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Til 24, 2014

The Registrar**National Electric Power Regulatory Authority (NEPRA)**OPF Building, 2nd floor, Shahra-e-Jamhooriyat, G-5/2,

Islamabad Pakistan

**MEHRAN
SUGAR
MILLS
LIMITED**

Subject: Application for a Generation License- For Grant of 1 M.W to 14.60 M.W (14-60 MW)

I, Muhammad Hanif Aziz, Company Secretary, being the duly authorized representative of Mehran Sugar Mills Limited by virtue of Board Resolution dated 29-01-2014, hereby apply to the National Electric Power Regulatory Authority for the grant of a Generation license to the Mehran Sugar Mills Limited pursuant to section 15 of the Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997.

I certify that the documents-in-support attached with this application 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 Pay Order of the sum of Rs.131,216/- (Rupees One Hundred Thirty One Thousand Two Hundred Sixteen only) being the nonrefundable license application fee calculated in accordance with Schedule II to the National Electric Power Regulatory Authority Licensing (Application and Modification Procedure) Regulations, 1999, is also attached herewith.

Signature

Muhammad Hanif Aziz

Company Secretary

Encl: As Above

Executive Tower, Dolmen City,
14-B, 14th Floor, HC-3, Block-4,
Marine Drive, Clifton,
Karachi-75600

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(92-21) 35297814

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(92-21) 35297818, 35297827
msm@mehransugar.com
www.mehransugar.com



**MEHRAN
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LIMITED**

**EXTRACT FROM THE MINUTES OF THE MEETING OF THE
BOARD OF THE DIRECTORS HELD ON JAN 29, 2014**

"Resolved that an application to be filed with National Electric Power Regulatory Authority (NEPRA) to obtain Generation license upto **14.6 M.W.**

"Further Resolved that Mr. Mohammed Ebrahim Hasham Chief Executive Officer and Mr. Ahmed Ebrahim Hasham Managing Director & Muhammad Hanif Aziz, Company Secretary are hereby authorized to sign singly the necessary documents/papers, pay the filling fees, appears themselves or authorized to any other person on behalf of the Company before any competent authority as required to do and cause to be done all acts, deed and thing with may be necessary to give effect of this resolution and to do all acts necessary to give effect of this resolution and to do all acts necessary for completion and processing of the application for Generation license".

Certified that the above resolution was passed at a meeting of the Board of Directors of the Company held on Jan 29, 2014, at which a quorum of directors was present.

Muhammad Hanif Aziz
Company Secretary



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**MEHRAN
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LIMITED**

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

1. Certificate of Incorporation
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, 2x25, 1x45 = 255 T/hr

Steam Turbine 1x6 MW, 2x1.28 MW, 3MW, 2.5MW = 14.06 MW

Auxiliary Equipment
7. Year Make /Model, Operation Date and Expected Remaining Life 20 years .The equipment is new and unused.
8. Installed Capacity, De-rated Capacity, Auxiliary Consumption, Net Capacity.
Installed Capacity 14.06 MW
De-rated Capacity ~~1.40~~ MW
Auxiliary/Mill Consumption 7.5 MW
Net Capacity **5.15 MW**

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9. Fuel (Oil/Gas), Type, Imported/Indigenous, Supplier, Logistics, Pipeline etc. in case of Gas, Gas Sale Agreement (GSA) Signed between the Application and the Supplier

Fuel Bagasse

Source indigenous

Logistics In-house transportation through conveyor belts, Tractor Trolleys

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

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-----0.4 kV

Frequency-----50Hz

Power Factor-----95

Automatic Generation Control-----No

Ramping Rate-----10 minutes to full load

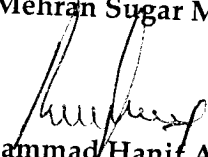
Time(s) required synchronizing with the Grid-----5 minutes

12. Provision of Metering, Instrumentation, Protection and Control Arrangement Metering as per WAPDA standards and HESCO PPA

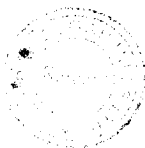
Instrumentation as required

Protection and Control Arrangement as per enclosed Contract Agreement.

For Mehran Sugar Mills Limited


Muhammad Hanif Aziz

Company Secretary





Certificate of Incorporation

KAR No. 1908 of 1965 - 1966.

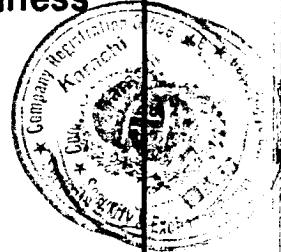
I hereby certify that **MEHRAN SUGAR MILLS LIMITED** is this day incorporated under the Companies Act, VII of 1913, and that the Company is Limited.

Given under my hand at Karachi this Twenty Second day of December one thousand nine hundred and Sixty-Five.



Sd. (R. A. AKHUND)
Assistant Registrar of Joint Stock Companies
Karachi Region, Karachi.

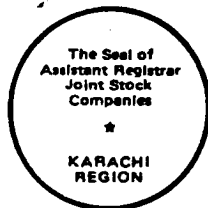
Certificate for Commencement of Business



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

I hereby certify that the **MEHRAN SUGAR MILLS LIMITED** which was incorporated under the Companies Act, 1913, on the Twenty-Second day of **December** 1965, 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 Nineteenth day of
March one thousand nine hundred and **Sixty-Six**.



Sd. (MUZAFFAR AHMAD)
Assistant Registrar of Joint Stock Companies
Karachi Region, Karachi.

THE COMPANIES ORDINANCE 1984,

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

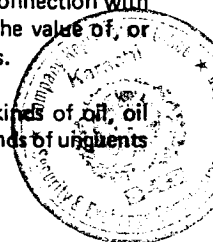
OF

MEHRAN SUGAR MILLS LIMITED



- I. The name of the Company is MEHRAN SUGAR MILLS LTD.
- II. The registered office of the Company shall be situated in the Province of Sind.
- III. The objects for which this Company is established are (and for the purposes of interpretation of this clause the several sub-clauses thereof provided hereunder and all the powers contained therein are to be cumulative, and, in no case is the generality of any sub-clause to be restricted by the particular provisions of any other sub-clause, nor is any general expression in any sub-clause to be narrowed or restricted by any particularity or expression in the sub sub-clause or by the application of any rule of construction ejusdem generis or otherwise).
 1. To carry on in all its branches the business of manufacturing, producing, refining, preparing, importing, exporting, purchasing, selling, and generally to deal in sugar, sugar-beets, sugar-cane, molasses, syrups and melada and all products generally, and in connection therewith to acquire, construct and operate, sugar or other refineries, buildings, mills, factories and other works. To plant, cultivate, produce and raise or purchase, sugar cane, maize, sugar beets and other crops capable of producing sugar and to transact such other work or business as may be proper or necessary in connection with the above objects or any of them.
 2. To carry on in Pakistan and/or anywhere else all or any of the business in all its respective branches of Sugar Manufacturers, and to purchase, produce, boil, refine, prepare, import, export, sell and generally deal in sugar, sugar-cane, sugar-candy, jaggery, sugar-beet, molasses, syrups, industrial alcohols, spirits and all sugar products including confectionery, glucose, canned fruit, golden syrup and aerated waters and/or by-products thereof such as betyl, industrial alcohol, acetone, carbon dioxide, hydrogen, potash, cane-wax, fertilizers, and food products generally and all products and by-products that can be conveniently, economically and beneficially be produced and manufactured from bagasse and molasses.

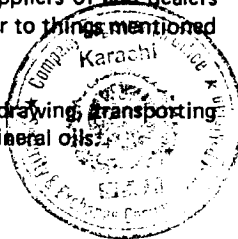
3. To cultivate, plant, raise, produce, purchase or otherwise acquire, transfer, sell or deal in sugar-cane, sorghum, sugar-beet, sago, date, palmyra juice and other crops or raw materials; and to transact such other business as may be proper, necessary or desirable for, or in connection with the above objects or any of them.
4. To carry on the business in all its respective branches of brewers and maltsters.
5. To carry on the business of manufacturers of and/or dealers in all other articles and commodities akin to, or connected with, any of the business mentioned herein and also to carry on any other trade or business whether manufacturing (with or without power) or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's properties or rights.
6. To buy sell, manufacture, refine, prepare and deal in all kinds of oil, oil cake, and oleaginous and saponaceous substances and, all kinds of unguents and ingredients.
7. To carry on the business of soap manufacturers.
8. To carry on the business of pharmaceutical manufacturing and general chemists and druggists and manufacturers of and dealers in all kinds of patent medicines, toilet requirements, and manufacturers of all kinds of boxes and cases of card, wood, metal and otherwise.
9. To purchase, erect, construct, work, equip, maintain, improve or alter, or assist in the purchase, erection, construction, working, equipment, maintenance, improvement or alteration of any mills, factories, works, plant, machinery, scrapers, cutters, crushers, pressers, and engine, buildings offices, ware-houses, dwelling house, labour lines, places of worship, schools, hospitals, dispensaries, canteens, shops, clubs, recreation rooms and grounds, gardens, farms, water courses, tanks, railways, tramways, sidings, bridges, skidpiers, slips, gridirons, lorries, cars, wagons, carts, and other works and conveniences which the Company may think directly or indirectly conducive to any of its objects.
10. To carry on as principals or as agents, anywhere all or any of the business of makers of and dealers in chemicals of all kinds, glues, paints, varnishes, bleaching and dyeing materials, and all other things which can conveniently be manufactured, or dealt in, either wholesale or retail.
11. To take on lease, hire purchase or acquire by licence or otherwise, any lands, plantations, rights, over or connected with lands, buildings, mills factories, plant, machinery, apparatus, works, lorries, wagons, carts, live-stock, stock-in-trade, rights, privileges, and movable or immovable property of any description, which may be deemed convenient or necessary for any business which the Company is authorised to carry on.
12. To carry on all or any of the business, usually carried on by land companies or farmers ; and to cultivate, irrigate, improve or develop any lands and properties, whether belonging to the Company or not, and to develop the resources thereof by clearing, draining, fencing, cultivating, planting, manuring, farming, letting, or otherwise and to advance money to other persons for any of the purposes aforesaid.



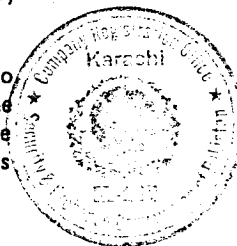
13. To carry on the business of breeders and keepers of cattle and of producers of, and dealers in dairy farm and garden produce of all kinds.
14. To establish and maintain transport services and to make the transport facilities available to the public and in particular, to the sugar-cane growers.
15. To carry on the business or businesses of manufacturers, importers and exporters of, and dealers (both wholesale and retail) in all kinds of glass and glassware, porcelain, pottery, ceramic, shellac, resin, gum, bakelite, and plastic products of all types and kinds with by-products thereof, chemicals, scientific apparatus and materials, pharmaceutical, medicinal, chemical, industrial and other preparations and articles, varnishes, paints, pigments, dyes and dyewares of all kinds, lime and limestones, sand and sandstones and minerals and deposits of all kinds; and descriptions, processed or otherwise, and oil, fats, fuels of all kinds.
16. To acquire, import, buy, export, store, warehouse, manufacture, repair, manipulate, convert, hire, let on hire, alter, lease, charter, grow, treat, exchange, erect and/or set up machines, plant and equipment, apparatus, accessories, chemicals, gases, fuels, stores, materials, lands, buildings, and things of all kinds and description which may be required for the purposes of any of the above businesses.
17. To carry on, forward and/or ready business of dealers in glass and glassware, porcelain and porcelainware, crockery, pottery, cotton, jute, wool, gunny bags, twine, hessian cloth, textiles, cloth, yarn, thread, rope, coir, silk, woollen goods, hosiery, artificial silk and its manufactures, rayons, all kinds of fabrics, fibrous substances, products and manufacture thereof, seeds, grain, rice, millets, pulses, wheat, tea, coffee, cocoa, sago, cinchona, gum, salt, timber, cutch, all kinds of forest produce, all kinds of country produce, cloves, pepper, turmeric, zeera, spices, kariana and other produce of the soil, fish (dry, fresh or salted), fish oil, vegetable products, butter, ghee, all kinds of vegetable and mineral oils, oilcake, sugar, matches, groceries, provisions (tinned or untinned), dry and fresh fruits, meat, old newspapers, plastic manufacturers, ready made and old and new clothes, tobacco, cigarettes, and all articles manufactured out of or containing tobacco, tiles, bricks, cutlery, hardware machinery, clocks, watches, aluminiumware, enamelware, iron, steel, zinc, tin, lead, brass, copper, gold manufacturers, silver, silver-ware and manufactures, bullion, minerals, coal, all ferrous and non-ferrous metals sheets, bars, rods and other metal manufactures, building materials, cement, sanitaryware, paints, varnishes, dyes, chemicals, drugs, patent medicines, confectionery, biscuits, soaps, toys, perfumes, toilet requisites, medical and pharmaceutical appliances, preparations and compounds, hides and skins, leather goods, live and dead stock, poultry, eggs and other eatables, electrical, photographic, surgical and scientific instruments, apparatus and materials, gems, jewellery, precious stones, ivory, and all other goods, materials, articles, products, substances and merchandise of any nature or kind whatsoever.
18. To carry on the business of importers and exporters of all kinds of goods, commodities and merchandise from and to all countries in the world.



