



# KHAIRPUR SUGAR MILLS LIMITED

3rd Floor, Plot No. 15-C,  
9th Commercial Lane, Zamzama,  
D.H.A., Phase-V, Karachi-75500  
Phone : 021-35810771-75  
Fax : 021-35810776  
E-mail : headoffice@jumanigroup.com

Schedule 1  
(Regulation 3(1))  
FORM OF APPLICATION

No.KSM/PG/04

~~March~~ April 6, 2015

The Registrar  
National Electric Power Regulatory Authority  
Islamabad

Sub: Application for Power Generation License 11 MW Power Plant for  
Khairpur Sugar Mills Pvt. Limited.

Respected Sir,

Shaikh Nadeem Khalid being the duly authorized representative of Khairpur Sugar Mills (Pvt) limited by virtue of the special resolution passed by the Board of Directors of Khairpur Sugar Mills held on 26<sup>th</sup> January, 2015, hereby apply to the National Electric Power Regulatory Authority for the grant of a Power generation license to the Khairpur Sugar Mills (Pvt) 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 the conformity with the provisions of the National Electric Power Regularity Authority licensing (Application of Modification Procedure) Regulation, 2005, and undertake & confirm that the information provided in the attached documents in support is true and correct to the best of my knowledge and belief.

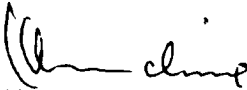
A Bank draft, sum of Rupees 2,03,208/= being non refundable license application fee calculated in accordance with Fee with CPI in favor of the National Electric Power Regulatory Authority licensing (Application of Modification Procedure) Regulation, 2005, is also attached herewith.

Documents attached detail as per annexure.

If required any other information in this regard, kindly let us know.

Yours sincerely

For Khairpur Sugar Mills

  
(Nadeem Khalid)  
General Manager



Brief History of Khairpur Sugar Mills (Pvt.) Limited and Future Plans for  
Captive Power Plant


Khairpur Sugar Mills Limited (KSM) is a private limited company located at Naroo Dhoru, Tando Masti Road, Taluka Kot diji, District Khairpur, Sindh which owns and operates a sugar mill with 11 MW power house. KSM is engaged in the manufacturing and sale of sugar and the generation of electricity.

KSM produces power through burning of bagasse, a waste product of sugarcane processing, to meet its captive requirements. Bagasse is an environmental friendly biomass fuel and helps reduce emission of Green House Gases.

In addition to meeting its captive energy needs, KSM has surplus energy capacity of approximately 3.5 to 4 MW can be supplied to the National Grid during the sugarcane crushing season which generally starts in middle of November and runs through Middle April of the next calendar year.

Having applied to the Central Power Purchase Authority, Lahore; Chief Engineer CPPA Lahore vide his letter No. CPPA/MT-111/55/1352-54 dated 17.03.2015 has already written letter to the Chief Executive Officer Sukkur for the purchase of Electric Power from KSM.

Copy of this letter is enclosed herewith.

  
General Manager  
Khairpur Sugar Mills Ltd.





# KHAIRPUR SUGAR MILLS LIMITED

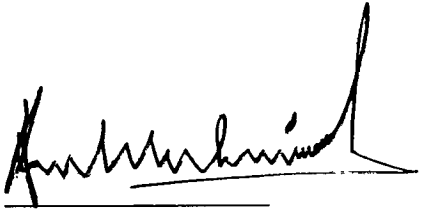
3rd Floor, Plot No. 15-C,  
9th Commercial Lane, Zamzama,  
D.H.A., Phase-V, Karachi-75500  
Phone : 021-35810771-75  
Fax : 021-35810776  
E-mail : headoffice@jumanigroup.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE  
MEETING OF BOARD OF DIRECTOS OF KHAIRPUR SUGAR MILLS LIMITED  
HELD ON 26<sup>TH</sup> JANUARY, 2015 AT 02:00 PM AT ITS REGISTERED OFFICE: 3<sup>RD</sup>  
FLOOR, PLOT NO. 15-C, 9<sup>TH</sup> COMMERCIAL STREET, ZAMZAMA, PHASE-V,  
D.H.A., KARACHI

RESOLVED that an application will made and filed with National Electric Power  
Regulatory Authority (NEPRA) for issuance of license (GENERAL LICENSE) for  
supply of electricity to Sukkur Electric Power Company (SEPCO) by KHAIRPUR  
SUGAR MILLS LIMITED.

FURTHER RESOLVED THAT Mr. Nadeem Khalid son of Shaikh Abdul  
Rehman (CNIC # 35202-6883654-7), General Manager of **Khairpur Sugar Mills  
Limited** be and is hereby empowered and authorized to file the said application  
and deal with NEPRA in connection with issuance of said license and to sign and  
execute all the documents and do and take all necessary acts, which may be  
required by NEPRA/SEPCO.

Dated: 26<sup>th</sup> January, 2015

  
Company Secretary



# **National Transmission & Despatch Company**

General Manager (CPPA)

No. CPPA/MT-III/29/55

1352-54

Dated

17-3-2015

The Chief Executive Officer  
Sukkur Electric Power Company (SEPCO)  
Old Power House  
SUKKUR

Subject:- Supply of 3.5MW of Surplus Electric Power to SEPCO

Ref:- M/s Khairpur Sugar Mills Ltd's letter No.KSM/PG/01, Dated 16.03.2015

A copy of M/s Khairpur Sugar Mills Ltd's above referred letter is attached with the request to consider offer of the Company as per system demand and interconnectivity requirement and if found feasible, SEPCO may proceed further for purchase of offered power remaining within the paradigm of draft Standard PPA circulated by CPPA under PEPCO's approved SPPs/CPPs Policy.

SEPCO may however adhere to NEPRA's instructions issued from time to time for purchase of power from Captive Power Producers, including NEPRA's Interim Power Procurement (Standard & Procedure) Regulations 2005 regarding Generation License, Power Acquisition Request and Determination of Tariff.

DA/as above

(Engr. Mansoor Meesri)  
Chief Engineer-II (CPPA)

Copy to -

1. Mr Nadeem Khalid, General Manager Khairpur Sugar Mills Limited, 3<sup>rd</sup> Floor, Plot No 15-C, 9<sup>th</sup> Commercial Lane, Zamzama, D.H.A. Phase-V, Karachi 75500 (Fax 021-35810776)
2. P.A to G.M (CPPA)

➤ Master File



*The Companies Ordinance, 1984*

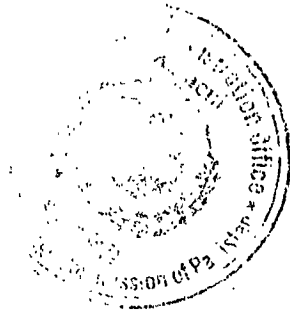
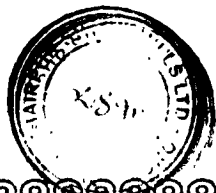
COMPANY LIMITED BY SHARES

# MEMORANDUM

Articles of Association

of

KHAIRPUR SUGAR MILLS LIMITED



GOVERNMENT OF PAKISTAN



CRO-1

CERTIFICATE OF INCORPORATION

(Under section 32 of the Companies Ordinance, 1984 (XLVII of 1984))

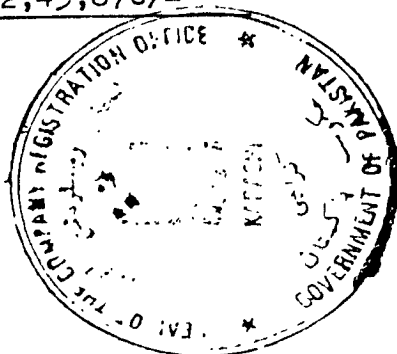
Company Registration No. K-01549 of 1989-90

I hereby certify that KHAIRPUR SUGAR MILLS LIMITED.

is this day incorporated under the Companies Ordinance, 1984  
(XLVII of 1984) and that the company is limited by SHARE AS A PUBLIC  
COMPANY.

Given under my hand at KARACHI  
this 23rd day of AUGUST  
one thousand nine hundred and EIGHTY-NINE.

Fee Rs. 2,43,870/-



B.H. QURESHI  
Joint Registrar  
of Companies  
SIND



**CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

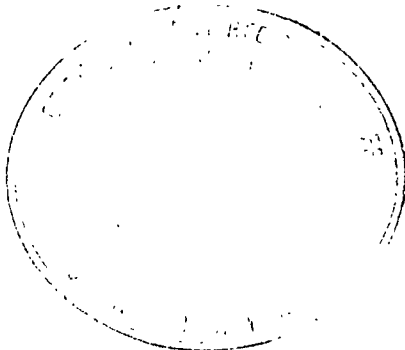
(Under section <sup>146</sup>~~146~~ of the Companies ~~Act, 1913~~ Ordinance, 1984 (XLVII of 1984) ~~Act, 1913~~)

I hereby certify that the KHAIRPUR SUGAR MILLS LIMITED

\_\_\_\_\_ which was incorporated  
under the Companies <sup>Ordinance, 1984</sup>~~Act, 1913~~ on the 23RD  
day of AUGUST 1982 and which has filed a  
duly verified declaration in the prescribed form that the conditions of clauses (a) to (d)  
of sub-section <sup>146</sup>~~146~~ of section <sup>Ordinance</sup>~~146~~ of the said ~~Act~~ have been complied with, is entitled  
to commence business.

Given under my hand at KARACHI  
this 13TH day of SEPTEMBER  
one thousand nine hundred and EIGHTY-NINE.  
For Rs. 360/-

S. O. A. S.



S. O. A. S.

( B.H. QURESHI )  
Joint ~~Secy~~ Registrar,  
Joint Stock Companies.  
Sindh.



THE COMPANIES ORDINANCE, 1984

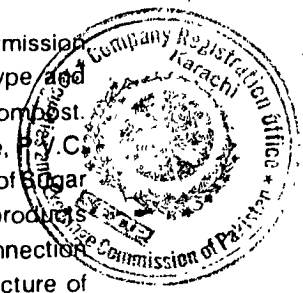
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

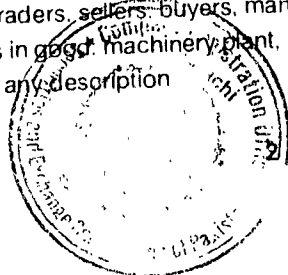
**KHAIRPUR SUGAR MILLS LIMITED**

- I. The name of the Company is "KHAIRPUR SUGAR MILLS LIMITED."
- II. The registered office of the Company will be situated in the province of Sindh.
- III. The objects of the Company are all or any of the following :
  1. To establish a Sugar Mill/Mills in any part of Pakistan based on Sugar cane, Sugar - Beet or any other Material with a view to producing plantation/White Sugar, Refined Sugar, Pharmaceutical Grade Sugar, Castor Sugar, Brown Sugar, Jeggery, Liquid Sugar, Invert Syrups, Golden Syrups, Glucose, Fructose, or any other form of Sugar using any method or technique with the help of existing or any future new technologies with the help of Plant and Machinery made within the country or imported.
  2. To carry on the business of manufacturing Sugar, Alcohol after the permission from competent authority Animal Feed Paper, Board of any of type and description, Furfural, Pulp, Mono-sodium Glutamate, Fodder Yeast, Compost, Humus, Carbondioxide, Ethanol, Ethylene Polamirization of Ethylene, P.V.C, Mono- Ethylene Glycol, Acetone, or any other product either made out of Sugar or any of the products mentioned above or based on one of the by-products with or without additional Inputs and feed products generally and in connection therewith to acquire, construct and operate factories for the manufacture of sugar or any of its products or by-products and/or to acquire plant, machinery and equipment for any of the above purposes
  3. To help to promote the cause of growers/abadgars in general by helping and educating them to use their resources more beneficially for themselves and helping them to improve their performance and standard of living.
  4. To provide facilities such as better and improved seeds, implements, machineries, biological controls, insecticides, weedicides, fungicides, chemicals; application techniques and methods for improving crop in general and sugar-cane in particular thus benefitting growers/abadgars.
  5. To open educational institutions, training school, technical institutions, arranging scholarships imparting technical training and know-how to help improving human qualities of growers, abadgars and other; their offsprings and dependents.





