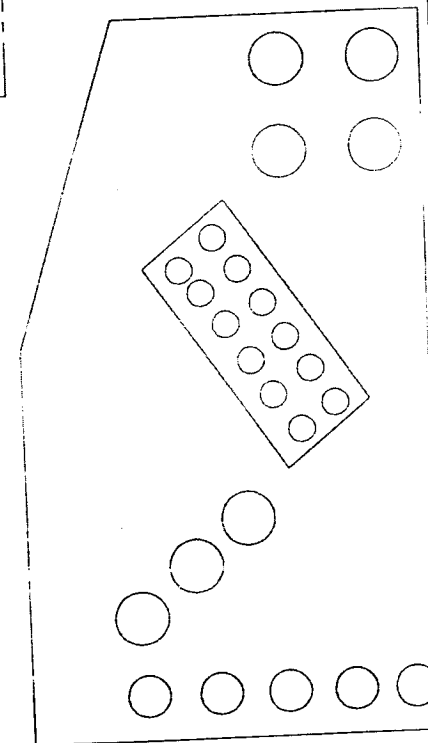
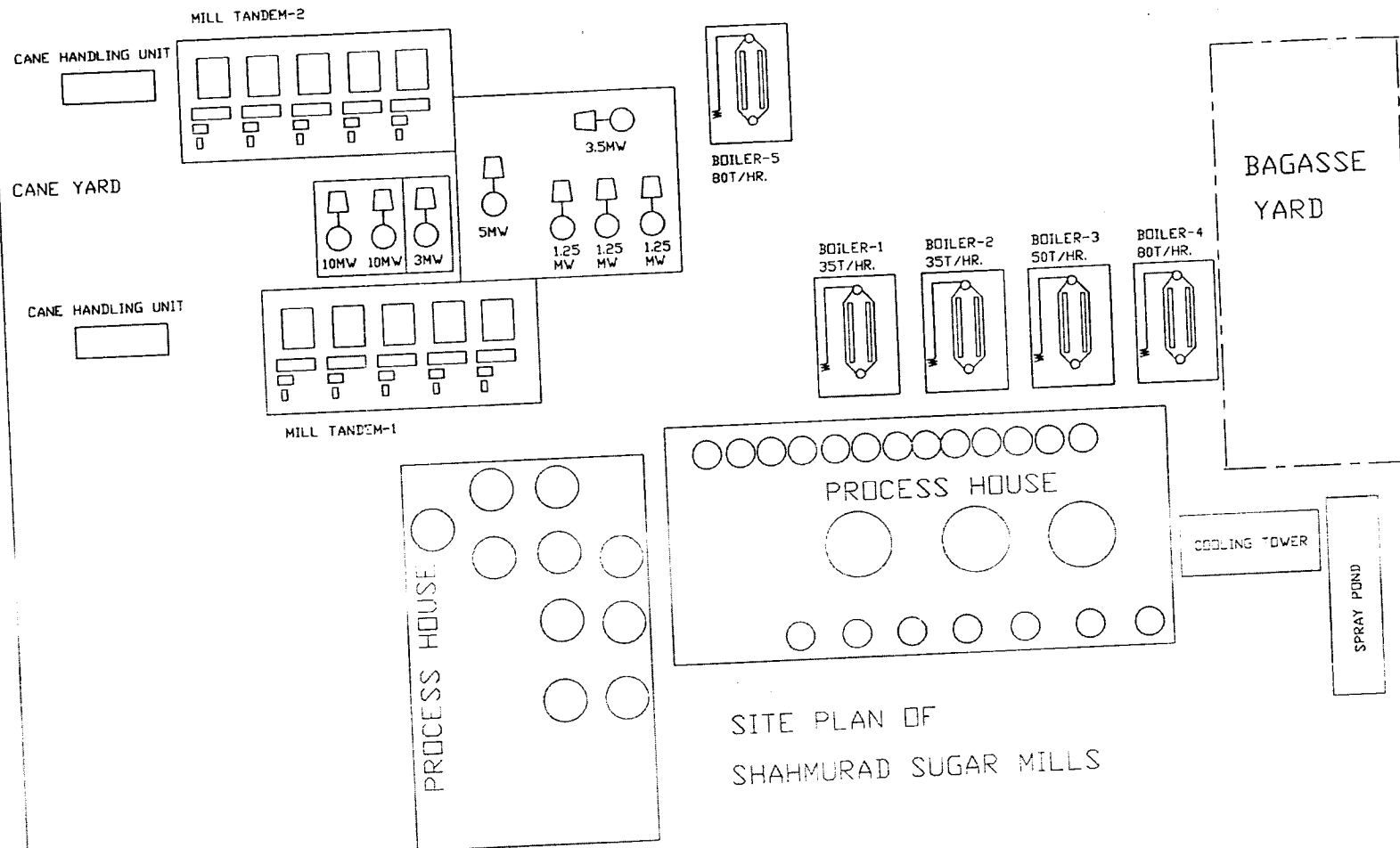
Syed Mutiur Rehman
Private Service
96-A Sindhi Muslim Society,
Karachi.

