

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of **Ismail Industries Limited** will be held at Hotel Days Inn, Bushra Hall, 164, B.C.H.S. Shahra-e-Faisal, Karachi on Friday, October 26, 2018 at 12:15 p.m. to transact the following businesses.

Ordinary Businesses:

1. To confirm the minutes of the Annual General Meeting of the Company held on October 26, 2017.
2. To receive, consider, approve and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2018 together with the Directors' Report in English and Urdu Version and Auditors' Reports thereon.
3. To approve and declare the cash dividend @ 45% (Rs. 4.50 per share) on the ordinary shares of the Company as recommended by the Directors for the year ended June 30, 2018.
4. To appoint Auditors for the year ending June 30, 2019 and fix their remuneration. The Audit Committee of the Board has recommended the retiring auditors M/s. Grant Thornton Anjum Rahman, Chartered Accountants being eligible have offered themselves for re-appointment.

Special Businesses:

5. To consider and approve the transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") to members through electronic & digital means CD/DVD/USB or other permissible compatible medium at their registered or notified address as allowed by the Securities and Exchange Commission of Pakistan under SRO 470(I) 2016 dated May 31, 2016 and, if thought fit, to pass the following resolution:

RESOLVED THAT the transmission of annual audited financial statements along with the Auditor's and Directors' Reports thereon ("Annual Audited Accounts") to the members at their registered address in soft form by way of email/electronic/digital means or by way of CD/DVD/USB or other permissible compatible medium instead of transmitting the Annual Audited Accounts in hard copies be and is hereby approved.

FURTHER RESOLVED THAT a hard copy of the annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") be supplied to the members on their specific demand at the registered address, within seven days of such demand.

6. To increase the remuneration of the Chief Executive Officer and Two Executive Directors of the Company.

In view of rising cost of living, the Board has decided to increase the remuneration of the Chief Executive Officer and Two Executive Directors by Rs.300,000/- per month. Accordingly, the remuneration of the Chief Executive Officer would be increased from Rs.500,000/- to Rs.800,000/- and from Rs.400,000/- to Rs.700,000/- each of the two Executive Directors with effect from October 2018. However, utilities and other terms and conditions would remained unchanged.

7. To consider and, if thought fit, pass the following Special Resolution, with or without modifications, alter the Articles of Association of the Company by inserting new Articles No. 60-A and 60-B to enable the members for e-voting, as required under the Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan vide SRO 43(1)/2016 dated January 22, 2016.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Articles 60-A and 60-B, after the existing Article 60:

60-A A Member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In case of e-voting, both Members and Non-members can be appointed as proxy. The instructions to appoint Execution Officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company's registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power."

60-B. An instrument appointing a proxy relating to E-voting shall be in the following form:

I/ We _____ of _____ being a member of Ismail Industries Limited holding _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for e-voting through intermediary and hereby consent the appointment of Execution Officer _____ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured e-mail address is _____ please send login details, password and electronic signature through e-mail.

Signature of Member(s)

CNIC No. _____

(Signature should agree with the specimen signature registered with the Company.)

Signed in the presence of:

Signature of Witness

CNIC No. _____

Signature of Witness

CNIC No. _____

8. To consider and, if thought fit, to pass the following resolution, with or without modification(s), as Special Resolution to alter the Articles of Association of the Company by inserting new Articles No. 60-C after the existing Article 60, to enable the members facility of video conferencing as allowed by the Securities and Exchange Commission of Pakistan vide Circular No. 10 of 2014 dated May 21, 2014.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Article 60-C after the existing Article 60:

60-C The company may provide video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members, subject to the condition that Members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of the general meeting. The company shall arrange video conference facility subject to availability of such facility in that city and an intimation to the Members shall be given by the Company at least five (5) days before the date of general meeting regarding venue of video conference facility along with complete information. However, the quorum, as required under the Act , as well as the Chairman of the general meeting, shall be present at the place of the general meeting.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations made in the Articles of Association and implementing all the aforesaid Special Resolutions.

9. To consider and if thought fit, to convert Sponsors' outstanding loan into equity of the Company by way of further issue of shares, without offering shares to the existing shareholders under the first proviso to section 83(1) of the Companies Act, 2017.
10. To consider and if thought fit, to make further long-term equity investment upto Rs.1,000,000,000/- (Rupees One billion only) by way of an additional acquisition of shares of The Bank of Khyber, an associated company, under Section 199 of the Companies Act, 2017.

RESOLVED THAT pursuant to the requirements of Section 199 of the Companies Act, 2017, further long-term equity investment upto Rs.1,000,000,000/- (Rupees One billion only) by way of an additional acquisition of shares of The Bank of Khyber, an associated company, be and is hereby made by Ismail Industries Limited, subject to approval of shareholders and the Regulatory Authorities.

FURTHER RESOLVED THAT the above said resolution shall be valid for three years and the Chief Executive Officer and / or the Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of the said investment of shares as and when deemed appropriate and necessary in the best interest of the Company and its shareholders and to take all steps and actions necessary incidental and ancillary to the further acquisition of The Bank of Khyber shares including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purposes of giving effect to the spirit and intent of the special resolution for making investment from time to time.

FURTHER RESOLVED THAT subsequent to the above said further equity investment, the Chief Executive Officer and/or the Company Secretary of the Company be and are hereby authorized singly to dispose off, through any mode, a part or all of equity investment made by the Company in The Bank of Khyber from time to time, as and when deemed appropriate and necessary, in the best interest of the Company.

11. To consider and, if thought fit, pass, with or without modification, the following special resolution, under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for the purpose of approving the investment to be made by the Company in Hudson Pharma (Private) Limited (HPL), an associated/a subsidiary company, by inducting of Rs.500,000,000/- (Rupees: Five hundred million only) to meet its operational expenses/working capital requirements:

RESOLVED THAT pursuant to the requirements of section 199 of the Companies Act, 2017, an investment of Rs.500,000,000/- (Rupees: Five hundred million only) be and is hereby made in Hudson Pharma (Private) Limited, an associated/a subsidiary company to meet its operational expenses/working capital requirements.

FURTHER RESOLVED THAT the Chief Executive Officer / Company Secretary be and is hereby authorized to do all acts to affect the Special Resolution for completion of all legal and necessary formalities with respect to the investment made under section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

12. To transact any other business with permission of the Chair.

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Resolutions, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof."