6. To buy, sell, grow, plant, cultivate or otherwise acquire Sugar-Cane, Sugar-Beet, Fruits, Vegetables and Cereals of any variety or varieties on the Company's own lands or on lands of others, on such terms and conditions as the Company may deem fit from time to time and advance moneys to growers; farmers, land-owners and contractors and provide them with seeds, manure, tools, machinery and/or other facilities, on such terms and conditions, as the Company may deem fit and to consume all or any such grown, owned or acquired Sugar-Cane, Sugar-Beet, Fruits, Vegetable or Corn, in Company's own undertakings or to dispose of, supply, export or sell all or any of these commodities to any dealers, distributors, manufacturers, exporters and others on such terms and conditions as the Company may deem proper.
7. To carry on the basis of operating a Distillery in all its Branches and to produce, Rectified Spirit, Absolute Alcohol after the permission with the competent authority, Denatured Spirit or any chemicals related to one of the end-products mentioned above and in view thereof to acquire construct and operate factories for the manufacture of aforesaid products and by-products and/or to acquire Plant, Machinery and Equipment for any of the above proposes
8. To Carry on the business of consultancy, designing of plants, machinery, procuring, representing, promoting other manufacturers of plants and machinery from within the country or outside, selling, installing, assisting technically, undertaking on turn-key basis, maintaining, managing any industrial unit including, but not limiting to, Sugar Mills of different capacities, designs, using different processes, technologies within or outside Pakistan.
9. To establish, purchase or otherwise acquire, run, conduct and operate cold storage warehouse, dry storage warehouse, bonded warehouses for the preservation, storage and treatment of merchandise, machinery, food products, farm products, furniture and all other articles, whether manufactured or not, both of foreign and indigenous production or manufacture.
10. To establish, own, operate, acquire, run and manage a canning factory for the purpose of packing, preserving and cleaning fruits, vegetable and other edible products, whether in glass, tin or other sanitary packages for human or animal consumption and to deal in all kinds of machinery, appliances and materials for achieving the said objects and to import, export or otherwise deal with the same in any manner whatsoever To manufacture machinery useful in such trade and to sell or otherwise deal with the same.
11. To carry on all or any of the business of general merchants, importers, exporters, indentors, engineers, contractors, warehousemen, shippers, carriers by land, air or water, railway and forwarding agents, wharfingers, wholesale and Retail traders, sellers, buyers, manufacturers, manipulators and treaters of and dealers in goods, machinery, plant, merchandise, commodities, articles and produce of any description



12. To establish and run a Cotton Ginning Factory to serve as a focus of improved ginning cotton on modern and scientific lines.
13. To purchase, produce, grow, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugar candy, sugar-cane, gur, inolasses, syrups, alcohol and all other by-products and food products, fertilizers and things generally and to maintain refineries: foundries, factories, workshops, distilleries and other works for the purposes of the company.
14. To establish, install and run flour mills and oil-presses and store, sell, buy or deal in grains of all kinds, rice, cereals and other produce of every description. To erect, construct and maintain granaries, store houses, etc.
15. To carry on the business of manufacturing Cement and allied products buying and selling cement, bricks, limestone, sand or other earthy material or manufactured product such as tiles, pavement and proofing materials. To deal in lime, plaster, clay, coke, fuel, timber, artificial stone and builders, requisites and appliances.
16. To carry on forward and/or ready business of dealers in cotton, jute, wool, gunny bags, twice, hessian cloth, textiles cloth, Yarn, thread, rope, coir, silk, woollen goods, hosiery, particularly to manufacture Terry Towels and Export thereof, artificial silk and its manufactures, rayons, all kinds of fabrics, fibrous substances, products and manufactures thereof, seeds, grains, rice, millers, pulses, wheat, tea, coffee, cocoa, sago, cinchona, gum, salt, timber, all kinds of forest produce, all kinds of country produce, cloves, pepper, turmeric, zeera, spices, kariana and other products of the soil, foss (dry, fresh or salted) fish oil, vegetable products, butter, Ghee all kinds of vegetable and mineral oils, oilcakes, sugar, matches, groceries, provisions (tinned or untinned), dry and fresh fruits, meat, old newspapers, plastics manufactures, ready made old and new clothes, tobacco, cigarettes, and all articles manufactured out of or containing tobacco, pottery, porcelain and porcelain-ware, tiles, bricks, crockery, cutlery hardware, machinery, clocks, watches, aluminium-ware, iron, steel, zinc, tin, lead, brass, copper, gold manufactures, silver, silver-ware and manufacture, bullion, minerals, coal, all ferrous and non-ferrous metals, sheets bars, rods and other metal manufacturers, building materials, cement, sanitary-ware, paints, varnishes, dyes, chemicals, drugs, patent medicines, confrectionary, biscuits, soaps, toys, perfumes, toilet requisites, medical and pharmaceutical appliances, preparations and compounds, glass and glassware, 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 whatever.
17. To carry on the business of spinners, weavers; manufactures, 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 manufactures, 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

18. To carry on the business of agency and manufacturers representatives
19. To undertake and carry on business as advisors, consultants, and promoters in all business spheres such as market consumer and product research and planning and execution of proposals and projects and such other enterprises, which may seem capable of being properly dealt with in connection with any of the companies business.
20. To carry on the business of manufacturing and fabrication of pulp board and paper in all its respective branches with or without the help of the by-products of the Sugar Mills.
21. To carry on the business of extraction of oil from cotton seeds, rape seed and all other varieties of seeds and all other sorts of oil and any products thereof and of the manufacturers and dealers of vegetables ghee
22. To manufacture, refine, improve, purchase sell, export, import stock, store or otherwise deal in woollen, cotton, silk, synthetic or mercerised cloth, articles, goods, yarns and raw material of any other quality of the same and to dye it or manufacture therefrom articles of hosiery such as socks, stockings, under-wears, outwears, vests, jerseys, mufflers, bands or any other articles of knitting or embroidery of every description bairds, tapes, laces or any other goods of similar nature.
23. To transact or carry on all kinds of agency commission and contract business in Pakistan or abroad and in particular in relation to industrial manufacturing and transactions and to act as agents of any person, firm, company, government or local authorities.
24. To establish, erect, manage and run factories and mills in and outside Pakistan, in order generally to manufacture and sell all kinds of machinery for making textile and other products and accessories, parts and spares for such machinery including spindles, spinning frames, looms and other weaving machinery.
25. To carry on the business of manufacturers of and dealer in machinery and plant of every description and kind in particular machine tools and implements, and



to manufacture, produce, repair, alter, convert, recondition, prepare for sale, sell, hire, import, export, let on hire, trade and deal in, machine tools and implements, appliances, component parts, accessories, fittings and other articles in any stage or degree of manufacture, process of refinement

26. To carry on the business of Ice and Cold Storage company and for that purpose to set up cold storage units and ice making plants at any place or places in Pakistan and to buy, sell, produce and deal in ice, vegetables, fruits and products which can be preserved through cold storage.
27. To manufacture, prepare, retine, purchase, stock, sell and otherwise deal in all types of chemicals, drugs, herbs, tinctures, syrups, tonics, medicines and injections and generally to carry on the business of manufacturing chemicals,
28. To carry on business of dairy farming and to buy, sell, pasturise, prepare, bottle or otherwise pack milk, in its natural form or otherwise, milk cream, butter and any other products of or preparation from milk, and carry on the business of cattle raising and sheep farming and to buy, sell and trade in animals and animal products,
29. To carry on the business of poultry farming and to deal in all sorts of fowls and birds, eggs and flesh, and to freeze, dehydrate or otherwise preserve and pack flesh, to prepare animal and poultry feeds and arrange for the sale and distribution of the products of the Company through agencies, depots, etc.
30. To carry on fruit gardening, vegetable production and nursery farming of fruit and other plants and to do the business of dehydrating, preserving and canning fruits, vegetables and cereals and to prepare jams, jellies, concentrates, syrups, squashes and other fruit and vegetable products of any kind. To carry on business of preparing aerated water, soft drinks, ice and ice-cream and to sell, deal in and distribute the products of the Company.
31. To carry on the business of transporting goods or passengers by road or water and the business of garage keepers for service and repair of motor vehicles of all description and to operate petrol filling stations and deal in fuel and lubricants of all kinds.
32. To carry on the business of dealing in and importing rubber either in its raw or manufactured state and treat, prepare, render, marketable and manufacture all articles of rubber including motor and cycle tyres
33. To organise and operate metal and other allied industries, mining, and refining of mineral ores, manufacturing of metal and alloys and their products, and by products
34. To work as technical consultants for the sale, purchase, manufacture, erection, installation and modernisation of plants and machinery, etc



35. To purchase, take in exchange, on lease, hire, or otherwise acquire, erect, maintain and adopt in any part of the world, mills, factories, buildings, offices, showrooms workshops, plants, machinery, accessories and other things necessary or convenient for the purposes of the company, and to add and maintain, and enlarge all or any of the mills, factories, buildings, premises and places of production and manufacture and machinery which are for the time being the property of or in possession of the Company
36. To carry on the business of manufacturers of and dealers in airconditioning apparatus and refrigerating apparatus and appliances in all or any of their respective branches
37. To take government, military, railway or private contracts for the supply of materials, articles and goods of all descriptions, and to give, let, sub-let, any contracts for any work to be done or supplies to be made or received as may be thought fit.
38. To obtain and hold the office of and to act as secretaries, superintendents, attorneys, delegates, trustees, underwriters, surveyors, arbitrators, liquidators, receivers, promoters, directors, administrators, advisers, executors, controllers, brokers, agents, factors, commission agents, mercantile agents and to hold any other office or position of trust and to do any kind of commercial, and agency business, except managing agency business.
39. To underwrite, acquire or hold any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tenders, purchase, exchange or otherwise and to guarantee the subscriptions thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
40. Generally to carry on and undertake any transactions, operations or business as promoters, concessioniers and contractors and to undertake and carry out all such operations and transactions as may lawfully be undertaken and carried out.
41. To carry on all or any part of the business of manufacturers, buyers, sellers, exporters, importers of and to otherwise deal in nylon and other polymers and resins of natural, semi-synthetic or fully synthetic origins made by whatever process and from whatever materials, both inorganic and organic, and in chemicals and metals of all sorts and in the products made out of the above items by whatever process necessary and these goods in any form and for any products being raw materials, machinery producer goods finished goods in any form and for any use.
42. To process nylon polyimide and other polymers to make chips filaments, staple fibres, yarn, twines, cords, ropes, profiles, bristles, films, or products which are moulded, extruded, spun, twisted, crimped, texturised or finished in some other



method and all or any other products wholly of the above materials or in combination with any other materials and to sell the above products as such or to process them further alone or with other materials to make all types of finished products for sale.

43. To enter into any arrangements with any government or authorities, 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, any rights, privileges and concessions which the Company may think desirable to obtain and carry out, exercise and to comply with any such arrangements, rights, privileges and concession.
44. To acquire and undertake the whole or any part of the business, assets and liabilities of or to enter into partnership or any arrangement for sharing profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engaged in any business or transaction which this Company is authorised to carry on or engaged in, or any business, undertaking or transaction which may seem capable of being carried out or conducted so as directly or indirectly to benefit the Company and to advance to guarantee the conducts of, or otherwise assist, any such person, firm or company, and to place, take, or otherwise acquire and hold shares or securities of any such person, firm or company, and to sell hold, or issue, with or without guarantee, or otherwise deal with the same
45. Generally to purchase, import take on lease or in exchange, hire or otherwise acquire any movable or immovable property or any rights or privileges, which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade, concession, patents, monopolies, undertaking and to dispose these of.
46. To open an account or accounts with any Bank or Banks or Bankers and to pay into and to withdraw moneys from such account or accounts
47. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, railway receipts, warrants, debetures and other negotiable and transferable instruments concerning this Company.
48. To invest and deal with moneys of the Company not immediately required in such manner as may from time to time be determined
49. To advance money and or give guarantees (whether secured or unsecured) to such persons or companies and on such terms as may seem expedient and to guarantee (with or without security) the performance of contracts by any such persons or companies.
50. To receive advance for the business of the Company on such terms and



conditions as may be thought expedient but not to undertake the business of a Banking Company.

- 51 To borrow and secure the payment of money or to receive money for any of the purposes of the Company at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities, and, as security for any such money so borrowed, or received, or of any such debentures or debenture-stock so issued to mortgage, to pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future, by special assignment or other wise or to transfer or convey the same absolutely or entrust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities and to furnish any other security, guarantee and undertaking
- 51-A To secure payment of any sum by issue of participation Term Certificates. The Participation Term Certificates may be issued with special privileges as to redemption, conversion into shares with voting rights and their subsequent reconversion into Participation Terms Certificates
52. To create and reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.
53. To remunerate any person, firm or company for services rendered or to be rendered, in placing or assisting to place a guaranteeing the placing of shares, debentures, debenture-stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
54. To Provide for the welfare of the employees or ex-employees (including Directors) of the Company, and the wives, widows, and families, or the dependents or connections of such persons, by building or contributing to the building of house, dwelling chawls, or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other funds associations, institutions and by providing subscribing or contributing to wards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute, or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of its operation or of public and general utility or otherwise.
55. To foster, encourage and conduct research work in the field of operation of the Company and with that end to establish, maintain and run laboratories; to give

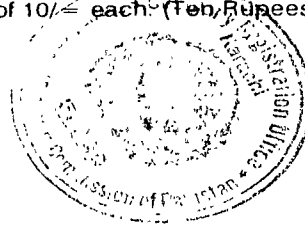


subsidies and aid to research instructions whether private or public; and to award scholarships to students and research workers on certain conditions or unconditionally.

56. 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 of shares, debentures or other securities of any other company.
57. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purposes which may seem directly calculated to benefit the Company.
58. To distribute any to the property of the Company amongst the members in specie or kind
59. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world, as principals, agents contractors, trustees, or otherwise, or by or through trustees, agents or otherwise, either alone or in conjunction with others. The intention is that the objects set forth in each of the several paragraphs of this clause are independent of such other, shall have the widest possible construction, and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraphs of this clause or the name of the Company.
60. It is hereby undertaken that the company shall not engage in Banking business or an investment company or in leasing any unlawful business and that nothing in objects clauses shall be construed to entitle it to engage in such business.