19. To carry on the business of spinners, weavers, manufacturers, ginner, pressers, packers, and balers, of cotton, jute, hemp, silk, wool and any other fibrous material and the cultivation thereof and the business of weaving, knitting, or otherwise; manufacturing, bleaching, printing and selling yarn, cloth, linen, hosiery and other goods or merchandise made thereof, and generally to carry on the business of cotton spinners and doublers, linen manufacturers, cotton, flax, hemp, jute, silk, artificial silk, wool, yarn and cloth merchants, bleachers and dyers, makers of vitriol, bleaching and dyeing materials and to transact all manufacturing or curing and preparing process and mercantile business that may be necessary or expedient and to purchase and vend raw materials and manufactured articles.
20. To erect, maintain, alter, extend and purchase plant and machinery for the purpose of ginning, preparing, combing, spinning, weaving, manufacturing, bleaching, dyeing, mercerising, printing or otherwise working any of the fabrics and materials and to erect, maintain, alter, extend, purchase and sell mills, factories, warehouses, engine-houses, power houses, dwelling houses for employees, tanks, chawls and other buildings on any land purchased, leased or otherwise acquired by, to, or for the Company or for any of the purposes connected with the business of the Company.
21. 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 and water by any vehicle whatsoever.
22. To cultivate sugar-cane, beet root, tea, coffee, cinchona, rubber, coconuts, timber, tobacco, spices, and other produce, to carry on and work the businesses of planters, cultivators, winnowers, buyers, and sellers of every kind of vegetable, mineral or other produce of the soil, to grow, prepare, manufacture and render marketable any such produce, and to buy, sell, import, export, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail and to purchase, take on lease or otherwise acquire, hold and work, any lands or plantations suitable for any of such purposes, and any concessions, rights, powers and privileges relating thereto.
23. To carry on the business of manufacturers, hirers, repairers, cleaners, and storers of motor cars; motor cycles, motors, motor boats, motor launches, motor lorries, motor vans, aeroplanes, sea planes, gliders and other conveyances of all descriptions whether propelled or assisted by means of petrol, spirit, steamgas, electricity, animal, atomic or other powers and of engines, chassis, bodies and other things used for, in or in connection with the abovementioned things.
24. To carry on the business of garage keepers and suppliers of and dealers in petrol, electricity, atomic and other motive power to things mentioned in clause (23) above.
25. To carry on the business of extracting, pumping, ~~driving~~ transporting and purifying and dealings in petroleum and other mineral oils.

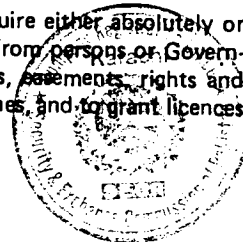


26. To develop the resources of or turn to account any lands and any rights over to or connected with land belonging to or which the Company is interested, in particular by clearing, draining, fencing, planting, cultivating, building, improving, farming, irrigating, grazing, and by promoting immigration and emigration and the establishment of village settlements.
27. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
28. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.
29. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
30. To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
31. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements rights, privileges and concessions.
32. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.
33. To issue debentures, part or whole of which could be converted into shares.
34. To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
35. To issue and deposit any securities which the Company has power to issue, by way of mortgage or otherwise to secure any sum less than the normal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its



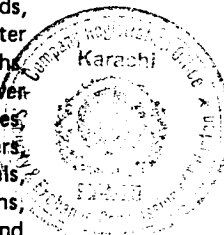
customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

36. To open an account or accounts with any person, firm or company or with any Bank or Bankers and to pay into and withdraw money from such account or accounts and do all other acts in connection with the operation and maintenance of such account or accounts.
37. To remunerate any persons or company for services, rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business.
38. To draw, make, accept, discount, execute and issue bills of exchange, Government of Pakistan and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
39. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
40. To adopt such means of making known the produces 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 publication of books and periodicals and by granting prizes rewards and donations.
41. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
42. To procure the Company to be registered or recognised in any foreign country or any place.
43. To enter into contracts giving any person or company the sole exclusive right to supply the Company with any articles or commodities used or sold by the Company, on such terms and conditions and for such period as may be determined from time to time.
44. To carry on business as timber merchants, saw mill proprietors, and timber growers and to buy, sell, grow, prepare for market, export, import, and deal in timber and wood of all kinds; to buy, sell, clear, plant and work timber estates and to manufacture, sell, buy and deal in articles of all kinds in the manufacture of which timber or wood is used.
45. To purchase, take in exchange or otherwise acquire either absolutely or by lease, licence, concession, grant or otherwise from persons or Government, any lands, mines, quarries, mineral rights, easements, rights and privileges and to search for ores, minerals and mines, and to grant licences

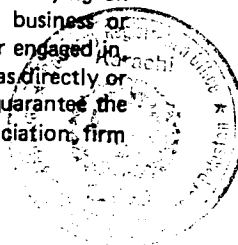


for mining in or on any lands which may be acquired by the Company and to lease out any such lands for building or agricultural use and to sell or otherwise dispose of the lands, mines, quarries and other property of the Companies.

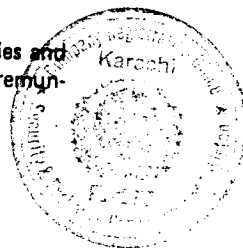
46. To own, prospect for, explore, acquire by lease, licence, purchase or otherwise, open, work, develop and maintain natural deposits of salt, brine, natron, soda, nitrate and other chemical substances of all kinds, clay and pits, slabs, stone, chalk and limestone quarries, coal mines, copper mines, iron mines, mineral oil fields and mines of all kinds and to sell or otherwise dispose of any of the above products, to manufacture, prepare, treat quarriable and mineral substances or products of all kinds obtained as aforesaid for sale or use or for manufacturing, building or any other purpose and to manufacture therefrom any kind of products and to expend such sums of money as may be deemed requisite and advisable in exploration, survey and development for any of the above purposes.
47. To carry on the business of manufacturing, procuring, importing, exporting, dealing, buying, selling, distributing paper, cardboard, jute, and products therefrom including packages and containers made thereof and to manufacture, import, export, procure, purchase, sell, hire, borrow, and lend or otherwise to deal in machinery, apparatus and accessories appertaining to and in connection therewith.
48. To carry on the business in all its branches of genral merchants, shipping, forwarding, despatch and financial agents and all kinds of agency business including that of managing agents and commission agents, and all or any of the business of dealers in, importers and exportes, buyers, sellers and manufacturers of goods, produce and merchandise of every description manufactured or unmanufactured.
49. To carry on in its branches the business of mill furnishers and to buy, sell, exchange, import, deal in, manufacture, convert, render marketable, and supply all plant, machinery, apparatus metals, materials, implements, tools, hardware, stores, parts, accessories, appliances and all articles required for use in mills, factories, farms, mines, repair shops and business concerns of all kinds.
50. To own, acquire, construct, establish, install, lay out, improve, maintain, work, manage, operate, carry out or control, or aid in, contribute or subscribe to the construction, erection, maintenance and improvement or working of any roads, ways, railways, aerodromes and landing fields, docks, wharves, piers, jetties, moorings, aqueducts, canals, wells, water courses, tanks, storage installations, refineries pipes, pipelines, telegraphs, telephones, wireless, gas works, steam works, electric lighting and power works, power houses, hydro-electric plants, factories, mills, foundries, workshops, machine shops, warehouses, shops, stores, fuel stores, hangers, garages, machinery, lodging houses, baths, places of worship, hospitals, dispensaries, places of amusement, pleasure grounds, parks, gardens, reading rooms, dwelling houses, office and other buildings, works and conveniences which may be calculated, directly or indirectly, to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in, the construction, improvement, maintenance, working, mangement, carrying out or control thereof, and to enter into any working agreement in respect thereof.



51. To purchase, build, charter, affreight, hire and let out for hire, or for chartering and affreightment, and otherwise to obtain the possession of, and use, operate and dispose of, and employ or turn to account, ships, barges, tugs, launches, boats, and vessels of all kinds, automobiles, lorries, motor trucks and tractors, aeroplanes, locomotives, wagons, tank cars, and other rolling stock, and otherwise to provide for and employ the same in the conveyance of fruit, vegetables and other crops, and the products and by-products thereof, and movable property and merchandise of all kinds, and the transportation of personnel, employees, customers and visitors, and to purchase or otherwise acquire any shares or interests in any ships or vessels, aeroplanes, railways and motor transportation.
52. To obtain and or hold the office of and act as Managing Agents, Managers, brokers, contractors, secretaries and treasurers of any trading or manufacturing company, corporation, board, committee, or concern whether owned patronised or controlled by any Government local authority or other person or persons.
53. To apply for, obtain, own, register, renew, purchase, lease or otherwise to acquire, and to use, own, produce, manufacture, operate and introduce, and to sell, assign, grant licence or otherwise dispose of patents, brevets d'invention, inventions, improvements, formulae and processes used in connection with or secured under letters patent of any government or country in the world, including licences, concessions and the like, conferring exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly calculated to benefit the Company, and to use, exercise, develop, disclaim, alter or modify, grant licences in respect of, or otherwise turn to account the property, rights, and information as acquired, also to acquire, use, register, assign, and dispose of trade marks, trade names, registered or other designs, rights of copyright, or other rights or privileges in relation to any business carried on by the Company.
54. To purchase or otherwise acquire and undertake, wholly or in part for cash, shares, stock, debentures, debenture stock or other securities or otherwise howsoever, all or any part of the business or property and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
55. To establish or promote or concur in establishing or promoting any company, association or firm whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance, directly or indirectly, the objects of this Company or the interests of its members.
56. To enter into partnership or any arrangement for sharing profits, union of interests, cooperation, joint adventure, reciprocal, concessions, or otherwise with any company, association, firm or persons carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contracts of, or otherwise assist any such company, association, firm

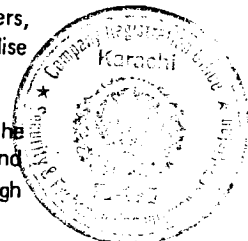


- or person, and to purchase, take, or otherwise acquire, shares and securities of any such company or association, firm or person, and to sell, hold reissue, with or without guarantee, or otherwise deal with the same.
57. To receive from any person or persons or from any firm, association, partnership or coporate body, whether a member or members director or directors, employee or employees of the Company or otherwise money or securities on deposit at interest or for safe custody or otherwise and generally to act as bankers.
 58. To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal in shares, stocks, bonds, debentures, debenture stocks and other obligations of any other company, association, trust or body, or issued or guaranteed by any Government, Municipality or other public body or authority, secured or unsecured.
 59. To own, hold, sell, exchange, let on rent or shares of profit or royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispoef, the undertaking, property, assets, rights, and effects of the Company or any part for such consideration as may be thought fit, and in particular for stocks, shares fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
 60. To obtain any legislative, judicial, administrative, or other Acts or authorisations of any Government or authority competent in that behalf for enabling the Company to carry any of its objects into effect and for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, to take all necessary or proper steps with the authorities, supreme, national, local, municipal, or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the Company or furthering the interests of its members, and to oppose any proceedings, applications, actions or steps taken by any governmental authority or body, or any company, association, firm or person, which may seem calculated, directly or indirectly, to prejudice the interests of the Company.
 61. To manage, improve, develop, sell, exchange, lease, mortgage, pledge, hypothicate, assign, transfer, deliver, dispose of, turn to account or otherwise deal with all or any part of the property and assets, real and personal, corporal or incorporeal, tangible or intangible, and any right, title, and interest of the Company therein, including rights, licences, privileges, concessions and franchises as may seem expedient.
 62. To enter into agreement with and/or employ workers, technicians, specialists, experts, consultants and other persons having special knowledge of matters relating to the business of the Company, as may be necessary or expedient for conducting the business of the Company on such terms, conditions and stipulations as the Company may deem proper.
 63. To appoint legal and technical advisers, managing agents, secretaries and treasurers for the Company and to pay the necessary expenses and remunerations for the same.