By order of the Board



Ghulam Farooq
Company Secretary

Karachi: September 24, 2018

Notes

1. Closure of Shares Transfer Book

The shares transfer book of the Company shall remain closed with effect from October 25, 2018 to October 31, 2018 (both days inclusive). Transfers received in order at the office of Share Registrar M/s. THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi, Phone # 021-111-000-322 (the Share Registrar) at the close of

business on Wednesday, October 24, 2018 will be considered in time to attend and vote at the meeting and payment of cash dividend, if approved by the Shareholders.

2. Change of Address

The shareholders are requested to notify change in their address, if any, to our Share Registrar.

3. Participation in Annual General Meeting

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxy, in order to be effective must reach the Company Share Registrar Office not less than 48 hours before the time of the meeting during working hours.

An individual beneficial owner of shares must bring his/her original CNIC or Passport, Account and Participant I.D. numbers to prove his/her identity. A representative of Corporate members, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 on dated: January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

4. Submission of the CNIC/NTN Details (Mandatory)

As has already been notified from time to time, the Members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar. Corporate entities are requested to provide their National Tax Number (NTN). Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. In case of non-receipt of the copy of a valid CNIC, the Company will withhold dividend warrants of such Shareholders to comply with the said SROs of SECP.

5. Withholding Tax on Dividend

Pursuant to the provisions of Finance Act, 2018 the deduction of income tax from dividend payment shall be made on the basis of following criteria:

- (i) Rate of tax deduction for filer of income tax return 15%
- (ii) Rate of tax deduction for non-filer of income tax return 20%

All the shareholders whose names are not entered into the Active Tax Payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of book closure date otherwise tax on their cash dividend will be deducted @ 20% instead of 15%. Furthermore, in order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal Shareholder(s) for the deduction of withholding tax on dividends of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal Shareholder and their Joint Holders, to the Company's Share Registrar, in writing as per format given below enabling the Company to compute withholding tax of each Shareholder accordingly.

Company Name	Folio/ CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
			Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

A valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide a valid Tax Exemption Certificate to our Shares Registrar; else tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

6. Payment of Cash Dividend Electronically (Mandatory Requirement)

In accordance with the provisions of section 242 of the Companies Act, 2017, and Companies (Distribution of Dividends), Regulation 2017, a listed company, is required to pay cash dividend to the Shareholders ONLY through electronic mode directly into the bank account designated by the entitled shareholders. In this regard, Company has already sent Letters and Electronic Credit Mandate Forms to the shareholders and issued various notices through publication in newspapers requesting the shareholders to comply with the requirement of providing their International Bank Account Number (IBAN).

Those shareholders who have still not provided their IBAN are once again requested to fill in "Electronica Credit Mandate Form" as reproduce below and send it duly signed along with a copy of valid CNIC to the Company's Share Registrar. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to send it to the concerned Participant / CDC.

Shareholders Details	
Name of the Shareholder(s)	
Folio #/CDC Account No (s)	
CNIC No. (Copy attached)	
Mobile/Landline no.	
Shareholders Bank Details	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch Name and Address	

In case of non-provision of IBAN, the Company will have to withhold the cash dividend according to SECP directives.

7. Electronic Transmission of Financial Statement and Notices

We are pleased to inform shareholders that the Securities and Exchange Commission of Pakistan pursuant to SRO No. 787(I)/2014 dated September 08, 2014 permitted Companies to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditor's Report and Director Report etc. ("Annual Report") along with the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company, who wish to receive the Company's Annual Audited Accounts and notices of annual general meeting by email, are requested to provide the complete Electronic Communication. However, the Company may provide hard copy of Annual Report to such members on their request, free of cost, within seven days of receipt of such request.

8. Unclaimed / Unpaid Entitlements

Shareholders who by any reason could not collect their dividends/bonus shares/others are advised to contact our Share Registrar to collect / enquire about their unclaimed dividends/bonus shares/others, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends/bonus shares/others outstanding for a period of 3 years or more from the date due shall be deposited to the credit of Federal Government.

9. Request for Video Conference Facility

In term of SECP's Circular No. 10 of 2014 dated: May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request/demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting (AGM). After receiving the request/demand of members having or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of AGM along with complete information necessary to enable them to access such facility.

REQUEST FOR VIDEO CONFERENCE FACILITY

I/We/Messrs. _____ of _____,
being Member(s) of Ismail Industries Limited, holder of _____ ordinary
share(s) as per Folio # _____ and/or CDC Participant ID & Sub-Account
No. _____, hereby opt or video conference facility at _____
city.

Signature of Member(s)

(Please affix Company stamp in case of Corporate entity)

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

This statement is annexed as an integral part of the Notice of the Annual General Meeting of Ismail Industries Limited to be held on Friday, October 26, 2018, at 12:15 p.m., at Hotel Days Inn, Bushra Hall, 164, B.C.H.S. Shahra-e-Faisal, Karachi, Pakistan, and sets out the material facts concerning the Special Business to be transacted at the Meeting.

Agenda # 5: Circulation of Annual Audited Accounts through soft form or CD/DVD/USB

The Securities and Exchange Commission of Pakistan (SECP) vide SRO No. 470(1)/2016 dated: May 31, 2016, has allowed listed companies to circulate their Annual Audited Accounts (i.e. the annual balance sheet and profit and loss account, auditor's report and director's report) to its members at their registered or notified address in soft form by way of email/electronic & digital means or by way of CD/DVD/ USB or other permissible compatible medium instead of transmitting the Annual Audited Accounts in hard copies, subject to approval obtained from shareholders in General Meeting. The Company shall however, supply the hard copies of the Annual Audited Accounts to the members, on demand, free of cost upon receipt of the standard Request Form, which shall be made available on the website of the Company.

Agenda # 6: Increase in Remuneration of Chief Executive Officer and Executive Directors of the Company

Approval is being sought for the increase in remuneration to the Chief Executive Officer and two Executive Directors.

For this purpose, the following Resolution will be moved at the meeting.

RESOLVED THAT the Company the payment of remuneration of Rs.9,600,000/- per annum to the Chief Executive Officer and of Rs.8,400,000/- per annum each to two Executive Directors with utilities and other terms and conditions of their terms remaining unchanged, be and is hereby approved.

Agenda # 7: Provisions and requirements of E-Voting as per Companies (E-Voting) Regulations, 2016

The Companies (E-Voting) Regulations, 2016 (the "Regulations") provide for the members of the Company with an option to vote electronically, and Regulation 5 requires the articles of association of a company to include provision for members being able to appoint another member or a non-member as their proxy to vote on their behalf through electronic voting.