IV. The liability of the Members is Limited

- V. The Capital of the Company is Rs 20,00,00,000 / = (Rupees Twenty Crores only) divided into 2,00,00,000 / = share of 10/- each (Ten Rupees, only)





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

s No	Name and Surname Present & former in full (In Block Letters)	Father's/Husband's Name in full	Nationality with any former Nationality	Occupation	Residential Address in full	Number of shares taken by each subscriber	SIGNATURE
1	MR MOHAMMAD MUBEEN	MR ALLAHWARAYO	Pakistani	Business	D-3, Block No.7, Gulshan-e-Iqbal, Karachi.	1(One)	
2	MR MOHAMMAD BUX	MR IMAM BUX	Pakistani	Business	A-48, Ambreen Apartment, Block 2, Gulshan-e-Iqbal, Karachi.	1 (One)	
3	MR ALLAHWARAYO	(LATE) NABI BUX	Pakistani	Business	B-220, Block No. 10, Gulshan-e-Iqbal, Karachi.	1 (One)	
4	MR BARKAT ALI	MR GHULAM HUSSAIN	Pakistani	Business	B-220, Block No. 10, , Gulshan-e-Iqbal, Karachi.	1 (One)	
5	MR. GHULAM HUSSAIN	(LATE) NABI BUX	Pakistani	Business	Village Bakhir Kanasira Taluka Kot Diji Dsst. Khairpur	1 (One)	
6	MRS AFROZE	W/O MR MOHAMMAD MUBEEN	Pakistani	Business	D-3, Block No. 17, Gulshan-e-Iqbal, Karachi.	1 (One)	
7	MRS YASMIN	W/O MR MOHAMMAD MUBEEN	Pakistani	Business	D-3, Block No. 17, Gulshan-e-Iqbal, Karachi.	1 (One)	
8	MIR GHULAM ASGHAR	MIR AHMAD ALI KHAN TALPUR	Pakistani	Business	Asghar Manzil, Jilani Muhalla, Khairpur Mirs.	1 (One)	

10



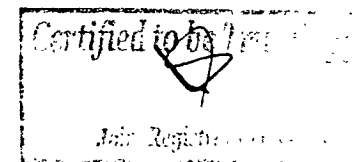
Date the                      day of                      19

Witness to above Signatures

(Full Name, Father's/Husband's Name)  
(Block letters)

Signature / Occupation

Full Address



**THE COMPANIES ORDINANCE 1984**  
**COMPANY LIMITED BY SHARES**  
**Articles of Association**  
**OF**  
**KHAIRPUR SUGAR MILLS LIMITED**  
**PRELIMINARY**

1. The regulations contained in Table "A" in the First Schedule to the Companies Ordinance, 1984 shall not apply to the company except in so far as they are respected or contained or deemed to be contained in these Articles.

2. The chapter headings shall not affect the construction thereof, and in these Articles unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Ordinance :

"Section" means section of the Ordinance

"the Ordinance" means the Companies Ordinance, 1984 as amended and now enforced in Pakistan and any amendment or reenactment thereof for the time being in force;

"articles" means the articles of association of a company as originally framed or as altered in accordance with the provisions of any previous Companies Act, or of this Ordinance, including so far as they apply to the company, the regulations contained in Table "A" in the First Schedule;

"authority" means the Corporate Law Authority constituted under Section 11;

"book or paper" or "books of accounts" include accounts, deeds, vouchers, registers, writings and documents ;

"associated companies" and "associated undertakings" means any two or more companies or undertakings, or company and an undertaking, interconnected with each other in the following manner, namely;

(i) if a person who is a partner or director of a company or undertaking, or who directly or indirectly holds or controls shares carrying not less than twenty percent of the voting power in such company or undertaking, is also the partner or director of another company or undertaking directly or indirectly, holds or controls shares carrying not less than twenty percent of the voting power in that company or undertaking ; or

(ii) if the companies or undertakings are under common management or control or one is the subsidiary of another , or



(iii) if the undertaking is a modaraba managed by the Company; and a person who is the partner or director in a director in a company or undertaking or, who so holds or controls shares carrying not less than ten percent of the voting power in a company or undertaking, shall be deemed to be an "associated person" of every such other person and of the person who is the partner or director in such other company or undertaking, or who so holds or controls such shares in such other company or undertaking.

Provided that shares shall be deemed to be owned, held or controlled by a person if they are owned, held or controlled by that person or by the spouse or minor children of the person :

Provided further that :

(i) directorship of person or persons by virtue of nomination by the Federal Government or a Provincial Government or a financial institution directly or indirectly owned or controlled by such Government , or

(ii) share owned by the National Investment Trust or the Investment Corporation of Pakistan or a financial institution directly or indirectly owned or controlled by the Federal Government or a Provincial Government :

Shall not be taken into account for determining the status of a company, undertaking or person as an associated company, associated undertaking or associated persons :

"Chief executive", in relation to a company means an individual who, subject to the control and directions of the directors, is entrusted with the whole, or substantially the whole, of the powers of management of the affairs of the company, and includes a director or any other person occupying the position of a chief executive, by whatever name called, and whether under a contract of service or otherwise.

"company" means KHAIRPUR SUGAR MILLS LIMITED.

"the court" means the Court having jurisdiction under this Ordinance ;

"debenture" includes debenture-stock, bonds participation terms certificates and any other securities, other than a share, of a company whether constituting a charge on the assets of the company or not ;

"director" includes any person occupying the position of a director, by whatever name called ;

"document" includes summons, notice, requisition, order, other legal process, voucher and register;

"financial year" in relation to any body corporate, means the period in respect of which any profit and loss account or the income and expenditure account, as the case may be, of the body corporate, laid before it in general meeting, is made up whether that period is year or not.

"form" means a form set out in any of the schedules or prescribed;



"member" means, in relation to a company having share capital a subscriber to the memorandum of the company and every person to whom is allotted, or who becomes the holder of, any share, scrip or other security which gives him a voting right in the company and whose name is entered in the register of the members and, in relation to a company not having a share capital, any person who has agreed to become a member of the company and whose name is so entered.

"memorandum" means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of the provisions of the Ordinance.

"modaraba" and "medaraba company" here the same meaning as in the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 (XXXI of 1980).

"officer" includes any director, chief executive, secretary or any other executive of the company, howsoever designated, but, save in sections 205, 220 to 224, 260, 261, 268, 351, 352, 412, 417, 418, 474, and 482, does not include as auditor.

"public company" means a company which is not a private company;

"participatory redeemable capital" means such redeemable capital as is entitled to participate in the profit and loss of a company;

"dividend" means the distribution of profits of the company to its members;

"special resolution" has the meaning assigned thereto respectively by section 2(36) of the Ordinance.

"the seal" in relation to a company, means the common seal of the company;

"in writing" and "written" includes printing, lithography, and other modes of representing or representing or reproducing words in a visible form.

words importing the singular shall include the plural, and vice versa;

words importing the masculine gender shall include females;

words importing persons shall include bodies corporate

## BUSINESS

3 Directors shall have regard to the restriction on the commencement of business imposed by section 146 and so far as those restrictions binding upon the company

4 The Capital of the Company is Rs 20,00,00,000 / = (Rupees Twenty Crores only) divided into 2,00,00,000 / share of 10/- each Minimum subscription shall be 5 Lacs

5. Subject to the provisions of the Ordinance, the shares shall be under the control of the directors who may allot or otherwise dispose of the same or any of



them to such persons, on such terms and conditions, and at such times as the directors think fit, and with full powers to give to any person the call or any shares at a premium or at par or (subject to section 81 and sections 84 of the Ordinance) at a discount and for such time and for such consideration as the directors think fit.

6. Where at any time the board decides to increase the issued capital of the company by issuing any further shares, then subject to any direction to the contrary that may be given by the company in general meeting, such shares shall be offered to the members in proportion to the existing shares held by each member and such offers shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined, and after the expiration of such time, or on receipt of an intimation from the members to whom such notice is given that he declines to accept the shares offered, the board may dispose of the same within the meaning of the provisions of section 86 of the Ordinance.

7. If and whenever the result of any issue of new shares or any consolidation or sub-division of shares any members becomes entitled to hold shares in fractions, the board shall not be required to issue such fractional shares and shall be entitled to sell whole shares at a reasonable price and pay and distributed to and amongst the members entitled to such fractional shares in due proportion with the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the board may authorise any person to transfer the shares sold, to the purchaser, thereof, and the purchaser shall be registered as the holder of the shares comprised in any transfers and he shall not be entitled to see the application of the purchase money nor shall his title to the shares be effected by any irregularity of invalidity in the proceedings in reference to the sale.

8. Subject to the provisions of the Ordinance and these Articles the board may allot and issue shares in the capital of the company as payment or part payment for any property sold or transferred, goods or machinery supplied, or for services rendered to the company in the conduct of its business or affairs, and any shares which may be so allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares.

9. Any application or subscription signed by or on behalf of any application or subscriber for shares in the company, followed by an allotment of any shares therein shall be an acceptance of shares, within the meaning of these articles and every person who thus or otherwise accepts any shares and whose name is entered on the register shall for the purpose of these articles be a member.

10. Save as herein otherwise provided the company shall be entitled to treat the person whose name appears on the register of members as the holder of any shares as the absolute owner thereof, and accordingly shall not (except as ordered by a court of competent jurisdiction or as required by law) be bound to recognise any trust or equity or benami, equitable contingent or other claim to or interest in such shares, on the part of any other person whether or not it shall have express or implied notice thereof.

#### UNDERWRITING AND COMMISSION

11. The company may at any time pay a commission to any person, for subscribing or agreeing to subscribe (whether absolutely or conditionally), for any shares or debentures of procuring or agreeing to procure, subscription, whether



absolute or conditional, for any shares or debentures of the company, but so that the amount or rate of commission shall not exceed five (5) percent of the price at which the shares are issued, or of the nominal value of the debentures in each case subscribed. The commission may be paid or satisfied in cash or in shares or debentures of the company. The company may also pay the usual brokerage not exceeding one (1) percent in respect of any subscription for shares or debentures.

#### CERTIFICATES

12. Every member shall be entitled without payment to one certificate for all the shares registered in his name, or if the board so approves (upon paying such fee as the board may from time to time determine), to several certificates, each for one or more shares. Every certificate of shares shall specify the number and denoting numbers of the shares in respect of which it is issued, and the amount paid thereon. Such certificate shall be issued under seal, and shall bear the signature of one director and shall be counter signed by the secretary or by a second director, or by some other person appointed for that purpose by the board.

13. Issue or duplicate certificates. A duplicate of a certificate of shares, debentures or debenture-stock issued under Section 74 shall be issued by the company within forty five days from the date of application if the original :

(a) is proved to have been lost or destroyed, or

(b) having been defaced or mutilated or torn is surrendered to the company.

14. The Company, after making such inquiry as to the loss, destruction, defacement or mutilation of the original as it may deem fit to make, shall, subject to such terms and conditions, if any, as it may consider necessary, issue the duplicate.

Provided that the company shall not charge for exceeding the sum prescribed and the actual expenses incurred on such inquiry.

15. If the company for any reasonable cause, is unable to issue duplicate certificate, it shall notify the fact along with the reasons within thirty days from the date of the application to the applicant.

#### TRANSFER AND TRANSMISSION OF SHARES

The instrument of transfer of any share in the company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof.

16. Shares in the company shall be transferred in the following form, or in any usual or common form which the directors shall approve :

I ..... of .....  
in consideration of the sum of rupees ..... paid  
to me by ..... of ..... (hereinafter called  
"the transferee"), do hereby transfer to the said transferee .....  
the share (or shares) numbered ..... to



.....inclusive, in the "Khairpur Sugar Mills Limited"  
to hold unto the said transferee, his executors, administrators and assigns,  
subject to the several conditions on which I held the same at the time of  
the execution hereof, and I, the said transferee, do hereby agree to take  
the said share (or shares) subject to the conditions aforesaid.

As witness our hands this ..... day of .....

Witness,

Signature

Signature ..... dated ..... Transferor

Full Address

witness

Signature .....

Transferee

Signature ..... Full name, Father's/Husband's name

Full Address ..... Nationality

.....  
Occupation and full Address of Transferee.

17. The directors shall not refuse to transfer any fully paid shares unless the transfer deed is defective or invalid. The directors may also suspend the registration of transfers during the ten days immediately preceeding a general meeting or prior to the determination of entitlement or rights of the shareholders by giving seven days previous notice in the manner provided in the Ordinance. The directors may decline to recognise any instrument of transfer unless

(a) a fee not exceeding two rupees as may be determined by the directors is paid to the company in respect thereof; and

(b) the duly stamped instrument of transfer is 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 one month after the date on which the transfer deed was lodged with the company send to transferee and the transferor notice of the refusal indicating the defect or invalidity of the transferee, who shall, after the removal of such defect or invalidity be entitled to re-lodge the transfer deed with the company.

#### TRANSMISSION OF SHARES

18. 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 executor or administrators of the deceased survivor shall be the only person recognised by the



company as having any title to the share

19 Any person becoming entitled to a share in consequence of the death or insolvency of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or insolvent person could have made, but the directors shall, in either case, have of a transfer of the share by the deceased or insolvent person before the death or insolvency.

20 A person becoming entitled to a share by reason of death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was registered as a member in respect of the share, be entitled in respect of it to exercise any rights conferred by membership in relation to meeting of the company

21 The company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register) to the prejudice of persons having or claiming any equitable rights, title or interest to or in the same shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and the company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, but the company shall nevertheless be at liberty to regard and attend any such notice and give effect thereto, if the board shall so think fit

#### ALTERATION OF CAPITAL

22. 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.

23 Subject to the provisions of the Ordinance, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manners they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.