64. To depute any of the representatives, Directors, Managers, or other employees of the Company to any part of Pakistan or abroad for any of the purposes which may be expected to benefit the Company, directly or indirectly, with such staff as necessary, and incur such expenses of journey or voyage, lodging, boarding, and other expenses as may be necessary for these purposes and to make payments or to give remuneration to such person or persons through whose agency, assistance or mediation or efforts necessary facilities and help are made available to the Company towards one or more objects of the Company.
65. 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 due and of any claims or demands by or against the Company, and to refer any claims or demand to arbitration.
66. To provide fullest possible openings, for the employment of Pakistan 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, workshops, and research and other institutions for their education, instruction and training and to give them scholarships, stipends and other monetary help for the purpose.
67. To pay all cost, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and the issue of its capital or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for under-writing, brokerage, printing and stationery and expenses attendant upon the formation of agencies and local boards and to remunerate or make donations to (by cash or other assets or by the allotment of fully paid shares or by a call or option on shares, debentures, debenture stock or securities 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 for any other reason which the Company may think proper.
68. To grant pension, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

69. To accept payment for any property or rights, sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully paid-up shares of any company or corporation, with or without deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages, or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
70. To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
71. To create provident fund, reserve fund, depreciation fund, sinking fund insurance fund, or any other special fund conducive to the interest of the Company.
72. To lend money to members of staff or customers of the Company or others having dealings with the Company with or without security and on such terms as the Company may deem expedient.
73. To make advances of such sum or sums of money upon or in respect of for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purposes of the Company upon such terms and with or without security, as the Company may deem expedient.
74. To distribute as dividend or bonus among the members or to place to reserve 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 any money received in respect of dividend accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
75. To distribute among members of the Company in specie or otherwise any assets of the Company or any proceeds of sale or disposal of any assets of the Company, including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets and liabilities of this Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
76. To carry on the business of financiers, concessionaires, manufacturers, general merchants, exporters, importers, traders or dealers in merchandise articles and commodities of all descriptions.
77. To do all or any of the above things in Pakistan or in any part of the world, and either as principals, agents, trustees, contractors or others and either alone or in conjunction with others, and either by or through

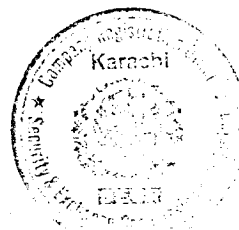


managing agents, agents, sub-contractors, trustees or otherwise.

78. And generally to do and to perform all such other things and acts as may appear to be incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the numbers is limited.

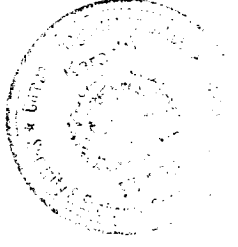
V. The capital of the Company is Rs. 50,000,000 (Rupees fifty million) divided into 5,000,000 Ordinary Shares of Rs. 10/- each. The Company shall have powers to increase, reduce, or reorganise the capital of the Company and divide shares in the capital, for the time being, into several classes, in accordance with the provisions of The Companies Ordinance, 1984".



We, the several persons, whose names and addresses are subscribed below, 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.

Names, addresses and descriptions of subscribers.	Number of shares taken by each subscriber	Names, addresses and description of witnesses
1. PIR GHULAM RASUL SHAH Zaminder & Businessman, Pir Colony, Mirpurkhas.	One	
2. GHULAM MUSTAFA JATOI, M.N.A., Zaminder & Industrialist, Village New Jatol near Moro, Distt. Newabshah.	One	
3. MIAN IQBAL SAIGOL, Industrialist, Kohinoor Colony, Rawalpindi.	One	
4. ABDUR RAZZAK DADA, Industrialist & Businessman, Spencers Building, McLeod Road, Karachi.	One	
5. IMAM H. MIAN, Director, Alamgir Rayons Ltd., & Dhabeejee Salt Works Ltd., Industrialist & Businessman, 3, Fadool Building, Sunder Road, Karachi.	One	
6. ABDUL HAFEEZ PIRZADA, Barrister-at-Law, Advocate, 188 I, P.E.C.H. Society, Karachi.	One	
7. GHULAM MUJTABA JATOI Zaminder & Industrialist, Village New Jatol, near Moro, Newabshah.	One	



Names, addresses and descriptions of subscribers.	Number of shares taken by each subscriber	Names, addresses and description of witnesses
8. HAFIZULLAH JATOI, Barister-at-Law, Advocate, Village New Jatol, near Moro, Nawabshah.	One	
9. NAWAB NOOR AHMED LEGHARI, Zaminder & Businessman Talpur Nasserpur, Distt. Hyderabad	One	
10. SYED MDHD. HASSAN SHAH, M.P.A. Zaminder & Businessman, Tando Allahyar.	One	
11. GHULAM HUSSAIN KHAN KHOKAR Zaminder & Businessman, Village Khoker, Tando Allahyar, Hyderabad.	One	
12. HAJI USMAN BUX MARI, Zaminder & Businessman, Pir Colony, Mirpurkhas.	One	
13. KAZI MOHAMMAD DARS Zaminder & Businessman, New Town, Mirpurkhas.	One	
14. ALLAHDINO SHAH, Zaminder, New Town, Mirpurkhas.	One	
15. TARIQ NAZEER, Businessman, 2, Bleak House Road, Karachi.	One	
		 (MIRZA M. RAFI RAZA) Barrister-at-Law Advocate, Bank of India Building Bunder Road, Karachi.

Karachi dated December 1965.



THE COMPANIES ORDINANCE 1984,

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF

MEHRAN SUGAR MILLS LIMITED



1. The Regulations contained in Table "A" in the First Schedule to the Companies Ordinance, 1984, shall not apply to the company and the following shall be the Articles of the company.
2. In these Articles, unless the context or subject matter otherwise requires;
 - (i) "These Articles" means these Articles of Association as originally framed or as from time to time altered by special resolution.
 - (ii) "The Ordinance" means the Companies Ordinance, 1984.
 - (iii) "The Company" means the above-named company.
 - (iv) "The Directors" means the Board of Directors for the time being of the company.
 - (v) "The Register" means the Register of Members to be kept pursuant to section 147 of the Ordinance.
 - (vi) "The Seal" means the Common Seal of the Company.
 - (vii) "The Office" means the Registered Office of the company for the time being.
 - (viii) "Chairman" means the chairman of the company for the time being.
 - (ix) "Month" means calendar month according to the English Calendar.
 - (x) "Section" means section of the Ordinance.

- (xi) "Dividend" includes bonus.
- (xii) "In writing" and "written" means written, typewritten, lithographed, stamped or printed or words represented or reproduced through any other mode in a visible form or partly in one of the said forms and partly in another.
- (xiii) Words importing the singular number only include plural, and vice versa, and words importing the masculine gender only include the feminine gender.
- (xiv) Words importing individuals only include corporations, unless where expressly stated to the contrary.
- (xv) Reference in these Articles to any provision of the Ordinance shall, where the context so admits, be construed as a reference to such provision as modified or re-enacted by any statute for the time being in force.
- (xvi) Save as aforesaid, any words or expressions defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

SHARE CAPITAL AND SHARES

3. The share capital of the company is Rs. 50,000,000 divided into 5,000,000 ordinary shares of Rs. 10 each.

SHARES AND MODIFICATION OF RIGHTS

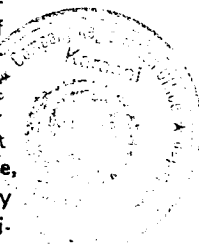
4. No shares shall be offered for subscription except upon terms that the amount payable upon application shall be the full amount of the nominal amount of the share.
5. The Directors shall, as regards any allotment of shares, duly comply with such of the provisions of sections 68 to 73, as may be applicable thereto.
6. Subject to the provisions of the Ordinance any of the shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with any such special privilege or advantage over any shares previously issued or then about to be issued (subject to the provisions hereinafter contained as to the consent of the holders of any class of shares where such consent is necessary), or with such lesser rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the company may from time to time by ordinary resolution determine.
7. Where the share capital is divided into different classes of shares, all or any of the rights and privileges attached to each class may be modified by agreement between the company and any person

purporting to contract on behalf of that class, provided such agreement is confirmed by a special resolution passed at a separate General Meeting of the holders of shares of that class, and all the provisions hereinafter contained as to General Meetings shall mutatis mutandis apply to every such meeting but so that the quorum thereof shall be two persons at least holding or representing by proxy shares of that class.

8. The company may exercise the powers of paying commissions conferred by section 82, provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required to be disclosed by the said section and the rate of commission shall not exceed such rate as may be fixed under the said section. Subject to the provisions of the Ordinance such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly on the other. The company may also on any issue of shares pay such brokerage as may be lawful.
9. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any share or any interest in any fractional part of a share of (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except on absolute right to the entirety thereof in the registered holder.
10. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for any shares in the company, nor shall the company make a loan for any purpose whatsoever on the security of its shares, but nothing in this Article shall prohibit any transactions which may be permitted by the Ordinance.

CERTIFICATES

11. Every person whose name is entered as a Member in the Register shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such sum not exceeding Rs. 3 for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within 90 days after allotment and within 45 days after the application for the registration of the transfer of the shares, unless the conditions of issue of such shares otherwise provide and shall be under the seal, and bear the autographic signatures of one Director and the Secretary, or two Directors and shall specify the number and class and distinguishing numbers of the shares to which it relates, and the amount paid thereon, but so that the Directors may by resolution determine, either generally or in any particular case, that the signature of any Director or that of the Secretary may be affixed by some mechani-



cal means to be specified in each resolution, provided that the use of such means is by such resolution restricted to certificates which have first been approved for sealing by the Auditors, Transfer Auditors or bankers of the company in writing. The company shall not be bound to register more than three persons as the joint holders of any share or shares (except in the case of executors or trustees of a deceased Member) and in the case of a share held jointly by several persons, the company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint-holders shall be sufficient delivery to all.

12. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, not exceeding one rupee, and on such terms as to evidence and indemnity and payment of expenses incurred by the company in investigating title as the Directors think fit.

TRANSFER OF SHARES

13. Subject to such restrictions of these Articles as may be applicable and the Conditions attached to the Consent Order of the Controller of Capital Issues bearing No. R. 13-CC1/66 dated the 14th May, 1966, any Member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.
14. The instrument of transfer of any share shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.
15. The Directors shall not refuse to transfer any fully paid shares unless the transfer deed is defective or invalid. The Directors may decline to recognise any instrument of transfer unless:-
 - (a) such fee not exceeding two rupees as the Directors may from time to time require, is paid to the company in respect thereof and
 - (b) the duly stamped instrument of transfer is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

If the Directors refuse to register a transfer of shares they shall within 30 days after the date on which the transfer deed was lodged with the company send to the transferee notice of the refusal indicating the defect or invalidity to the transferee, who shall, after removal of such defect or invalidity be entitled to re-lodge the transfer deed with the company.

16. On giving seven days' previous notice by advertisement in newspapers as are specified in section 151 the Register may be closed for such period or periods not exceeding in the whole forty-five days in any one year as the Directors may from time to time direct, but so that the Register shall not be closed for a longer period than thirty days at a time.
17. There shall be paid to the company in respect of the registration of any probate, letter of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee, not exceeding two rupees, as the Directors may from time to time require or prescribe.
18. All instruments 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.
19. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

20. The executors, administrators, heirs, or nominees, as the case may be, of a deceased sole holder of a share shall be the only persons recognised by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors, or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognised by the company as having any title to the share.
21. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to the title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy, as the case may be.
22. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him, stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of a Member had not occurred and the notice or transfer were a transfer signed by that Member.



23. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were a registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends or other moneys payable on or in respect of the share until the requirements of the notice have been complied with.

INCREASE OF CAPITAL

24. 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.
25. Subject to the provisions of the Ordinance, all unissued and any new shares shall, before issue, be offered to the Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares held by each Member irrespective of class. 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 earlier intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may from time to time, subject to the provisions of subsection 7 of section 86, dispose of the same to such person or persons, companies or corporations, whether members or not, in such manner as they in their absolute discretion think fit: The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to the shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article. Subject as aforesaid, the shares in the capital for the time being shall be at the disposal of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as they may think fit.
26. All new shares shall be subject to the same provisions with reference to transfer, transmission and otherwise as the shares in the original share capital.