As such, the shareholders' approval is being sought to amend the Articles of Association of the Company in accordance with the requirements of the Regulations.

Agenda # 8: Provisions and requirements of Video Conferencing Circular No. 10 of 2014 dated May 21, 2014

The Circular No. 10 of 2014 dated May 21, 2014 provides an option to the members to attend general meeting through video conferencing. As such, the shareholders' approval is being sought to amend the Articles of Association of the Company in accordance with the requirements of the said Circular.

Agenda # 9: Conversion Outstanding Sponsors' Loan into Equity.

To pass a special resolution for conversion of outstanding Sponsors' loan into equity of the company under the provisions of Section 83(1) of the Companies Act, 2017, by issuance of 9,021,517 Ordinary shares otherwise than rights of Ismail Industries Limited at Rs.100/- each (including premium of Rs.90/-) amounting to Rs.902,151,770/- (Rupees Nine hundred two million one hundred fifty-one thousand seven hundred seventy only).

The Board of Directors of the Company, at its meeting held on Monday, September 24, 2018 has approved the raising of further capital, without any offer of right shares to existing shareholders, as per proposed special resolution, subject to the approval of the members of the Company and the Securities and Exchange Commission of Pakistan ("SECP").

Material facts concerning the said special businesses are as follows:

The outstanding loan from Mr. Muhammad M. Ismail, Mr. Maqsood Ismail Ahmed and Miftah Ismail Ahmed, the Sponsors of the Company ("Sponsors"), amounting to Rs.902,151,770/- (Rupees Nine hundred two million one hundred fifty-one thousand seven hundred seventy only), shall be converted into 9,021,517 Ordinary shares of the Company at Rs.100/- per share (including premium of Rs.90/- per share), without any offer of shares to the existing shareholders of the Company. Thus, shares proposed to be issued shall rank *pari passu* to the existing shares of the company in all respects. This issue of shares otherwise than rights, is subject to the approval of the shareholders and the SECP.

The Sponsors to whom these shares will be issued have given written consent for the same.

The said Sponsors are interested in the transaction to the extent of issue of new shares in consideration of his outstanding loan amount.

Therefore, the following special resolutions are proposed to be passed, with or without modification(s):

1. **RESOLVED THAT** the Company be and is hereby authorized to issue 9,021,517 Ordinary shares of Rs.100/- each (including premium of Rs.90/-) amounting to Rs.902,151,770/- as fully paid-up share to the Sponsor of the Company, in lieu of the amount of their outstanding loan towards the Company and *rank pari passu in all respects with the existing shares of the Company*, without offer to the existing shareholders under first proviso to Section 83(1)(b) of the Companies Act, 2017, subject to the approval of the Securities and Exchange Commission of Pakistan ("SECP").
2. **RESOLVED THAT** the Chief Executive Officer and Company Secretary of the Company be and are hereby authorized to complete all necessary legal and corporate formalities with regard to the above Resolutions, and to take such actions as they may consider necessary or expedient to complete the process of raising further capital without issue of right shares; and
3. That in case any error, omission, or mistake is pointed out in the aforesaid Resolutions by the Commission and/or any other competent authority, the Chief Executive Officer and Company Secretary of the Company, be and are hereby authorized to make necessary amendments therein as permitted under the law.

Conversion of Loan of Directors into Equity:

The material facts concerning the conversion of loan into equity are as follows:

S. No.	Nature of Material Facts	Disclosure
1.	Justification as to why proposed shares are to be issued otherwise than rights and not as rights shares.	Funds were injected by the Sponsors in the shape of loan as and when required by the Company and accordingly, said loan was subordinated with the banks and other financial institutions. Out of the total paid-up share capital of the Company, 99.47% is held by the Sponsors, their family members and associated company, whereas, remaining 0.53% shares are held by the general public. The conversion of Sponsors' loan into equity, without going for lengthy process of right issue of shares, would

		benefit the Company by reducing its long-term liabilities and improve the capital base, which will ultimately increase the net worth of the Company.												
2.	Name of the person(s) / organization(s) / company(s) etc. to whom shares will be issued	Mr. Muhammad M. Ismail Mr. Maqsood Ismail Ahmed Mr. Miftah Ismail Ahmed												
3.	Price at which the proposed shares will be issued. Justification, with details of the latest available market price and break-up value per share, if such price differs from par value.	Shares to be issued at Rs.100/- per share (including premium of Rs.90/-), whereas Market value of share is Rs.388.50/- per share on dated: September 25, 2018 and Break-up value of Rs.113.15 per share as per Audited Financial Statement for the year ended June 30, 2018.												
4.	Detail of asset(s), if proposed shares are to be issued for consideration otherwise than cash.	Conversion of Sponsors' loan into equity.												
5.	Purpose of the issue, utilization of the proceeds of the issue and benefits to the Company and its shareholders with necessary details.	To reduce the liabilities and improvement of Capital base/reserves of the Company along with improving the breakup value of shares of the Company. The issuance of the shares will be against the outstanding loan of the Sponsors.												
6.	Existing shareholding of the person(s) / organization(s) / company(s) etc. to whom the proposed shares will be issued (in number as well as percentage vis-a-vis to existing paid up capital of the Company).	<table border="1"> <thead> <tr> <th>Name of Persons</th><th>Existing Shareholding</th><th>% of Paid-up Capital</th></tr> </thead> <tbody> <tr> <td>Mr. Muhammad M. Ismail</td><td>18,664,543</td><td>29.25%</td></tr> <tr> <td>Mr. Maqsood Ismail Ahmed</td><td>190,000</td><td>0.30%</td></tr> <tr> <td>Mr. Miftah Ismail Ahmed</td><td>19,720,732</td><td>30.91%</td></tr> </tbody> </table>	Name of Persons	Existing Shareholding	% of Paid-up Capital	Mr. Muhammad M. Ismail	18,664,543	29.25%	Mr. Maqsood Ismail Ahmed	190,000	0.30%	Mr. Miftah Ismail Ahmed	19,720,732	30.91%
Name of Persons	Existing Shareholding	% of Paid-up Capital												
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Mr. Maqsood Ismail Ahmed	190,000	0.30%												
Mr. Miftah Ismail Ahmed	19,720,732	30.91%												

7.	Total shareholding of the person(s) / organization(s) / company(s) etc. after the proposed issue of shares (in number as well as percentage vis-à-vis to increased paid up capital of the Company).	Name of Persons	Shareholding after Right Shares	% of Paid-up Capital
		Mr. Muhammad M. Ismail	21,823,439	29.97%
		Mr. Maqsood Ismail Ahmed	4,571,357	6.28%
		Mr. Miftah Ismail Ahmed	21,201,996	29.11%
8.	Whether the person(s) / organization(s) / company(s) etc. has provided written consent to the Company for purchase of such shares	The Directors named above have consented in writing to the acquisition shares, subject to approval of the shareholders and the SECP.		
9.	The fact that these shares will rank pari passu in all respects with the existing shares of the Company. Details if there is any change.	The shares rank PARRI PASSU with the existing shares.		
10.	The fact that this issue of shares is subject to approval of the Commission	Yes.		