24. The company may by ordinary resolution .

(a) consolidate and divide its share capital into shares of larger amount than its existing shares ,

(b) sub-divide its existing shares of any of them into shares of smaller





amount than is fixed the by memorandum of association, subject nevertheless, to the provisions of clause (d) of sub-section (1) of section 92 .

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person

25. The company may, by special resolution, reduce its share capital in any manner and with, and subject to, any incident authorised and consent required, by law.

26. If at any time the capital is divided into different classes of shares, all or any of the rights and privileges attached to any such class may be modified, abrogated or dealt with, subject to the provisions of Section 108 of Ordinance, by agreement between the company and persons purporting to contract on behalf of that class provided such agreement is (a) ratified in writing by the holders of at least three-fourths of the issued shares of that class, or (b) confirmed by 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 apply to every such meeting, except that the quorum thereof shall be members holding or representing by proxy one-fifth of the nominal amount of the issued shares of that class

#### BORROWING POWERS

27. The directors may from time to time borrow any moneys for the purposes of the company from the members or from any other persons, firms, companies, corporations, institutions, or banks, or the directors may themselves advance any money to the company

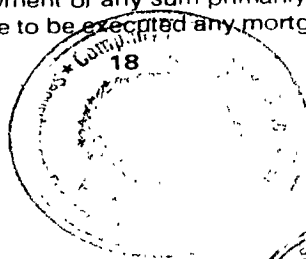
27-A. "The company may raise and secure payment of any sum by issue of term Finance Certificates. The Term Finance Certificates/Participation Term Certificates may be issued at a discount, premium or otherwise with special privileges as to redemption, conversion, into shares with voting rights and their subsequent reconversion into Participation Term Certificates"

28. The directors may advance and secure payment of such sum or sums of money in such manner and upon such terms and conditions in all respect as they, think fit, and in particular by the issue of bonds, perpetual or redeemable debentures, or by mortgage or charge or other security on the whole or any Parts of the property, assets and, rights of the company (both present and future), for the time being.

29. Any bonds, debentures or other securities issued or to be issued by the company shall be under the control of the board which may issue them upon such terms and conditions and in such manner and for such consideration as shall be considered by the board to be for the benefit of the company.

30. Any bonds, debentures or other securities may be issued at the discount premium or otherwise and with any special privileges as to redemption, surrender, drawings, convertibility into shares, attending and voting at general meeting of the company, appointment of directors and otherwise, provided that debentures with the right to vote or be converted into shares shall not be issued without the consent of the company in general meeting.

31. If the directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the company, the board may execute or cause to be executed any mortgage, charge or security over



or affecting the whole or any part of the assets of the company by way of Indemnity to secure the directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

#### GENERAL MEETINGS

The company shall comply with the requirement of section 157 of the Ordinance in holding statutory meeting.

32. A general meetings to be called Annual General Meeting, shall be held in accordance with the provision of section 158, within eighteen months from the date of incorporation of the company and thereafter one at least in every calendar year within the period of six months following the close of its financial year and not more than fifteenth months after the holding of its last preceding annual general meeting as may be determined by the directors.

33. All general meetings of the company other than an annual general meeting mentioned in section 158 shall be called extra-ordinary general meeting.

34. The directors may, when-ever they think fit, call in extra-ordinary general meeting and extra-ordinary general meetings shall also be called on such requisition or in default, may be called by such requisitionists, as is provided by section 159. If at any time they are not within Pakistan, sufficient directors capable of acting to form a quorum, any director of the company may call on extra ordinary general meeting in the same manner as nearly as possible as that in which meeting may be called by the directors.

#### NOTICE AND PROCEEDINGS OF GENERAL MEETINGS

35. Twenty one days notice at least (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, specify 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 manner provided by the Ordinance for the general meeting, to such persons as are, under the Ordinance or regulations of the company entitled to receive such notices from the company; but the accidental omission to give notice to, of the non-receipts of notice by any member shall not invalidate the proceedings at any general meeting

36. All business shall be deemed special that is transacted at an extra-ordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheet and the reports of the directors and auditors. The election of directors, the appointment of and the fixing of the remuneration of the auditors.

37. No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceed to business, save as herein otherwise provided, members having twenty five percent of the voting power present in person or through proxy, and the three members personally present shall be a quorum.

38. If within half an hours 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 caso, 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.

39. The chairman of the board of directors, if any, shall preside as chairman at every general meeting of the company but if there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act chairman, any one of the directors present may be elected to be chairman, and if none of the directors is present, or willing to act as chairman the members present shall choose one of their members to be chairman.

40. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten 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.

41. 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. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

42. A poll may be demanded only in accordance with the provisions of section 167.

43. If a poll is duly demanded, it shall be taken in accordance with the manner laid down in section 168 and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

44. A poll demanded on the election of chairman or on a question of adjournment shall be taken at once.

45. 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 demanded, shall have and exercise a second or casting vote.

#### VOTES OF MEMBERS

46. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote except for election of directors in which case the provisions of section 178 shall apply. On a poll every member shall have voting rights as laid down in section 160.

47. In case of joint-holders, the vote of senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.



48. A member of sound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on 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.

49. 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.

50. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy must be a member.

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 registered office of the company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

51. An instrument appointing a proxy may be in the following form, or a form as near thereto as may be:

"I, ..... of ..... in the district of being a member of the "KHAIRPUR SUGAR MILLS LIMITED" hereby appoint ..... of ..... as my proxy to vote for me and on my behalf at the (annual, extra-ordinary as the case may be) general meeting of the company to be held on the ..... day of ..... and at any adjournment thereof

52. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

#### DIRECTORS

53. The number of directors shall not be less than seven or maximum to be fixed from time to time by the directors.

54. The first directors of the company are :

1. MR. MOHAMMAD MUBEEN
2. MR. MOHAMMAD BUX
3. MR. ALLAHWARAYO
4. MR. BARKAT ALI
5. MR. GHULAM HUSSAIN

21



23

6. MRS AFROZE
7. MRS. YASMEEN
8. MIR GHULAM ASGHAR

#### PROPOSED AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

55. "During such time as Bankers Equity is a Term Finance Certificates (TFC)/ Participation Term Certificates (PTCs) holder of the Company or its investment is outstanding in the Company, Bankers Equity shall continue to have the right from time to time to undertake propriety audit of the Company's accounts through the auditors of its own choice and to refer any matter concerning the project or the Company to consultants, local or foreign, at Company's cost and to appoint a person or persons as the director(s) of the Company and to remove such person(s) from the office and on a vacancy being caused in such office for any reason whether by registration removal, death or otherwise to appoint another person to fill up the vacancy. The director(s) so appointed shall be called "Bankers Equity Directors." Bankers Equity Directors shall not be required to hold any qualification shares and shall have such other rights and privileges as other directors of the Company "

#### IDBP NOMINEE DIRECTOR

56. During the indebtedness of the company to and in case IDBP's lendings exceed 50% of the company's long-term borrowings the Industrial Development Bank of Pakistan shall have the rights, during the currency of its less/(. )/ ...

56-A PICIC shall, during subsistence of its loans, advances, creditor other financial assistance for any part thereof to the company, have the right from time to time to appoint one person as a director of the Company and to remove/replace such director from/in the said office. The director so appointed by PICIC shall not be liable to retire nor shall be bound to hold any qualification shares. Subject to the aforesaid, the said director shall be entitled to the same rights and privileges as any other director of the company

58. The remuneration of the directors shall from time to time be determined by the company in general meeting subject to the provisions of the Ordinance. No remuneration is to be paid to the nominated directors.

59. Save as provided in section 187, no person shall be appointed as director unless he is a member of the company.

#### POWERS AND DUTIES OF DIRECTORS

60 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 any statutory modification thereof for the time being in force, or by these regulations, required to be exercised by the company in general meeting, subject nevertheless to the



provisions of the Ordinance or to any of these regulations, and such regulations being not inconsistent with the aforesaid 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

61. The directors shall appoint a chief executive in accordance with the provision of section 198 and 199.

62. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time, without the sanction of the company in general meeting, exceed the issued share capital of the company.

63. The directors shall duly comply with the provisions of the Ordinance or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages and charge affecting the property of the company or created by it, to the keeping of a register of the directors, and to the sending to the registrar of an annual list of members, and a summary of particulars relating thereto and notice of any consolidation or increase of share capital, or sub-division of shares, and copies of special resolutions and a copy of the register of directors and notifications of any charges therein.

64. The directors shall cause minutes to be made in books provided for the purposes :

- (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 committee of directors; and every director present at any meetings of directors or committee of directors shall sign his name in a book to be kept for that purpose.

65. Notwithstanding anything to the contrary contained any article herein, the decision of the Board on all the following matters shall always require the participation of as the case may be

- a. Appointment/Charge of M.D /Chief Executive.
- b. Appointment of key personnel and consultants
- c. Changes in the financial plan, size and capacity of the project.
- d. Award of contracts to any suppliers of Plant, Machinery and equipment and for construction of civil works of the project.
- e. Capital expenditure exceeding Rs 2.5 Million per item during any financial year
- f. Loans or any business dealings on the basis of deferred payments of any kind whatsoever with the subsidiaries, associated undertakings (if any)



of the Company or of its Sponsor(s)

- g. Transfer, sale, assignment or lease of the immovable properties of the Company or the creation of any Hypothecation, mortgage, charge or other encumbrance thereon.
- h. Recommendation of dividend.
- i. Creation of and transfer of reserves other than statutory reserves.
- j. Delegation of powers of M.D /Chief Executive.
- k. Recommendation on the appointment of auditors.

#### CHIEF EXECUTIVE

66. The directors of the company as from a date not later than the fifteenth day after the date of its incorporation, appoint any individual to be the chief executive of the company.

67. The chief executive appointed as aforesaid shall, unless he earlier resigns or otherwise ceases to hold office, hold office upto the first annual general meeting of the company or, if a shorter period is fixed by the directors at the time of his appointment for such period.

68. Within fourteen days from the date of election of directors under section 178 or the office of the chief executive falling vacant as the case may be, the directors of a company shall appoint any person, including an elected director to be the chief executive but such appointment shall not be for a period exceeding three years from the date of appointment.

69. On the expiry of this term of office under section 198 or subsection (1) a chief executive, shall be eligible for re-appointment.

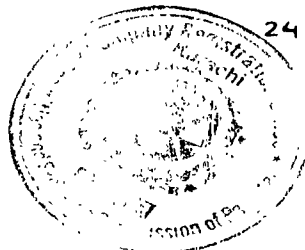
70. The Chief executive retiring under section 198 shall continue to perform his functions until his successor is appointed unless non-appointment of his successor is due to any fault on his part or his office is expressly terminated.

71. The terms and conditions of appointment of a chief executive shall be determined by the directors of the company in general meeting.

72. The chief executive shall, if he is not already a director of the company be deemed to be its director and be entitled to all the rights and privileges, and subject to all the liabilities, of that office.

73. No person who is eligible to become a director of a company under section 867 shall be appointed or continue as the chief executive of any company

74. The directors of a company by resolution passed by not less than three-fourths of the total number of directors for the time being, or the company by a special resolution, may remove a chief executive before the expiration of his term of office notwithstanding anything contained in the articles or in any agreement between the company and such chief executive.



## THE SEAL

75. The directors shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorised in that behalf by the directors and in the presence of at least two directors or such other person as the directors may appoint for the purpose, and those two directors and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

## DISQUALIFICATION OF DIRECTORS

76. No person shall become the director of a company if he suffers from any of the following disabilities or disqualifications and, if already a directors, shall cease to hold such office from the date he so become disqualified or disabled.

77. Ineligibility of certain persons to become director. No person shall be appointed as a director of a company if he

- (a) is a minor ;
  - (b) is of unsound mind ;
  - (c) has applied to be adjudicated as an insolvent and his application is pending ;
  - (d) is an undischarged insolvent.
  - (e) has been convicted by a court of law for an offence involving moral turpitude;
  - (f) has been debarred from holding such office under any provision of this Ordinance;
  - (g) has betrayed lack of fiduciary behaviour and a declaration to this effect has been made by the Court under section 217 at any time during the preceding five years;
  - (h) is not a member;
- Provide that clause (h) shall not apply in the case of
- (i) a person representing the Government or an institution or authority which member;
  - (ii) a whole time director who is an employee of the company;
  - (iii) a chief executive, or
  - (iv) a person representing a creditor.

78. The office of the director shall be valid if





- (a) he become ineligible to be appointed a director on any one or more of the grounds enumerated in the clause (a) to (h) of section 187,
- (b) he absents himself from three consecutive meetings of the directors or from all the meetings of the directors for a continuous period of three months, whichever is the longer, without leave of absence from the directors;
- (c) he or any firm of which he is a partner or any private company of which he is director;
- (i) without the sanction of the company in general meeting accepts or holds any office of profit under the company other than that of chief executive or a legal or technical advisor or a banker; or
- (ii) accepts a load or guarantee from the company in contravention of section 195

Nothing contained above shall be deemed to preclude the company from providing by its articles that the office of director shall be vacated on any ground addition to those specified above.

79. Provided, however, that no director shall vacate his office by reason only of his being a member of any company which has entered into contracts with, or done any work for, the company of which he is a director, but such director shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted.

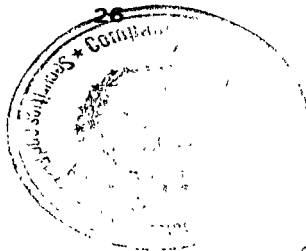
#### PROCEEDINGS OF DIRECTORS

80. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Question arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have and exercise a second a casting vote. A director may, and the secretary on the requisition of or director shall, at any time summon a meeting of directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Pakistan.