ALTERATION OF CAPITAL

27. The company may by ordinary resolution:-
- (a) consolidate and divide its existing share capital into shares of larger amount than its existing share;
 - (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions 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 and diminish the amount of its share capital by the amount of the shares so cancelled.
- 28. The company may by special resolution reduce its share capital, or any share premium account in any manner and with and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

- 29. The Statutory General Meeting of the company shall be held within a period of not less than three months, nor more than six months, from the date at which the company is entitled to commence business.
- 30. The company shall hold, besides the Statutory General Meeting or any other General Meeting, a General Meeting which shall be called its Annual General Meeting, within eighteen months from the date of its incorporation; and thereafter 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; and shall specify the meeting as Annual general Meeting for the relevant year in the notices calling it. The Annual General Meeting shall be held at such time and such place within the town in which the registered office of the company is situate, unless any other place is approved by the Authority, for any special reason, on the application of the company, under the provision of Section 158.
- 31. All General Meetings, other than the Statutory General Meeting or Annual General Meetings, shall be called Extraordinary General Meetings.
- 32. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on such requisition as has been properly made under the provision of Section 159, and in default, it may be convened by the requisitionists who made the requisition. If at any time there are not within Pakistan sufficient Directors capable of acting to form a quorum, any director of the company may convene an Extraordinary General Meeting in the same manner as nearly as possible in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

- 33. At least 21 days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided in Section 50 and sub-section (3) of Section 158, for the General Meeting, to such persons as are, under Section 160 or the regulations of the company



entitled to receive such notice from the company; but the accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETING

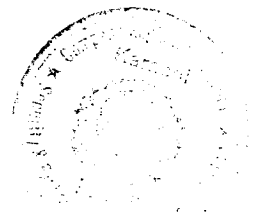
34. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the ordinary reports of the Directors and Auditors and other documents which may be required to be annexed to the balance sheet, the election of Directors and the appointment of, and the fixing of the remuneration of the Auditors.
35. Where by any provision contained in the Ordinance, special notice to the company of a resolution is required, the resolution shall not be effective, unless notice of the intention to move it has been given to the company not less than twentyeight days (or such shorter period as the Ordinance permits) before the meeting at which it is moved, and the company shall give to the Members notice of any such resolution as required by and in accordance with the provisions of the Ordinance.
36. No business shall be transacted at any General Meeting, unless a quorum of Members is present. Save as in these Articles otherwise provided, five Members present in person who represent not less than 25 percent of the total voting power, either on their own account or as proxies, shall form a quorum.
37. 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 three, shall be a quorum.
38. The Chairman of the Board of Directors shall preside as chairman at every General Meeting. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the Directors present shall choose someone of their number to be chairman. If no Director is willing to act as chairman or no Director is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be chairman of the meeting.
39. The Chairman of the meeting may, with the consent of the meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for

thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

40. At any General Meeting, a resolution put to the vote of 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 Section 167. Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the company shall, until the contrary is proved, be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
41. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
42. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time, not more than fourteen days from the date on which it is demanded, as the Chairman of the meeting directs, and any business other than that upon which poll has been demanded, may be proceeded with, pending the taking of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
43. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

44. Subject to any special conditions or restrictions as to voting upon which any shares may be issued or for the time being held, on a show of hands every Member present in person shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for every share held by him in respect of which he is entitled to vote; provided that for the election of directors the provisions of Section 178 shall apply.
45. Where there are joint holders of any share, any one of such person may vote at any meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting or at any poll personally or by proxy, that one of the said persons so present whose name stands first in the Register in respect of such shares, shall alone be entitled to vote in respect thereof.



46. A Member of unsound mind, or in respect of whom an order has been made by a Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than fortyeight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.
47. On a poll, votes may be given either personally or by proxy;

Provided that no body corporate shall vote by proxy as long as a resolution of its directors in accordance with the provisions of Section 162 is in force.
48. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office not less than fortyeight hours before the time of holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than fortyeight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
49. The Members or their proxies shall be entitled to do any or all the following things in a general meeting, namely:-
 - (a) demand a poll on any question, subject to the provisions of Section 167; and
 - (b) on a question before the meeting in which poll is demanded, to abstain from voting or not to exercise their full voting rights.
50. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. A proxy must be a Member.
51. An instrument appointing a proxy shall be in the form following or in the form set out in the regulation 39 of the Table A in the First Schdule to the Ordinance.



t. _____ or failing him

_____ also a member, as my/our proxy in my/our absence
and vote for me/us and on my/our behalf at the
meeting of the Company to be held on the _____ day of
_____ o' clock in the _____ and at any adjournment
of,

do witness my/our hand this _____

day of _____

Signed by the said _____

in the presence of _____

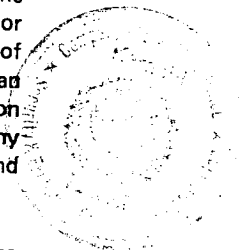
Revenue
Stamp

Note: If a member is unable to attend the Meeting he/she may sign this Form and send it to the Secretary, Mehran Sugar Mills Limited, Karachi, so as to reach him not less than 48 hours before the time of holding the Meeting.

52. Any corporation which is a Member of the company may by a resolution of its directors or other governing body or council authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of Members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the company.

53. The company shall have at least seven Directors, and subject to the said minimum, the Directors may from time to time increase or decrease the number of Directors before the commencement of each three year term of office of the Directors; provided that if an additional Director is co-opted by the Directors under the provision of Article 57 the Directors shall revise the number of Directors any time during the currency of the three year term as may be found necessary.

54. Save as provided in Section 187, no person shall be appointed as a Director, unless he is a Member of the company.



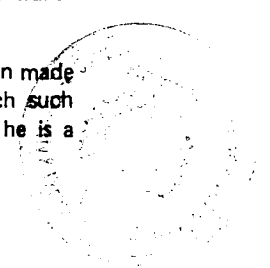
55. The qualification of a Director shall be holding of shares in the company at least of the nominal value of rupees twentyfive thousand, provided that a Director representing a corporation which is a Member of the company having held shares in the company at least of the nominal value of rupees twentyfive thousand, need not have any qualification shares.
56. During such time as the Investment Corporation of Pakistan holds at least shares in the company of the nominal value of rupees twentyfive thousand, the Investment Corporation of Pakistan shall have the right from time to time to appoint one person as a Director to be called "ICP Director" of the company and to remove such person and fill up any vacancy caused by the removal, or resignation, death or otherwise of such Director.
57. The Directors shall have power to co-opt, or agree to co-opt, additional Directors, nominated by any financial institution, bank, consortium, or collaborators (hereinafter called "the institution") where such institution shall require appointment of their nominee as a Director under the terms of granting loans, or for subscribing to the company's debentures or stock, or for making a bridging advance, provided that such Director shall hold office so long as the amount of the loan, debentures, stock, or advance is not less than the amount of the qualification shares prescribed elsewhere in these Articles.
58. The ordinary remuneration of a Director for attending a meeting of the Directors or for attending a Committee appointed by the Directors shall be rupees five hundred.
59. The Directors may reimburse to any Director all travelling, hotel or other expenses properly incurred by him in attending and returning from meetings of the Directors or of any Committee appointed by the Directors and such payments shall be charged as the company's ordinary working expenses.
60. Subject to such approvals or consents being granted and within such limits as may be prescribed by the Ordinance or any other law for the time being in force, the Directors may from time to time authorise the payment of remuneration whether payable as salary, commission, bonus, allowance, consultancy fees or otherwise to any Director, either in respect of or in connection with any office of profit held by him under the company.

BORROWING POWERS

61. The Directors may from time to time by a resolution passed at their meeting raise or borrow any sum or sums of money for the purpose of the company from any other persons, banks, firms, corporations or companies and may secure the repayment of such money together with interest or any other dues in such manner and upon such terms and conditions as they may think fit. Provided that, except for the sanction of the company in general meeting given by way of a resolution, the amount borrowed by the company and outstanding at any time shall not exceed the paid-up capital of the company for the time being, provided further that no lender or any other person dealing with the company shall be bound to see or enquire whether this limit is observed nor will any such person or transaction be adversely affected by the non-observance of such limit.

62. The Directors may, from time to time, at their discretion and on such terms and conditions as they think fit, obtain finance for the purposes of the company on the basis of mark-up, musharika, mudaraba, or any other approved mode of interest-free financing from banks, financial institutions or from any other institution set up by the Government of Pakistan or by any provincial Government and may secure such finance by the issue of participation term certificates, musharika certificates, mudaraba certificates, term finance certificates or any other security or obligation not based on interest, other than the ordinary shares of the company, evidencing investment of the holder in the capital of the company on terms and conditions of the agreement for the issue of such certificate or security as the Government permits.

POWERS AND DUTIES OF DIRECTORS

63. The business of the company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the company and may exercise all such powers of the company as are not, by the Ordinance, or by these Articles, required to be exercised by the company in general meeting subject to any of these Articles to the provisions of the Ordinance and to such regulations being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the Directors which would have been valid, if that regulation had not been made.
64. Subject to the provisions of Sections 214 and 216, no Director shall be disqualified on account of his office 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 in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be avoided, nor shall any Director so contracting or being 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 relations thereby established but it is declared that the fact of his having an interest must, unless all the Directors are interested, be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisitions of his interest. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice of any particular transaction with that firm or company.
65. The company shall not make any loan, or guarantee any loan made to any Director of the company, or to a firm of which such Director is a partner or to a private company of which he is a Director.
- 

66. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
67. The directors shall cause minutes to be made in the books provided for the purpose:-
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors.
 - (c) of all resolutions and proceedings at all meetings of the company and of the Directors and of the Committees of Directors.

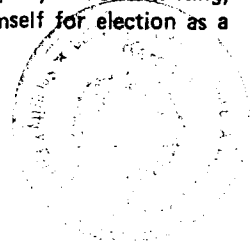
and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for the purpose.

DISQUALIFICATIONS OF DIRECTORS

68. No person shall become a Director of the company if he suffers from any of the disabilities or disqualifications mentioned in Section 187 and any Director of the company who happens to incur the disabilities and disqualifications mentioned in Sections 187 and 188 shall cease to hold office of the Director from the date he becomes so disabled or disqualified.

ELECTION AND RETIREMENT OF DIRECTORS

69. The Directors shall be elected by the Members in a General Meeting in accordance with the provisions of these Articles.
70. A Director elected by the Members in the General Meeting shall hold office for a period of three years following the date from which his election is effective unless he earlier resigns, becomes disqualified from being a director or otherwise to hold office.
71. Any casual vacancy occurring among the Directors may be filled up by the Directors and the persons so appointed shall hold office for the remainder of the term of the Director in whose place he is appointed.
72. No person shall be eligible for election to the office of Director at any General Meeting unless not less than fourteen nor more than twenty-one days before the date appointed for the meeting there shall have been left at the office of the company notice in writing, signed by him of his intention to offer himself for election as a Director.



73. The Directors shall, unless the number of the persons who offer themselves for election as Directors is not more than the number fixed for election, be elected by the Members in General Meeting from amongst the candidates eligible for election, in the following manner, namely:-
- (a) every Member present in person or by proxy or by a representative shall have such number of votes as is equal to the product of the number of shares carrying the right to vote held by him and the number of Directors to be elected.
 - (b) the number of votes calculated in accordance with the preceding clause (a) may be given to a single candidate or may be divided between any two or more candidates in such manner as the person voting 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 elected.
74. At any time the company may by ordinary resolution remove a Director appointed under Article 70 or elected under Article 72 before the expiry of his period of office provided that no such resolution shall be deemed to have been passed if the number of votes cast in favour of such resolution is 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 the removal of a Director elected under Article 72, or
 - (b) the total number of votes for the time being computed in the manner laid down in Article 72 and divided by the number of Directors for the time being, if the resolution relates to the removal of a Director appointed under Article 70.
75. A Director may retire from his office upon giving one month's notice in writing to the company of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Directors.

ALTERNATE DIRECTOR

76. A Director who is about to leave or is absent for a period of three months or more from Pakistan may with the approval of the Directors appoint any person to be an Alternate Director during his absence and such appointment shall have effect and such appointee, whilst he holds office an Alternate Director, shall not be required to hold any qualification share and such Alternate Director shall be entitled to the notice of meetings of the Directors and to attend and vote thereat accordingly, but shall ipso facto vacate office when his appointor returns to Pakistan or vacates office as a Director, or removes the appointee from office. Any appointment or removal under this Article shall be effected by notice in writing to the company under the hand of the Director making the same.

CHIEF EXECUTIVE

77. The Directors shall appoint one of their body as Chief Executive in accordance with the provisions of Sections 198 and 199, and may from time to time remove such Chief Executive from office in accordance with the provisions of Section 202. Provided that no person who is ineligible to become a Director of the company under Section 187 shall be appointed or continue as the Chief Executive of the company.
78. The Chief Executive shall hold office on such terms as the Directors may determine and shall be paid remuneration and other benefits as may be authorised by the Directors from time to time, subject to such consent or approvals being granted and within such limits as may be prescribed by any law or regulation for the time being in force.

PROCEEDINGS OF DIRECTORS

79. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being out of Pakistan.
80. The Directors shall meet at least twice in a year.
81. The quorum necessary for the transaction of the business of the Directors shall be one third of their number of four, whichever is greater. If all the Directors of the company except one are disqualified from voting, the matter shall be decided by the company in general meeting.
82. A meeting of the Directors at which a quorum is present shall only be competent to exercise the powers, discretions and authorities vested in the Directors by these Articles, the Ordinance or any other law.
83. The continuing Directors may act notwithstanding any vacancy in their body provided that their number is not reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Directors.
84. The Directors may elect a Chairman for their meetings and determine the period for which he is to hold office. The Chairman so elected or in his absence the Chief Executive (Managing Director) shall preside as Chairman at every meeting of Directors. If there is no Chairman or Chief Executive (Managing Director) or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose someone of their number to be Chairman of the meeting.

