THALINDUSTRIES
CORPORATION

NOTICE OF EXTRAORDINARY GENERAL MEETING.

Notice is hereby given that the Extraordinary General Meeting (EOGM) of the shareholders of **The Thal Industries Corporation Limited** ("the Company") will be held on **Friday, the 27th September 2024 at 15:00** (hours) at registered office at 23-Pir Khurshid Colony, Multan, and through electronically video link/Zoom application, to transact the following special business:

SPECIAL BUSINESS:

To approve related party transaction of acquisition of freehold land measuring 112 Kanals and 11 Marlas adjacent to Unit No. 1 of the Company: Layyah Sugar Mills, Mandi Town, Layyah from Mr. Muhammad Shamim Khan, Chief Executive Officer of the Company (related party) to meet the requirement of additional molasses storage, bagasse storage yard and sugarcane yard, by passing the following special resolution with or without modification(s) under Section 208 of the Companies Act, 2017:

RESOLVED that approval of the shareholders of The Thal Industries Corporation Limited (the Company) be and is hereby granted under Section 208 of the Companies Act, 2017 for carrying out related party transaction of acquisition of freehold land measuring 112 Kanals and 11 Marlas, adjacent to Unit No. 1 of the Company: Layyah Sugar Mills, Mandi Town, Layyah from Mr. Muhammad Shamim Khan, Chief Executive Officer of the Company (related party) at a price of Rupees 2,004,550,000 (fair value determined by an approved independent valuer).

FURTHER RESOLVED that any director of the Company and/or his / her nominee be and are hereby singly empowered and authorized to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution.

BY ORDER OF THE BOARD

(WASIF MAHMOOD)
Company Secretary

Dated: 06th September, 2024
Lahore

NOTES:

1. **Closure of Shares Transfer Books:**
   Share Transfer Books of the Company will remain closed from **21-09-2024 to 27-09-2024** (both days inclusive). No transfer of shares will be accepted for registration during the closed period. However, transfer received at the office of the Company's Share Registrar Office at M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, Telephone No. 042-35916714, Email address: corplink786@gmail.com by the close of business hours (05:00 PM) on 20th September 2024 will be considered in time for the purpose of the EOGM.

2. **Appointment of Proxy:**
   A member entitled to attend and vote at the EOGM is entitled to appoint another member as proxy to attend and vote instead of him/her. The instrument appointing a proxy must be received at the Registered Office of the Company not less than 48 hours before the time fixed for EOGM.

3. **Online Participation in EOGM vis Zoom application**:
   In view of Directives / Instructions / Guidelines of SECP and other Government Dept. / Institutions as issued from time to time, listed companies are required to arrange for online along with physical

participation in general meetings. The shareholders may login and participate in the proceedings of EOGM through their own smart phones/computers from their own convenient locations after completing all formalities as required for verification and identification of shareholders to attend the EOGM electronically, the Login facility will be opened about half hour before start of EOGM.

The shareholders of TICL, who wish to attend the EOGM electronically through video link, are requested to register their following particulars by sending an e-mail at **info@thalindustries.com** or +92 42 35771066-71 by or before the close of business hours (05:00 p.m) on 26-09-2024.

Folio /CDC Account No.	No. of Shares held	Name of Shareholder	Father's/Husband's Name	CNIC No.	Cell Phone No. with WhatsApp	Active email address

4. **Verification and Identification of Participants at EOGM:**
Each online participant shall authenticate his/her identity at EOGM by enabling clear camera of his/her computer device / mobile etc. for verification and identification purposes.

(a) For Attending the Meeting (i) In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by submitting online scan/photo of his/her original CNIC/Passport along with Participant ID & Account number at the time of login to the video link/Zoom application for attending online EOGM. (ii) In case of corporate entity, scan/photo of the Board's resolution / power of attorney with specimen signature of the nominee shall be submitted online (unless it has been provided earlier) at the time of login to the video link/Zoom application for attending online EOGM.