81. The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the directors present may choose one of their members to be chairman of the meeting.

82. 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 the exercise of the powers so delegated, conform to any restrictions that may be imposed on them by the directors.

83. A committee may elect a chairman of its meetings, but, if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman the members present may choose one of their member to be chairman of



the meeting

84. A committee may meet and adjourn as it thinks proper. Question arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the chairman shall have and exercise a second or casting vote

85. All acts done by any meeting of the directors or of a committee of directors or in any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment to any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

86. 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 the directors duly convened and held.

86-A. "The Bankers Equity Director shall have a right to requisition a meeting of Directors and the Company shall convene the meeting so requisitioned by the Director representing Bankers Equity."

#### FILLING OF VACANCIES

87. At the first annual general meeting of the company, all the directors shall stand retired from office, and directors shall be elected in their place in accordance with section 178 for a term of three years.

88. A retiring directors shall be eligible for re-election.

89. The directors shall comply with the provisions of Section 174 to 178 and Section 180 and 184 relating to the election of directors and matters ancillary thereto

90. Subject to the provisions of the Ordinance, the company may from time to time in annual general meeting increase or decrease the number of directors

91. Any casual vacancy occurring on the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is chosen was last elected as director

92. The company may remove a director but only in accordance with the provisions of the Ordinance.

#### DIVIDENDS AND RESERVE

93. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the directors.

94. The directors may 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.

95. No dividends shall be paid otherwise than out of profit of the year or any other undistributed profit



95 (A). No dividend shall be declared by the Company without the prior written permission of PICIC during the period the Company is in arrears for payment of PICIC's dues

96 The directors may, before recommending any dividends, 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 meeting contingencies, or for equalizing dividends, or for any other 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 company or be invested in such investments (other than shares of the company) as the directors may, subject to the provisions of the Ordinance, from time to time think fit

97. The directors may carry forward any profits which they may think prudent not to distribute, without setting them aside as a reserve

98. If several persons are registered as joint-holders of any share, any one of them may give effectual receipt for any dividend payable on the share

99. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein

100. The dividend shall be paid within the period laid down in the Ordinance.

#### ACCOUNTS

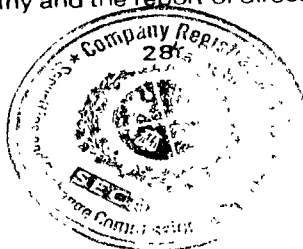
101. The directors shall cause to be kept proper books of account as required under section 230.

102 The books of account shall be kept at the registered office of the company or at such other place as the directors shall think fit and shall be open to inspection by the directors during business hours

103. The directors shall from time to time determine whether and to what extent 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 book or papers of the company except as conferred by law or authorised by the directors or by the company in general meeting.

104. The directors shall as required by sections 233 and 236 cause to be prepared and to be laid before the company in general meeting such profit and loss accounts or income and expenditure accounts and balance sheets duly audited and reports as are referred to in those sections.

105. A balance sheet, profit and loss account, income and expenditure account and other reports referred in article 107 shall be made out in every year and laid before the company in the annual general meeting made up to a date not more than six months before such meeting. The balance sheet and profit and loss account or income and expenditure account shall be accompanied by a report of the auditors the company and the report of directors



106. A copy of the balance sheet and profit and loss account income and expenditure account and reports of directors and auditors shall, at least twenty one days preceding the meeting be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder

#### AUDIT

107. Auditors shall be appointed and their duties regulated in accordance with sections 252 to 255 of the Ordinance.

#### NOTICES

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

109. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing 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

110. 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 advertised in a newspaper circulating in the neighbourhood of the registered office of the company shall be deemed to be duly given to him on the day on which the advertisement appears.

111. A notice may be given by the company to the joint-holders of a share by giving the notice to the joint-holders named first in the register in respect of the share

112. A notice may be given by the company to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in Pakistan supplied for the purpose by the person 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

113. Notice of every general meeting shall be given in some manner herinbefore authorised to (a) every member of the company except those members who, having no registered address within Pakistan, have not supplied to the company an address within Pakistan for the giving of notice to them, and also to (b) every person entitled to a share in consequence of the death or insolvency of a member who but for his death or insolvency would be entitled to receive notice of the meeting and (c) to the of the auditors company for the time being

#### WINDING UP

114. If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Or



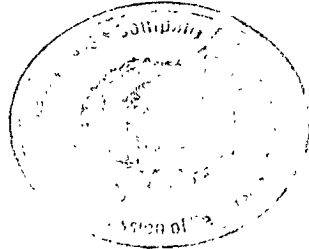
...dinance divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they consist of property of the same kind or not

115. For the purpose aforesaid, the liquidator may set such value as the deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

116. 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, think fit. but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

#### INDEMNITY

117. Every officer or agent for the time being of the company may 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 these Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

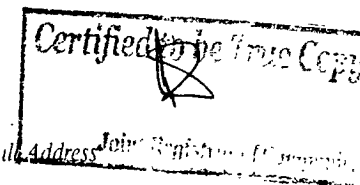
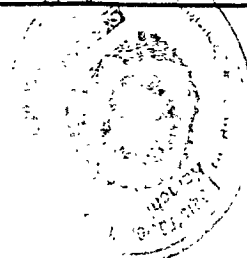
S No.	Name and Surname Present & former in full (In Block Letters)	Father's/Husband's Name in full	Nationality with any former Nationality	Occupation	Residential Address in full	Number of shares taken by each subscriber	SIGNATURE
1	MR MOHAMMAD MUBEEN	MR ALLAHWARAYO	Pakistani	Business	D-3 Block No 7, Gulshan-e-Iqbal Karachi	1(One)	
2	MR MOHAMMAD BUX	MR IMAM BUX	Pakistani	Business	A-16, Ambreen Apartment, Block 2, Gulshan-e-Iqbal, Karachi.	1 (One)	
3	MR ALLAHWARAYO	(LATE) NABI BUX	Pakistani	Business	B-220, Block No 10, Gulshan-e-Iqbal, Karachi.	1 (One)	
4	MR BARKAT ALI	MR GHULAM HUSSAIN	Pakistani	Business	B-220, Block No 10, Gulshan-e-Iqbal, Karachi	1 (One)	
5	MR GHULAM HUSSAIN	(LATE) NABI BUX	Pakistani	Business	Village Bakhir Kanasira Taluka Kot Diji Distt Khairpur.	1 (One)	
6	MRS AFROZE	W/O MR. MOHAMMAD MUBEEN	Pakistani	Business	D-3, Block No 17, Gulshan-e-Iqbal, Karachi.	1 (One)	
7	MRS. YASMIN	W/O MR. MOHAMMAD MUBEEN	Pakistani	Business	D-3, Block No 17, Gulshan-e-Iqbal, Karachi.	1 (One)	
8	MIR GHULAM ASGHAR	MIR AHMAD ALI KHAN TALPUR	Pakistani	Business	Asghar Manzil, Jillani Muhalla, Khairpur, Mirs.	1 (One)	

Date the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

Witness to above Signatures

(Full Name, Father's/Husband's Name)  
(Block letters)

Signature Occupation



Full Address Join Registration of Company



GOVERNMENT OF PAKISTAN  
REVENUE DIVISION  
CENTRAL BOARD OF REVENUE

**NATIONAL TAX NUMBER CERTIFICATE**

(Issued under section 20 of the Finance Act, 1999)

National Tax Number (NTN) 0710885-7

Name: KHAIRPUR SUGAR MILLS LTD

Address: JUMARI ARCADE ST 10 D/14 MAIN  
UNIVERSITY ROAD  
KYC -MILLAT RD

Status/Nature: COMPANY

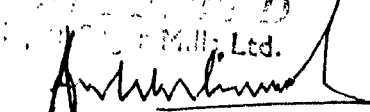
NIC/Firm Reg/Company Inc. Number K 01549

*This certificate shall be prominently displayed at a conspicuous place of the premises in which business or work for gain is carried on. It is also required to be indicated on the signboard wherever it is affixed.*

Date of Issue 04/02/2000

  
Riaz Husain Naeqi  
Chairman

ATTESTED  
For Khairpur Sugar Mills Ltd.

  
Company Secretary.

26 JAN 2015



**LIST OF DIRECTORS**  
**of**  
**KHAIRPUR SUGAR MILLS LIMITED**

S.#	Name	Father/Husband's name	Designation	CNIC #
1	Muhammad Mubeen Jumani	Allah Warayo Jumani	Chief Executive	42301-2268880-8
2	Faraz Mubeen Jumani	Muhammad Mubeen Jumani	Managing Director	42301-8702762-7
3	Qamar Mubeen Jumani	Muhammad Mubeen Jumani	Director	42301-8839854-4
4	Ahmed Ali Jumani	Ghulam Hussain Jumani	Director	45205-7741446-5
5	Fahad Mubeen Jumani	Muhammad Mubeen Jumani	Director	42301-8670988-5
6	Muhammad Bux Jumani	Imam Bux Jumani	Director	42201-1864240-1
7	Arisha Mubeen Jumani	Muhammad Mubeen Jumani	Director	42301-7430276-6

For Khairpur Sugar Mills Ltd.

Company Secretary.