Dated, this 8th day of April, 1979

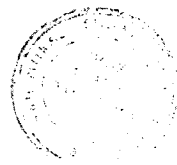
SHAH MMURAD SUGAR MILLS

SHAH MMURAD SUGAR MILLS

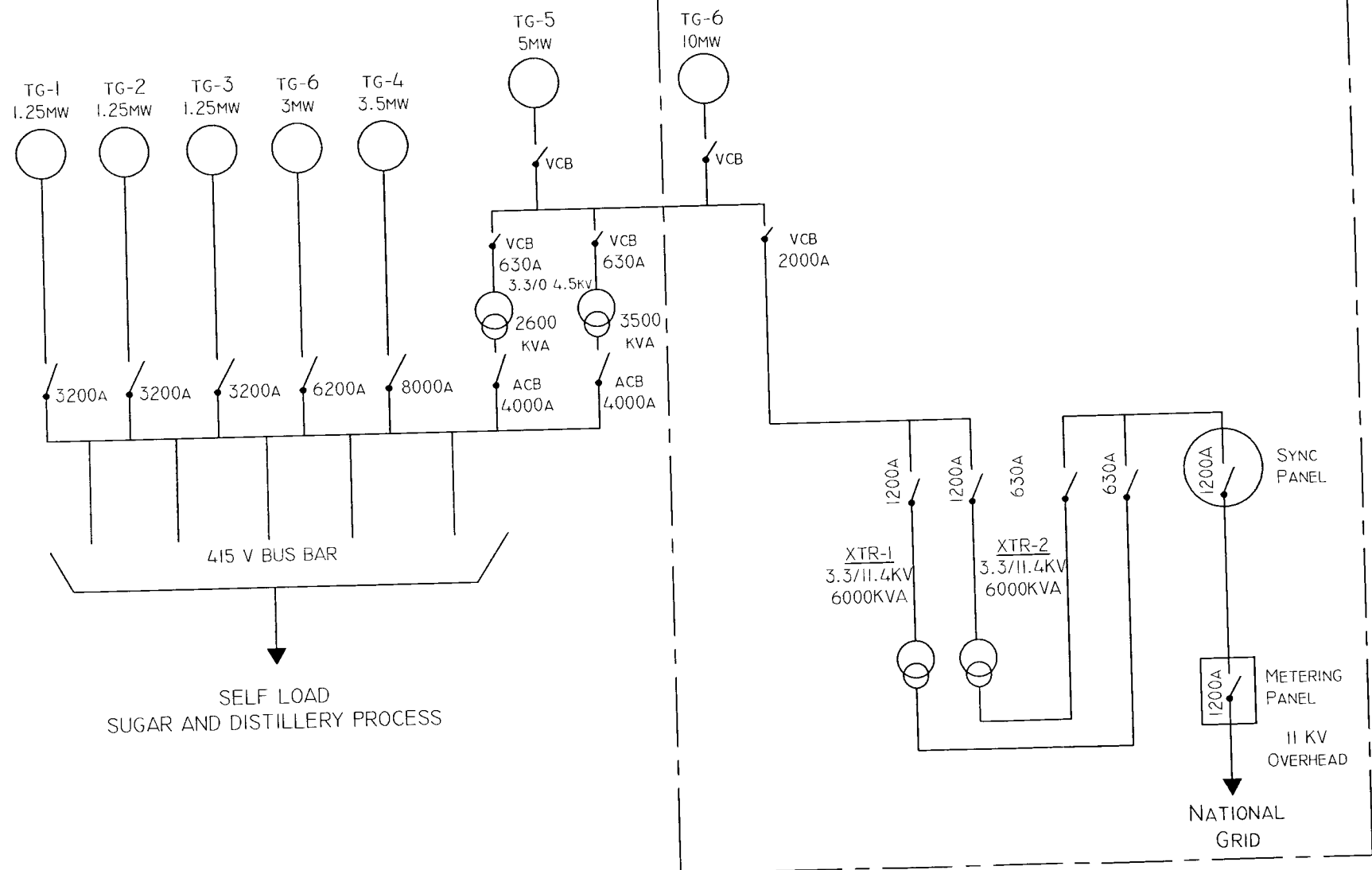
SHAHMURAD SUGAR MILLS LTD.
 JHOKA SHARIF
 TALUKA MIR PUR BHATHORO
 DISTRICT SAJAWAL
 SINDH