85. In the case of an equality of votes, the Chairman for the meeting, if be the Chairman elected by the Directors or the Chief Executive, (Managing Director), shall have a second or casting vote, but no other Chairman of a meeting of Directors shall have such a second or casting vote.
86. The office of the Chairman may be filled up by the Directors on the vacancy arising.
87. The Directors may delegate any of their powers not required to be exercised in their meeting to Committees consisting of such member or members of their body as they think fit; any Committee so formed shall in exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
88. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
89. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman shall have a second or casting vote. The quorum for a meeting of a Committee consisting of two or more members, unless otherwise determined by the Committee, shall be two.
90. All acts done by any meeting of Directors or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid both against and in favour of the company and all other persons (but not in favour of such person) as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
91. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

SECRETARY

92. The Secretary shall be appointed by the Directors, and any Secretary so appointed may be removed by them.
93. Anything by the Ordinance required or authorised to be done by the Secretary may, if the office is vacant or there is for the time being for any reason no Secretary capable of acting, be done by any Assistant or Deputy Secretary, or if there is no Assistant or Deputy Secretary capable of acting, by any officer of the company authorised generally or specially in that behalf by the Directors. Provided that any provision of the Ordinance or of these Articles



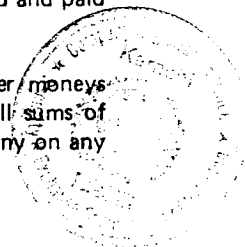
requiring or authorising to be done by a Director and the Secretary shall not be satisfied by its being done by the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

94. The Directors shall provide for safe custody of the seal which shall only be used by the authority of a resolution of the Board of Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

DIVIDEND AND RESERVE

95. The company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
96. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the company. If at any time the capital of the company is divided into different classes the Directors may, subject to the provisions of the Ordinance, pay such interim dividends in respect of all the different classes of shares, and provided that the Directors act bonafide they shall not incur any responsibility to the holders of any class of shares for any damage that they may suffer by reason of the payment of an interim dividend on any shares of a different class.
97. No dividend shall be paid otherwise than out of profits.
98. The Directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion either be employed in the business of the company or be invested subject to the provisions of the Ordinance, in such investments (other than shares of the company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
99. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares.
100. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the company on any account in relation to the shares of the company.



101. The company in general meeting may subject to the provisions of the Ordinance resolve that any capital assets of the company in excess of the company's paid up capital for the time being shall be distributed among the holders of the ordinary shares of the company as and by way of a capital distribution either in the form of cash or by the allocation to such holders of particular assets of the company in specie or by the distribution among such holders of fully paid up shares as and by way of increase of their respective shares in the capital of the company or in any one or more of such ways, such distribution to be in proportion to the amounts for the time being paid up on the ordinary shares held by them respectively and the Directors shall give effect to such resolution. And in case any difficulty arises in regard to the distribution they may settle the same as they may think expedient and in particular may issue fractional certificates and may fix the value of the same for purposes of distribution of such specie assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties. Provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.
102. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the company until claimed. No dividend shall bear interest as against the company.
103. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent by registered post to the registered address of the Member or person entitled thereto and in the case of joint holders to the registered address of that one of the joint holders who is first named on the Register, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may direct and payment of the cheque or warrant if purporting to be duly endorsed shall be a good discharge to the company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.
104. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the shares.
105. A General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of Members, and may vest any



specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates, or any part thereof, and otherwise as they think fit.

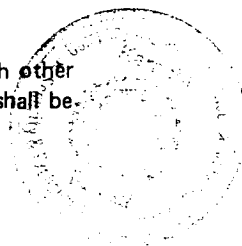
106. Any dividend that has been declared shall be paid within the period laid down in Section 251.

CAPITALISATION OF PROFITS

107. The company in General Meeting may, upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the company (including profits carried and standing to any reserve or reserves) not required for paying any dividends due on any shares or, subject as hereinafter provided any sum standing to the credit of share premium account and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such profits or sum on their behalf in paying up in full unissued shares or debentures of the company of a nominal amount equal to such profits or sum, such shares or debentures to be allocated and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid; Provided that the share premium account may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.
108. Whenever such a resolution as aforesaid shall have been passed the Directors shall make appropriations and applications of the profits or sums resolved to be capitalised thereby, and all allotments and issues 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 Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the 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 fully paid up, of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such Members.

ACCOUNTS

109. The Directors shall cause to be kept proper books of account as required under Section 230.
110. The books of accounts shall be kept at the office or at such other place or places in Pakistan as the Directors thinks fit, and shall be open to inspection by the Directors during business hours.



111. 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 or document of the company except as conferred by the Ordinance or authorised by the Directors or by the company in General Meeting.
112. The Directors shall as required by Section 233 and 236 cause to be prepared and to be laid before the company in General Meeting such profit and loss accounts and balance sheets duly audited and reports as are referred to in those Sections.
113. A copy of every balance sheet and profit and loss account which is to be laid before the company in General Meeting, together with copies of the reports of the Directors and the Auditors shall, not less than twenty-one days before the date of the Meeting, be sent to the persons entitled to receive notices of General Meetings and to every holder of debentures in the company in the manner in which notices are to be given hereunder. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT

114. Auditors shall be appointed and their duties regulated in accordance with Sections 252 to 255.

NOTICES

115. Any notice or document may be served by the company on any Member either personally or by sending it by post to such Member at his registered address. Where a notice or document is sent by post, service of the notice or document 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.
116. A Member whose registered place of address is not in Pakistan may from time to time notify in writing to the company an address in Pakistan which shall be deemed his registered address within the meaning of the last preceding Article.
117. If a Member has no registered address in Pakistan, and has not supplied to the company an address within Pakistan for the giving of notices to him, a notice addressed to him or to the shareholders generally and published in newspapers in the manner provided in sub-section 3 of Section 50 shall be deemed to be duly given to him on the day on which the advertisement appears.



118. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the Register in respect of the share.
119. 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, by the title of the representatives of the deceased, or assignees 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 so supplied by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.

WINDING UP

120. If the company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the company and any other sanction required by the Ordinance, divide among the Members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist property of the same kind or not, and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

121. Every Director, Agent, Auditors, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the company, except those brought by the company against him, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 488 in which relief is granted to him by the court.




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

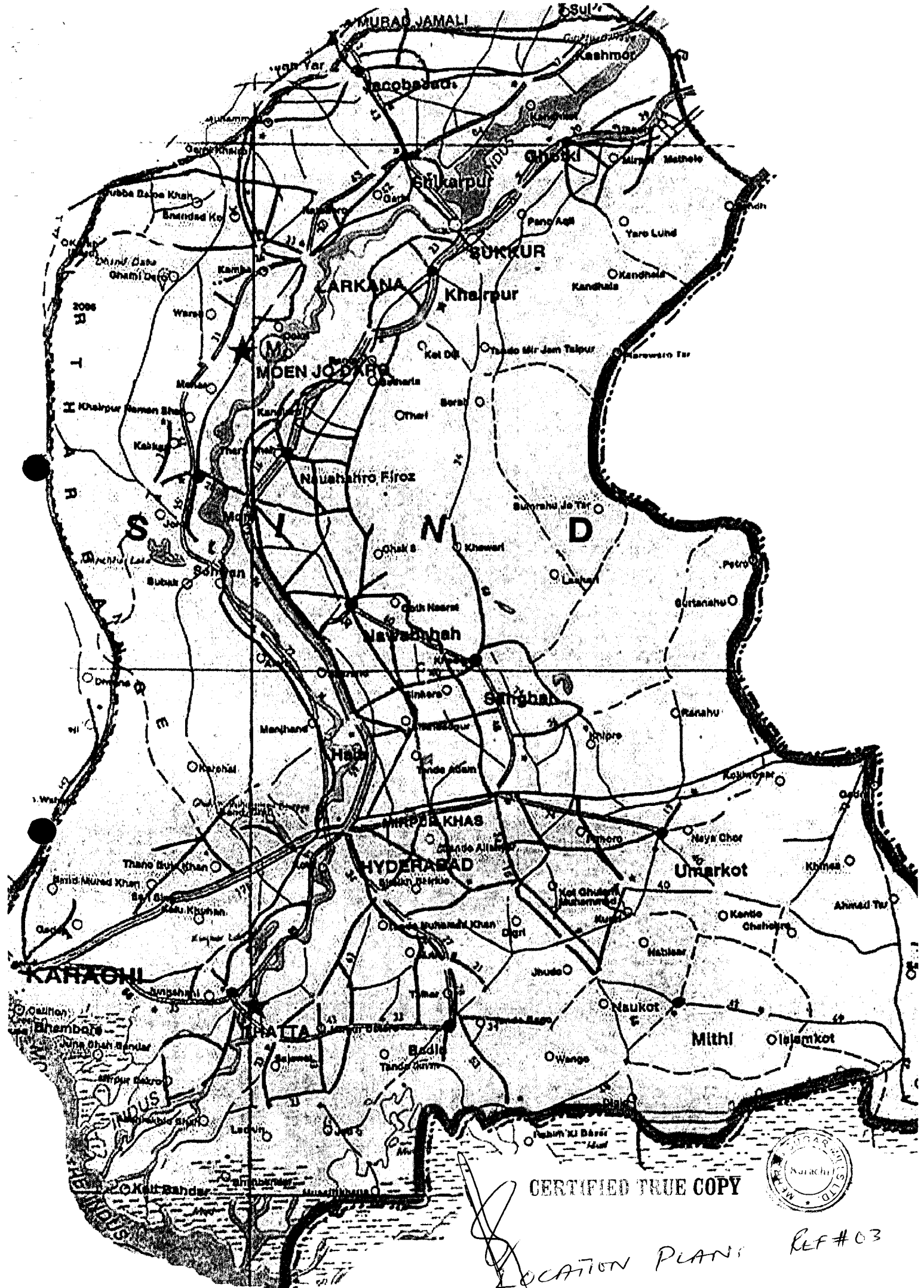
Names, addresses and descriptions of subscribers.	Number of shares taken by each subscriber	Names, addresses and description of witnesses
1. PIR GHULAM RASUL SHAH Zamindar & Businessman, Pir Colony, Mirpurkhas.	One	
2. GHULAM MUSTAFA JATOI, M.N.A., Zamindar & Industrialist, Village New Jatol near Moro, Distt. Nawabshah.	One	
3. MIAN IQBAL SAIGOL, Industrialist, Kohinoor Colony, Rawalpindi.	One	
4. ABDUR RAZZAK DADA, Industrialist & Businessman, Spencers Building, McLeod Road, Karachi.	One	
5. IMAM H. MIAN, Director, Alamgir Rayons Ltd., & Dhabeljee Salt Works Ltd., Industrialist & Businessman, 3, Fadcoo Building, Bunder Road, Karachi.	One	
6. ABDUL HAFEEZ PIRZADA, Barrister-at-Law, Advocate, 188 I, P.E.C.H. Society, Karachi.	One	
7. GHULAM MUJTABA JATOI Zamindar & Industrialist, Village New Jatol, near Moro, Nawabshah.	One	



Names, addresses and descriptions of subscribers.	Number of shares taken by each subscriber	Names, addresses and description of witnesses
8. HAFIZULLAH JATOI, Barister-at-Law, Advocate, Village New Jatol, near Moro, Nawabshah.	One	
9. NAWAB NOOR AHMED LEGHARI, Zaminder & Businessman, Talpur Nasserpur, Distt. Hyderabad	One	
10. SYED MOHD. HASSAN SHAH, M.P.A. Zaminder & Businessman, Tando Allahyar.	One	
11. GHULAM HUSSAIN KHAN KHOKAR Zaminder & Businessman, Village Khokar, Tando Allahyar, Hyderabad.	One	
12. HAJI USMAN BUX MARI, Zaminder & Businessman, Pir Colony, Mirpurkhas.	One	
13. KAZI MOHAMMAD DARS Zaminder & Businessman, New Town, Mirpurkhas.	One	
14. ALLAHDINO SHAH, Zaminder, New Town, Mirpurkhas.	One	
15. TARIQ NAZEER, Businessman, 2, Black House Road, Karachi.	One	
		(MIRZA M. RAFI RAZA) Barrister-at-Law Advocate, Bank of India Building Bunder Road, Karachi.