Agenda # 10: Investment in The Bank of Khyber, an Associated Undertaking u/s. 199 of the Companies Act, 2017.

The Board of Directors of Ismail Industries Limited (IIL) in their meeting held on September 24, 2018 had approved to further long-term equity investment upto Rs.1,000,000,000 (Rupees One billion only) by way of an acquisition of shares of The Bank of Khyber, an associated company, subject to approval of Regulatory Authorities. The information required to be annexed to the Notice by Notification No. SRO No. 1240(I)/2017 on dated December 6, 2017 is set out below:

1.	Name of Associated Company	The Bank of Khyber (BOK)
2.	Nature of Associated Relationship	Ismail Industries Limited holds 24.15% voting

		and equity interest and also has representation on the Board of Directors in the BOK																				
3.	Earnings per share of the last three years;	2017 – Rs.1.79 per share 2016 – Rs.2.02 per share 2015 – Rs.1.79 per share																				
4.	Break-up value per share, based on latest audited financial statements;	Rs.15.39 per share																				
5.	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	<div>The Financial positions including main items of financial on the basis of its latest financial statements for the year ended December 31, 2017 are as follow:</div> <table><tr><th colspan="2">Year ended December 31, 2017</th></tr><tr><th></th><th>Rs. In million</th></tr><tr><td>Deposit</td><td>159,247</td></tr><tr><td>Advances (Net)</td><td>83,369</td></tr><tr><td>Investments</td><td>140,474</td></tr><tr><td>Total Assets</td><td>245,132</td></tr><tr><td>Capital and Reserves</td><td>14,943</td></tr><tr><td>Profit Before Tax</td><td>2,795</td></tr><tr><td>Profit After Taxation</td><td>1,790</td></tr><tr><td>Return on Equity</td><td>12%</td></tr></table>	Year ended December 31, 2017			Rs. In million	Deposit	159,247	Advances (Net)	83,369	Investments	140,474	Total Assets	245,132	Capital and Reserves	14,943	Profit Before Tax	2,795	Profit After Taxation	1,790	Return on Equity	12%
Year ended December 31, 2017																						
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Profit After Taxation	1,790																					
Return on Equity	12%																					
6.	<div>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely;</div> <div><div>a. Description of the project and its history since conceptualization;</div><div>b. Starting date and expected date of completion of work;</div><div>c. Time by which such project shall become commercially operational;</div><div>d. Expected time by which the project shall start paying return on investment; and</div><div>e. Funds invested or to be invested by the promoters, sponsors, associated company or associated</div></div>	<div>Not Applicable</div>																				

	undertaking distinguishing between cash and non-cash amounts;	
7.	Maximum amount of investment to be made:	Equity investment upto Rs.1,000,000,000/- (Rupees One billion only)
8.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>To participate in growing banking industry of the country through equity investment. BOK is a professionally managed bank with a successful track record of 27 years of operations. The Bank is listed on the Pakistan Stock Exchange Limited. The Long-term credit ratings of the Bank assigned by JCR-VIS and PACRA are 'A' and 'A' respectively and the short-term credit ratings assigned are 'A-1' and 'A1' respectively.</p> <p>The bank has shown remarkable increase in profitability over the past few years which is expected to increase in the forthcoming years, thereby, increasing the profitability of Ismail Industries Limited, which will resultantly enhance its capability to pay better return to its shareholders. Company made Strategic Long-term equity investment in BOK.</p>
9.	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <p>(I) Justification for Investment through borrowings:</p> <p>(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) Cost benefit analysis;</p>	<p>Surplus funds of the Company.</p> <p>N/A</p> <p>N/A</p> <p>N/A</p>
10.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	N/A
11.	Direct or indirect interest of directors, sponsors, majority	Mr. Maqsood Ismail Ahmed, Director of the Company is also the Director of the Bank of

	shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	Khyber.
12.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write off;	Due diligence of the Bank performed by an independent Brokerage House M/s. Ismail Iqbal Securities (Private) Limited which justified that there would not be any impairment or written off in existing investment made by the Company.
13.	Maximum price at which securities will be acquired.	Market value
14.	Maximum number of securities to be acquired.	Maximum 50,018,558 no. of shares will be acquired from Market.
15.	Number of securities and percentage thereof held before and after the proposed investment	Currently, the Company holds 241,639,031 Ordinary shares constituting 24.15% and will acquire around 5% to hold the total shareholding upto 29.15% of the paid-up capital of the Bank of Khyber.
16.	Current and preceding twelve weeks weighted average market price where investment is proposed to be made in listed securities;	Rs.13.78 per share.
17.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;	Not applicable

Agenda # 11. Investment in subsidiary/an Associated Undertaking, Hudson Pharma (Private) Limited u/s. 199 of the Companies Act, 2017.

The Board of Directors of Ismail Industries Limited (IIL) in their meeting held on September 24, 2018 had approved to make equity investment of Rs.500,000,000/- (Rupees Five hundred million only) in its subsidiary/associated undertaking, Hudson Pharma (Private) Limited (HPL). The information required to be annexed to the Notice by Notification No. SRO No. 1240(I)/2017 on dated: December 6, 2017 is set out below:

1.	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established.	Hudson Pharma (Private) Limited (HPL). The associated relationship is established due to Common Directorship of:
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		1) Mr. Hamid Maqsood Ismail 2) Mr. Ahmed Muhammad 3) Mr. Munsarim Saifullah and IIL holds 60,598,400 shares of HPL, which represents 71.29% of its paid-up capital.																		
2.	Earnings per share of the associated company or associated undertaking for the last three years;	Loss per share: 2018 – Rs. 0.40 per share 2017 – Rs. 0.33 per share 2016 – Rs. 0.14 per share																		
3.	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements;	Rs. 9.04/- per share.																		
4.	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements for the year ended June 30, 2018.	<table><tr><th colspan="2">Financial Position and Profit & Loss</th></tr><tr><th colspan="2">Year ended June 30, 2018</th></tr><tr><th></th><th>Rs. In thousands</th></tr><tr><td>Non-Current Assets</td><td>1,287,418</td></tr><tr><td>Total Assets</td><td>1,372,580</td></tr><tr><td>Equity</td><td>768,238</td></tr><tr><td>Non-Current Liabilities</td><td>521,678</td></tr><tr><td>Total Liabilities</td><td>604,342</td></tr><tr><td>Loss for the Year</td><td>33,668</td></tr></table>	Financial Position and Profit & Loss		Year ended June 30, 2018			Rs. In thousands	Non-Current Assets	1,287,418	Total Assets	1,372,580	Equity	768,238	Non-Current Liabilities	521,678	Total Liabilities	604,342	Loss for the Year	33,668
Financial Position and Profit & Loss																				
Year ended June 30, 2018																				
	Rs. In thousands																			
Non-Current Assets	1,287,418																			
Total Assets	1,372,580																			
Equity	768,238																			
Non-Current Liabilities	521,678																			
Total Liabilities	604,342																			
Loss for the Year	33,668																			
5.	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely; (i) Description of the project and its history since conceptualization; (ii) Starting date and expected date of completion of work; (iii) Time by which such project shall become commercially operational; (iv) Expected time by which the project shall start paying return on investment; and (v) Funds invested or to be invested by the promoters, sponsors, associated	Not Applicable																		

	company or associated undertaking distinguishing between cash and non-cash amounts;	
6.	Maximum amount of investment to be made	Rs.500,000,000/- (Rupees Five hundred million only) inducting for meet its working capital requirement.
7.	Purpose, benefits and period of investment	The Company made investment for its operation need. The Company expects to earn good return in the long run as a result of this long-term strategic investment.
8.	Sources of fund to be utilized for investment and where the investment is intended to be made using borrowed funds: (i) Justification for investment through borrowings: (ii) Detail of collateral, guarantees provided and assets pledged for obtaining such funds: and (iii) Cost benefit analysis:	Surplus funds of the Company. N/A N/A N/A
9.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	An equity investment by way of acquiring right shares will be offered by Hudson Pharma (Private) Limited.
10.	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	Mr. Hamid Maqsood Ismail, Mr. Ahmed Muhammad and Mr. Munsarim Saifullah, the Directors of Ismail Industries Limited (the investing company) are also the Directors of Hudson Pharma (Private) Limited, however, they have no direct or indirect interest except to the extent of their shareholding in the investing company.
11.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any	Company has already made an equity investment of Rs.605,984,000/- (Rupees Six hundred five million nine hundred eighty-four thousand only) by subscribing 60,598,400 Ordinary shares @ Rs.10/- each. The fair value has been worked out at Rs.44.91/- per

	impairment or write offs:	share, as determined by M/s. Munaf Yusuf & Co., Chartered Accountants, on September 19, 2018.
12.	Any other important details necessary for the members to understand the transaction	N/A
13.	Maximum price at which securities will be acquired.	Rs. 10/- per share
14.	Maximum number of securities to be acquired.	50,000,000 Ordinary shares
15.	Number of securities and percentage thereof held before and after the proposed investment	Currently, the Company holds 605,984,000 Ordinary shares constituting 71.29%.
16.	Current and preceding twelve weeks weighted average market price where investment is proposed to be made in listed securities;	N/A
17.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;	<p>The fair value of equity has been worked out at Rs. 44.91/- per share, as determined by M/s. Munaf Yusuf & Co., Chartered Accountants, on September 19, 2018. The valuation has been carried out using discounted cash flow method. The underlying 5 years projections were prepared by the management.</p> <p>The management has confident that it will be able to realize further business growth after getting the funds from the proposed right issue.</p>

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ISMAIL INDUSTRIES
LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of Ismail Industries Limited will be held at Hotel Days Inn, Bushra Hall, 164, B.C.H.S. Shahra-e-Faisal, Karachi on Friday, October 26, 2018 at 12:15 p.m. to transact the following businesses.

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting of the Company held on October 26, 2017.
2. To receive, consider, approve and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2018 together with the Directors' Report in English and Urdu Version and Auditors' Reports thereon.
3. To approve and declare the cash dividend @ 45% (Rs. 4.50 per share) on the ordinary shares of the Company as recommended by the Directors for the year ended June 30, 2018.
4. To appoint Auditors for the year ending June 30, 2019 and fix their remuneration. The Audit Committee of the Board has recommended the retiring auditors M/s. Grant Thornton Anjum Rahman, Chartered Accountants being eligible have offered themselves for re-appointment.

SPECIAL BUSINESS

5. To consider and approve the transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") to members through electronic & digital means CD/DVD/USB or other permissible compatible medium at their registered or notified address as allowed by the Securities and Exchange Commission of Pakistan under SRO 470(I) 2016 dated May 31, 2016 and, if thought fit, to pass the following resolution:

RESOLVED THAT the transmission of annual audited financial statements along with the Auditor's and Directors' Reports thereon ("Annual Audited Accounts") to the members at their registered address in soft form by way of email/electronic/ digital means or by way of CD/DVD/USB or other permissible compatible medium instead of transmitting the Annual Audited Accounts in hard copies be and is hereby approved.

FURTHER RESOLVED THAT a hard copy of the annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") be supplied to the members on their specific demand at the registered address, within seven days of such demand.

6. To increase the remuneration of the Chief Executive Officer and Two Executive Directors of the Company.
In view of rising cost of living, the Board has decided to increase the remuneration of the Chief Executive Officer and Two Executive Directors by Rs.300,000/- per month. Accordingly, the remuneration of the Chief Executive Officer would be increased from Rs.500,000/- to Rs.800,000/- and from Rs.400,000/- to Rs.700,000/- each of the two Executive Directors with effect from October 2018. However, utilities and other terms and conditions would remain unchanged.
7. To consider and, if thought fit, pass the following Special Resolution, with or without modifications, alter the Articles of Association of the Company by inserting new Articles No. 60-A and 60-B to enable the members for e-voting, as required under the Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan vide SRO 43(1)/2016 dated January 22, 2016.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Articles 60-A and 60-B, after the existing Article 60:

60-A A Member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In case of e-voting, both Members and Non-members can be appointed as proxy. The instructions to appoint Execution Officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company's registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power."

60-B. An instrument appointing a proxy relating to E-voting shall be in the following form:

I/ We _____ of _____ being a member of Ismail Industries Limited holding _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for e-voting through intermediary and hereby consent the appointment of Execution Officer _____ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured e-mail address is _____ please send login details, password and electronic signature through e-mail.