MOHAMMAD IRSHAD ARAIN
 DIRECTOR TECHNICAL



PROPOSE PLAN



SINGLE LINE DIAGRAM SHAHMURAD SUGAR MILLS LTD

SHAHMURAD SUGAR MILLS LTD JHOK SHARIF

Annex C (ii)

Cane Preparations unit

DETAIL OF MILLS TANDEM (A)

	<u>Shredder</u>		<u>2nd Cutter Turbine</u>	<u>Mill # 1</u>	<u>Mill # 2</u>	<u>Mill # 3</u>	<u>Mill # 4</u>	<u>Mill #5</u>
<u>TURBINE:</u>	1.Turbodyne	2.Peter Brotherhood	Turbodyne	Elliott	Elliot	Elliott	Turbodyne	Peter Brotherhood
Power (kw)	850 hp	1320KW	400hp(398.5 kw)	645	500	645	500	650 hp
Speed (Max) rpm	4500/1200	6044/1200	4500	6249	4500	6249	4000	6370
Rotation	CW	ACW	CW	ACW	CW	ACW	CW	CW
Steam Consumption	11.6kg/hp/hr	17.49kg/kw/hr	1	9 ton/hr	8.9 ton/hr	9 ton/hr	8 ton/hr	7.75 ton/hr
Exhaust Pressure	1 kg/cm ²	1kg/cm ²	1kg/cm ²	1kg/cm ²	1 kg/cm	1 kg/cm	1 kg/cm	1 kg/cm
<u>HIGH SPEED GEAR BOX:</u>	1.S.Stage	2.S.Stage	S.stage	Shimadzu	Walsh	Shimadzu	Walsh	Flender
Power (kw)	850hp	1320 kw	500 kw	645	500	645	450	485
Input Speed (rpm)	4500	6044	4500	6249	4500	6249	4000	6370
Output Speed (rpm)	1200	1200	542	180	160	180	106	160
Gear Ratio	3.75	5.03	8.3	34.7	28.02	34.7	37.56	7.2x5.52=39.744
<u>LOW SPEED GEAR BOX:</u>				Walker	Walker	Walker	Walker	HMC
Gear Ratio				23.84	23.84	23.84	23.84	25.29
1 st Helical Gear (# of Teeth)				21 / 130	21 / 130	21 / 130	21 / 130	30 / 173
2 nd Spur Gear (# of Teeth)				27 / 104	27 / 104	27 / 104	27 / 104	31 / 136
Input Speed (rpm)				180	160	180	106	160
Output Speed (rpm)				7.55	6.711	7.55	4.446	6.3266

DETAIL OF MILLS TANDEM (B)