26 JAN 2015

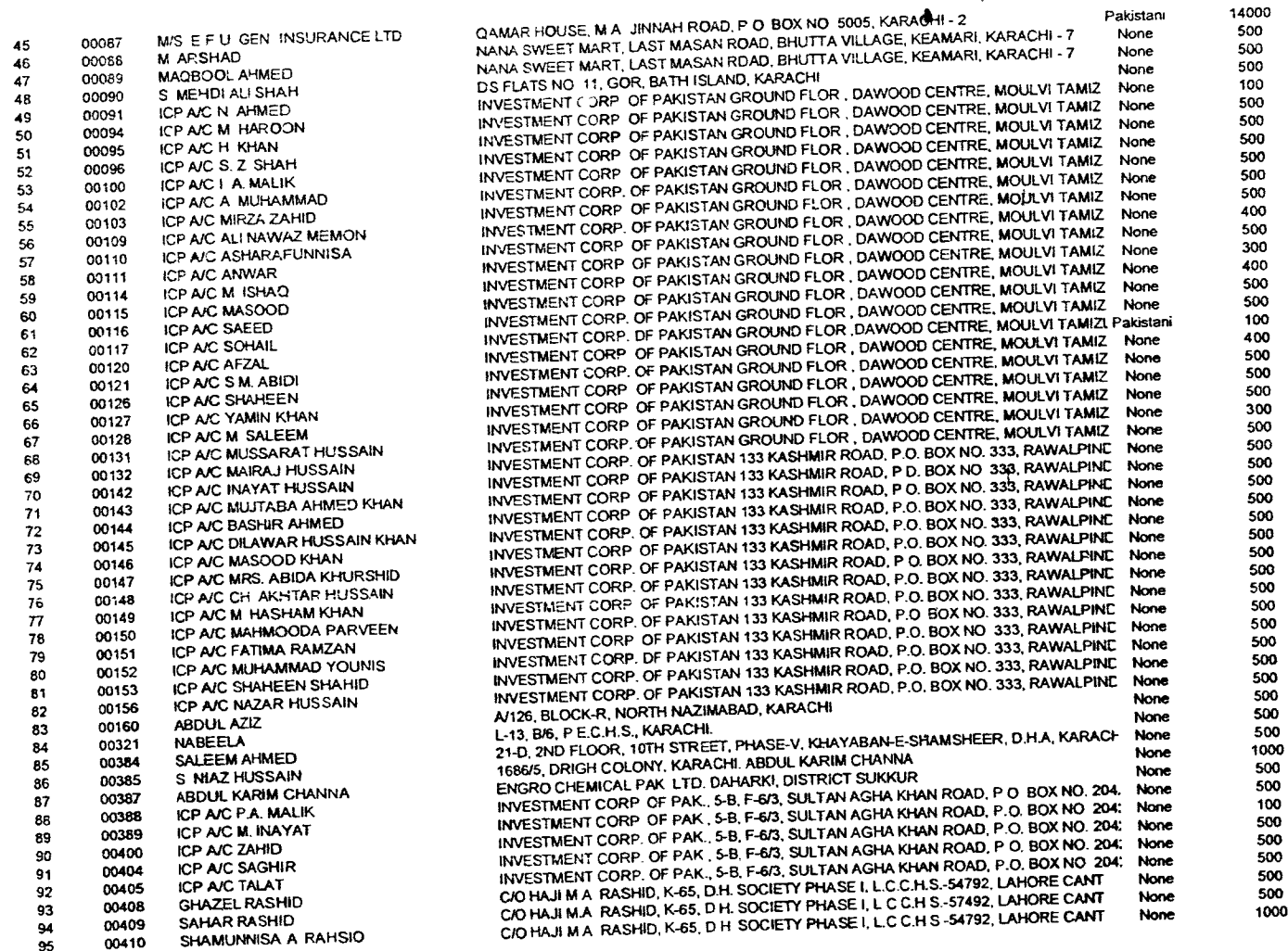




KHAIRPUR SUGAR MILLS. LIMITED  
ANNUAL SHAREHOLDERS LIST (FORM-"A")  
AS ON JANUARY 30, 2013

SRNO	FOLIO	NAME	ADD	NATIONAL	NO SHARE	ID
1	00001	MR MUHAMMAD MUBEEN JUMANI	E-19, MAIN GIZRI BOULEVARD, PHASE-IV, D.H.A., KARACHI	Pakistan	4728127	
2	00002	MR MUHAMMAD BUX	A-130, BLOCK 10, GULSHAN-E-IQBAL, KARACHI.	None	320349	
3	00004	MR GHULAM HUSSAIN	VILLAGE BAKHIR KANASIRA, TALUKA KOT DIJI, DISTRICT KHAIRPUR.	None	320349	
4	00005	MRS. AFROZE	E-19, MAIN GIZRI BOULEVARD, PHASE-IV, D.H.A., KARACHI	None	640698	
5	00006	MRS. YASMEEN	E-19, MAIN GIZRI BOULEVARD, PHASE-IV, D.H.A., KARACHI	None	640698	
6	00007	MR. ALLAH WARAYO	E-19, MAIN GIZRI BOULEVARD, PHASE-IV, D.H.A., KARACHI.	None	961047	
7	00008	MIR GHULAM ASGHAR	ASGHAR MANZIL, JILANI MOHALLA, KHAIRPUR MIRS.	None	170283	
8	00009	BANKERS EQUITY LIMITED	1ST FLDOR, FTC BUILDINGS SHAHRA-E-FAISAL, KARACHI	None	2669600	
9	00010	MR MUHAMMAD KHAN CHAWRO	247-A, BLOCK 6, P.E.C.H.S., KARACHI	None	500	
10	00011	CHOUDHRY AZMAT KHAN	TULIP IND (PVT) LTD F-237, OFF CENTRAL AVENUE, S.I.T.E., KARACHI	None	500	
11	00044	SHAHINA IQBAL	1-B-9/13, NAZIMABAD NO 1, KARACHI	None	500	
12	00045	SYED IQBAL HAMID	1-B-9/13, NAZIMABAD NO.1, KARACHI	None	500	
13	00046	NAZIR AHMED	II-B/5, NEAR JAMA MASJID, COMMERCIAL AREA, NAZIMABAD # 2, KARACHI.	None	500	
14	00048	HASHIM USMAN	E-2, BLOCK 'F', NORTH NAZIMABAD, KARACHI	None	500	
15	00049	GHULAM NABI MARI	MARI HOUSE, SAIDA GOTH, KHAIRPUR MIRS, SINDH.	None	500	
16	00050	IMDAD ALI MARI	MARI HOUSE, SAIDA GOTH, KHAIRPUR MIRS, SINDH.	None	500	
17	00051	GHULAM HUSSAIN	GOTH KANASERA TALUKA KOTDIJI, DISTRICT, KHAIRPUR.	None	500	
18	00052	QADIR BUX KHAN	MARI HOUSE, SAIDA GOTH KHAIRPUR MIRS, SINDH	None	500	
19	00053	MIR ZADI TALPUR	TANDO MIR GHULAM HUSSAIN, UNIT NO 9, LATIFABAD, HYDERABAD.	None	500	
20	00055	GHULAM ABBAS	JELANI MOHLA, KHAIRPUR ZAHID HUSSAIN	None	500	
21	00056	ZAHID HUSSAIN	C/O JELANI MOHLA, KHAIRPUR AMANULLAH	None	500	
22	00057	AMANULLAH	CLOTH MERCHANT, BUNGLOW KOTDIJI, KHAIRPUR	None	500	
23	00058	MIAN MUHAMMAD FAKHIR ASLAM	803-NARGIS BLOCK, ALLAMA IQBAL TOWN, LAHORE-54570	None	500	
24	00059	ANEES-UR-RAHMAN	A-139, BLOCK 'R', NORTH NAZIMABAD, KARACHI.	None	500	
25	00060	ABDUL QADIR DIWAN	303, AL-SADDAR BLDG., BHICAJI STREET, SADDAR, KARACHI.	None	1000	
26	00061	NADEEM FAROOQ KHAWAJA	C/O KHAWAJA HAFIZ MUNEEB AHMED H.NO G-20, BLOCK-B, KHANDO GOTH NEAR NA.	None	500	
27	00062	BRIG TALAT MUNIR	HQ ARTY 18 DIV, MALIR CANTT., KARACHI.	None	500	
28	00063	IFFAT MUNIR	C/O BRIG. TALAT MUNIR HQ ARTY 18 DIV, MALIR CANTT., KARACHI.	None	500	
29	00064	NASIM CHUGHTAI	H NO. C-3, BLOCK-9, SATELITE TOWN, MIRPURKHAS.	None	500	
30	00066	ABDUL KADIR	BUNGLOW NO.A-1, CIVIL LINE, NAWAB SHAH (SINDH).	None	500	
31	00067	MUHAMMAD PERVEZ AKHTAR	LUQMAN ROAD, NAZIMABAD, DISTRICT GUJRANWALA.	None	500	
32	00071	ASIF SHUAUDDIN	203/R, SHARIFABAD, F.B. AREA, KARACHI.	None	500	
33	00073	RUHSANA BEGUM	III-C, 13/12, NAZIMABAD, KARACHI.	None	500	
34	00074	SYED ARIF ALI	III-C, 13/12, NAZIMABAD, KARACHI	None	500	
35	00075	SHAMIM	III-C, 13/12, NAZIMABAD, KARACHI	None	500	
36	00076	SYED WAHID ALI	III-C, 13/12, NAZIMABAD, KARACHI	None	500	
37	00077	SHAKILA BEGUM	III-C, 13/12, NAZIMABAD, KARACHI	None	200	
38	00078	SHAHIDA BEGUM	III-C, 13/12, NAZIMABAD, KARACHI	None	500	
39	00079	MUHAMMAD YOUSAF NASEEM	H NO 398, ST. 122, G-9-3, ISLAMABAD	None	500	
40	00080	IFTIKHAR AHMED	H NO 9/208, ISLAMPURA, SIALKOT CITY.	None	500	
41	00081	TUFAIL AHMED	MANAN MEDICOS, SIKANDERPURA, PESHAWAR CITY.	None	500	
42	00083	ALLAH WADHAYO	GOTH NARO DHORO, TALUKA KOT DIJI, DISTRICT KHAIRPUR.	None	500	
43	00084	HAJI MUHAMMAD ABDUL RASHID	K-65, D.H. SOCIETY, PHASE-I, L.C.H.S.- 54792, LAHORE CANTT.	None	1000	
44	00085	ICP A/C M. SHAMIM	INVESTMENT CORPORATION OF PAKISTAN, GF, DAWOOD CENTRE MDULVI TAMIZUDD	None	400	





96	00411	KANEEZ KUBRA NAQVI	GOVT VOCATIONAL SCHOOL, FOR GIRLS,			
97	00412	NATIONAL DEVELOPMENT FINANCE CORP	6TH FLOOR, FTC BLDG, SHAHRA-E-FAISAL, KARACHI	None	500	
98	00414	UMER MIR	HOUSE NO 36, ST-20, KHAYABAN-E-MUJAHID, PHASE-V, D H A, KARACHI	None	3088000	
99	00416	AHMED ALI	P O VILLAGE BAKHIR, KANASIRA, TALUKA KOT DIJI, DISTRICT KHAIRPUR.	None	60000	
100	00420	MRS ZAHIDA	VILLAGE BAKHIR KANASIRA, TALUKA KOT DIJI DISTRICT KHAIRPUR.	None	500	
101	00421	JAMEEL AHMED JUMANI	B-102 BLOCK-10, GULSHAN-E-IOBAL, KARACHI	None	320349	
102	00422	MRS. QAMAR MUBEEN JUMANI	E-19, MAIN GIZRI BOULEVARD, PHASE IV, D H A, KARACHI	None	500	
103	00467	MUSHTAQ SIDDIQUI	VILLAGE RIND HAGANO, TALUKA KOT DIJI, DISTRICT KHAIRPUR	Pakistani	1040000	
104	00476	AYAZ ALI	VILLAGE KAZKO TALUKA KOT DIJI, DISTRICT KHAIRPUR	None	500	
105	00478	RIAZ HUSSAIN	VILLAGE KAZKO TALUKA KOT DIJI, DISTRICT KHAIRPUR	None	500	
106	00485	NADIR ALI	MIRPUR BHUTTO, RATTO DERO, LARKANA	None	500	
107	00488	FAZAL ZAMAN	BASTI AZEEM TEHSEEL DERA GHAZI KHAN MINHAS	None	500	
108	00490	MR. FAHAD	E-19, MAIN GIZRI BOULEVARD, PHASE-IV, D.H.A., KARACHI	None	500	
109	00493	M/S INVESTMENT CORPORATION OF PAKI	5TH FLOOR, NATIONAL BANK OF PAKISTAN BLDG. 11 CHUNDRIGAR ROAD, KARACHI -	Pakistani	450000	
110	00494	MR FARAZ MUSEEN JUMANI	E-19, MAIN GIZRI BOULEVARD, PHASE IV, D.H.A, KARACHI	None	1000	
111	00496	MISS. ARISHA MUBEEN JUMANI	E-19, GIZRI BOLIVERD, PHASE IV, DHA, KARACHI.	None	450000	
112	00497	MRS. HUMAIRA SHAKEEL	MASHALLAH CORNER FLAT NO 110, 1ST FLOOR, 5B-3, KHILAFAT CHOWK, PAPOSH NA	Pakistani	58500	
113	00498	MR. SHAKIL AHMED SHAMSI	PAK MOTOR SUZUKI MOTOR CO. LTD IPP DEPT. DSU-13, P S.I.E BIN QASIM, KARACHI	Pakistani	900	
114	00499	MR. M. SALEEM	AL-REHMAN MARKET, FLAT NO. 202, 2ND FLOOR, OT-7/5, BOMBAY BAZAR, KARACHI	Pakistani	100	
115	00500	MR ABDOUL MAJEED	AL-REHMAN MARKET, FLAT NO. 202, 2ND FLOOR, OT-7/5, BOMBAY BAZAR, KARACHI	Pakistani	100	42301-1012526-1
116	00501	MR. NOMAN	AL-REHMAN MARKET, FLAT NO. 202, 2ND FLOOR, OT-7/5, BOMBAY BAZAR, KARACHI	Pakistani	100	42301-0922661-7
117	00502	MR. PERWAIZ FAZLANI	A-74, BLOCK-10, GULSHAN-E-IOBAL, KARACHI.	Pakistani	100	42201-3786651-3
118	00503	MR. AHRAR HUSSAIN	L-597, SECTOR 5C-3, NORTH KARACHI, KARACHI.	Pakistani	500	42101-1680641-7
119	00505	MR MOHAMMAD QASIM	1-J, 53/4, NAZIMABAD-1, KARACHI.	Pakistani	500	31303-3392322-9
120	10000	CENTRAL DEPOSITORY COMPANY OF PAK	KSE BUILDING, KSE ROAD, KARACHI	Pakistani	35000	
** Grand Total **					16017500	



# PLANT DETAIL

## 1 GENERAL INFORMATION

i	Name of Applicant	Khairpur Sugar Mills (Pvt.) Ltd.
ii	Registered / Business Office	3rd Floor, Plot No. 15-C, 9th Commercial Lane, Zamazma, D.H.A, Karachi
iii	Plant Location	Naroo Dhoro, Tando Masti Road, Taluka, Kotdiji Dist. Khairpur Mirs
iv	Type of Generation Facility	Bagasse Fired Thermal Generation

## 2 PLANT CONFIGURATION

i	Plant Size Installed Capacity	11 MW
ii	Type of Technology	Steam Turbine
iii	No. of Units/Size (MW)	2x2.0 MW- China, 1x1.0 MW- Shinko Japan 1x1.5 MW- Japan, 1x5.0 MW - Japan
iv	Unit Make & Model	China + Japan
v	De-rated Capacity	9 MW
vi	Auxiliary Consumption	0.2 MW
vii	Commissioning & Commercial Operation Date	December 1994
viii	Expected life of the Facility from Commercial Operation Date	70 Years <del>30</del> Years
ix	Expected Remaining Useful life of the Facility	52 Years <del>30</del> Years

## 3 FUEL DETAIL

i	Primary Fuel	Bagasse
ii	Alternate/ Back-up Fuel	Furnace Oil

## 4 FUEL SUPPLIER

i	Bagasse	By Product/ Self Production
ii	Furnace Oil	Shell Pakistan Ltd. / PSO

## 5 SUPPLY ARRANGEMENTS

i	Bagasse	Conveyor/ Tractor Trolleys
ii	Furnace Oil	Pumping / Through Oil Tankers
iii	No. of Storage Tanks	01 No.
iv	Storage Capacity of F.O Tank	500 M <sub>3</sub>
v	Gross Storage of F.O Tanks	500 Tons



## 6 EMISSION VALUES

i	SO <sub>2</sub>	0%
ii	Nox	2.2%
iii	CO <sub>2</sub>	12%
iv	CO	2%

## 7 COOLING SYSTEM

i	Cooling Water Source / Cycle	Canal Water / Filtration Plant
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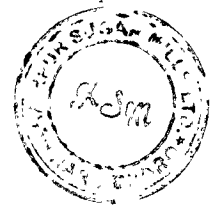
## 8 PLANT CHARACTERISTICS

i	Generation Voltage	5.5 KV
ii	Frequency	50 Hz
iii	Power Factor	0.8 Lagging - 0.95 Leading
iv	Automatic Generation Control	Yes
v	Ramping Rate	3.7 KW / Sec
vi	Time Required to Synchronizing to Grid and Loading the complex to full Load	4 Hrs, for cold start / 40 seconds for Synchronizing to Grid