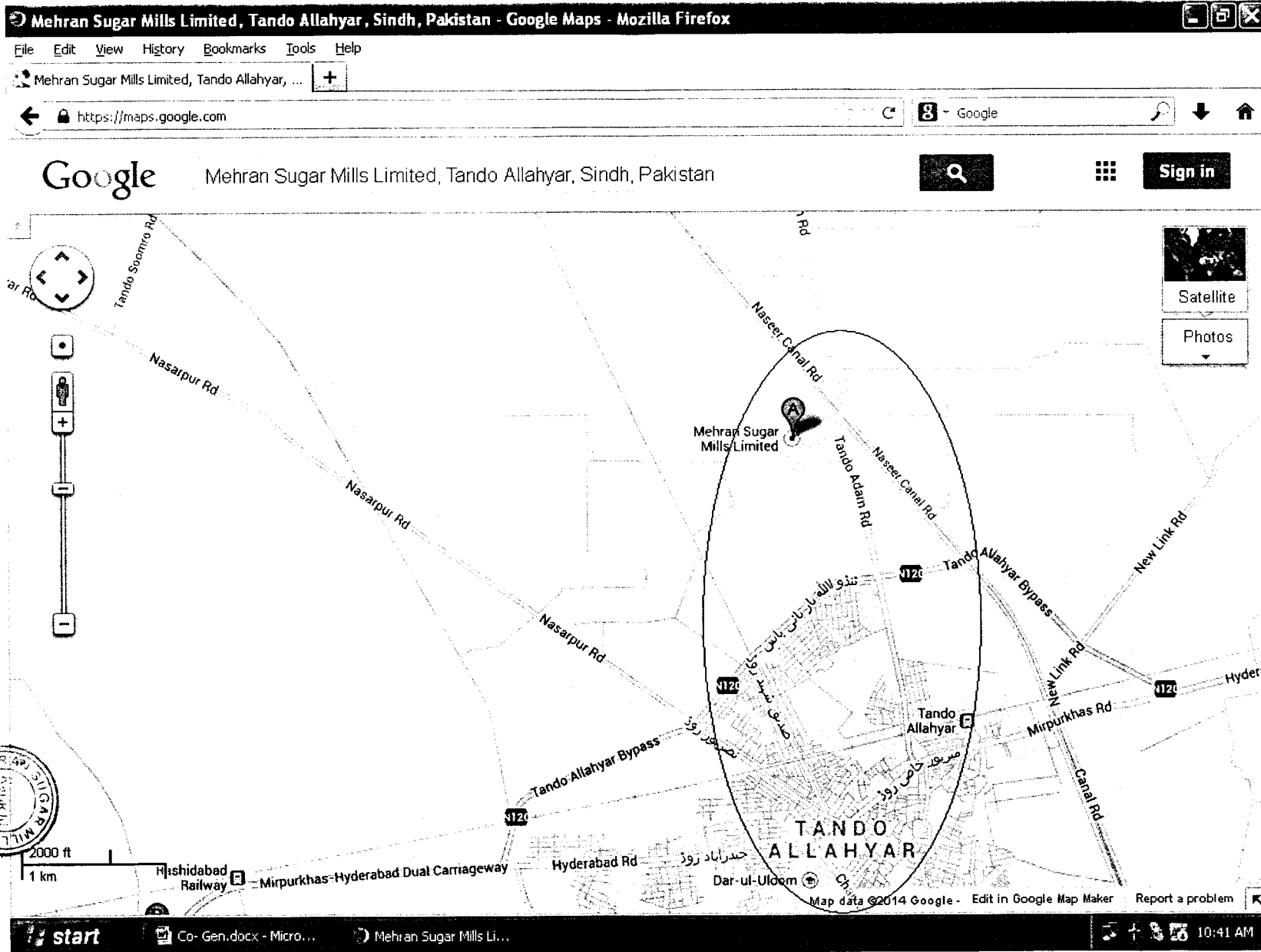
Karachi dated December 1965.





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LOCATION PLANS REF #03



2, LOCATION PLAN REF # 03

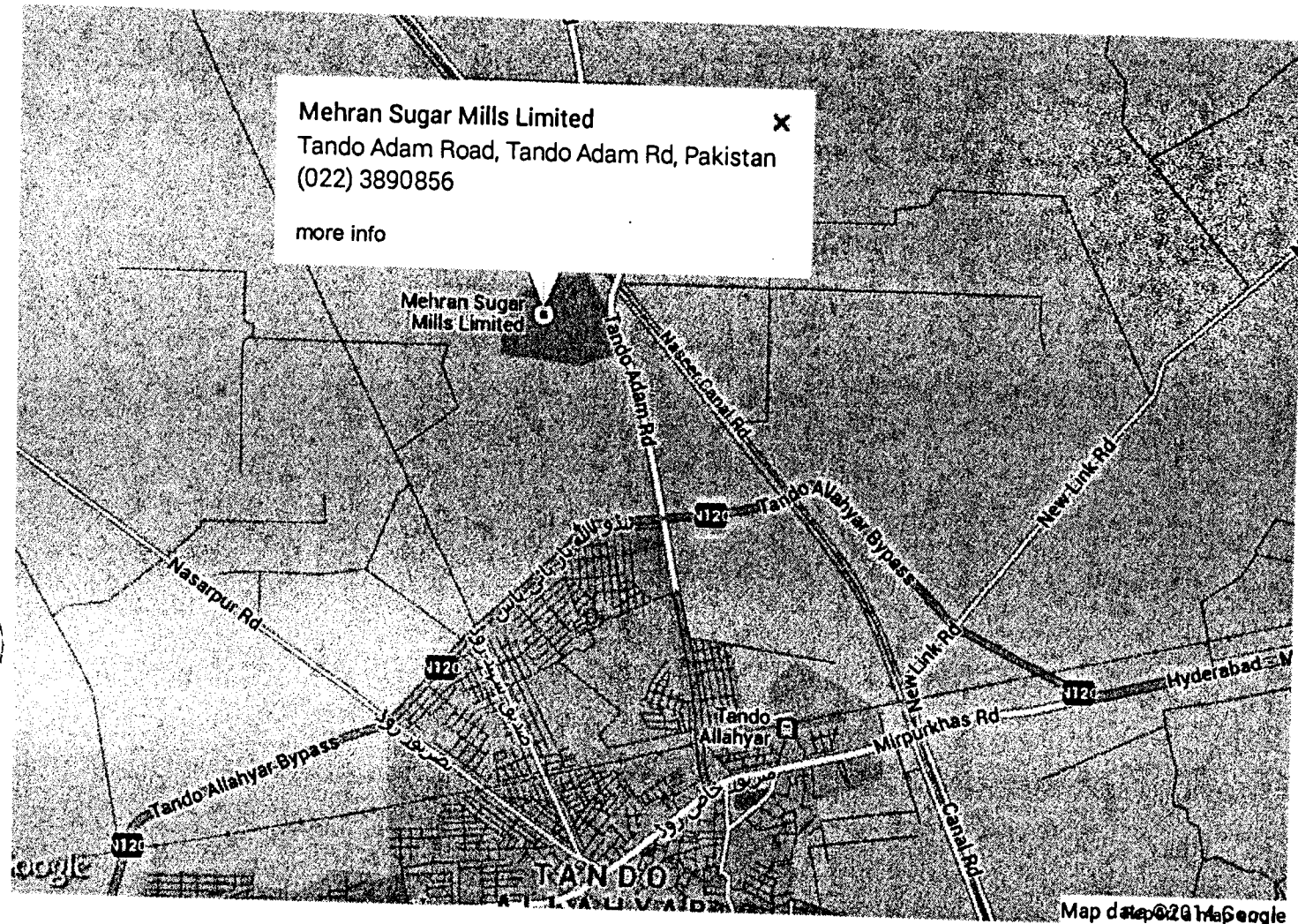
ROAD MAP

Mehran Sugar Mills Limited
Tando Adam Road, Tando Adam Rd, Pakistan
(022) 3890856

more info

Mehran Sugar
Mills Limited

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Map data © 2014 Google

ROAD MAP

REF # 84



PLANT DETAILS

A. General Information

1	Name of Applicant	Mehran Sugar Mills Limited.
2	Registered/Business Office	14 th Floor 14-B HC-3 Executive Tower, Dolmen City Marine Drive Clifton Karachi-75600
3	Plant Location	Tando Allahyar, Sindh
4	Type of Generation Facility	Bagasse Fired Thermal Power Station

1) Plant Configuration:

Steam Bioler:

Boiler 01:

Manufactured and Supplied by M/s. Mitsubishi Company Capacity =25 T/H

Boiler 02:

Manufactured and Supplied by M/s. Mitsubishi Company Capacity =25 T/H

Boiler 03:

Manufactured and Supplied by M/s. Heavy Machinical Complex Texila, Pakistan Capacity =80 T/H

Boiler 04:

Manufactured and Supplied by M/s. Takuma Company Capacity =45 T/H

Boiler 05:

Manufactured and Supplied by M/s. Yoshimine Company Capacity =80 T/H

2) Steam Turbine:

Turbine 01:

Steam Turbine is Manufactured by M/s.Shiko Company Capacity = 6 MW.

Turbine 02:

Steam Turbine is Manufactured by M/s. EBARA Company Capacity = 1.28 MW.

Turbine 03:

Steam Turbine is Manufactured by M/s. EBARA Company Capacity = 1.28 MW.

Turbine 04:

Steam Turbine is Manufactured by M/s. Peter Brotherhood Company Capacity = 3 MW.

Turbine 05:

Steam Turbine is Manufactured by M/s. Peter Brotherhood Company Capacity = 2.5 MW.



B.

1	Plant Size Installed	14.06 MW				
2	Type of Technology	Conventional Steam Turbine				
3	Number of Units/Size (MW)	Unit No.1	Unit No.2	Unit No.3	Unit No.4	Unit No.5
		6MW	1.28MW	1.28MW	3 MW	2.5MW
4	Unit Make & Model	Unit No.1	Unit No.2	Unit No.3	Unit No.4	Unit No.5
		Shinko	EBARA	EBARA	Peter Brotherhood	Peter Brotherhood
5	Commissioning/Commercial Operation date of each Unit	2012	1980	1988	1992	1990
6	Expected Life of the Facility from Commercial Operation/ Commissioning Date	20 Years				
7	Expected Remaining useful Life of the Facility at the time of grant of Generation Licence (based on the latest commissioned unit)	20 Years				

C. Fuel/Raw Material Details:

1	Primary Fuel	Bagasse
2	Alternate Fuel	Bagasse
3	Start up Fuel	Bagasse
4	Fuel Source (Imported/Indigenous)	Indigenous
5	Fuel Supplier	Self
6	Supply Arrangement	Through Conveyor Belts/Loading Trucks/Tractor Trolleys etc
7	Sugarcane Crushing Capacity	10,000 Ton Crushing per day
8	Bagasse Generation Capacity	3,000 Ton per day
9	Fuel Storage facilities	Bulk Storage
10	Capacity of Storage facilities	Bagasse 25,000 Tons Bulk Storage.

[Signature]



11	Gross Storage Capacity	Storage. Bagasse 25,000 Tons Bulk Storage.
----	------------------------	--

D. Emission Values

Sr.	Description	Fuel (Bagasse)
1	So _x (mg/Nm ³)	<400 mg/m ³
2	NO _x (mg/Nm ³)	<400 mg/m ³
3	CO ₂	12% ~ 13%
4	CO (mg/Nm ³)	<3%
5	PM ₁₀	0.107mg/m ³

E. Cooling System

1	Cooling Water Source/Cycle	Condensate water, Ground Water Turbine with Cooling Tower/Closed Loop Cycle
---	----------------------------	--

F. Plant Characteristics

1	Generation Voltage	(3) Generator 3.3 kV , (2) Generator=0.4 kV
2	Frequency	50 Hz
3	Power Factor	0.8~0.95
4	Automatic Generation Control (AGC)	Yes
5	Ramping Rate	3.1 kW per second
6	Time required to Synchronize to Grid and Loading the complex to full load	2 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 Mehran Sugar Mills Limited (MSML) from its Bagasse based Thermal Power Generation facility shall be dispersed to the Load Centre of Hyderabad Electricity Supply Company Limited (HESCO).

The Interconnection/Transmission Arrangement for the above metioned facilities will be at 11 kV Voltage connection the generation facility of (MSML).

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



INFORMATION

FOR

SCHEDULE - II

Murphy
A circular stamp or seal, likely an official seal, located below the signature.



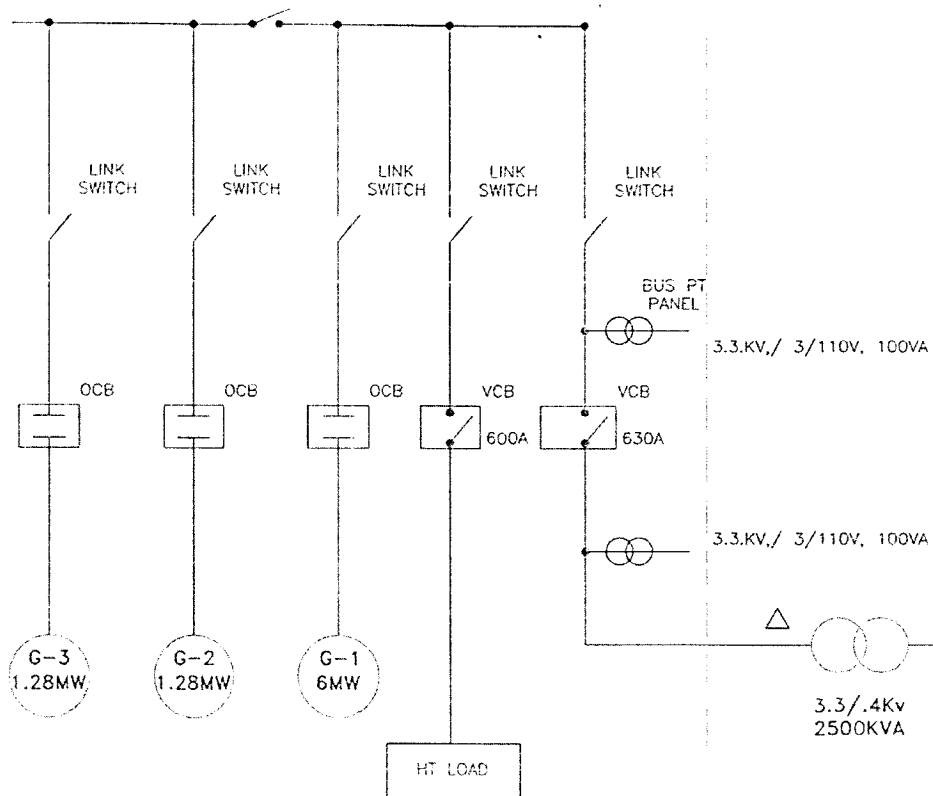
List of Drawings

1. Location Map
2. Plant Layout
3. Single Line Diagram (Electrical)
4. International/Transmission Arrangement for The Dispersal of Power from the Power Plant.
5. Any other relevant Drawing(s)

A handwritten signature in cursive script, positioned above a circular official stamp or seal.