Signature of Member(s)

CNIC No. _____

(Signature should agree with the specimen signature registered with the Company.)

Signed in the presence of:

Signature of Witness

CNIC No. _____

Signature of Witness

CNIC No. _____

8. To consider and, if thought fit, to pass the following resolution, with or without modification(s), as Special Resolution to alter the Articles of Association of the Company by inserting new Articles No. 60-C after the existing Article 60, to enable the members facility of video conferencing as allowed by the Securities and Exchange Commission of Pakistan vide Circular No. 10 of 2014 dated May 21, 2014.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Article 60-C after the existing Article 60:

60-C The company may provide video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members, subject to the condition that Members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of the general meeting. The company shall arrange video conference facility subject to availability of such facility in that city and an intimation to the Members shall be given by the Company at least five (5) days before the date of general meeting regarding venue of video conference facility along with complete information. However, the quorum, as required under the Act, as well as the Chairman of the general meeting, shall be present at the place of the general meeting.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations made in the Articles of Association and implementing all the aforesaid Special Resolutions.

9. To consider and if thought fit, to convert Sponsors' outstanding loan into equity of the Company by way of further issue of shares, without offering shares to the existing shareholders under the first proviso to section 83(1) of the Companies Act, 2017.
10. To consider and if thought fit, to make further long-term equity investment upto Rs. 1,000,000,000/- (Rupees One billion only) by way of an additional acquisition of shares of The Bank of Khyber, an associated company, under Section 199 of the Companies Act, 2017.

RESOLVED THAT pursuant to the requirements of Section 199 of the Companies Act, 2017, further long-term equity investment upto Rs. 1,000,000,000/- (Rupees One billion only) by way of an additional acquisition of shares of The Bank of Khyber, an associated company, be and is hereby made by Ismail Industries Limited, subject to approval of shareholders and the Regulatory Authorities.

FURTHER RESOLVED THAT the above said resolution shall be valid for three years and the Chief Executive Officer and / or the Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of the said investment of shares as and when deemed appropriate and necessary in the best interest of the Company and its shareholders and to take all steps and actions necessary incidental and ancillary to the further acquisition of The Bank of Khyber shares including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purposes of giving effect to the spirit and intent of the special resolution for making investment from time to time.

FURTHER RESOLVED THAT subsequent to the above said further equity investment, the Chief Executive Officer and/or the Company Secretary of the Company be and are hereby authorized singly to dispose off, through any mode, a part or all of equity investment made by the Company in The Bank of Khyber from time to time, as and when deemed appropriate and necessary, in the best interest of the Company.

11. To consider and, if thought fit, pass, with or without modification, the following special resolution, under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for the purpose of approving the investment to be made by the Company in Hudson Pharma (Private) Limited (HPL), an associated/a subsidiary company, by inducting of Rs. 500,000,000/- (Rupees: Five hundred million only) to meet its operational expenses/working capital requirements:

RESOLVED THAT pursuant to the requirements of section 199 of the Companies Act, 2017, an investment of Rs. 500,000,000/- (Rupees: Five hundred million only) be and is hereby made in Hudson Pharma (Private) Limited, an associated/a subsidiary company to meet its operational expenses/working capital requirements.

FURTHER RESOLVED THAT the Chief Executive Officer / Company Secretary be and is hereby authorized to do all acts to affect the Special Resolution for completion of all legal and necessary formalities with respect to the investment made under section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

12. To transact any other business with permission of the Chair.

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Resolutions, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof."

Karachi: September 24, 2018

By order of the Board

Ghulam Farooq
Company Secretary

Notes

1. Closure of Shares Transfer Book

The shares transfer book of the Company shall remain closed with effect from October 25, 2018 to October 31, 2018 (both days inclusive). Transfers received in order at the office of Share Registrar M/s. THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi, Phone # 021-111-000-322 (the Share Registrar) at the close of business on Wednesday, October 24, 2018 will be considered in time to attend and vote at the meeting and payment of cash dividend, if approved by the Shareholders.

2. Change of Address

The shareholders are requested to notify change in their address, if any, to our Share Registrar.

3. Participation in Annual General Meeting

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxy, in order to be effective must reach the Company Share Registrar Office not less than 48 hours before the time of the meeting during working hours. An individual beneficial owner of shares must bring his/her original CNIC or Passport, Account and Participant I.D. numbers to prove his/her identity. A representative of Corporate members, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 on dated: January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

4. Submission of the CNIC/NTN Details (Mandatory)

As has already been notified from time to time, the Members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar. Corporate entities are requested to provide their National Tax Number (NTN). Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. In case of non-receipt of the copy of a valid CNIC, the Company will withhold dividend warrants of such Shareholders to comply with the said SROs of SECP.

5. Withholding Tax on Dividend

Pursuant to the provisions of Finance Act, 2018 the deduction of income tax from dividend payment shall be made on the basis of following criteria:

(i) Rate of tax deduction for filer of income tax return 15%

(ii) Rate of tax deduction for non-filer of income tax return 20%

All the shareholders whose names are not entered into the Active Tax Payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of book closure date otherwise tax on their cash dividend will be deducted @ 20% instead of 15%. Furthermore, in order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal Shareholder(s) for the deduction of withholding tax on dividends of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal Shareholder and their Joint Holders, to the Company's Share Registrar, in writing as per format given below enabling the Company to compute withholding tax of each Shareholder accordingly.

Company Name	Folio/ CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
			Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s). A valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide a valid Tax Exemption Certificate to our Share Registrar, else tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

6. Payment of Cash Dividend Electronically (Mandatory Requirement)

In accordance with the provisions of section 242 of the Companies Act, 2017, and Companies (Distribution of Dividends), Regulation 2017, a listed company, is required to pay cash dividend to the Shareholders ONLY through electronic mode directly into the bank account designated by the entitled shareholders. In this regard, Company has already sent Letters and Electronic Credit Mandate Forms to the shareholders and issued various notices through publication in newspapers requesting the shareholders to comply with the requirement of providing their International Bank Account Number (IBAN). Those shareholders who have still not provided their IBAN are once again requested to fill in "Electronica Credit Mandate Form" as reproduce below and send it duly signed along with a copy of valid CNIC to the Company's Share Registrar. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to send it to the concerned Participant / CDC.