(b) For Appointing Proxies (i) In case of individuals, the account holder and/or sub-account holder, whose registration details are uploaded as per the CDC Regulations, shall submit scan/photo of the proxy form as per above requirements. (ii) The proxy form shall be (i) duly stamped with adhesive revenue tickets of PKR 50/- and (ii) witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the proxy form. (iii) Attested copies of CNIC or the Passport of beneficial owners and of the proxy shall be furnished with the proxy form. (iv) The proxy shall submit scan/photo of his original CNIC or Passport at the time of login to the video link/Zoom application for attending online EOGM. (v) In case of corporate entity, scan/photo of the Board's resolution / power of attorney with specimen signature thereon shall be submitted online (unless it has been provided earlier) along with proxy form to the Company at the time of login to the video link/Zoom application for attending online EOGM.

5. **Video Conferencing Facility:**
If the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least 7 days prior to the date of EOGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
In this regard, please fill the following and submit to registered address of the company at least 7 days prior to the date of EOGM.

"I/We, _____ of _____, being a member of the Thal Industries Corporation Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account/Sub Account No. _____ hereby opt for video conference facility at _____.

6. **Placement of Notice & Proxy Forms and other item of agenda (if any) on the Company's Website**:
The Company has placed the Notice of EOGM along with Form of Proxy in English & Urdu languages and other item of agenda (if any) on the Company's website: www.thalindustries.com and at PUCARS website of PSX.

7. **Voting on Special Businesses**:
In accordance with the Companies (Postal Ballot) Regulations, 2018, as amended, entitled shareholders of the Company are being allowed to exercise their right to Vote through Electronic

Voting and Voting by Post on Special Businesses of the notice of EOGM, in the manner and subject to the conditions contained in the aforesaid regulations;

(a) **Procedure for Electronic Voting**:
M/s. Corplink (Pvt) Limited/Share Registrar of the Company/E-Voting Service Provider for the Company) has been appointed as e-voting Service Provider of the Company for Special Business to be conducted in EOGM; (i) Details of electronic voting (including website address, Login and Password) shall be provided to entitled shareholders of the Company through their email addresses as available with the Company, whereas security codes will be communicated to the shareholders through SMS on their mobile phone numbers as available with the Company from the web portal of Corplink; (ii) Identities of shareholders shall be authenticated through electronic signatures/authentication for login; (iii) E-voting lines will open at 9:00 hours on September 24, 2024 and close at 05:00 p.m on September 26, 2024. No subsequent change will be allowed once the vote is cast during this period.

(b) **Procedure for Voting by Post**: Shareholders may complete and sign the Ballot Paper and send the same along with the copy of valid and legible copy of Computerized National Identity Card (CNIC) either through scan & email or via courier/post to the address as mentioned on the Ballot Paper till September 26, 2024. The signature on the ballot paper must match with signature on CNIC.

8. **Conversion of Physical Share Certificates into Book Entry Form**:
As per Section 72 of the Companies Act, 2017 all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of the Companies Act. 2017. The Securities Exchange Commission of Pakistan (SECP) through its circular No. CSD/ED/Misc. /2016-639-640 dated March 26, 2021, has advised the listed companies to pursue their such members who still hold shares in physical form to convert their shares into book-entry form.
We hereby requested all such members of TICL who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also suggested to contact the Central Depository Company of Pakistan Limited or any active member/stockbroker of the Pakistan Stock Exchange to open an account in the CDC to facilitate the conversion of physical shares into book-entry form.
Shareholders may contact Share Registrar of the Company (M/s. Corplink (Pvt.) Limited) to understand the process of conversion of physical shares into the book entry form and benefits of holding book entry shares.

9. **MANDATORY INFORMAION – (EMAIL, CNIC, IBAN AND ZAKAT DICLARATION)**
In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Banking Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law, otherwise all dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017.
Member are requested to submit a declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for zakat exemption shall be submitted to Broker/CDC (in case of CDS shareholder) and to the Company's Share Registrar (in case of physical shareholder), then his/her zakat status in the dividend entitlement register may be found as Muslim Zakat Payable, and the Company will be constrained to make compulsory deductions of Zakat @ 2.5% of face value of each share from the gross amounts of his/her cash dividends.

Conted. to next page

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

A statement required under this section relating to Special Business is appended to the Notice of this meeting being sent to the shareholders of the Company by Post.

STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017

The statement set out the material facts concerning the special business to be transacted at the EOGM of members of the Company to be held on Friday, September 27, 2024, therefore, this transaction has been placed before the shareholders of the Company for their approval.

The Company intends to purchase freehold land measuring 112 Kanals and 11 Marlas, adjacent to Unit No. 1 of the Company: Layyah Sugar Mills, Mandi Town, Layyah from Mr. Muhammad Shamim Khan, Chief Executive Officer of the Company (related party) to meet the requirement of additional molasses storage, bagasse storage yard and sugarcane yard.

The Board of Directors of the Company in their meeting held on 27 August 2024 has directed that the matter of acquisition of freehold land be placed before the extraordinary general meeting of shareholders of the Company for approval as special resolution.

Tristar International Consultant (Private) Limited, an independent valuer (appearing in the list of approved valuers of Pakistan Banks' Association) has carried out fair valuation of the aforesaid freehold land. Fair value of the aforesaid freehold land duly determined by the aforesaid approved independent valuer is Rupees 2,004,550,000. Further, necessary due diligence for the proposed transaction has been carried out. Mr. Muhammad Shamim Khan, Chief Executive Officer of the Company (related party) is the current legal and beneficial owner of the aforesaid freehold land and full payment of the aforesaid amount (fair market value duly determined by an approved independent valuer) shall be made to him by the Company against purchase of the aforesaid freehold land. The Company is expected to benefit from clean title of the freehold land under reference and its ideal location next to its Unit No. 1.

Proper prescribed procedure including execution and registration of the deed before the registration authority and mutation shall be followed for transfer of title of the aforesaid freehold land in the name of the Company on full payment to aforesaid related party.

Specific interest of Mr. Muhammad Shamim Khan, Chief Executive Officer of the Company in this special resolution is mentioned above. There is no specific interest of the other directors in this special resolution and deemed to be interested in the resolution only to the extent of their shareholding. All documents relevant to the transaction shall be available for inspection by the members in the EOGM.

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BALLOT PAPER

Ballot paper for voting through post for poll to be held at Extraordinary General Meeting on 15:00 hours September 27, 2024 at Registered office 23 Pir Khurshid Colony, Multan.

The Thal Industries Corporation Limited
Registered office 23-Pir Khurshid Colony, Multan (www.thalindustries.com)

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:
qaiser.shamim@nbcpepsi.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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

Sr. No.	Nature and Description of special resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	**Special Resolution** **RESOLVED that** approval of the shareholders of The Thal Industries Corporation Limited (the Company) be and is hereby granted under Section 208 of the Companies Act, 2017 for carrying out related party transaction of acquisition of freehold land measuring 112 Kanals and 11 Marlas, adjacent to Unit No. 1 of the Company: Layyah Sugar Mills, Mandi Town, Layyah from Mr. Muhammad Shamim Khan, Chief Executive Officer of the Company (related party) at a price of Rupees 2,004,550,000 (fair value determined by an approved independent valuer). **FURTHER RESOLVED that** any director of the Company and/or his / her nominee be and are hereby singly empowered and authorized to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution.			

Signature of shareholder(s)_____ Place: _____ Date: _____

NOTES:

1. Dully filled postal ballot should be sent to chairperson of TICL, at Registered office 23 Pir Khurshid Colony, Multan Pakistan. (email: qaiser.shamim@nbcpepsi.com).
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before September 26, 2024. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

----------XXX----------

THALINDUSTRIES
CORPORATION

ProxyForm

No.ofShares

FolioNo./CDCParticipantID

I/We _____

of_____

BeingmemberofTHETHALINDUSTRIESCORPORATIONLIMITEDherebyappoint

Mr./Miss/Mrs._____

offailinghim/her_____

beingamemberofthecompanyamy/ourproxytoattend,actandvoteforme/usandonmy/usandonmy/orbehalf,atthe Extraordinary General Meeting of the company to be held at Registered office 23 - Peer Khurshid Colony Gulgasht, MultanonFriday,the27 thSeptember,2024at3.00p.m.andeveryadjournmentthereof:

Aswitnessmyhandthis_____dayof_____2024

Signedbythesaid_____of_____

1.Witness'sSignature

Name:_____

CNICNo._____

Address:_____

Member'sSignature

_____

2.Witness'sSignature

Name:_____

CNICNo._____

Address:_____

RevenueStamp
Rs.50/-

Date_____

Place_____

Notes:_____

1. This form of proxy, in order to be effected must be deposited duly completed at the egisteredoffice 23-Peer KhurshidColonyGulgasht,Multan notlessthan48hoursbeforethetimeforholdingthemeeting.