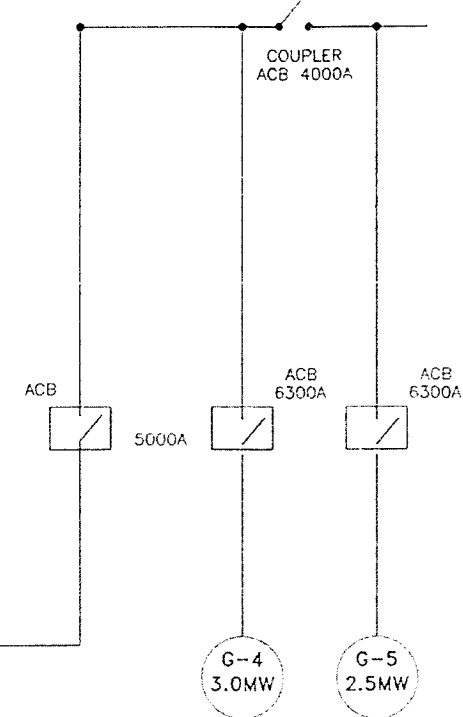
HT POWER HOUSE

HT BUS BAR 3300 V, 50 C/S



LT POWER HOUSE

LT BUS BAR 400 V, 50 C/S



MEHRAN SUGAR MILLS LIMITED

TANDO ALLAHYAR

POWER HOUSE
AFTER ADDITION OF 6MW TURBO GEN.

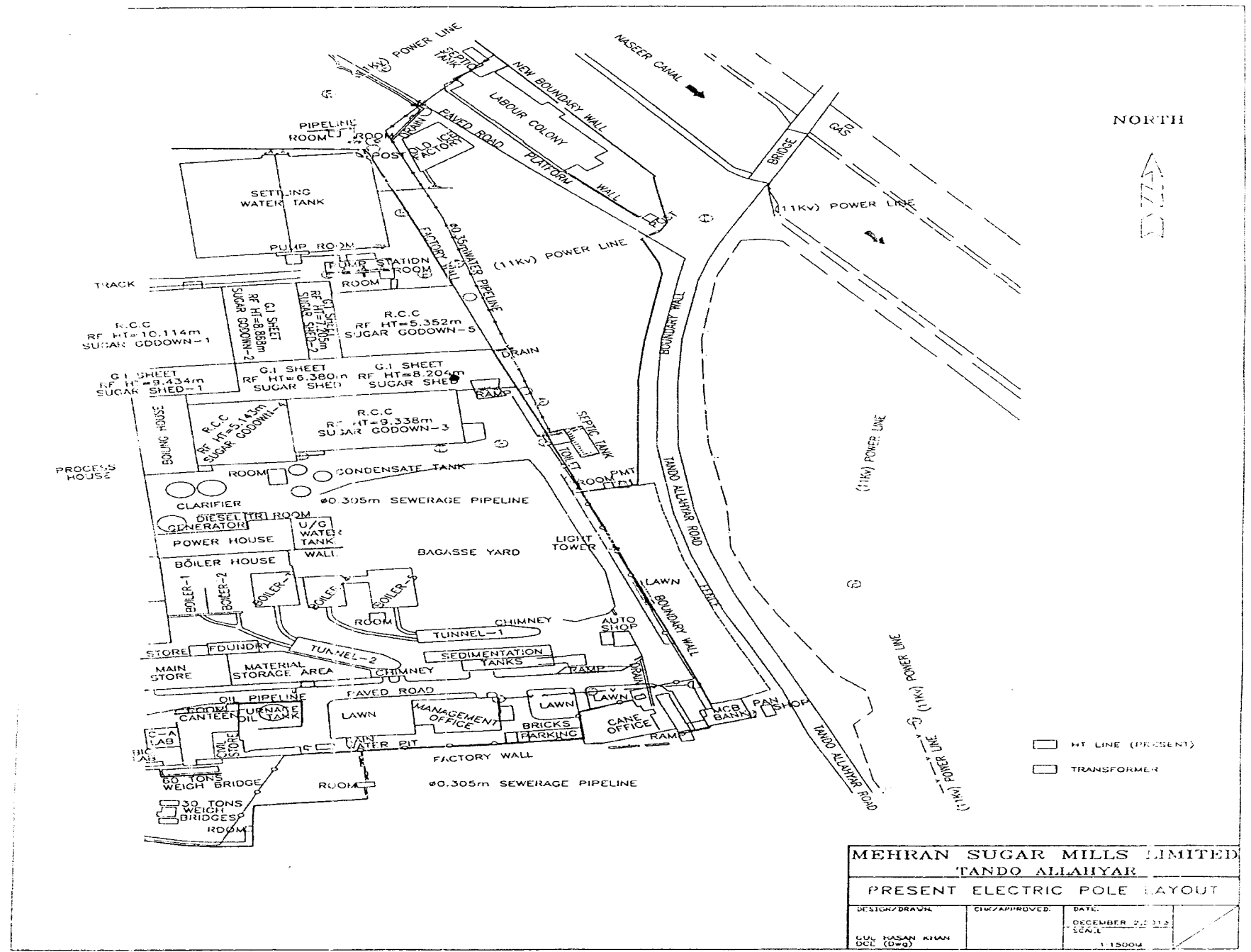
DRAWN BY.	APPROVED BY.	DATE.
GUL HASAN KHAN		09.00.000
CHEKED BY.		SCALE.

CERTIFIED TRUE COPY

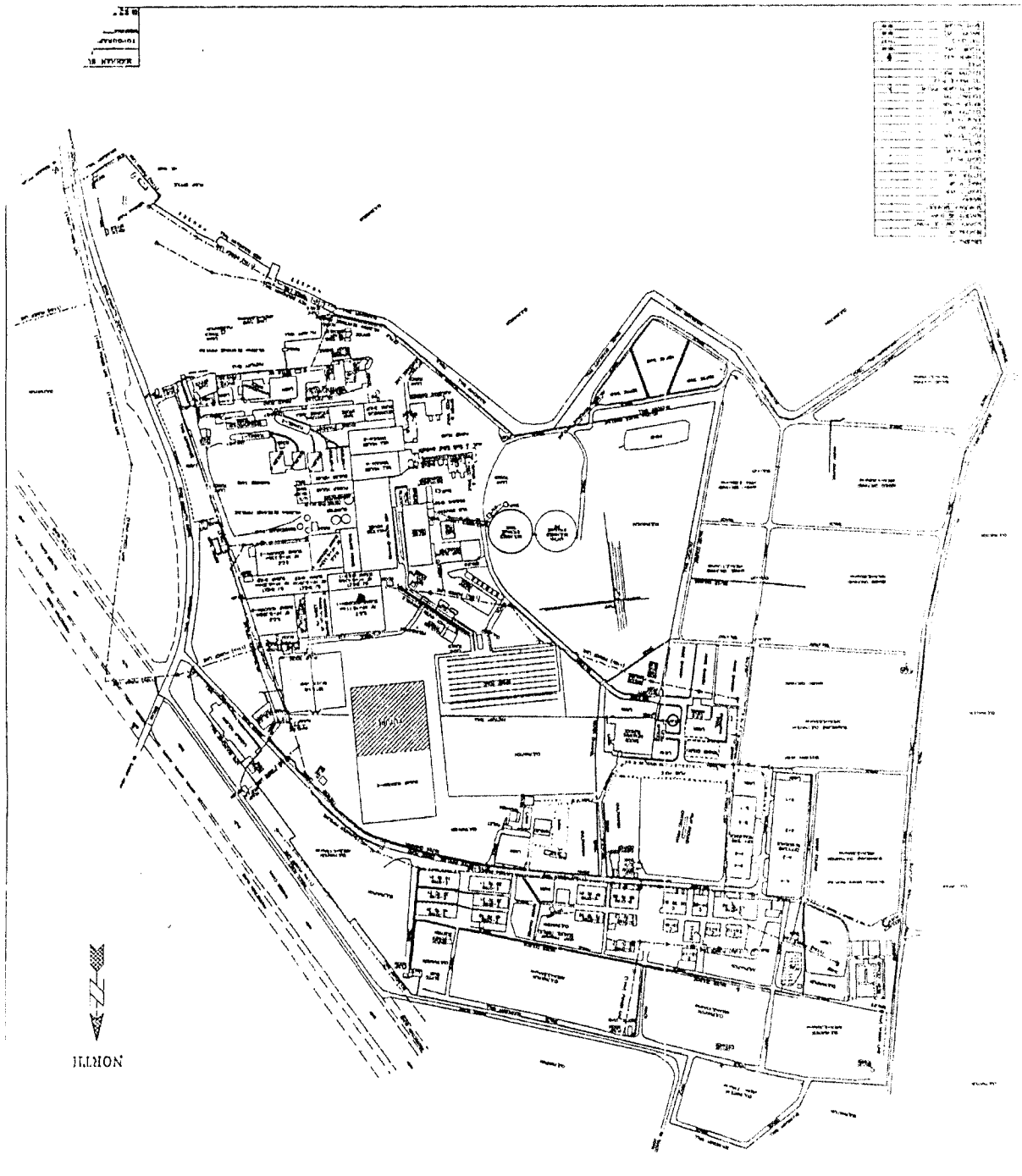


Handwritten signature

Mehran



REF # 07



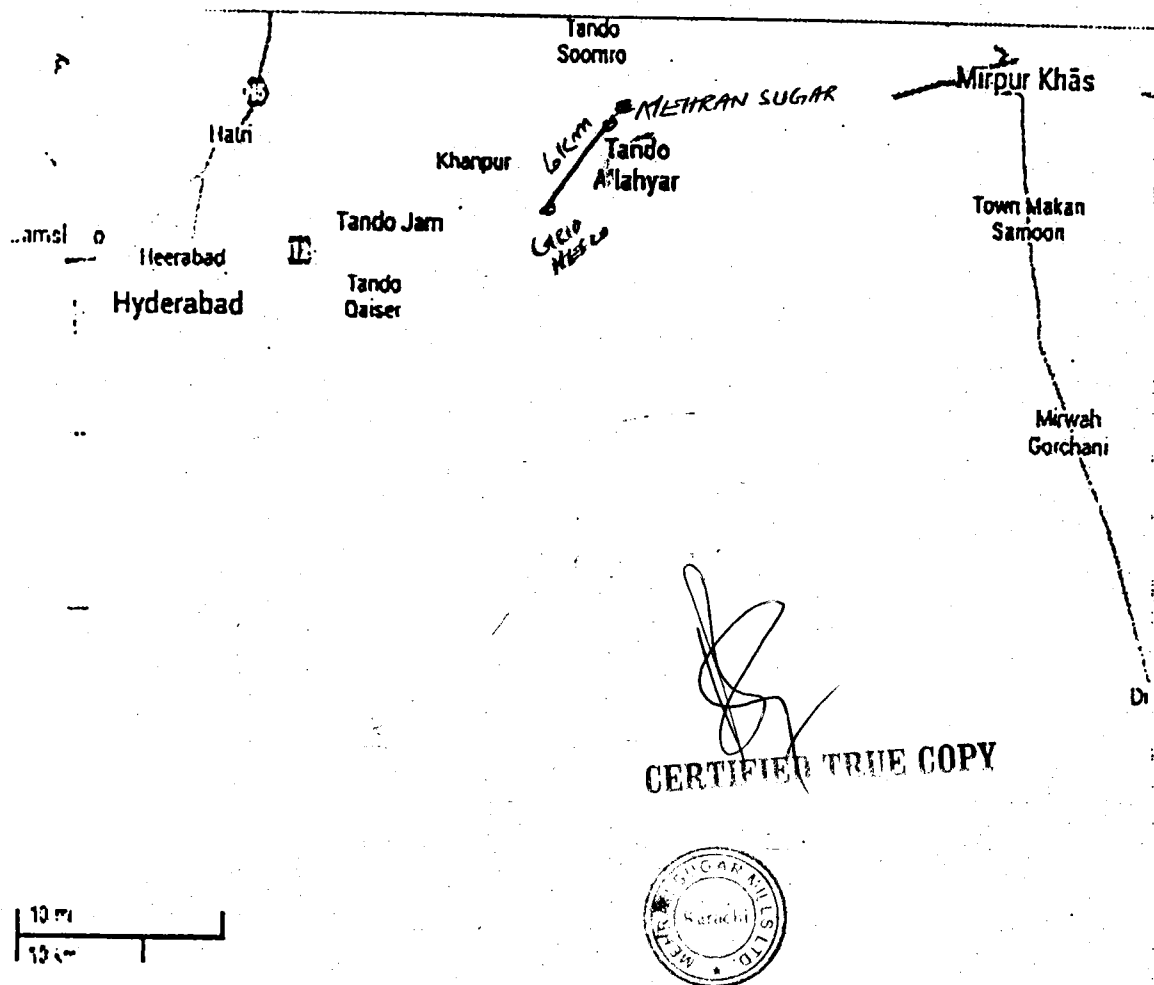
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[Signature]
FACTORY LAYOUT