Shareholders Details	
Name of the Shareholder(s)	
Folio #/CDC Account No (s)	
CNIC No. (Copy attached)	
Mobile/Landline no.	
Shareholders Bank Details	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch Name and Address	

In case of non-provision of IBAN, the Company will have to withhold the cash dividend according to SECP directives.

7. Electronic Transmission of Financial Statement and Notices

We are pleased to inform shareholders that the Securities and Exchange Commission of Pakistan pursuant to SRO No. 787(I)/2014 dated September 08, 2014 permitted Companies to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditor's Report and Director Report etc. ("Annual Report") along with the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company, who wish to receive the Company's Annual Audited Accounts and notices of annual general meeting by email, are requested to provide the complete Electronic Communication. However, the Company may provide hard copy of Annual Report to such members on their request, free of cost, within seven days of receipt of such request.

8. Unclaimed / Unpaid Entitlements

Shareholders who by any reason could not collect their dividends/bonus shares/others are advised to contact our Share Registrar to collect / enquire about their unclaimed dividends/bonus shares/others, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends/bonus shares/others outstanding for a period of 3 years or more from the date due shall be deposited to the credit of Federal Government.

9. Request for Video Conference Facility

In term of SECP's Circular No. 10 of 2014 dated: May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request/demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting (AGM). After receiving the request/demand of members having or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of AGM along with complete information necessary to enable them to access such facility.

REQUEST FOR VIDEO CONFERENCE FACILITY

I/We/Messrs. _____ of _____, being Member(s) of Ismail Industries Limited, holder of _____ ordinary share(s) as per Folio # _____ and/or CDC Participant ID & Sub-Account No. _____, hereby opt or video conference facility at _____ city.

Signature of Member(s)

(Please affix Company stamp in case of Corporate entity)



مطلع کیا جاتا ہے کہ اسٹیشن اڈا طرزیہ لجنہ کا تیسواں (30) سالانہ اجلاس عام جمعہ 26 ستمبر 2018ء کو دن کے سولہ بجے ہوئی گذران۔ شرعی ہال۔ 164۔ بی۔ سی۔ اننگز۔ ایس شاہراہ فضل کراچی میں مندرجہ ذیل امور کی انجام دہی کیلئے مشفق کیا جائیگا۔

1۔ سالانہ اجلاس عام منعقدہ 26 نومبر 2017ء کی کارروائی کی توثیق۔

- خصوصی امور**

- سالانہ آڈٹ شدہ مالی گ

- مزید قرار پایا کہ سالانہ

- زمین کی بڑھتی ہوئی

- مندرجہ ذیل قرارداد کی

- کرار پایا کہ پی لے کر

- کمر: ص ۱۰۸

- میں/ہم

- 100

سی ایم ن آ کی سی نمبر

یہ ایم آئی سی نمبر

- کمپنی کے آرٹیکلز آف ایسوسی ایشن

- قرار پایا کہ مٹھی کے آر

- رہتے ہیں۔ وڈیو کا طرز

- کنشہ: ۱۷/۱۰/۲۰۱۷

- کمیٹی رپورٹ - 2017

- قرار پایا کہ کمپنیز ایکٹ،

- عزیز قرار پایا کہ مندرجہ بالا

- لپنیز ایکٹ ۲۰۱۷ء

- لہذا چاہیے کہ مینیزا حالت پر

- دریغ و دریا

- کنستبل کے نام پر 2017

غلام فاروق

نوٹ:

- 1- کینیڈا کی مختلف حصوں کی سب 125 اکتوبر 2018ء تا 13 اکتوبر 2018ء (دو دن شامل) بند رہیں گی۔ شیئر رجسٹرار میرز ٹی سی کے ایسی ایف (پرائیویٹ) لمیٹڈ کے دفتر فرسٹ فلور، 40-ایک 6-پی ای سی انجائیس کراچی۔ فون نمبر 021-111-000-322
- 2- 124 اکتوبر 2018ء کو موصول ہونے والی مشکوک اجلاس میں شرکت اور رائے دی اور مندرجہ بالا ایلیٹ کے حقین کیلئے بروقت بھیجا گیا تھا۔
- 3- شیئر ہولڈرز کو اجابت کی جاتی ہے کہ چند کمپنی کی قسم کی تبدیلی سے رجسٹرار کو مطلع کریں۔
- 4- اجلاس میں شرکت اور رائے دی کا عمل میرانی جانب سے شرکت اور رائے دی کیلئے دوسرے نمبر کو اپنا پتہ کسی مفرد کر سکتا ہے۔ یہ وہ کسی کی تقرری کی دستاویز اجلاس کے انعقاد سے کم از کم آٹھ ماہ (48) مکملے قبل کینیڈا کے رجسٹرار فیض مل جانی چاہیے۔ سی ڈی کی اکاؤنٹس ہولڈرز کو رجسٹرار ایک ریٹائرمنٹ یا جس بیچنے کیلئے آف پاکستان کے سرکار سورہہ 26 جنوری 2000 میں درج ذیل بات پر عمل کرنا ہوگا۔
- 5- جیسا کہ نوٹافیکیشن میں مطلع کیا گیا ہے کہ میران جنھوں نے اپنا نقل قبول CNIC کی نقل کینیڈا شیئر رجسٹرار کو پیش کر دیا ہے ایک بار پھر دوبارہ کرنی چاہیے کہ اسے قومی طور پر براہ راست کینیڈا کے شیئر رجسٹرار کو پیش کر لیں۔ کارپوریٹ یقینی کی صورت میں اپنا پہلے نقل مطلع کیا گیا ہے کہ حوالہ سکیر ریٹائرمنٹ یا جس بیچنے کیلئے آف پاکستان کے نوٹیفیکیشن آرڈر 779 (تا تاریخ 18 اگست، 2011ء اور ایس آر آر 831) 2012/مقام 05 جولائی 2012ء میں بھی کیا گیا ہے جس کا مطلب ہے کہ نوٹیفیکیشن آرڈر 779 رجسٹرار میرزا خان فرخ زاد و صورت باطلان کارپوریٹ نمبر CNIC نمبر کو اپنا ہے۔ ہم دستیابی کی صورت میں کسی ایسی سی پی کے تحت کردہ ایس آر آر کی فہم میں نوٹیفیکیشن آرڈر کی ادائیگی روکی گئی۔
- 6- ناس ایکٹ بھرے 2018ء کے قوانین کے مطابق نوٹیفیکیشن کی ادائیگی سے اگم ٹیکس کی کوئی درج ذیل معاہدہ نہیں بن جائے گی۔