## Schedule II

1	Installed Capacity Gross	11 MW
2	De-Rated Capacity at Mean Site Conditions	9 MW
3	Auxiliary Consumptions	0.2 MW
4	Net Capacity of the Plant at Mean Site Conditions	9 MW



## Khairpur Sugar Mills Ltd,

### TG SET # 1

Rated power = 2000KW/2500KVA  
Rated Ampere= 276A  
Rated Voltage= 5500V  
Rated Rpm= 1500 RPM  
Rated Frequency= 50Hz  
Rated Power Factor= 0.8 Lagging  
Excitation Current= 214A  
Connection Style= Y  
Insulation Class= F  
Exciter Rated Power= 15KW  
Date Of Manufacture= Dec 2102  
Company Name: LANZHOU ELECTRIC MANUFACTORY (China)

### TG SET # 3

Rated power = 1500KW/1875KVA  
Rated Ampere= 195A  
Rated Voltage= 5500V  
Rated Rpm= 1500RPM  
Rated Frequency= 50Hz  
Rated Power Factor= 0.8 Lagging  
Excitation Current= 100A  
Connection Style= Y  
Insulation Class= F  
Exciter Rated Power= 12KW  
Company Name= JAPAN  
Date Of Manufacture= June 1996



### TG SET # 2

Rated power = 2000KW/2500KVA  
Rated Ampere= 262.4A  
Rated Voltage= 5500V  
Rated Rpm= 1500RPM  
Rated Frequency= 50HZ  
Rated Power Factor= 0.8 Lagging  
Excitation Current= 190A  
Connection Style= Y  
Insulation Class= F  
Exciter Rated Power= 15KW  
Company Name= LANZHOU ELECTRIC MANUFACTORY(China)  
Date Of Manufacture= Dec 1992

### TG SET # 4

Rated power = 1500KW/1875KVA  
Rated Ampere= 195A  
Rated Voltage= 5500V  
Rated Rpm= 1500RPM  
Rated Frequency= 50Hz  
Rated Power Factor= 0.8 Lagging  
Excitation Current= 100A  
Connection Style= Y  
Insulation Class= F  
Exciter Rated Power= 15KW  
Company Name= SIEMENS  
Date Of Manufacture= 1996

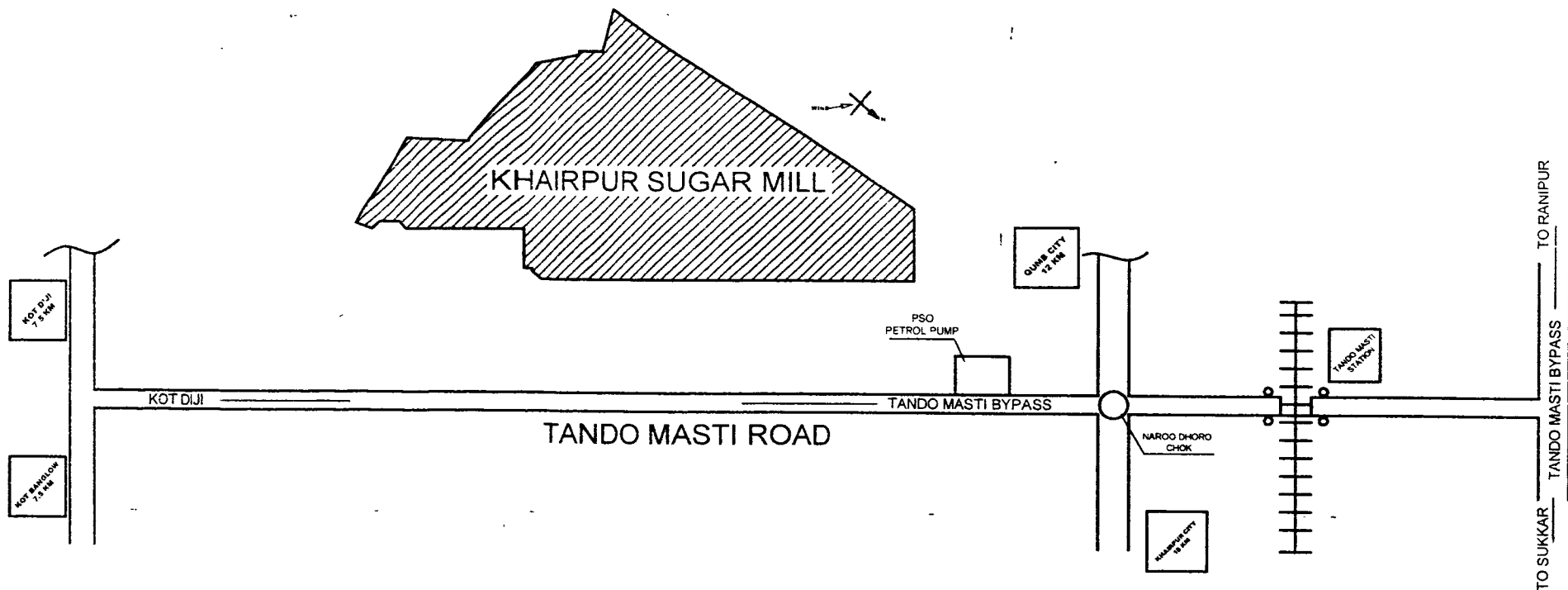
TG SET # 5

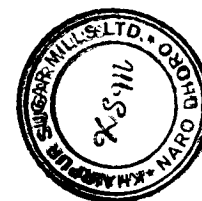
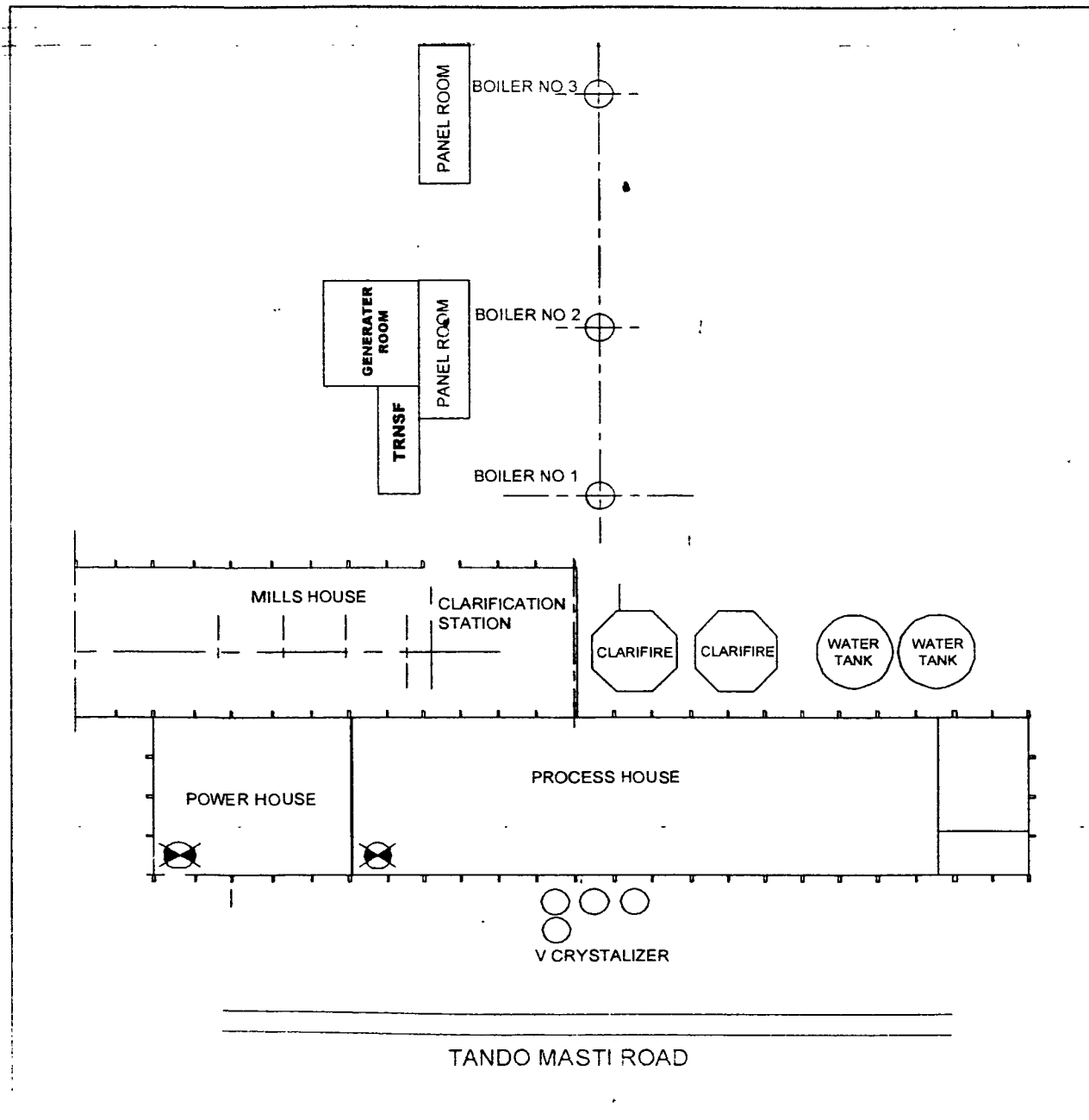
Rated power=	5000KW/6250KVA
Rated Ampere=	650A
Rated Voltage=	5500v
Rated Rpm=	1500RPM
Rated Frequency=	50Hz
Rated Power Factor=	0.8 Lagging
Excitation Current=	300A
Connection Style=	Y
Insulation Class=	F
Exciter Rated Power=	50KW
Company Name:	SHANDONG JINAN POWER EQUIPMENT CHINA
Date Of Manufacture=	2014



