

Ref: IIL/18-19/____

November 1, 2018

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: **Filling of Certified Copy of Resolution Passed by the Shareholders in Compliance with the requirement of Regulation 5.6.4. (b) of the Rule Book**

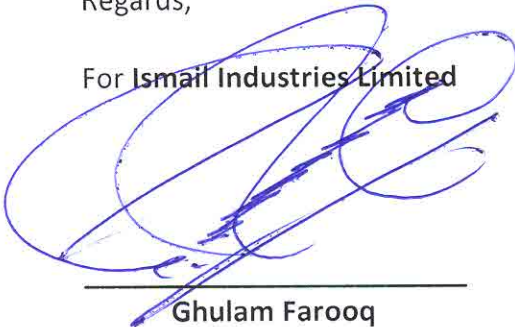
Dear Sir,

In accordance with the requirements of Regulation No. 5.6.4. (b) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith Copy of the resolutions duly certified by the Company Secretary, passed and adopted by the members in the 30th Annual General Meeting of Ismail Industries Limited held on October 26, 2018 at Days Inn Hotel, Karachi.

The above is submitted for information of the Exchange.

Regards,

For Ismail Industries Limited



Ghulam Farooq
Company Secretary

Encl: As above

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF ISMAIL INDUSTRIES LIMITED IN THE 30TH ANNUAL GENERAL MEETING HELD ON OCTOBER 26, 2018.

Ordinary Businesses:

1. To confirm the minutes of the Annual General Meeting of the Company held on October 26, 2017.

"RESOLVED THAT the minutes of the Annual General Meeting of the Company held on October 26, 2018 be and are hereby confirmed."

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.

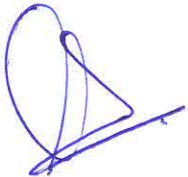
"RESOLVED THAT Annual Audited Financial Statements of the Company for the year ended June 30, 2018 together with the Directors' Report in English and Urdu Version and Auditors' Reports thereon be and are hereby approved and adopted."

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.

"RESOLVED THAT the final 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 be and is hereby approved."

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.

"RESOLVED THAT M/s. Grant Thornton Anjum Rahman, Chartered Accountants be and are hereby re-appointed as Auditors of the Company for the year ending June 30, 2019 and the Board of Directors be and is hereby authorized to fix their remuneration."



Special Businesses:

5. **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.

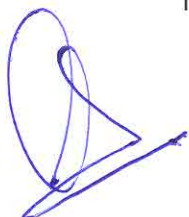
FURTHER RESOLVED THAT a hard copy of the annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") be supplied to the members on their specific demand at the registered address, within seven days of such demand.

6. **RESOLVED THAT** to increase the remuneration of the Chief Executive Officer and Two Executive Directors of the Company. 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 be and is hereby approved.

7. **RESOLVED THAT** 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.

FURTHER 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. **RESOLVED THAT** the following special resolution, with or without modification(s), 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.

FURTHER 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.

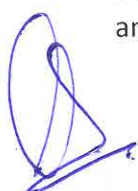
9. **RESOLVED THAT** the Sponsors' outstanding loan converted into equity of the Company by way of further issue of shares, without offering shares to the existing shareholders under the first proviso to section 83(1) of the Companies Act, 2017 be and is hereby approved.

10. **RESOLVED THAT** the further long-term equity investment upto Rs.1,000,000,000/- (Rupees One billion only) to be made by way of an additional acquisition of shares of The Bank of Khyber, an associated company of Ismail Industries Limited, under Section 199 of the Companies Act, 2017 be and is hereby approved subject to approval of the Regulatory Authorities. The above said Investment would be in piecemeal and this resolution shall be valid for a period of three years.

FURTHER RESOLVED THAT 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.

11. **RESOLVED THAT**, 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 be and is hereby approved. The above said Investment would be in piecemeal and this resolution shall be valid for a period of three years.

FURTHER RESOLVED THAT 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 the Chief Executive Officer / Company Secretary be and is hereby authorized to do all acts to affect the Ordinary or Special Resolution for completion of all legal and necessary formalities with respect their requirement.

Certified True Copy



**Ghulam Farooq
Company Secretary**