	<u>Fibrizer</u>		<u>Mill # 1</u>	<u>Mill # 2</u>	<u>Mill # 3</u>	<u>Mill # 4</u>	<u>Mill #5</u>
<u>TURBINE:</u>	Mitsubishi	Elliot	SNM	Elliott	Elliot	Elliott	Elliott
Power (kw)	2500	1500	600	600	500	500	600
Speed (Max) rpm		4941	4548	6289	5019.5	5019.5	6289
Rotation	CW	ACW	ACW	ACW	CW	CW	ACW
Steam Consumption	18 kg/kw	15.15-13.9kg/hr	11.150ton/hr	9 ton/hr	8.95-7.85ton/hr	8.95-7.85ton/hr	9 ton/hr
Exhaust Pressure	1.5 kg/cm ²	1.5 kg/cm ²	1.5 kg/cm ²	1.5 kg/cm ²	1.5 kg/cm ²	1.5 kg/cm ²	1.5 kg/cm ²
<u>HIGH SPEED GEAR BOX:</u>	Mitsubishi	Shimadzu	Seisa	Shimadzu	Shimadzu	Shimadzu	Shimadzu
Power (kw)	2500	1500	600	600	645	645	600
Input Speed (rpm)		4941	4548	6289	5019.5	5019.5	6289
Output Speed (rpm)	1000	1000	160	160	160	160	160
Gear Ratio		1:5	28.428	39	31.25	31.25	39
<u>LOW SPEED GEAR BOX:</u>			Walker	HMC	David Brown	David Brown	HMC
Gear Ratio			23.84	26.456	24.44	24.73	26.456
1 st Helical Gear (# of Teeth)			21 / 130	21 / 116	31 / 174	31 / 174	21 / 116
2 nd Spur Gear (# of Teeth)			27/104	19 / 91	31 / 134	31 / 135	19 / 91
Input Speed (rpm)			160	160	160	160	160
Output Speed (rpm)			6.71	6.04	6.54	6.47	6.04

Annex C (iii)

DETAIL OF BOILERS

• <u>BOILER # 1,2</u>		
Type	=	Babcock & Wilcock Australia Contract No.70153
Max. Working Pressure	=	18kg/cm ²
Operating Pressure	=	14kg/cm ²
Evaporation	=	35000/kg/hr
Steam Temp.	=	330°C
Grate Area	=	13m ²
Heating Surface	=	947.2m ²
Air Pre-heater H.S	=	1045m ²
Super Heater H.S	=	100m ²
Bagasse feeder	=	2/feeder (4.8kw) inverter control
ID fan	=	Motor 980 RPM, 150kw
FD fan	=	Motor 980 RPM, 55 kw
Electric feed water pump cap.	=	38m ³ /hr
Head	=	400 m
Water Temp	=	100°C
Motor	=	2900 RPM,90Kw
Turbo Feed Water Pump:		
Turbine Cap.	=	75kw, 2950 RPM, Steam Pr. 18kg/cm ²
• <u>BOILER # 3</u>		
Type	=	H-1400 Yoshimin water tube
Max. Working Pressure	=	24kg/cm ² , popping pressure 22.5 kg/ cm ²
Operating Pressure	=	18kg/cm ²
Evaporation	=	50000/kg/hr
Steam Temp.	=	340-350°C
Grate Area	=	24.42m ²
Heating Surface	=	1422m ²
Air Pre-heater H.S	=	1215m ²
Super Heater H.S	=	332m ²
Bagasse feeder	=	2.2kw x 4 Nos feeder
ID fan	=	Motor 980 RPM, 170kw
FD fan	=	Motor 980 RPM, 55 kw
Electric feed water pump cap.	=	1.0 m ³ (60000 kg/hr)
Head	=	300m
Water Temp	=	115°C