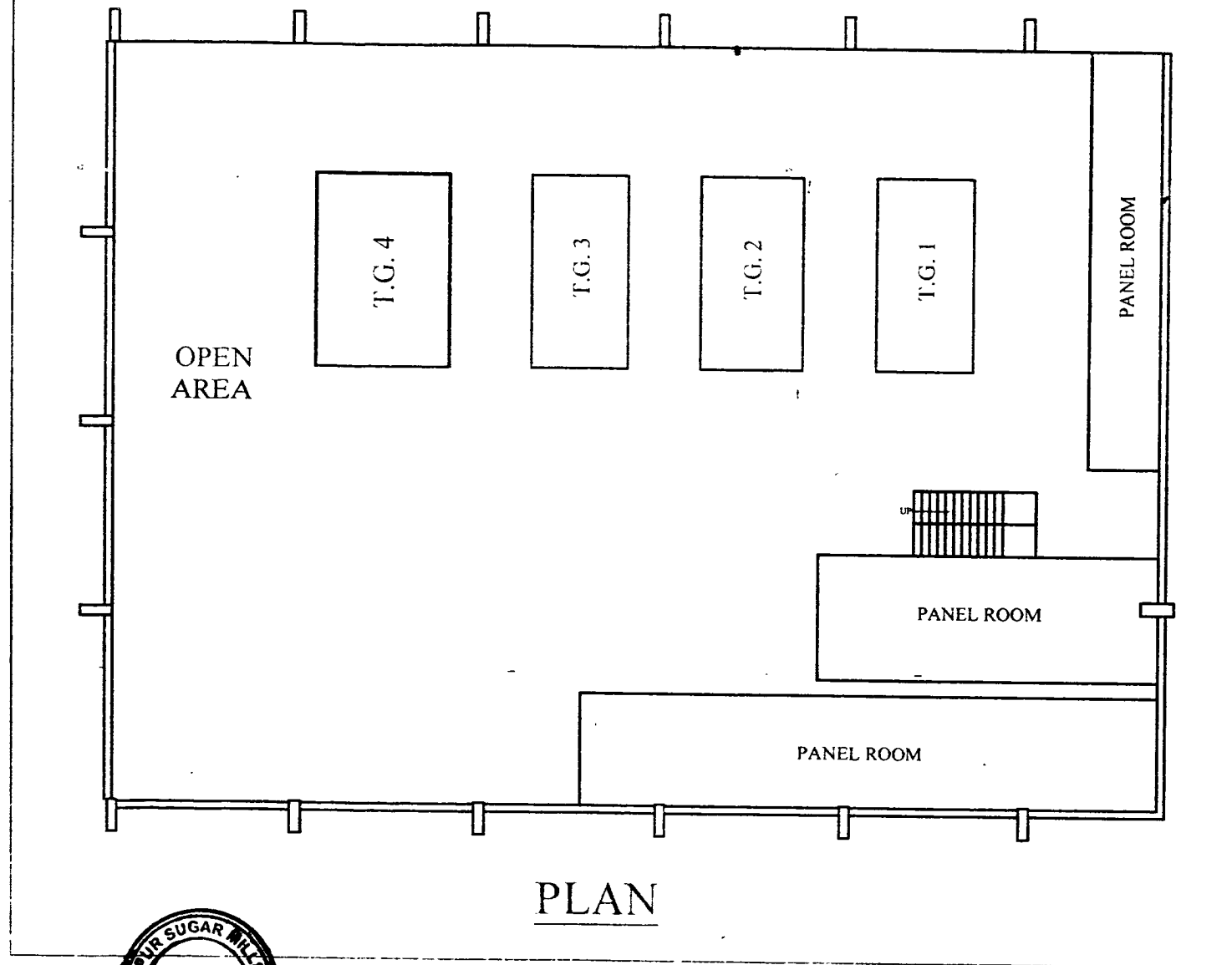


## PLANT LOCATION





# POWER HOUSE

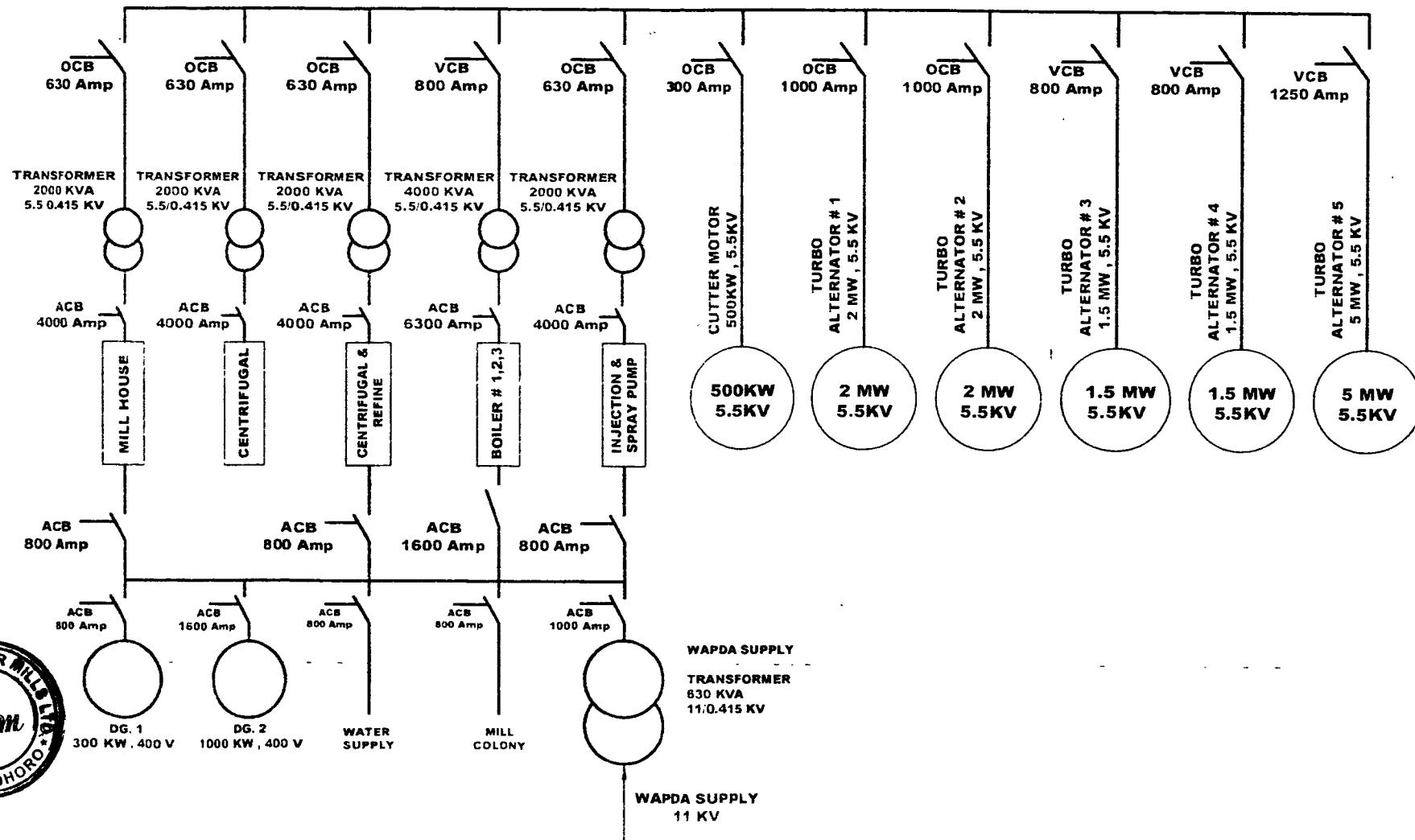


PLAN



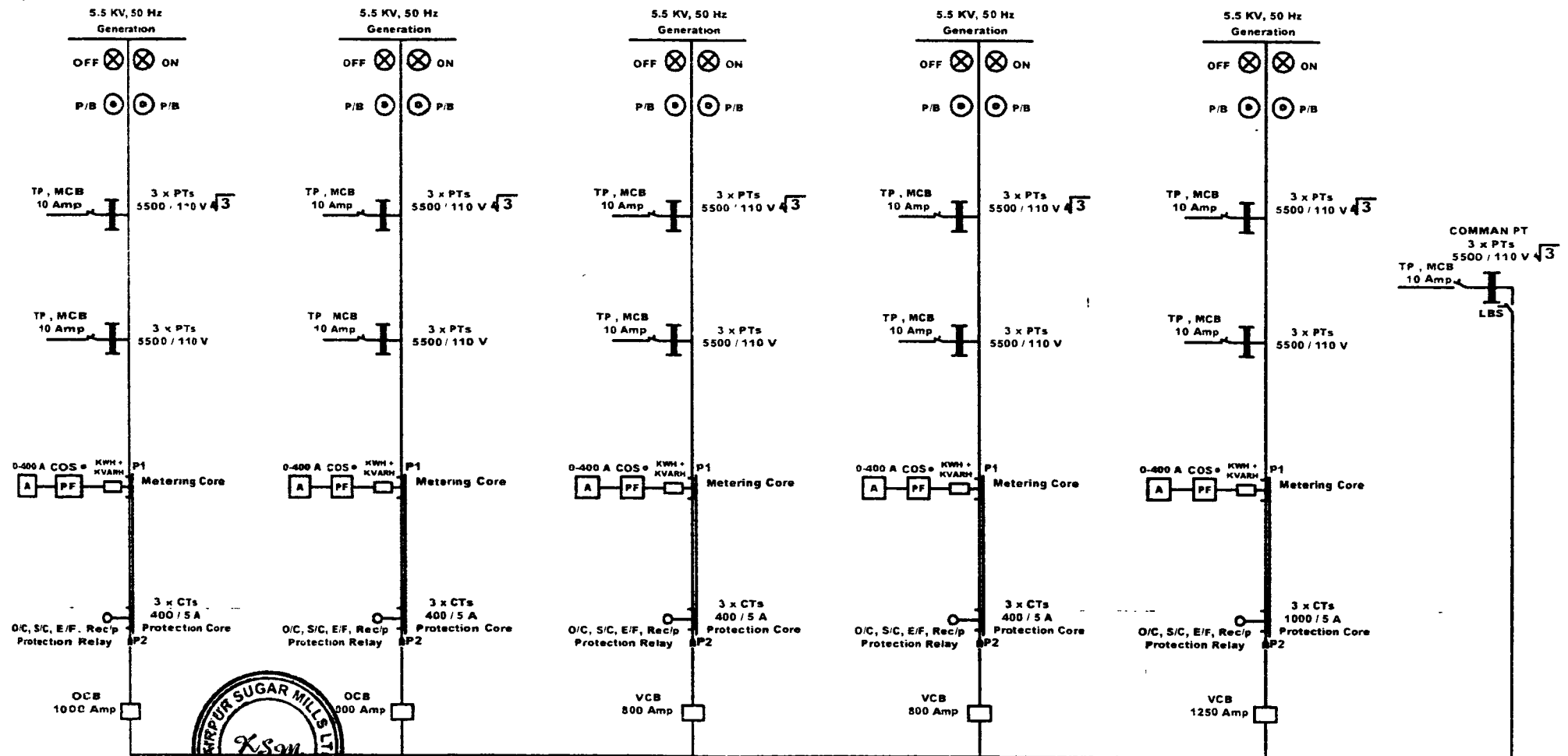
# KHAIRPUR SUGAR MILLS (PVT) LTD.

## 12 MW POWER HOUSE SINGLE LINE DIAGRAM



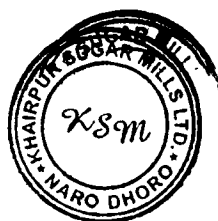
# KHAIRPUR SUGAR MILLS (PVT) LTD.

## PROVISION OF CONTROL, PROTECTION & METERING ARRANGEMENT

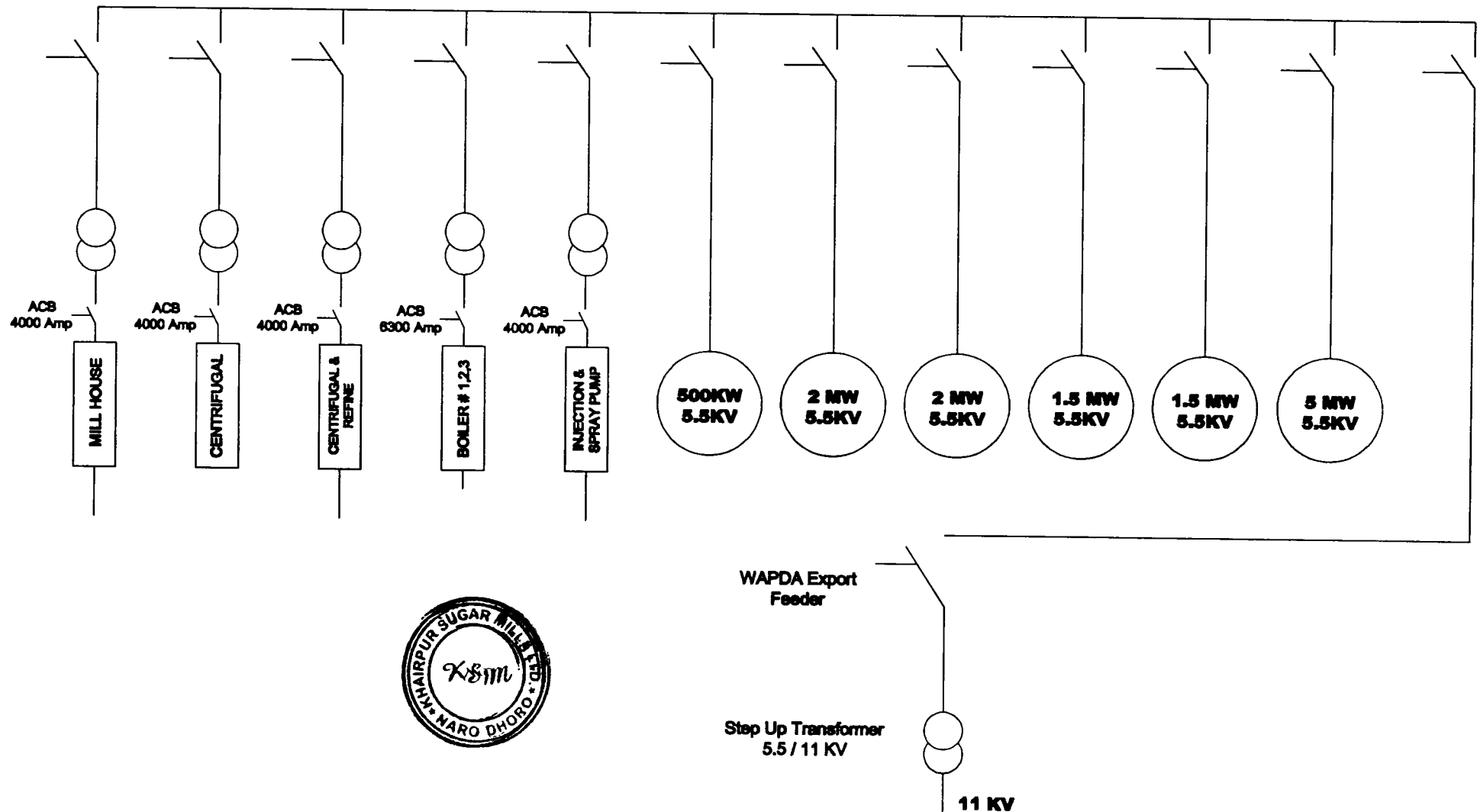


**INTERCONNECTION SCHEME FOR THE  
POWER DISPERSAL OF THE PLANT**

The power of the Khairpur Sugar Mills (Pvt) Limited shall be dispersed to system within SEPCO load Centre at Kotdiji Grid Voltage Level 132KV /11KV through Transmission line from Mills Power House to Selected feeders of the Grid Station.



**KHAIRPUR SUGAR MILLS (PVT) LTD.**  
**12 MW POWER HOUSE SINGLE LINE DIAGRAM**



**Provision of metering, instrumentation protection and control arrangement, as required pursuant to Regulation 3(5) – A (xii) of NEPRA Licensing (Application & Modification Procedure) Regulation, 1999.**

**1- Metering**

Metering will be at 11KV outgoing feeder located at Khairpur Sugar Mills (Pvt) limited with accuracy class 0.5 or as agreed with / approved by SEPCO.

**2- Instrumentation**

**(a) Generator :**

Ammeter, volt meter, frequency meter KWH meter, PF meter.

**(b) 11 KV outgoing line to SEPCO**

Ammeter, Volt meter, KWH meter, PF meter.

**3- Protection**

**(a) Generator :**

Short Circuit / Over Current / Earth. Differential, over / under voltage, High / Low frequency, over / Under Excitation.

**(c) 11 KV outgoing Line to SEPCO:**

Over Current, short circuit (Phase & Earth Fault)

**4- Control**

**(a) Generator**

1250A, 11KV (25KV) Vacuum Circuit Breakers.

**(b) 11 KV outgoing line to SEPCO:**

630A, 11 KV (25KV), Vacuum Circuit Breakers.