MEHRAN SUGAR MILLS LIMITED

DISTANCE 6 KM FROM MEHRAN SUGAR MILLS TO HESCO GRID STATION

AS SHOWN IN THE MAP

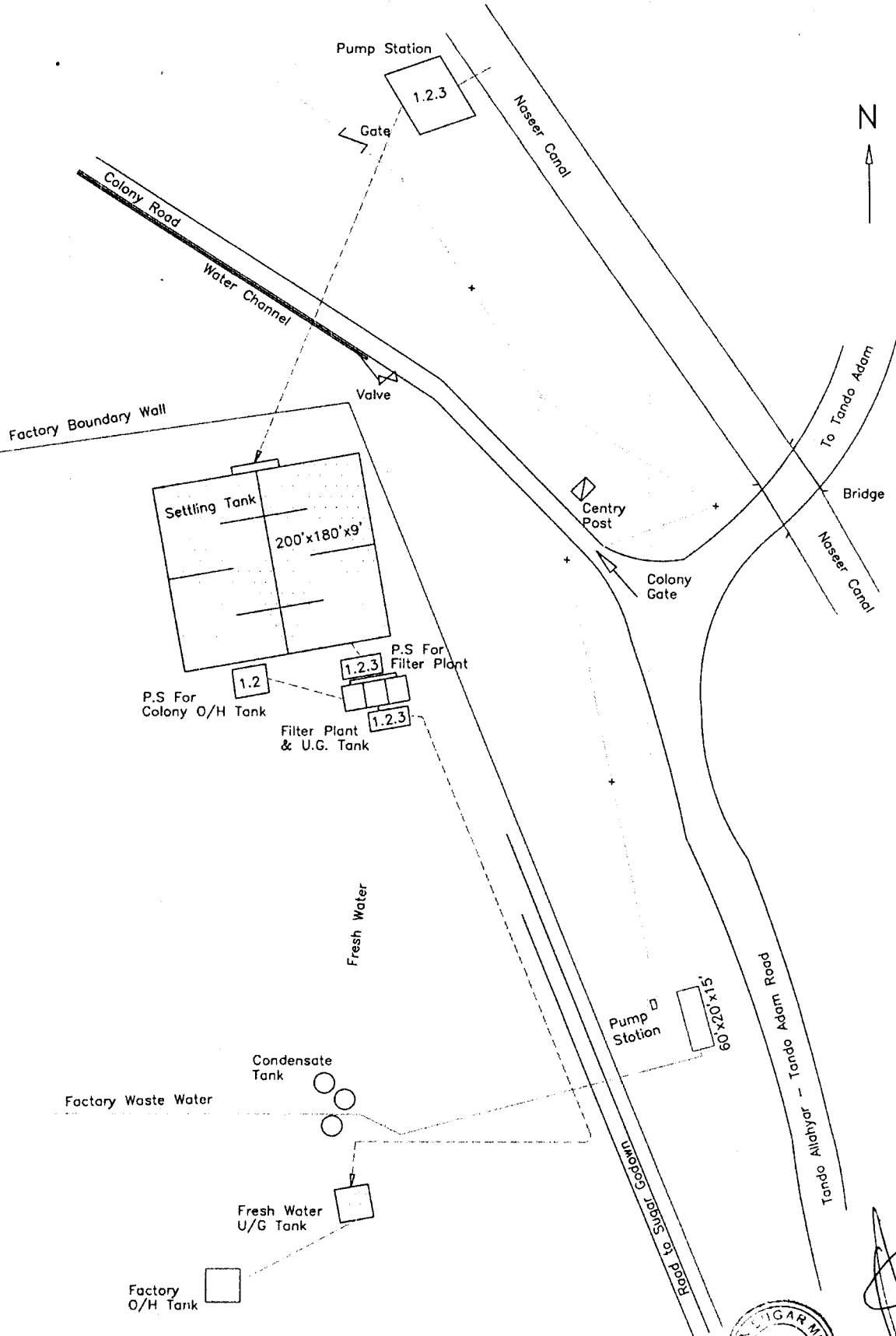


REF #11

SUPPLY VOLTAGE/
NEAREST GRID STATION MAP

REF # 20

MEHRAN SUGAR MILLS LIMITED TANDO ALLAHYAR



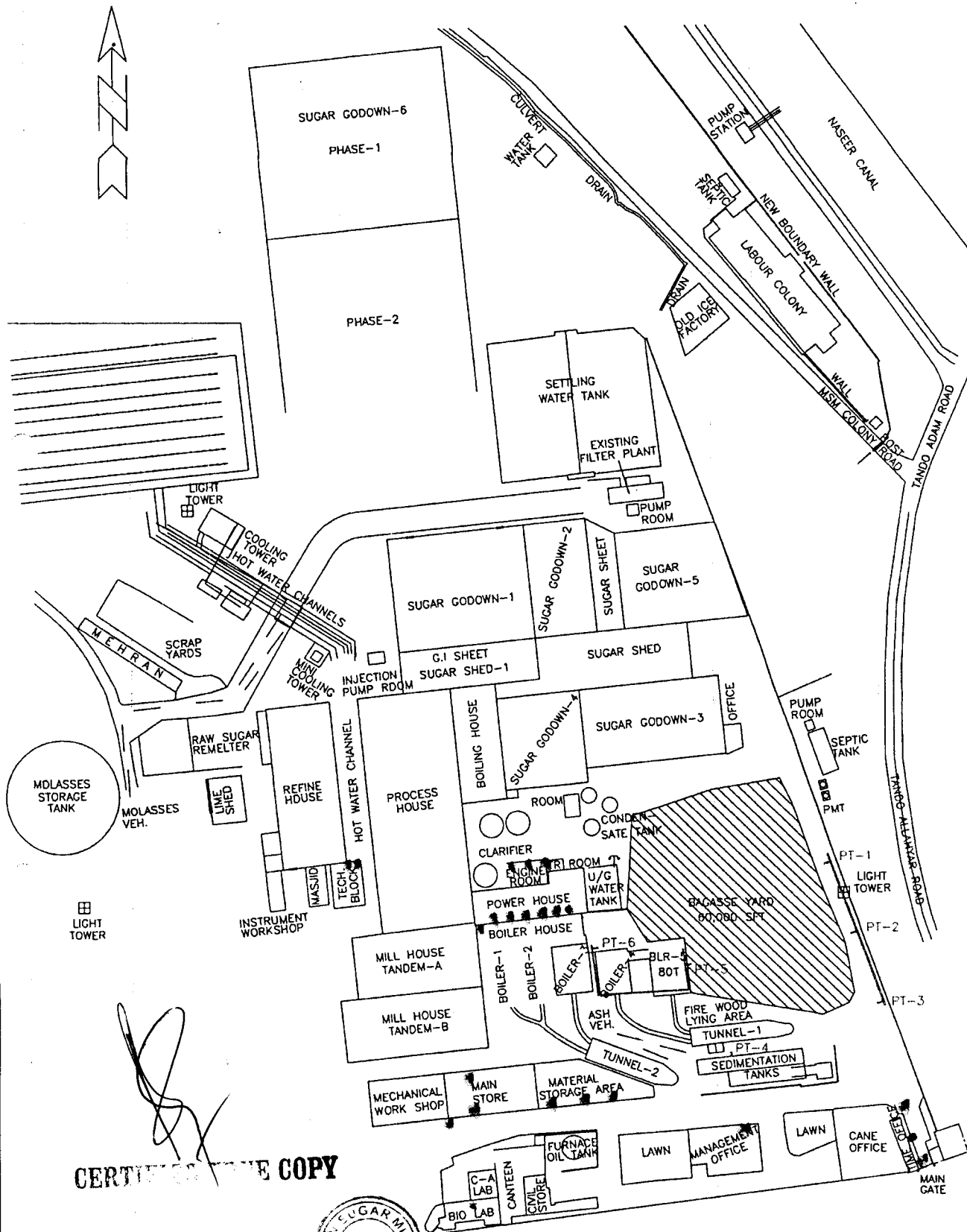
Fresh Water Flow

Fresh Water



CERTIFIED TRUE COPY

NORTH



CERTIFIED TRUE COPY



MEHRAN SUGAR MILLS LIMITED

TANDO ALLAHYAR

FIRE FIGHTING LAYOUT

DESIGN/DRAWN BY.	APPROVED BY.	DATE.	
GUL HASAN KHAN DCE (Dwg)	ALI IMRAN HSE MANAGER	APRIL 9, 2014 SCALE. 1 in = 1500M	



June 03, 2014

The Registrar
National Electric Power Regulatory Authority (NEPRA)
OPF Building, 2nd floor, Shahra-e-Jamhooriyat, G-5/2,
Islamabad Pakistan
Fax: 051-2600026

Attn: Mr. Zawwar

Subject: Application for grant of Generation License

As per telephonic conversation, we hereby clarify the capacity as under

Installed Capacity	14.06 MW
De-Rated Capacity	10 MW
Auxiliary Consumption	0.2 MW
Mill Consumption	7.3 MW
Net Capacity Available for supply to HESCO	5 MW

We appreciate your prompt response and look forward to hear from you soon.

Regards,



Muhammad Hanif Aziz
Company Secretary

Executive Tower, Dolmen City,
14-B, 14th Floor, HC-3, Block-4,
Marine Drive, Clifton,
Karachi-75600

Tel
(92-21) 35297814

Fax
(92-21) 35297818, 35297827

msm@mehransugar.com

www.mehransugar.com



CONTROL, METERING, INSTRUMENTATION PROTECTION AND

CONTROL ARRANGEMENT:

The power generation system is well equipped with the modern protection & control technologies. All protections in system are capable of controlling any level of control with onsite metering provision. Below are the main power plant protection characteristic are:

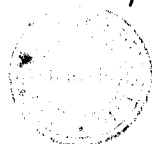
Protections:

- Over / Under volt protection
- Over / Under Frequency Protection
- Reverse power protection
- Over Current protection
- Over excitation Relay
- Loss of Excitation Relay
- Over Load
- Short Circuit
- Phase Differential
- Ground Fault
- Generator negative sequence Current High protection
- Generative negative sequence volt High protection
- Zero sequence volt high protection
- Zero sequence current high protection
- Winding and bearing temperatures indicator with alarm



Features of installed system are:

- Manual synchronizing, Synchro scope with check relay, Double Volts, Hz meter and selector switches.
- Auto synchronizing system
- Auto and Manual Kw load Adjustment
- Auto and Manual Var load sharing System
- Fault history Via Software
- Intelligent synchronize system
- Special design for motorized / analogue governor

 *[Handwritten signature]*

KMS LAW ASSOCIATES

Advocates & Corporate Consultants

207 Beaumont Plaza, near PIDC House, Karachi
TEL: 5675221-3 FAX: 5675224 E-MAIL: mail@kms-law.org

MSML/ GL/ LO -01

27 May 2014

MR. MUHAMMAD HANIF AZIZ

Company Secretary
Mehran Sugar Mills Limited
Adamjee House, 8th Floor
I.I. Chundrigar Road
KARACHI.

LEGAL OPINION

PRODUCTION OF ELECTRICITY FROM BAGASSE

Dear Sir,

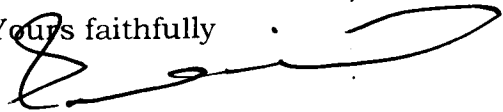
Reference: Your email on the subject dated 26-05-2014.

1. It has been referred to us that M/s Mehran Sugar Mills Limited, having their registered office at Executive Tower, Dolmen City, 14-B, 14th Floor, HC-3, Block-4, Marine Drive Clifton, Karachi, have approached NEPRA for issuance of Generation Licence for producing electricity from bagasse and supply of the same to HESCO. We are further informed that NEPRA has observed that the Memorandum of Association of the company do not cover the proposed activity as a business object of the company.
2. We have reviewed the Memorandum of Association of the company and observed that the objects clause III(2) clearly includes, *inter alia*, "all products and by-products that can be conveniently, economically and beneficially be produced and manufactured from bagasse and molasses".

3. In our opinion, the above clause comprehensively covers the production of electricity from bagasse and its proposed sale to HESCO.
4. As such, no further or specific provision/definition is required in the objects clause of the Memorandum of Association of the company to cover the captioned activity.

With Best Regards

Yours faithfully



Khalid Mahmood Siddiqui
MBA, MA, LLB, LLM
Advocate Supreme Court