Motor	=	2900 RPM
Turbo Feed Water Pump:		
Turbine Cap.	=	75kw, 2950 RPM, Steam Pr. 18kg/cm ² , Head 300M
• <u>BOILER # 4</u>		
Type	=	Takuma, Model N-2200
Max. Allowable Pressure	=	28kg/cm ²
Working Pressure	=	25kg/cm ²
Evaporation	=	80,000kg/hr
Steam Temp.	=	350°C
Heating Surface	=	2380m ²
Grate Area	=	39m ²
Super Heater H.S	=	230m ²
Air Pre-heater H.S	=	2255m ²
Bagasse feeder	=	04 Nos feeders, 5.5 kw (frequency invertors)
F.D fan	=	980 RPM, 170 kw motor (inverter control)
Secondary Fan	=	1470 RPM , 37 kw motor (02 Nos)
I.D Fan	=	980 RPM, 400 kw motor
Electric feed water pump	=	2950 RPM, 202kw, 160 kw (02 Nos pumps)
Pump Cap.	=	100m ³ /hr
Head	=	400m
Turbo feed pump	=	2950 RPM, 150 kw turbo
Pump Cap.	=	100m ³ /hr
Head	=	400m
Two Lift pumps cap.	=	2960 RPM, H=42.5M, 50hp, 120T/hr
• <u>BOILER # 5</u>		
Type	=	Babcock & Wilcock
Max. Allowable Pressure	=	35.2kg/cm ²
Working Pressure	=	25-35.2kg/cm ²
Evaporation	=	80,000 kg/hr
Steam Temp.	=	360°C at 25 kg/cm ² steam pressure, 400 °C at 35.2 kg/cm ² steam pressure
Heating Surface	=	2100m ²
Grate Area	=	39m ²
Super Heater H.S	=	212m ²
Economizer H.S	=	227m ²
Air Pre-heater H.S	=	2325m ²
Bagasse Feeder	=	06 Nos feeders, 5.5 kw (inverter)
Two F.D Fan	1. =	970 RPM, 160kw motor (inverter control)
	2. =	1470 RPM 60 kw motor

Secondary Fan	=	1450 RPM 45 kw motor (02 Nos)
ID Fan	=	980 RPM 300 kw motor
Electric feed water pump	=	200kw, 2950 RPM (02 Nos Pumps)
Cap.	=	100 T/hr
Head	=	400m
Turbo feed pump	=	150kw, 2950 RPM
Capacity	=	100T/hr
Head	=	400M

Annex C (iV)
DETAIL OF ALTERNATOR

☞ **ALTERNATOR # 1,2&3**

- Type 1. N/A, 2. WC&34F2, 3. DKBH4563104
- Power 1. 1250KW, 2. 1460KVA, 3. 2000KVA
- Phase 03
- RPM 1500
- Pole 04
- Hz 50
- P.F 0.85
- Volts 400
- Amps 2780
- Air Cooled Duct Ventilator
- Make 1. BE MAG UJ USA, 2. STAMFORD ENGLAND, 3. AEG
- Year of Manufacture 1981

☞ **ALTERNATOR # 4**

- Type SDGH8002-4
- Power 4000 KVA
- Phase 03
- RPM 1500
- Pole 04
- Hz 50
- P.F 0.75
- Volts 440
- Amps 5254
- Air Cooled
- Make Reliance Electric Krefeld Germany

**ALTERNATOR # 5**

- Type Specification BS 5000PT99
- Power 3.5 MW
- Output 4118 KVA
- Phase 03
- RPM 1500
- Pole 03
- Hz 50
- P.F 0.85
- Volts 400
- Amps 5944
- Water Cooled
- Make Brush England
- Year of Manufacture 1986

**ALTERNATOR # 6**

- Type TK7L-AF-1250
- Make Shinko Japan
- Power 5000 KW
- Insulation Class F
- P.F 0.8
- Voltage 3300 V
- Phase 3
- Frequency 50 Hz
- Speed 1500 RPM
- Model Standard JEC-114
- Sr.No R091181001
- IS01-K1.F
- Year of Manufacture 1992

Annexure F

Type of Fuel

Type	Bagasse (Local)	
<u>Contents</u>		
Fixed Carbon	11.1	%
Volatiles	37.4	%
Moisture	50.0	%
Ash	1.5	%
Nitrogen	0.0	%
Sulphur	0.0	%
Gross Calorific Value	2272	Kcal/Kg
Net Calorific Value	1850	Kcal/Kg