2. AProxymustbeamemberofthecompany.

3. Signatureshouldagreewiththespecimenregisteredwiththecompany.

4. CDCshareholder'sentitledtoattendandvoteatthismeetingmustbringwiththemtheirComputerized NationalIdentityCard/passportinoriginaltoprovidehis/heridentity.

دی تھل انڈسٹریز کارپوریشن لمیٹڈ

مختارنامہ

میں/ہم---------- کا / کے----------

بحیثیت رکن دی تھل انڈسٹریز کارپوریشن لمیٹڈ اور حامل حصص، بمطابق شیئر رجسٹر فولیو نمبر----------

اور/یا سی ڈی سی پارٹیسپینٹ (شرکت آئی ڈی نمبر----------

اور سب اکاؤنٹ ذیلی کھاتہ نمبر----------

محترم/محترمہ----------

کو اپنے/ہمارے ایماء پر----------مورخہ 27 ستمبر 2024ء بروز جمعہ بوقت 3:00 بجے----------

کو منعقد ہوگا کمپنی کے غیر معمولی اجلاس عام میں حق رائے دہی استعمال کرنے یا کسی بھی التواء کی صورت اپنا/ہمارا بطور مختار (پراکسی) مقرر کرتا ہوں/ کرتے ہیں۔

آج بروز----------بتاریخ ---------- 2024ء کو دستخط کیے گئے۔

گواہان

-1

دستخط:----------

نام:----------

پتہ:----------

کمپیوٹرائزڈ شناختی کارڈ نمبر:----------

پچاس روپے
کے رسید ٹکٹ پر دستخط

-2

دستخط:----------

نام:----------

پتہ:----------

کمپیوٹرائزڈ شناختی کارڈ نمبر:----------

دستخط کمپنی کے نمونہ دستخط سے
مماثل ہونے چاہئیں

نوٹ:

1- ایک ممبر (رکن) جو اجلاس میں شرکت نہیں کرسکتا وہ اس فارم کو مکمل کرے اور دستخط کرنے کے بعد اجلاس شروع ہونے سے کم از کم 48 گھنٹے قبل ہیڈ آفس کے پتے پر ارسال کرے۔

2- سی ڈی سی شیئر ہولڈر ہونے کی صورت میں درج بالا کے علاوہ ذیل میں درج ہدایات پر بھی عمل کرنا ہوگا۔

الف۔ فرد ہونے کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا وہ جس کی سیکیورٹیز گروپ اکاؤنٹ میں ہوں اور ان کی رجسٹریشن کی تفصیلات قواعد وضوابط کے مطابق اپ لوڈ ہوں انہیں کمپنی کی جانب سے دی گئی ہدایت کی روشنی میں پراکسی فارم جمع کرانا ہوگا۔

ب۔ مختارنامے پر بطور گواہان دو افراد کے دستخط ہونے چاہئیں اور ان کے نام، پتے اور کمپیوٹرائزڈ قومی شناختی کارڈ نمبر فارم پر درج ہوں۔

ج۔ بینفشل اونرز (مستفید ہونے والے فرد) کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول بھی منسلک کرنی ہوگی جسے نائب مختارنامہ کے ہمراہ پیش کرے گا۔

د۔ اجلاس کے وقت نائب کو اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔

و۔ کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت ممبر (رکن) بورڈ آف ڈائریکٹرز قرارداد/مع نامزد کردہ شخص/اٹارنی کے نمونہ دستخط پاور آف اٹارنی (اگر پہلے فراہم نہ کئے گئے ہوں) پراکسی فارم (مختارنامہ) کے ہمراہ کمپنی میں جمع کرانا ہوگا۔