کسی کا نام	فولی ای ڈی ایس اکاؤنٹ نمبر	کل شیئرز	پر لیبل شدہ ہولڈرز	جو اسٹے شدہ ہولڈرز
			نام ی این بی کی سی نمبر	شیئرز ہولڈنگ کا حساب شیئرز کی تعداد
			نام ی این بی کی سی نمبر	شیئرز ہولڈنگ کا حساب شیئرز کی تعداد

6- گینیز بکٹ میرے 2017ء کے دہلہ تحت واجب الادا واپس پانچ ملین ڈالر کے ایک کاؤنٹ میں صرف الیکٹرونیکل اور ایسا کیا جائے گا۔ اس ای سی پی نے پندرہ سو کروڑ نمبر 18 جنوری 2017ء کو جاری کیا تھا۔ 31 اکتوبر 2017ء تک حلیت دی ہے جس کے تمام حلقہ منافع مختصر صرف مقررہ طریقہ سے ادا کیا جائے گا۔ تمام حصص یافتگان سے درخواست ہے کہ وہ اپنے بینکنگ کی تفصیلات بشمول (i) کاؤنٹ کا نام، (ii) کاؤنٹ نمبر، (iii) ای سی پی کے لیے این نمبر، (iv) کاؤنٹ کا نام (v) برانچ کا نام، کوڈ اور یہ کتبھی کے شیئر رجسٹرار سرکاری ایجنسی ایس ایف (پرائیویٹ) لیوٹر فرسٹ فلور - 40، بلاک نمبر 6، پی ای سی ایس کراچی 75400 کو فراہم کر دیں۔ سینٹرل لیاؤنڈری کتبھی آف پاکستان کی وی ای آر کاڈ کے پاس حق شیئرز کے حامل حصص یافتگان کو مندرجہ بالا بینکنگ کی تفصیلات مختلف شریک وی ای آر کی کو فراہم کرنے کی ہدایت کی جاتی ہے۔

شیر ذہولہ کی تفصیلات	
شیر ذہولہ کا نام	
فولیہ نمبر اور سی ڈی کی اکاؤنٹ نمبر	
سی ایچ آئی کی نمبر (کافی منسلک)	
موبائل / لینڈ لائن نمبر	
شیر ذہولہ کے تک کی تفصیلات	
تاکسٹ بک اکاؤنٹ	
اسکرین بک اکاؤنٹ نمبر (ڈی پی اے این)	
بک کا نام	
برخ کا نام اور پتہ	

7- ہم بخوشی اپنے شیئر ہولڈرز کو مطلع کرتے ہیں کہ سیکورٹیز اینڈ ایکس چینج کمیشن آف پاکستان نے ایس آر اے نمبر 1787(1) مورخہ 8 ستمبر 2014ء کے ذریعہ کہیں کو سالانہ مجلس عید اور نفی و نقصان اکاؤنٹس آڈیٹرز کی رپورٹ اور ڈائریکٹرز کی رپورٹ وغیرہ (سالانہ رپورٹ) مع سالانہ اجلاس عام کے نوٹس (قرض) جاریہ ای۔ میل حصص یافتگان کو ارسال کرنے کی اجازت دیدی ہے۔ کبھی کی سالانہ رپورٹ اور سالانہ اجلاس عام کے نوٹس جاریہ ای۔ میل وصول کرنے کے سختی شیئر ہولڈرز سے درخواست ہے کہ وہ الیکٹرونک کیس لینکین فراہم کریں تاہم کبھی طلب کرنے پر سالانہ رپورٹ کی بارڈر کالی سات روزہ کے اندر بلا معاوضہ ممبران کو ارسال کر دی جائے گی۔

8- کنینیا ایکٹ 2017ء کی دلدھ 244 اور ہدایت نمبر 16 بحریہ 2017ء کے تحت سلیڈ کنکھی کو کسکی کے پاس تین سال سے 30 مئی 2017ء تک پڑے لاداعی شیئرڈ 'ڈیوٹ' کو ایک دستانہ بنایا اور اشدور قہر مئی گوشوارہ فراہم کرنے کی ہدایت کی گئی ہے۔ ایسے تمام شیئرڈ ہولڈرز سے اپنے لاداعی ڈیوٹ بنایا اور ایسے شیئرڈ ڈاگ کے سلسلہ میں کہ وہ ہدایت کی قبیل کی درخواست کی جاتی ہے۔ اگر آپ نے اپنا ڈیوٹ بنایا اور شیئرڈ ڈاگ ہولڈر نہیں کئے ہیں تو اسے میرا بنائے واجب اللاداعی ڈیوٹ اور اس الٹس شیئرڈ ڈاگ ہولڈر کے شیئرڈ رجسٹر سے وصول کر لیں۔ بصورت دیگر اسے وفاقی حکومت کے پاس جمع کر دیا جائے گا۔

9۔ ایس ای سی پی سرگرمیوں میں سال 2014ء میں 134 (b)(x) کے تحت مشمول قوانین ماکر پڑھیں کی شرط مگر کئی ایک جغرافیائی مقام پر رہائش پذیر جمہوری طور پر 10 فیصد یا انحصار کے حامل کی جانب سے درخواست اسطابق ارسال کی جارہے ہے کہ 10 کم تو کل موصول ہونے کی صورت میں، کئی ایس ای سی پی سرگرمیوں کی دستیابی کے سبب دیگر کافر نسلا کا اہتمام کرے گی۔

اس سلسلے میں برائے مہربانی مندرجہ ذیل رقم کھینچ کے بچے پر سلامتہ اجلاس عام کی تاریخ انعقاد سے 10 دن قبل جمع کرائیں۔ ممبران کی درخواست اصطلاح موصول ہونے کی صورت میں کٹیف ریڈیو کا فائرسٹے مقام سے سلامتہ اجلاس عام کی تاریخ سے 5 دن قبل تمام ضروری معلومات کے ساتھ آگاہ کر گئی۔

ویڈیو کانفرنس کی سہولت کیلئے درخواست

میں / ہم _____ ولد / بنت / زوجہ _____ سی ایمن آئی سی _____ بلور دوست اسٹیڈی لینڈ _____ کلاس _____ مام حصص / جسٹریٹ لائیو نمبر _____

پندرہویں سالانہ اجلاس عام کے سلسلے میں کراچی پروڈیو کانفرنس کی سمیت کا مطالبہ کرتا ہوں۔

وَحَلَّ مُبَرِّ

(برائے مہربانی کارپوریٹ ایپلیکیشن کی صورت میں مہر چسپاں کریں)