

August 28, 2017

The General Manager
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
KARACHI-74000.

RE: **NOTICE OF 69TH ANNUAL GENERAL MEETING**

Dear Sir;

The 69th Annual General Meeting of our Company will be held on Thursday, September 28, 2017 at 11.00 a.m. at the Jasmine hall, Beach Luxury Hotel, Off: M.T. Khan Road, Karachi.

We enclose herewith a copy of the notice of meeting for your reference prior to its publication in the newspapers. We hope you will find this in order.

Thanking you,

Yours faithfully,
For INTERNATIONAL INDUSTRIES LTD.,


FAUZIA NOORANI
Company Secretary





API License No. SL-0191



UKAS



API License No. SL-0014



ISO 9001, ISO 14001 & OHSAS 18001 Certified Company

101 Beaumont Plaza, 10 Beaumont Road, Karachi-75530, Pakistan

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Notice of Annual General Meeting

For the year ended June 30, 2017

Notice is hereby given to the members that the 69th Annual General Meeting of the Company will be held on September 28, 2017 at 11.00 a.m. at the Jasmine Hall, Beach Luxury Hotel, Off; M.T. Khan Road, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2017 and the Directors' Report and Auditors' Report thereon.
2. To Consider and approve payment of Rs.2.0 (20%) per share as final cash dividend in addition to 25% and 45% interim cash dividends announced and paid, making a total dividend of Rs.9.0 (90%) per share for the financial year ended June 30, 2017 as recommended by the Board of Directors.
3. To appoint auditors for the year 2017-2018 and fix their remuneration.
4. To transact with the permission of the Chair any other business which may be transacted at an Annual General Meeting.

SPECIAL BUSINESS

5. To approve transmission of annual audited financial statements, auditor's report and directors report etc. (annual audited accounts) to the Company's shareholders through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan by their SRO No.470(I)/2016 dated May 31, 2016.

“RESOLVED THAT the Company be and is hereby allowed to transmit its annual audited financial statements, auditor's report and directors report etc. (annual audited accounts) to the Company's shareholders at their registered addresses in the form of soft copies in CD/DVD/USB instead of transmitting the annual audited accounts in printed copy as allowed by the Securities and Exchange Commission of Pakistan via SRO No.470(I)/2016 dated May 31, 2016.”

6. To consider, and if thought fit, to pass, with or without modification the following resolutions as Special Resolution:

“RESOLVED THAT Subject to the applicable regulatory approvals and approval of the shareholders of the Company be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for making further equity investment not exceeding Rs.600 million, in one tranche or from time to time, as may be deemed appropriate by the Company, in fully paid up 3,000,000 ordinary shares of the face value of Rs. 10/-, each, per share of Pakistan Cables Limited (PCL), an associated undertaking, not exceeding Rs.200 per share (Rupees Two Hundred Only), from Mrs. Farhana Y. Shah and Mrs. Saadia S. Rashid, in addition to earlier equity investment in PCL of 2,425,913 shares for Rs.132,981,346/-.

“FURTHER RESOLVED THAT any two Directors of the Company be and are hereby authorized to negotiate, finalise, issue, execute agreement(s) and to invest the Company's funds from time to time in the equity of PCL of an amount not exceeding Rs. 600 million (Rupees Six Hundred million Only), as above, in such manner and in accordance with the



provision of Section 199 of the Act and applicable notification(s) and to take and do and /or cause to be taken or done any/all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential for giving effect to the aforesaid resolution.”

A statement under section 134(3) of the Companies Act, 2017 pertaining to the Special Business is being sent to the Members with this notice.

Karachi

Dated: August 17, 2017

By Order of the Board
INTERNATIONAL INDUSTRIES LTD.
FAUZIA NOORANI
Company Secretary

NOTES

1. The Share Transfer Books of the Company shall remain closed from **September 18, 2017 to September 28, 2017** (both days inclusive).
2. A Member entitled to attend, speak and vote at the General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.
3. An Instrument appointing proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of the power or authority must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. Form of Proxy is enclosed.

CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

a) For Attending AGM

- In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the Regulations, shall produce proof of his / her identity by showing original Computerized National Identity Card (CNIC) at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

b) For Appointing Proxy

- In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the regulations shall submit the proxy form as per the above requirement.
- Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC at the time of the meeting.

c) For CNIC & Zakat

4. Members are requested to submit a copy of the Computerized National Identity Card (CNIC) to update our records. In case of non-submission of CNIC (copy), all future dividend warrants may be withheld.
5. Members are requested to submit declaration as per Zakat & Ushr Ordinance 1980 for zakat exemption and to advise change in address, if any.

